



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281520
Original Issued Date: 06/26/2020
Issued Date: 06/26/2020
Expiration Date: 06/26/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Blue Collar Botany Corp

Phone Number: 508-414-0606
Email Address: hmelanson@bluecollarbotany.com

Business Address 1: 644 River Street
Business City: Fitchburg Business State: MA Business Zip Code: 01420
Mailing Address 1: 644 River Street
Mailing City: Fitchburg Mailing State: MA Mailing Zip Code: 01420

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 33.33 Percentage Of Control: 33.33
Role: Owner / Partner Other Role: President / General Manager

First Name: Hal	Last Name: Melanson	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 33.33	Percentage Of Control: 33.33	
Role: Owner / Partner	Other Role: Treasurer	
First Name: James	Last Name: Lunay	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 33.33	Percentage Of Control: 33.33	
Role: Owner / Partner	Other Role: Secretary	
First Name: James	Last Name: Parker	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Hal	Last Name: Melanson	Suffix:	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$200000	Percentage of Initial Capital: 22
Capital Attestation: Yes			

Individual Contributing Capital 2

First Name: James	Last Name: Parker	Suffix:	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$300000	Percentage of Initial Capital: 33.33
Capital Attestation: Yes			

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: James Cresswell Lunay Revocable Trust	Entity DBA:		
Email: jim@jclequipment.com	Phone: 973-602-6462		
Address 1: 915 Trumbull Street	Address 2:		
City: Xenia	State: OH	Zip Code: 45385	
Types of Capital: Monetary/Equity, Other	Other Type of Capital: 300,000	Total Value of Capital Provided: \$300000	Percentage of Initial Capital: 33.33
Capital Attestation: Yes			

Entity Contributing Capital 2

Entity Legal Name: Harold A Melanson Irrevocable Trust Hal Melanson TTEE

Entity DBA:

Email: hmelanson@bluecollarbotany.comn
Phone: 508-414-0606

Address 1: 5 Hubbardston Road

Address 2: PO box 7

City: princeton

State: MA

Zip Code: 01541

Types of Capital: Monetary/Equity, Other

Other Type of Capital: 100000

Total Value of Capital Provided:
\$100000

Percentage of Initial Capital:
11.11

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: 644 River Street

Establishment Address 2:

Establishment City: Fitchburg

Establishment Zip Code: 01420

Approximate square footage of the Establishment: 23000

How many abutters does this property have?: 5

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement Certification.pdf	pdf	5c9a83635d4b0b1b3ebc4323	03/26/2019
Plan to Remain Compliant with Local Zoning	Compliance with Zoning.pdf	pdf	5c9a83df5fd63c1b24eb944a	03/26/2019
Community Outreach Meeting Documentation	Community Out Reach11 4.pdf	pdf	5e1dfb47ef24345344e520dd	01/14/2020

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.: \$

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	ADI plan 2019.pdf	pdf	5e1dfb99cb8cc6573ebd455e	01/14/2020
Other	2019.12 BCBC Letter MOC KR Executed.pdf	pdf	5e1dfbe75e2d54535a9c5142	01/14/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:** General Manager
First Name: Hal **Last Name:** Melanson **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Owner / Partner **Other Role:** Treasurer
First Name: James **Last Name:** Lunay **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Owner / Partner **Other Role:** Secretary
First Name: James **Last Name:** Parker **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization.pdf	pdf	5c883e8b1e71bd126232da51	03/12/2019
Bylaws	BYLAWS 5-30-18.pdf	pdf	5c883ebc8d16491b5c0fa6e0	03/12/2019
Department of Revenue - Certificate of Good standing	BCBC Cert of good standing DOR.pdf	pdf	5c883ff6293a5312448eb84e	03/12/2019
Secretary of Commonwealth - Certificate of Good Standing	Good Standing Sec State.pdf	pdf	5e54413bd43df3043d4bb45a	02/24/2020

No documents uploaded

Massachusetts Business Identification Number: 001325835

Doing-Business-As Name:

DBA Registration City: Fitchburg

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	BCBC Business Plan 2019.pdf	pdf	5c9955355fd63c1b24eb921f	03/25/2019
Proposed Timeline	Time Line 2020.pdf	pdf	5e1c9d27f76dd253236e4e19	01/13/2020
Plan for Liability Insurance	Liability Insurance.pdf	pdf	5e1c9dc1d74bf6532ea0329c	01/13/2020

OPERATING POLICIES AND PROCEDURES

Date generated: 12/03/2020

Page: 4 of 6

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	BCBC Inventory Procedure.pdf	pdf	5c886417b411c1126cf0524a	03/12/2019
Prevention of diversion	BCBC Prevention of Diversion.pdf	pdf	5c970246eddb73122a61a737	03/24/2019
Storage of marijuana	BCBC Storage of Cannabis.pdf	pdf	5c970269eadf341230f6b610	03/24/2019
Quality control and testing	BCBC Quality and Testing.pdf	pdf	5c97028e3779161b2a877025	03/24/2019
Maintaining of financial records	BCBC Maintaining financial Records.pdf	pdf	5c9702e59ff0081b4821e203	03/24/2019
Qualifications and training	BCBC Qualifications and Training.pdf	pdf	5c970328b411c1126cf068e9	03/24/2019
Sample of unique identifying marks used for branding	Sample Mark and Label.pdf	pdf	5c996f3b9ff0081b4821e591	03/25/2019
Transportation of marijuana	BCBC Transportation of Manufactured Cannabis Products.pdf	pdf	5e1ca02cef24345344e51d0a	01/13/2020
Restricting Access to age 21 and older	BCBC Restricting Access to Individuals Under 21.pdf	pdf	5e1ca55dcb8cc6573ebd4197	01/13/2020
Diversity plan	Vetran Services.pdf	pdf	5e1caa5238f8ab571d6e53be	01/13/2020
Record Keeping procedures	BCBC Record Keeping Policies and Procedures.pdf	pdf	5e1cb49b2f1a0653113998b1	01/13/2020
Personnel policies including background checks	BCBC Personnel Policies and Background Checks.pdf	pdf	5e1cb746d74bf6532ea03355	01/13/2020
Diversity plan	BCBC Diversity (2 20).pdf	pdf	5e56b9c981ae16046becba10	02/26/2020
Security plan	Security Plan Detailed Summary1219.pdf	pdf	5e598b0a5b05c304785eb0b3	02/28/2020
Method used to produce products	Methods Used to Manufacture Products2020.pdf	pdf	5e59906d02a6e70453530144	02/28/2020
Types of products Manufactured.	Types of Products Manufactured.pdf	pdf	5e599089fe55e40432f73bdb	02/28/2020

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 5:00 PM
Tuesday From: 9:00 AM	Tuesday To: 5:00 PM
Wednesday From: 9:00 AM	Wednesday To: 5:00 PM
Thursday From: 9:00 AM	Thursday To: 5:00 PM
Friday From: 9:00 AM	Friday To: 5:00 PM
Saturday From: Closed	Saturday To: Closed
Sunday From: Closed	Sunday To: Closed

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

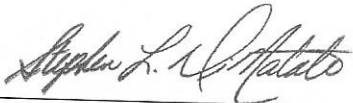
I, Hal Melanson, (insert name) certify as an authorized representative of Blue Collar Botany Corp (insert name of applicant) that the applicant has executed a host community agreement with The City of Fitchburg (insert name of host community) pursuant to G.L.c. 94G § 3(d) on November 21 2018 (insert date).



Signature of Authorized Representative of Applicant

Host Community

I, Stephen F. DiNatale, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for The City of Fitchburg (insert name of host community) to certify that the applicant and The City of Fitchburg (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on November 21 2018 (insert date).



Signature of Contracting Authority or
Authorized Representative of Host Community

Blue Collar Botany Corp

644 River Street
Fitchburg, Ma 01420
508-414-0606

Plan to remain in compliance with local zoning rules

The property at 644 River Street is in the Industrial Zone. Further this is also in an overlay district with the most flexibility of uses in the City of Fitchburg. By right this is within compliance of zoning for Marijuana Cultivation and Manufacturing with a special permit required. We have been granted this special permit by the City of Fitchburg Planning Board. All operations will be conducted inside the secure facility. We will not deviate from the plan proposed to the Cannabis Commission. If we decide to apply for a tier II license we will comply with the procedures to do so. There will be no other uses in this building to cause any zoning compliance issues.

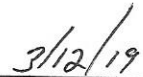
I Hal Melanson, of Blue Collar Botany Corp attest that we will remain compliant with zoning rules:

Hal Melanson



Director and General Manager

Blue Collar Botany Corp



Date

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, Hal Melanson, (insert name) attest as an authorized representative of Blue Collar Botany Corp (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 11/14/2019 (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 11/14/2019 (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 11/14/2019 (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 11/14/2019 (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.

Sentinel & Enterprise

[News](#) - [Sports](#) - [Business](#) - [Entertainment](#) - [Lifestyle](#) - [Community](#) - [Obituaries](#) - [Opinion](#) - [Marketplace](#) - [Tools](#) -

PUBLIC NOTICES

[Home](#)

BLUE COLLAR BOTANY CORP. 644 RIVER STREET, FITCHBURG, MA

Blue Collar Botany Corp. 644 River Street, Fitchburg, Ma. 01420 Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 14, 2019 at 6:00 pm. The meeting will be held in the Garden Room at The Fitchburg Public Library at 610 Main Street, Fitchburg Ma. Topics will include the proposed cultivation and manufacturing facility at 644 River Street Fitchburg, Ma. There will be an opportunity for the public to ask questions. November 4, 2019

Appeared in: **Sentinel & Enterprise** on Monday, 11/04/2019

[Printer-friendly version](#)[E-mail to a friend](#)[Home](#)

Powered by [myPublicNotices.com](#)

SERVICES: [RSS](#) | [AP Podcasts](#) | [Local Video](#) | [Photo Gallery](#) | [Newspaper Archives](#) | [Subscribe](#) | [Place an Ad](#) | [Email Newsletter](#) | [Company Directory](#) | [Feedback](#)



* AFFILIATED LINKS *

[TheGalleryOfHomes.net](#) | [MyAutoShowcase.com](#) | [NEBridalGuide.com](#) | [DineInNewEngland.com](#) | [SunMediaCareers.com](#) | [Newspapers In Education](#)
[LowellSun.com](#) | [AyerPublicSpirit.com](#) | [GrotonLandmark.com](#) | [HarvardHillside.com](#) | [PepperellFreePress.com](#) | [ShirleyOracle.com](#) | [TownsendTimes.com](#)

© MediaNews Group, Inc. and Mid-States Newspapers, Inc

**Blue Collar Botany Corp.
644 River Street, Fitchburg, Ma. 01420**

2019 NOV -4 PM 3:12
FITCHBURG CITY CLERK

11/1/2019

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 14 2019 at 6:00 pm. The meeting will be held in the Garden Room at The Fitchburg Public Library at 610 Main Street, Fitchburg Ma. Topics will include the proposed cultivation and manufacturing facility at 644 River Street Fitchburg, Ma. There will be an opportunity for the public to ask questions.

The Newton Street entrance at the library will lead to the Garden Room on the left.

From the Main Street entrance leading straight into the library a ramp to the left will lead down to the Garden Room.

**Blue Collar Botany Corp.
644 River Street, Fitchburg, Ma. 01420**

11/1/2019

**[REDACTED]
[REDACTED]
[REDACTED] STREET
FITCHBURG, MA 01420**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 14 2019 at 6:00 pm. The meeting will be held in the Garden Room at The Fitchburg Public Library at 610 Main Street, Fitchburg Ma. Topics will include the proposed cultivation and manufacturing facility at 644 River Street Fitchburg, Ma. There will be an opportunity for the public to ask questions.

The Newton Street entrance at the library will lead to the Garden Room on the left.

From the Main Street entrance leading straight into the library a ramp to the left will lead down to the Garden Room.

PLAN TO POSITIVELY AFFECT AREAS OF DISPROPORTIONATE IMPACT

COMMUNITY BENEFITS AND ECONOMIC IMPACT

Fitchburg is a “Commission” designated Area of Disproportionate Impact. By creating a cannabis cultivation and manufacturing facility in the city, BCBC will contribute to the economic renaissance in Fitchburg and will support the goals of Fitchburg’s Economic Development Strategic Plan. All BCBC’s business operations, hiring, ancillary economic benefits, direct charitable payments, charitable activities and the mill complex enhancement measures, will directly benefit the Area of Disproportionate Impact.

The specific goals will be evaluated quarterly to ensure compliance, efficacy and that schedules and plans are on track to succeed.

The progress or success of this plan will be demonstrated upon each license renewal period.
935 CMR 500.101(1) and (2)

Goal 1. Contribute to meaningful organizations to positively impact disproportionate impacted populations.

Plan. BCBC will make a minimum annual donation of \$4000 to Fitchburg-based Montachusett Opportunity Council to be used for elder nutrition services, and for improving health and nutrition for woman, infants and children in need. This contribution will have a direct positive result in this disproportionately impacted area and to residents of Fitchburg. (Letter of donation acceptance provided.)

Metric: BCBC accounting records and receipts from the charity populated annually.

Goal 2. Hire 40% of BCBC’s employees from The City of Fitchburg.

Plan. Run monthly advertisements in The Fitchburg Sentinel to specifically target this area of disproportionate impact, and to hire past or present residents of Fitchburg for all positions such as Administration, Head Cultivator, Assistant Cultivators, Quality Manager, Inventory Manager, Security Manager, Trimmers, Order fulfilment, Manufacturing, Lab Tech, and Maintenance.

Metric: Human Resource records to establish 40% goal. Advertising records. Certification from employees of past or present residency of Fitchburg.

Goal 3. Hire a minimum of 10% of BCBC's staff who are residents of Massachusetts who have past drug convictions.

Plan. Run two training programs per year for residents of Fitchburg who have past drug convictions, or residents with parents or spouses who have had drug related convictions. One of the purposes of this training plan is to help remove barriers within this demographic from being able to enter the legal marijuana industry. BCBC managers will give training and insight to the many facets of cultivation and manufacturing segments of this industry.

The programs will be advertised in The Fitchburg Sentinel inviting residents of Fitchburg who have past drug convictions, or residents with parents or spouses who have had drug related convictions to sign up to attend.

Metric: Human Resource records. Advertising records. Certification from employee of past drug conviction or parent or spouse of an employee with past drug conviction. Training program attendance records. Report annually.

Goal 4. BCBC will give contracting preference to local trades.

Plan. When jobs go out for bid, at least one local area contractor will be sought out and invited to bid. Within this plan, past or present laborers and tradespeople from Fitchburg will be strongly considered.

Metric: Records will be retained for proof of trades contacted and number of improvements awarded to local contractors. Names of past or present Fitchburg residents who work for contractors on site will be documented and records will be summarized at each license renewal period.

Additional:

1. BCBC's plan will adhere to the requirements set forth in 935 CMR 500.105(4) which provides permitted and prohibited advertising, branding, marketing and sponsorship practices of 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.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

[Special Filing Instructions](#)

Articles of Organization

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

Identification Number: 001325835

ARTICLE I

The exact name of the corporation is:

BLUE COLLAR BOTANY CORP

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

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.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CWP	\$0.00000	900	\$0.00	900

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

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 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.

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: HAL MELANSON
No. and Street: 644 RIVER STREET
City or Town: FITCHBURG State: MA Zip: 01420 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	HAL J MELANSON MR	5 HUBBARDSTON ROAD PRINCETON, MA 01541 USA
TREASURER	JAMES LUNAY MR	915 TRUMBULL ST XENIA, OH 45385 USA
SECRETARY	JAMES DOUGLAS PARKER MR	863 GOLD FLUME WAY CLEVELAND, GA 30528 USA
DIRECTOR	HAL J MELANSON MR	5 HUBBARDSTON ROAD PRINCETON, MA 01541 USA
DIRECTOR	JAMES LUNAY MR	915 TRUMBULL ST XENIA, OH 45385 USA
DIRECTOR	JAMES DOUGLAS PARKER MR	863 GOLD FLUME WAY CLEVELAND, GA 30528 USA

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

FARMING

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):

No. and Street: 644 RIVER STREET

City or Town: FITCHBURG

State: MA

Zip: 01420

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

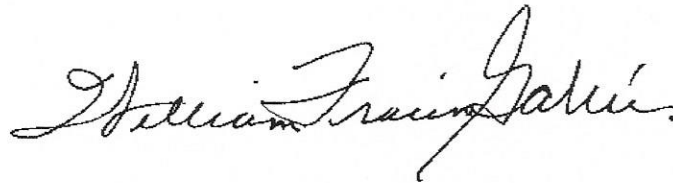
Signed this 3 Day of May, 2018 at 9:50:09 AM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

HAL MELANSON

THE COMMONWEALTH OF MASSACHUSETTS

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

May 03, 2018 09:49 AM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS
OF
BLUE COLLAR BOTANY CORP.

ARTICLE 1

Articles of Organization

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the corporation and its Directors, Officers, and Shareholders, and all matters concerning the conduct and regulation of the business of the corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All reference in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall in each year end on **December 31**.

ARTICLE III

Meeting of Shareholders

Section 1. - Annual Meetings:

The annual meeting of shareholders shall be held on the second Tuesday in January in each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at ten o'clock in the morning unless a different hour is fixed by the Board of Directors or the President at the office of the corporation. The purposes, for which the annual meeting is to be held in addition to those prescribed by law, by the Articles of Organization or these By-Laws, may be specified by the Board of Directors or the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof, may be held and such special meeting shall have for the purposes of these By-Laws or otherwise all the force and effect of an annual meeting.

Section 2. - Special Meetings:

A special meeting of the shareholders may be called at any time by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the shareholders shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more shareholders who hold at least one-tenth part in interest of the stock entitled to vote at the meeting. Such call shall state the time, place and purpose of the meeting.

Section 3. - Meetings by Remote Communications:

Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 4. - Place of Meetings:

All meetings of the shareholders shall be held at the principal office of the corporation in Massachusetts, unless a different place within Massachusetts, or if permitted by the Articles of Organization, elsewhere within the United States, or the meeting is held solely by means of remote communication, and is designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

Section 5. – Meetings - Requirements of Notice:

A written notice of the place, date and hour of all meetings of shareholders stating the purposes of the meeting shall be given at least seven (7) days before the meeting to

each shareholder entitled to vote there and to each shareholder who is otherwise entitled by law or by the Articles of Organization to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid and addressed to such shareholder at his address as it appears in the records of the corporation. Such notice shall be given by the Secretary, in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a shareholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such shareholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 6. - Quorum:

At any meeting of the shareholders, a quorum shall consist of a majority in interest of all stock issued and outstanding and entitled to vote at the meeting. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Notwithstanding the above, unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

Section 7. - Action by Vote:

When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization, or by these By-Laws. No ballot shall be required for any election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 8. - Voting and Proxies:

Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise

provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

Shareholders entitled to vote shall have one vote for each share of stock entitled to vote held by them of record according to the records of the corporation and a proportionate vote for a fractional share, unless otherwise provided by the Articles of Organization. The corporation shall not, directly or indirectly, vote any share of its own stock.

Section 9. - Action by Consent:

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting if a majority of shareholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of shareholders. Such consents shall be treated as a vote at a meeting.

Section 10. - Proxies:

Shareholders entitled to vote may vote either in person or by proxy in writing dated not more than six (6) months before the meeting named therein, which proxies shall be filed with the Secretary or other person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy, the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a shareholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 11. - Telephonic Participation in Meetings:

Shareholders may participate in a meeting of the Board of Trustees or such committee by means of a conference telephone call or similar communications equipment by means 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.

Section 12. - Record Date:

The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 13. - Shareholders List for Meeting:

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE IV

Directors

Section 1. - Powers:

The business of the corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise reserved to the shareholders by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. - Enumeration, Election and Term of Office:

The Board of Directors shall consist of one or more individuals. Directors shall have determined from time to time by the shareholders and may be enlarged by vote of a majority of the Directors then in office. The Chairman and the Directors shall be chosen at the annual meeting of the shareholders by such shareholders as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. No Director need be a shareholder.

Section 3. - Vacancies:

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 4. - Change in Size of the Board of Directors:

The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. - Tenure:

The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. - Regular Meetings:

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the shareholders may be held without notice immediately after and at the same place as the annual meeting of the shareholders or the special meeting in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 7. - Special Meetings:

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President, Treasurer or by two or more Directors, reasonable notice thereof being given to each Director by the Secretary or an Assistant Secretary, or, if there be none, by the Secretary or an Assistant Secretary, or by the officer or none of the Directors who called the meeting.

Section 8. - Notice:

It shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight (48) hours or by telegram at least twenty-four (24) hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four (24) hours before.

Section 9. - Waiver of Notice:

A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the

meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 10. - Quorum:

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office. Whether or not a quorum is present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

Section 11. - Action by Consent:

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a majority of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors.

Section 12. - Telephone Conference Meetings:

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 13. - Committees:

The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 14. - Compensation:

The Board of Directors may fix the compensation of Directors.

Section 15. - Standard of Conduct for Directors:

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 16. - Conflict of Interest:

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

Section 17. - Loans to Directors:

The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the

loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

Section 1:

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or

delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE V

Officers and Agents

Section 1. - Enumeration; Qualification:

The officers of the corporation shall be a President, Vice-Presidents, Treasurer, Assistant Treasurer, a Secretary, Assistant Secretary, and such other officers as the Directors from time to time, may in their discretion elect or appoint. Any officer may be but none need be a Director or shareholder. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person.

Section 2. - Powers:

Subject to law, to the Articles of Organization, and to the other provisions of these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate.

Section 3. - Elections:

The President, Vice-President, Treasurer, Assistant Treasurer, and the Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the shareholders. Other officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

Section 4. - Tenure:

Except as otherwise provided by law, or by the Articles of Organization or by these By-Laws, the President, Vice-President, the Treasurer and the Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the shareholders and until their respective successors are chosen and qualified, and such other officer shall hold office until the first meeting of the Directors following the next annual meeting of the shareholders and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

Section 5. - President:

The President shall be the chief executive officer of the corporation, and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors he shall preside, when present, at all meetings of shareholders and of the Board of Directors.

Section 6. - Vice-Presidents:

The corporation shall have such Vice-President(s) as the Board of Directors determines from time to time. The Vice-President(s) as appointed by the Board of Directors shall have such duties and responsibilities as granted by said Directors.

Section 7. - Treasurer and Assistant Treasurer:

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to keep accurate books of account. He or she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. The Board of Directors may from time to time appoint an Assistant Treasurer, who shall have such duties and responsibilities as determined by the Board of Directors.

Section 8. - Secretary and Assistant Secretary:

The Secretary shall keep a record of the meetings of shareholders and Board of Directors. In the absence of the Secretary from any meeting of shareholders or directors, the Secretary shall perform the duties of the Secretary, unless otherwise designated by the person presiding. The Board of Directors, may from time to time appoint an Assistant Secretary.

Section 9. - Standards Of Conduct For Officers:

An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not

to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE VI

Resignations, Removals, and Vacancies

Section 1. - Resignations:

Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Directors. Such resignation shall take effect at such time as if specified therein, or if no such time is so specified, then upon delivery thereof.

Section 2. - Removals:

Directors, including Directors elected by the Directors to fill vacancies in the Board may be removed with or without assignment of cause by vote in the election by a particular class of shareholders or may be removed only by the vote of the holders of a majority of the share of the particular class of shareholders entitled to vote for the election of such Directors.

The Directors may by a vote of the majority of the Directors then in office, remove any Director for cause.

The Directors may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard from the body proposing to remove him is given.

The Directors may terminate or modify the authority of any agent or employee.

Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise, provided, however, that the foregoing provision shall not prevent such Director or officer from obtaining damages for breach of any contract or employment legally binding upon the corporation.

Section 3. - Vacancies:

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in

office, or in the absence of such election by the Directors, by the shareholder at a meeting called for that purpose; provided, however, that any vacancy resulting from action by the shareholders may be filled by the shareholders at the same meeting at which such action was taken by them.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by vote of a majority of the Directors present at the meeting at which such election or appointment is made.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII

Provisions Relating Shares

Section 1. - Stock Authorized:

The total number of shares and the par value, if any, shall be as stated in the Articles of Organization.

Section 2. - Issue of Authorized Unissued Capital Stock:

Any unissued capital stock from time to time authorized under the Articles of Organization may be issued by vote of the Directors. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it is authorized to be issued, has been actually received or incurred by, or conveyed or rendered to the corporation, or is in its possession as surplus.

Section 3. - Certificates of Stock:

Each shareholder shall be entitled to a certificate in form selected by the Board of Directors stating the number and the class and the designation of the series, if any, of the shares held by him. Such certificate shall be signed by the President and the Treasurer or Secretary. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the corporation.

Every certificate for shares of stock subject to any restriction on transfer pursuant to the Articles of Organization, these By-Laws, or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy of the holder of such certificate upon written request and without charge.

Section 4. - Uncertificated Shares:

The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 5. - Record and Beneficial Owners:

The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 6. - Transfers:

Subject to the restrictions, imposed by the Articles of Organization, these By-Laws or any agreement to which the corporation is a party, shares of stock shall be transferred on the books of the corporation only by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign, or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto regardless of any transfer, pledge, or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements for these By-Laws. It shall be the duty of each shareholder to notify the corporation of his post office address.

Section 7. - Lost, Mutilated, or Destroyed Certificates:

Except as provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated, or destroyed.

(a) Lost or Destroyed Certificates:

The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost,

destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 8. - Setting Record Date & Closing Transfer Records:

The Board of Directors may fix in advance a time not more than sixty (60) days before (a) the date of any meeting of the shareholders or (b) the date for the payment of any dividend or the making of any distribution to shareholders or (c) the last day of which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to notice and to vote at such meeting, or the right to receive such dividend or distribution, or the right to give such consent or dissent. If a record date is set, only shareholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the corporation for all or any part of such a sixty (60) day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day preceding the day on which notice is given, and the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

(a) Records to be Kept:

(1) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(2) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 9. Inspection of Records by Shareholders:

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

- (3) the record of shareholders described in Section 1(a) of this Article.
- (c) A shareholder may inspect and copy the records described in subsection (b) only if:
 - (1) his or her demand is made in good faith and for a proper purpose;
 - (2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
 - (3) the records are directly connected with his or her purpose; and
 - (4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.
- (d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 10. Scope of Inspection Right:

- (a) A shareholder's agent or attorney has the same inspection and copying rights as the shareholder represented.
- (b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.
- (c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.
- (d) The Corporation may comply at its expense, with a shareholder's demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.
- (e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

Section 11. Inspection of Records by Directors:

A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a

committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

INDEMNIFICATION

Section 1. Definitions:

In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers:

(a) Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses:

The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general

obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification:

The determination of whether a Director Officer has met the relevant standard of conduct set forth in Section 2 shall be made:

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

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements:

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the

Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance:

The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article:

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these Bylaws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

Article VIII

Miscellaneous Provisions

Section 1. - Execution of Papers:

All deeds, leases, transfers, contracts, bonds notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. - Corporate Seal:

The seal of the corporation shall be in such form as the Board of Directors may from time to time determine.

Section 3. - Corporate Records:

The original or attested copies, of the Articles of Organization, By-Laws, and records of all meetings of the incorporators and shareholders, and the stock and transfer records, which shall contain the names of all shareholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or the office of the corporation's attorney, or with the Secretary.

Section 4. - Evidence of Authority:

A certificate by the Secretary or Secretary or an Assistant or Temporary Secretary or Secretary as to any matter relative to the Article of Organization, By-Laws, record of the proceedings of the incorporators, shareholders, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

ARTICLE IX

AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the Bylaws, approval by the Board of Directors of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.



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

mass.gov/dor

Letter ID: L1300206976
Notice Date: February 27, 2019
Case ID: 0-000-650-719



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



HAL MELANSON
BLUE COLLAR BOTANY CORP
644 RIVER ST BLDG 644
FITCHBURG MA 01420-2957

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, BLUE COLLAR BOTANY CORP 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..

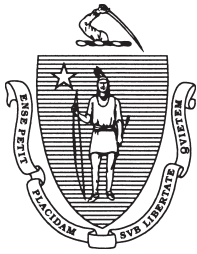
Visit us online!

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

Use the confirmation code below to print another copy of this letter or to review your submission.
Confirmation Code: d6kgq6



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 31, 2019

To Whom It May Concern :

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

BLUE COLLAR BOTANY CORP

is a domestic corporation organized on **May 03, 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.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 20010010550

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

Processed by:

Business Plan

Blue Collar Botany Corp
644 River Street Fitchburg, MA 01420
508-414-0606

Owners: Hal Melanson, James Lunay and
James Douglas Parker

Blue Collar Botany Corp Business Plan

1. Executive Summary

Blue Collar Botany Corporation (BCBC) intends to cultivate, and manufacture cannabis products for adult use in Fitchburg Massachusetts. Operating in a 23,000 square foot former paper mill, BCBC's first phase will be to operate as a Tier 1 cultivator up to 5000 square feet of canopy, using one vegetation room, one mother room, and four flower rooms. BCBC plans on operating a manufacturing area where it will produce extracts and oils, in addition, BCBC will operate a commercial kitchen for edible cannabis products. BCBC will generate revenue by wholesale channels through 3rd party licensed retail stores, or licensed distributors.

Located in Fitchburg, Massachusetts, BCBC is owned and operated by Hal Melanson, James Lunay and Douglas Parker. The business is located at 644 River Street, a converted paper mill operated by Melanson who has been a property and business owner in Fitchburg for many years. BCBC's ownership group believes in the mission of The Fitchburg Plan, which is a commitment by local private-sector business owners to invest time, money and resources in an effort to revitalize the city.

BCBC recognizes that the legalization of adult-use cannabis does not align with the personal beliefs of all Fitchburg residents. BCBC is dedicated to being an unobtrusive neighbor, adhering to all cannabis state and local regulations, and ensuring that operations contribute to a positive town culture.

Mission Statement

BCBC will cultivate and manufacture unique, proprietary-grade cannabis products for wholesale distribution. Sales revenue will contribute to the economic development of the mill complex and to The City of Fitchburg through The Host Community Agreement, Taxes, and contributions resulting positively in this area of disproportionate impact.

2. Site Planning and Analysis

BCBC is committed to operating a business that will facilitate revival of the underutilized mill complex. The planned renovation of the paper mill is exemplary of how the company and its owners are investing in the city's economic future. BCBC will adhere to all general and cannabis-specific local and state construction codes in its renovations.

4. Estimated Market Place

BCBC will produce products that meet the needs of cannabis consumers over the age of 21 throughout the state. BCBC legal manufacturing operation will help displace the illicit market currently providing cannabis to consumers in this area of disproportionate impact. Blue Collar Botany's wholesale network will service legal cannabis retailers not only in Fitchburg, but throughout Massachusetts.

5. Financial

The partners of Blue Collar Botany will provide personal funding to build out and operate the business. There are no mortgages on the property allowing for collateral if future infrastructure development is needed. The conservative business model is to run lean and efficient to be able to react to market volatility and to sustain operations when prices drop or demand subsides.

6. Organization

BCBC is owned by three people Hal Melanson, James Lunay and Douglas Parker.

Hal Melanson serves as President and Chief Operating Officer. Hal will be in charge of day-to-day operations at BCBC. He has 30 years of management experience in chemical manufacturing and defense contracting industries. His expertise is in Operations Management, Manufacturing, Quality Systems, Facilities, Environmental Health and Safety, Compliance, Marketing and Sales.

James Lunay serves as Treasurer and Chief Executive Officer. He holds a Bachelor's degree in Accounting from Boston University. He is the Owner of JCL Equipment Company; manufacturing line marking trucks and equipment that he has operated for 30 years. His expertise is in Accounting, Business Management, Finance, Contracts, Procurement, Fabrication, Design, Quality Control, Customer Service and Sales.

Douglas Parker serves as Secretary and Director. He is a managing partner of an Industrial Painting and Highway Line Striping Business of 22 years. His expertise is in Business Management, Finance, Operations, Contracts, Procurement, Quality Control, Personnel Management, Customer Service and Sales.

The company anticipates an initial staff of 6 to 7 full-time employees, including managers, production associates, security, regulatory and administrative personnel. Job preferences will be given to applicants from The City of Fitchburg.

7. Current Officers and Executives

Hal Melanson, President and Chief Operating Officer, GM- Investor

James Lunay, Treasurer and Chief Executive Officer - Investor

James Douglas Parker, Secretary and Director - Investor

Steven Daugherty, Master Cultivator. Steven earned a Bachelor's Of Science in Chemistry and a Minor in Biology at Virginia Polytechnic Institute.

8. Product Offerings

BCBC will cultivate and manufacture a range of cannabis products for the adult-use market. Exact products will be determined based on wholesale demand, and forecasted grow cycles.

7. Advertizing and Marketing

BCBC will comply with all Cannabis Control Commission and relevant state regulations and restrictions covering marketing and advertising and labeling.

8. Physical Structure

Within the current brick, concrete and steel mill building, BCBC will build out structural freezer style clean rooms with sealed aluminum clad EPS panels. BCBC will begin operations in a 9,000 to 10,000 square foot section of the building. This includes four flower rooms, one vegetative room, and a mother room equaling up to 5,000 square feet of plant growing canopy. Manufacturing of extracts will be done in a 160 SF Lab. Demised from the manufacturing area, a commercial kitchen for baking edibles and a vault will also be built out.

There is additional space in this building for future expansion for up to a Tier 2 license. In renovating the mill, preference will be given to contractors from the Fitchburg area, including minority owned contractors such as construction, architecture, electrical, plumbing, HVAC, and security systems, etc.

9. Security Plan

A professional security company will design and implement comprehensive security systems and process controls for safety of employees, inventory control, and risk mitigation. The company will utilize extensive internal and external surveillance cameras and will meet all security standards set by the Cannabis Control Commission. All inventory, including plants and manufactured goods, will be stored in locked, limited access locations with strict security and monitored 24 hours a day, seven days a week. BCBC will implement strict guidelines to ensure the safety and security of its location.

Liability Insurance

Blue Collar Botany Corp

Cultivation and Manufacturing Product Liability Insurance.

The James River Liability Insurance policy has quoted:

General Liability and Product Liability of:

\$1,000,000 per occurrence

\$2,000,000 in aggregate.

\$0 deductible.

935 CMR 500.101(1) and (2) 935 CMR 500.105(10)

Blue Collar Botany Corp Quality Control and Testing Plan

BCBC has developed operating policies and procedures for quality control and testing of product for potential contaminants in compliance with 935 CMR 500.160 [935 CMR 500.105(1)(g)]. Quality control and assurance entails handling procedures, facility sanitation standard operating procedures (SOPs), facility design and layout, facility sanitation and inspections, equipment selection and maintenance, regular facility maintenance, worker sanitation, and plant handling safety. Independent testing with a Massachusetts licensed testing lab will guarantee that BCBC's quality control policies and procedures are properly working to keep BCBC's facility in compliance with laws, rules, and regulations.

Marijuana and Product Handling

BCBC will instill a culture dedicated to sanitation, safety, and quality assurance in the pursuit of producing the best quality marijuana. BCBC will require all employees who come into direct contact with marijuana to be trained in food handling techniques and will subject them to the same requirements as any commercial kitchen staff [935 CMR 500.105(3)(b)1. and 935CMR 500.130(2)(a)]. Specifically, staff will satisfy the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*, which lists diseases dangerous to the public health as designated by the Department of Public Health ("the Department") and establishes reporting, surveillance, isolation and quarantine requirements. In addition, BCBC will provide the cultivation team employees with company uniforms and a locker; employees will be required to change at the beginning and end of each shift to minimize the risk of contamination. Quality control requires effective production control. The Quality Assurance Manager (QAM) will ensure BCBC is maintaining facility quality control compliance and providing safe, high-quality product that meets market needs. Quality control protocols ensure that best management practices are continually adhered to and that the teams in the cultivation facility communicate effectively. BCBC will enforce quality centric SOPs through reoccurring and randomly performed quality control inspections throughout the facility. Every cultivation team member will be trained on their unique quality control responsibilities and will be expected to uphold BCBC's strict quality control standards in every aspect of their position. Inspections by state and local licensing and enforcement authorities will also ensure BCBC is meeting the highest quality control standards [935 CMR 500.105(2)(b)7.e.x. and 500.300]. The QAM is responsible for ensuring facility adherence and compliance with all applicable local, state, and federal laws, rules, and regulations. The QAM performs Quality Control/Quality Assurance through all levels of the operation to ensure consistent, safe, quality and timely product for sale and delivery to other Marijuana Establishments. The QAM reports up to the General Manager and manages individual responsibilities in accordance with the company's policies and applicable laws. This position communicates compliance violations through the General Manager to the staff and maintains accurate records of all compliance checklists, production logs, visitor logs, employees, processes, vendors, shipping and receiving manifests. The QAM will consistently attend local and state regulatory meetings to stay abreast of changes in laws, rules, and regulations. The QAM will host

and lead in discussions with local and state audit representatives during scheduled and unscheduled inspections to answer questions and provide support where needed. In addition, the QAM ensures the operational licenses and permits are kept current and renewed [935 CMR 500.103(4)]. No later than 60 calendar days prior to the expiration date, the QAM will submit a completed renewal application to the Commission in a form and manner determined by the Commission, as well as the required fee [935 CMR 500.103(4)(a)]. The QAM will submit as a component of the renewal application a report or other information demonstrating BCBC's compliance with the quality assurance plans required under 935CMR 500.101(1) and (2). At the time of renewal, BCBC will make available an accounting of the financial benefits accruing to the municipality as a result of the host community agreement with BCBC for the Commission to make available on its website [935 CMR 500.103(4)(d)]. The QAM works in conjunction with the Inventory Control Manager and cultivation/harvest staff to ensure proper sample collection and testing in accordance with all applicable regulatory requirements and works with third party testing labs on shipment, manifest and reporting of samples, data derived, and proper reporting of findings [935 CMR 500.160]. The QAM candidate will have experience in quality systems in manufacturing or laboratory operations, controls, change management processes, regulatory, validation, leadership, influencing, and negotiation are preferable. The QAM will have a solid understanding of the equipment, manufacturing processes, maintenance and quality standards required to keep the facility functioning at full capacity. Plants are reviewed through continual quality control process throughout the life cycle. Through proper plant handling, contamination prevention, pest management, environmental controls, and staff training, BCBC will create a proactive approach to quality control and reduce the potential for outbreaks or crop loss. The cultivation team will tend the crops allowing for sustained visual scrutiny of each individual plant. The cultivation team will perform quality control checks as they are cloning, topping, pruning, making rounds and generally working with the plants. Marijuana plant health can be vulnerable to hundreds of different pests and microbial threats or outbreaks that can be devastating to the crop. Therefore the cultivation team must continually check and recheck and immediately address issues that arise. The Harvest Team will be responsible for performing visual quality control checks as they remove waste stems and leaves from harvested plants. As the harvested marijuana is dried and cured, final quality control checks are performed by the team and the QAM; should an issue be detected post-harvest, the potentially contaminated product will be physically segregated and tagged in the seed-to-sale tracking system as being on hold. The Cultivation Manager and QAM will decide if the contamination is clear and present, what the contamination is, and if the product requires destruction. The cultivation team will be prompted to inspect the specific room the plant was harvested from and determine if any other plants in that room are contaminated. If so, the room will be quarantined and sanitized. Contaminated items will be quarantined and destroyed according to the BCBC'S Waste Disposal Management SOPs.

Facility Sanitation Standard Operating Procedures (SOPs)

BCBC has developed facility sanitation standard operating procedures (SOPs) based on Massachusetts' regulatory guidelines in accordance with current good manufacturing

practices (cGMPs) and sanitation principles to maintain an aseptic environment that ensures the safety and integrity of the marijuana plants being cultivated within and, ultimately, dispensed to the public [935 CMR 500.105(3)(c)]. The Facilities Manager and Cultivation Manager will be responsible for the proper implementation and maintenance of BCBC's Sanitation Plan under the oversight of the General Manager (GM). Cleaning and sanitation are a substantial part of BCBC'SIPM protocols for prevention of both plant and non-plant pests. Pest prevention standards require zero infestation and conformity with the mandatory pest management program, permitted mitigation techniques, and recordkeeping. BCBC will maintain good sanitary conditions to limit the potential for contaminants and pest outbreaks that may lead to contamination or adulteration of growing or harvested marijuana. Sanitation and product handling audits may be carried out by inspectors from within the company, from an independent organization, or the Commission (at any time). Audits are based on criteria to ensure the highest standard of compliance with a specific emphasis on product handling. Cleaning activities in limited access areas will follow BCBC'S security protocol, including the supervision of staff at all times by an authorized manager under constant video surveillance. BCBC'S facility sanitation SOPs include daily and weekly sanitation responsibilities for every position in the facility, including pest prevention, worker sanitation practices, and the proper removal of litter and waste [935CMR500.105(3)(b)8.]. Various sanitation SOPs will detail processes for safely handling marijuana plants through every phase of growth and production. BCBC'S SOPs also include an inspection and maintenance schedule to ensure equipment, floors, counters, walls, and ceilings are maintained and in excellent repair.

BCBC will develop SOPs customized to the specific cultivation facility based upon best practices. Sanitation procedures will address the unique aspects of sanitizing, inspecting, and maintaining equipment and surfaces that come into contact with marijuana. Sanitation forms and logs will detail the steps taken by staff to prevent contamination, clutter, infestation from insects, rodents, birds, or other pests, microbial or pathogenic outbreaks.

Facility Inspections

The opening manager will perform a daily walkthrough of the entire facility to look for potential safety and sanitation hazards. These inspections will include looking for burned out bulbs, damaged equipment, evidence of pests, and lack of cleanliness. Any concerns will be immediately corrected or scheduled to be corrected. BCBC's integrated pest management plan includes weekly exterior facility inspections conducted by the Facilities Manager to identify potential habitats and food sources, gaps in doors or windows, inadequate screening, mowing, or other maintenance needed to prevent attracting rodents, insects and other pests. Pursuant to 935 CMR 500.300, the Commission or its agents may inspect BCBC's facility and affiliated vehicles (if applicable) at any time without prior notice to determine and enforce compliance with St. 3026, c. 334, as amended by St. 2017, c 55 and 935 CMR 500.300. Accordingly, all areas of the BCBC'S facility including agents, activities, and all records may be subject to inspection. BCBC'S acceptance of a license constitutes consent [935 CMR 500.300(1)].

The QAM will maintain and update a comprehensive compliance binder (or software) to keep the facility current with applicable laws and regulations. The QAM will then educate all personnel including owners and management on regulatory changes and compliance.

Facility Design

The cultivation facility will be designed to reduce the risk of contamination using special construction materials, equipment selection, and environmental controls. Building materials used for internal surfaces, such as walls, floors and work surfaces, will be conducive to sanitation and maintenance.

BCBC's facility design will ensure that:

- ☐ Interior/exterior room surfaces (walls, floors, and ceilings) are constructed of aluminum, fiberglass reinforced paneling (e.g., Perma-Therm or equivalent) and other antimicrobial materials that are resistant to high-moisture, impacts, and fire, and that are durable, smooth, free from cracks and holes, and won't shed particulate matter.
- ☐ Organic-surface materials (e.g., wood) for framing and walls will be limited to mitigate the risk of harboring pests and other pathogens, and to prevent deterioration under high moisture conditions.
- ☐ Interior work surfaces, including mechanical gear, tables, racks and fixtures, will be manufactured of aluminum or stainless steel which that will be easy to clean and maintain free of contaminants.
- ☐ Fujitsu or Mitsubishi HVAC units (or similar suitable substitutes) will be used for all grow areas including vegetative, flowering, dry and cure rooms that will manage temperature. Fresh air will be handled via humidifiers. CO2 will be introduced and levels managed to temper rooms and create an exceptionally clean environment with emergency venting. The units are also capable of providing carbon and UVC filtration to further mitigate airborne pests and pathogens within the facility.
- ☐ Electrical conduit, HVAC filters, lighting fixtures, hoods, tables, fixtures and ventilation points will be easy to clean and maintain in accordance with their manufacture recommended schedules. Water will be sourced from municipal or if needed private suppliers capable of providing safe, potable, and adequate volumes of water to meet the facility's needs. [935 CMR 500.105(3)(b)11.] Plumbing will be of adequate size and design and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility and will properly convey sewage and disposable liquid-waste from the facility. Drains will be sized adequately and will have appropriate traps. There will be no cross-connections between the potable and wastewater lines [935 CMR 500.105(3)(b)12.]. Readily accessible restrooms will be maintained for visitors and employees in a sanitary condition and in good repair [935 CMR 500.105 (3)(b)13.].

Facility Layout

Defining clear production areas and delineating limited-access areas is important to keeping the facility clean, secure, and running efficiently in compliance with all applicable laws. Rows will be kept clear of obstructions for ease of egress in case of emergency. Adequate safety lighting will be installed in all areas where marijuana is

stored and where utensils or equipment are cleaned [935 CMR 500.105(3)(b)7.]. Sufficient space will be included for the placement of equipment and storage of materials to maintain sanitary, free-flowing conditions for marijuana cultivation [935 CMR 500.105(3)(b)4.]. The Facilities Manager and the Cultivation Team will ensure that spills and any debris are quickly cleaned to prevent slipping, injury, or dropping plants while in transport. Clutter will be removed from all access ways and corridors to prevent accidents.

Equipment Selection and Maintenance

All equipment will be maintained and sanitized in each operating unit at appropriate intervals to prevent malfunctions or contamination that would alter the safety, identity, strength, quality or purity of the finished marijuana [935 CMR 500.105(3)(b)(9)]. BCBC will maintain an Equipment Log for each piece of equipment. The Equipment Log will document equipment related events such as validation and qualification work, inspection results, calibrations, equipment cleaning, preventive maintenance and repairs, and unexpected events. Logs will contain the dates, times and employee ID number(s) for each recorded event. A master list of instruments and specific requirements will be kept in an Equipment Log binder, maintained onsite in hard copy form and backed up electronically. Equipment will be inspected and maintained regularly per the manufacturer's instructions and schedule, including calibration of scales to ensure accuracy. Visual inspections will be conducted prior to and at the completion of any cultivation activities and maintenance, including cleaning and sanitizing. An overall equipment inspection schedule will be completed monthly by the Facilities Manager in addition to the daily checks by cultivation agents.

Equipment selection will be based on the following:

- ☐ User-friendly;
- ☐ Easy to repair and maintain;
- ☐ Designed and installed in an area where it can be easily cleaned;
- ☐ Not reactive, additive or absorptive; and
- ☐ Calibrated at defined intervals.

Regular Facility Maintenance

Cultivation agents will conduct daily inspections prior to commencing work and will maintain sanitary conditions throughout their shift, keeping surfaces free of debris and dust including any dead or unusable plant parts from the cultivation and storage areas [935 CMR 500.105(11)]. All equipment, floors, and counters will be sanitized daily. Work surfaces and any equipment that comes into contact with marijuana will also be cleaned after each use and between different harvest batches. The facility will use food-grade quality tables. The facility will use equipment, counters and surfaces (including floors, walls, and ceilings) so designed and of such material and workmanship as to be capable of being adequately cleaned and will not react adversely with any solvent being used [935 CMR 500.105(3)(a)4.; 500.105(3)(b)6. and 500.105(3)(b)9.]. All cleaning activities will be documented by cultivation agents on cleaning logs as they are completed. Cultivation rooms will receive a thorough cleaning after each harvest to protect against contamination. Staff will also receive guidance on the use of sticky mats,

hydrogen peroxide/isopropyl alcohol, dust traps, daily HVAC inspections, and ultraviolet light when entering and leaving cultivation rooms. The storage and transport of marijuana will be conducted under conditions that protect against physical, chemical, and microbial contamination as well as against deterioration of any container or its contents [935 CMR 500.105(3)(b)14-15.].

The cultivation facility will have a dedicated, locked room or closet for storage of toxic cleaning compounds, sanitizing agents, solvents, and chemicals. Flammable liquids will be stored in approved Flammable Liquid Cabinets. Employees will only use cleaning solutions registered with the United States Environmental Protection Agency (EPA) for use around vegetables, fruit, or medicinal plants in accordance with the instructions printed on the label [935 CMR 500.105(3)(b)9.]. Refillable spray bottles used for cleaners or other fluids will be clearly labeled to indicate their contents to prevent misuse or accidental ingestion. Stored sanitizing and cleaning solutions, solvents and pesticide chemicals will be physically segregated from cultivation rooms to prevent contamination of marijuana [935 CMR 500.105(3)(b)10.]. Containers will be stored with labels facing out and good FIFO protocols in place. Hard copies of the SDS for all hazardous chemicals to which employees may be exposed will be readily available in each chemical storage area in a designated SDS binder. Employees will be required to read the SDS for every chemical they use. All solid waste (every day refuse such as paper, cardboard, and other common materials) will be kept in solid waste receptacles located at various sites throughout the facility. These waste receptacles will remain covered and emptied daily to minimize odors and reduce the potential for attracting pests by creating harborage or breeding grounds [935 CMR 500.105(3)(b)5.]. Any operating systems for waste disposal will be maintained pursuant to 935 CMR 500.105(12).

Worker Sanitation

Marijuana plants must be handled and stored in a manner that prevents the growth of pathogenic microorganisms or the formation of toxins. Every employee whose job entails contact with marijuana, including cultivation, production, and packaging, will conform to FDA GMPs for food handlers in accordance with 21 CFR 110.10 and 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements* [935 CMR 500.105(3)(b)1.]. In addition to receiving in-house training on sanitation SOPs, BCBC will require employees to complete a ServSafe® certification program from a certified instructor within the first 30 days of employment. ServSafe is a nationally recognized food safety training program that is mandated in several states for all employees engaged in the production of food items. The ServSafe program blends the latest FDA Food Code, food safety research and years of food sanitation training experience. BCBC'S employees and managers will learn to implement essential product handling practices and work in a culture that promotes product safety.

The ServSafe program can be customized for professionals in the marijuana industry and includes the following topics, which relate to the cultivation and handling of marijuana:

- ☐ Maintaining adequate personal cleanliness. [935 CMR 500.105(3)(b)2.a.]

- When and how to wash hands, including washing hands after meals, using the restroom, smoking cigarettes, using smokeless tobacco, touching bare human skin, or any other activity which may have soiled them. [935 CMR 500.105(3)(b)2.b.]
- Proper use of single-use sanitary items, such as disposable sanitary gloves, hairnets, mouth covers, and how often to change said single-use items. Gloves will be made of an impermeable material for use in handling plant components, maintained in an intact, clean, and sanitary condition.
- Sanitization, including the proper use of sanitizer in a 3-compartment sink, sanitizing contact surfaces, and sanitization of utensils.
- The proper storage of ingredients, including keeping storage areas free of cleaners or other potential contaminants in close proximity to prep areas.
- Keeping prep areas free of employee food or beverages.
- Proper waste management practices, including the use of covered waste receptacles, daily removal of waste, and proper disposal methods. Employees will not eat food, chew gum, drink beverages, or use tobacco products in cultivation or packaging areas, or where plant components, packaging components, or any contact surfaces are exposed or washed. Employees will also take other precautions necessary to protect plant components, packaging, marijuana, or contact surfaces from toxins, microorganism, or other extraneous materials including perspiration, hair, cosmetics, tobacco, chemicals, and medicines applied to the skin. All employees will wear company-issued, disinfected uniforms (e.g. scrubs) in a manner that protects against the contamination of plant components, packaging, marijuana, or any contact surface. This will include the use of appropriate hairnets, caps, ear covers, or other effective hair restraints. Employees will remove all unsecured jewelry and other objects that might fall into marijuana, equipment, or packaging, and remove hand jewelry that cannot be adequately cleaned during periods in which these components are manipulated by hand. If hand jewelry cannot be removed, it must be covered by material that effectively protects against contamination. Workers will wash their hands prior to starting work, prior to engaging in cultivation activities, and any time they contact a potential contaminant. The cultivation facility will be designed to provide easy access to sanitizing stations with cleaning agents. Adequate hand washing stations that supply nontoxic sanitizing cleaners and a sanitary towel service or suitable hand drying devices will be in convenient, clearly marked locations throughout the building [935 CMR500.105(3)(b)3.]. The water temperature at these stations will be at least 100°F, but will not exceed 110°F. Additionally, any person who, by medical examination or supervisory observation, is shown to have, or appears to have, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination for whom there is a reasonable possibility of contact with marijuana will be excluded from any operations which may be expected to result in such contamination until the condition is corrected.

Plant Handling Safety

While handling plants (including seeds, clones, mother plant genetics, vegetative and flowering plants), whether repotting, moving from one room to another, topping, pruning, feeding, harvesting, trimming, drying, curing or storage, all employees will wear appropriate uniforms and suitable personal protective equipment (PPE) such as nitrile

gloves. Employees will be required to wear scrubs and hair nets in addition to clean clothes and shoes. Employees will be asked to keep their shoes at work to further prevent outside contamination. Access to contaminated areas will be strictly limited in the event of an outbreak.

Marijuana Testing Policies and Sample Collection Procedures

In addition to serving as the tracking mechanism for marijuana through the seed-to-sale tracking system, labels and tags will be designed to communicate everything that has occurred within each production batch to licensed partners. Comprehensive internal labeling standards and checklists will ensure labels properly display all required information needed by licensed partners. This information will include residual moisture content, plant weights, cultivation time, strain profile, cannabinoid profiles, terpene profiles, nutrients and other crop inputs such as pesticides and fertilizers, and metals. Collectively, this information will aid the licensed partners in the creation of marijuana products at their facilities. As marijuana plants are harvested, trimmed, dried, and cured, they are aggregated into a harvest batch. After the QAM determines the batch has been properly cured by passing all internal quality control checks, the QAM will contact a licensed testing laboratory and arrange for transport of samples of each harvest batch for required testing [935 CMR 500.160]. BCBC will collect representative samples of each marijuana production batch to provide to an analytical laboratory. Samples collected for a production batch will be representative of all of the marijuana in the batch. According to the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November 2016, a production Batch is a batch of finished plant material, cannabis resin, cannabis concentrate, or MIP made at the same time, using the same methods, equipment, and ingredients. To perform required testing, BCBC will collect samples to be analyzed by an independent and appropriately certified laboratory. The amounts of sample required for cannabinoid or contaminant testing may vary by analytical method and laboratory-specific procedures. BCBC will, therefore, confer with the selected laboratory to determine the minimum sample size required for evaluation. Samples from each production batch will be collected in a ready-to-use condition (i.e., ready for packaging or post-packaging). For other production batches, ready-to use means ready for use as an intermediate or ingredient in making other products. After samples are collected, the entire production batch will be quarantined in a secure, cool, and dry location until the analytical results are returned by the laboratory.

BCBC will collect duplicate samples to provide verification of sampling and laboratory procedures. Duplicates will be collected for at least 5 percent (1 per 20) of the samples collected for each marijuana product type. Duplicate samples will not be identified to the laboratory to provide blind-test quality controls. Duplicate samples will be used to evaluate any variance in the sampling and analysis procedures. To ensure authenticity, samples will be taken on the same day, be derived from the same batch, and will be documented on a test results tracking sheet.

BCBC will collect samples in a manner that provides analytically sound and representative examples so that all of BCBC'S dispensed marijuana products are safe,

effective, and accurately labeled. BCBC will document every sampling event and provide this documentation to the Department upon request.

BCBC will implement production batch tracking to ensure representative sample collection and analysis of tested batches. BCBC will be able to demonstrate to inspectors that the production tracking, sampling, and analysis procedures are capable of obtaining representative samples. BCBC's Quality Assurance Manager (QAM) will take responsibility for preparing samples for testing. The QAM will assemble all the equipment and information needed before beginning the sampling process. Tools used to contact the samples will be clean and made of stainless-steel or other inert material to avoid potential contamination of the sample. Appropriate sample containers will be made of suitable materials. Items to assemble before sampling include, but are not limited to, the following [MMJ_PR_3.0_020516 (6)]:

- ☐ Sample collection plan for each product type (compiled in coordination with the testing lab);
 - ☐ Logbook or sample collection forms;
 - ☐ Chain-of-custody forms (COCs);
 - ☐ Disposable gloves;
 - ☐ Decontaminated tool(s), such as a spatula, knife, sampling spear, or pipette;
 - ☐ Stainless steel bowl and implement to homogenize the product (e.g., by stirring, chopping, or grinding);
 - ☐ Clean, decontaminated surface for sample processing;
 - ☐ Sample containers appropriate for the analyses required;
 - ☐ Container labels and pen with indelible ink;
 - ☐ Supplies to thoroughly clean, decontaminated and dry sampling equipment between samples; and
 - ☐ A cooler with ice to keep samples cool until refrigeration or shipment to the laboratory.
- The QAM will create a new entry for each sampling event in a sample collection logbook or prepare sample collection forms for documentation of sample collection. Sample collection documentation will identify the sample collection date and start time, participating personnel, a general description of the product type and batch number sampled, a description of the sampling procedures used, and a record of batches that would potentially be impacted should analysis results indicate unacceptable contamination levels.

The QAM will identify or determine the cultivation batch number, production batch, and number of samples to be collected. The number of samples taken from each cultivation batch will be recorded in the sample collection logbook or forms. The QAM will record the sample cultivation and production batch identifiers (ID) for each sample. The batch IDs will be included on sample labels. In addition to the batch ID, the QAM will create a unique sample ID for each sample. Sample identifiers will be unique for a given sample event. The QAM will record the batch and sample IDs in the sample collection logbook. The QAM will prepare sample labels and affixing them to sample containers immediately before sampling. Information included on the label will include at a

minimum the name of the person preparing the sample, the batch and sample IDs, and the date/time of collection. Additional information to be recorded in documentation, if not

on the label, will include the sample collector's name, product type, collection method, and other details about the product, such as MIP type or production method. The QAM will collect the planned samples from each cultivation or production batch one at a time, following these basic steps for each sample [MMJ_PR_3.0_020516 (6)]:

- ☐ Wear disposable gloves to mitigate potential for contamination of samples.
- ☐ Ensure that the sampling area is clean and decontaminated and lay out any tools and equipment needed.
- ☐ Collect the sample using an appropriate tool. Do not touch the sample with your hands or allow the sample to touch anything that might cause cross contamination.
- ☐ If necessary, place the sample in the stainless-steel bowl or on a decontaminated cutting surface for homogenizing the sample using either the sample collection tool or separate clean, decontaminated implement.
- ☐ Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
- ☐ To avoid cross contamination of samples, any tools or equipment that comes in contact with the finished plant material or other marijuana products should be cleaned before collecting the next sample.
- ☐ All samples should be placed in clean, airtight sample containers that are large enough to hold the prescribed sample quantity with minimal headspace. Sample containers will be firmly closed and appropriately labeled.
- ☐ To preserve the chemical and biological composition of the samples, they should be refrigerated or maintained on ice until shipped to the analytical laboratory.
- ☐ Chain-of-custody paperwork should be completed immediately prior to shipment to the analytical laboratory. The transport of any samples will conform to BCBC'S transportation SOPs and 935CMR500.105(13) [935 CMR 500.160(6)]. Laboratory testing information will confirm the product safety, cannabinoid profile, terpene profiles, and any additional Commission mandated testing results. All packaged marijuana at the facility will be stored under quarantine until the completion of required laboratory testing [935 CMR 500.160]. Each harvest batch will be easily distinguishable from other harvest batches until it is broken down into packages. No marijuana will be sold by BCBC that is not capable of being tested by, or prior receiving a passing designation from, an Independent Testing Laboratory [935 CMR 500.105(8)(f); 500.120(6); 500.160(1); and 500.160(9)].

Test Results

Depending on the outcome of the analysis, BCBC may need to take action to address unacceptable levels of contamination or to perform follow-up investigation. If an analysis fails to meet all applicable data quality objective (DQOs), then the finished marijuana product or MIP cannot be dispensed. In this case, the production batch will be resampled for follow-up testing. A production batch may be retested once. BCBC will retain records of the original analysis. If applicable DQOs are not met, the production batch cannot be dispensed to consumers or used in the production of MIPs.

If a batch of finished plant material fails to meet a metal or a bacteria/fungi/mycotoxin standard the finished plant material will not be dispensed to consumers as finished marijuana. It may, instead, be sold to a licensed processing marijuana establishment to

be used to derive finished marijuana products (e.g., resins, concentrates). Conversely, depending on the quality of the tested material, the batch may be destroyed and properly disposed of according to BCBC'S Waste Disposal SOPs.

If a batch of finished plant material fails to meet a pesticide residue or plant growth regulator limit it will not be dispensed to consumers or used to derive other products. The batch may be retested once. If the batch fails the retest, it will likewise be destroyed. Upon the receipt of laboratory test results marijuana items will be inspected by the QAM prior to distribution and warehoused in an approved released-product storage area under appropriate environmental conditions consistent with its shelf life specifications and labeling. Once laboratory test results for a harvest batch are returned, they will be entered into the seed-to-sale tracking system by the QAM, where the harvest batch information and associated test results are then transferred to the harvest batch label. Laboratory results that indicate contaminant levels are above acceptable limits established in the Department of Public Health protocols identified in 935 CMR 500.160 will be promptly addressed. BCBC will notify the Commission within 72-hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the affected production batch is warranted [935 CMR 500.160(2)]. Notification to the Commission will come from the Independent Testing Laboratory, separately and directly. BCBC's notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. BCBC will maintain the results of all testing for no less than one year [935 CMR 500.160(3)]. The QAM will record the batch number for each sample taken, along with the date, the time, and the name and employee ID of the employee collecting the samples. For each harvest batch, BCBC will also retain samples at the facility of sufficient volume for comparative purposes or any additional tests that may be required for one year past the harvest batch date. Once selected, the collected sample information will be recorded to ensure accurate counts within the seed-to-sale tracking system. Should the Independent Testing Laboratory return any excess marijuana from testing samples, it will be immediately designated for disposal in compliance with 935 CMR 500.105(12) [935 CMR 500.160(8)]. The testing laboratory will issue a report of results that includes potency, homogeneity, and contamination when all tests have been completed for a batch sample; this report will include cannabinoid potency (THC, THCA, CBD and CBDA), microbial contaminants, mycotoxins, moisture content, foreign matter contamination, heavy metals (arsenic, cadmium, lead and mercury), and pesticide and fertilizer residue. All application of pesticides will be performed in compliance with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00. BCBC understands that any testing results indicating noncompliance will be immediately reported to the Commission, who may refer the result to the Massachusetts Department of Agricultural Resources [935 CMR 500.120(5)]. The QAM will review the laboratory quality assurance test results to determine if the batch meets BCBC'S strict quality control standards. As laboratory testing results for the batch are received, such as cannabinoid profile, terpene profile, and any other information required by the Commission, they will be entered in the seed-to-sale tracking system. Upon approval, the associated harvest batch may proceed to packaging, where any marijuana labeling will include a statement and a seal certifying

that the product has been tested for contaminants, that there were no adverse findings, and the date of testing in accordance with M.G.L. c. 94G, § 15; [935 CMR 500. 120 (5) (a)6.]

Sampling and Analysis of Environmental Media

Pursuant to 935 CMR 500.160 (1), BCBC will sample its grow medium according to the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries*.

Sampling and analysis requirements for growing media used in BCBC'S marijuana cultivation process include solid but non-soil growing media and water from public water supply (PWS) (or non-PWS sources, such as private wells, as applicable).

BCBC will ensure and be able to demonstrate to inspectors, that samples accurately represent facility cultivation conditions and that analysis results accurately determine potential contaminants in all media used. Sampling and analyses are subject to inspection, review, and independent confirmation by inspectors according to the Department's inspection guidelines and regulations.

Solid Growing Media

Solid growing media include all soils including soil amendments or other solid materials used as a substrate for cultivation. Massachusetts regulations state that soil for marijuana cultivation must meet the ATSDR Environmental Media Evaluation Guidelines (EMEG) for residential soil levels and also limits any pesticide residues.

EMEG values have been determined for a number of contaminants of concern.

Pesticides not permitted for use in organic agriculture are also prohibited for use in the cultivation of marijuana according to the regulations under 935 CMR 500.160(1) and 105 CMR 725.105(B)(1)(d)]. Additionally, soils and solid growing media will be sampled and analyzed prior to use at the facility for the cultivation of marijuana, and at least annually, and within the quarter if amended.

Specifically:

- ☐ All source soils or solids will be sampled and analyzed prior to use in the cultivation and whenever new soils or solids are received from a different source.
- ☐ Solid materials such as clay, rock wool, and vermiculite or other non-soil enhancements will be sampled and analyzed prior to being used at the facility for cultivation of marijuana and whenever received from a different source.
- ☐ All cultivation soils used in beds or containers to actively cultivate marijuana will be sampled and analyzed annually.
- ☐ In cases where cultivation soils (or other solid growing media) are amended with additional solid materials (excluding water and nutrient fertilizers), sampling and analysis will take place in the quarter during which the soil was amended.

Water

Water used in marijuana cultivation generally requires analysis, however the frequency and sampling and analysis requirements are determined based on whether the water source is from a public water source (PWS) already subjected to testing requirements and whether the cultivation approach relies on hydroponics. Water derived from a PWS

and used in soil or solid growing media cultivation of marijuana is exempted from sampling and analysis requirements.

Solid Growing Media

Sources of solid growing media including soils will be sampled and analyzed prior to use in the cultivation facility and, upon any change in the source of solids. Once cleared for use in cultivation, the soils will be sampled and analyzed at least annually and within any quarter that the soils are amended. The spatial distribution of samples will be considered to ensure representativeness across the entire cultivation operation.

Minimum Sampling and Analysis Frequency for Source Soils and Solids:

- ☐ All source soils and solids will be sampled and analyzed prior to use in BCBC'S cultivation.
- ☐ All source soils and solids will be sampled and analyzed whenever BCBC utilizes a new source material (e.g., different source soil location or different source solid manufacturer).
- ☐ All source soils and solids for initial use will be sampled at the rate of one (1) sample per cubic yard of solid media/soil.
- ☐ Source soils and solids passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless the stockpile has been contaminated or altered while stored. Situations for re-analysis may include but are not limited to soils that have been amended, mixed with other source soils/solids, subject to pesticide application, used for other purposes, or inundated by flood waters.

Cultivation Soils or Solids

- ☐ All cultivation soils and solid materials will be analyzed at least annually during the calendar year of use. Solids tested initially as source soils or solids prior to use in cultivation do not require retesting until the following year (or quarter if amended as described below).
- ☐ If amended, the solid growing media/soil used in cultivation will be sampled and analyzed during the quarter in which it was amended. Soil amendment includes any material added to a soil, including other soils, to improve its physical properties, such as water retention, permeability, water infiltration, drainage, aeration and structure. Soil amendment does not include the addition of water or fertilizers added solely for nutrient purposes. Materials such as compost or manure that is added for both nutrients and to change the character of the soil and that are added in bulk are considered soil amendments for the purpose of this protocol. Application of soil amendments must be consistent with all requirements of 935 CMR 500.000.
- ☐ For cultivation that utilizes beds or other broad area cultivation, solid growing media/soil samples will be collected at the rate of 1 sample per discrete cultivation unit or at least 1 sample per 100 square feet of soil area for larger discrete cultivation units.
- ☐ For cultivation that utilizes individual plant containers (as opposed to beds or in-ground cultivation), solid growing media/soil samples will be collected from a minimum of 5- percent of the total number of growing containers.
- ☐ A diagram of the cultivation area, the sampling design, and the horizontal and vertical location of each sample will be created for each sampling event and maintained on file for review by inspection authorities.

- ☐ Solid growing media samples will be collected to be representative of the horizontal and vertical conditions of the growing configuration.
- ☐ When collected prior to distribution among beds or containers, source soil or solids samples will be taken to best represent the overall source soils (e.g., collected from different areas and depths of a stockpile).
- ☐ Cultivation soil and solid samples will be collected to represent the broad range of cultivation units, growth stages, and soil and solid types whether from beds or containers.

Quality Control (QC) Samples

Field duplicate samples will be collected at least annually and one (1) for every twenty (20) field samples of the solid samples collected to provide verification of field and laboratory procedures. Field duplicate samples will be collected and analyzed for each analytical method performed on the samples. Field duplicate samples will not be identified to the laboratory in order to provide blind quality controls. Blank samples are required to provide important information on potential positive bias on any positive results in field samples.

Sample Collection Procedures

BCBC is responsible for performing sample collection for analysis that is compliant with regulations. All staff responsible for sample collection and sample handling must be trained in environmental sample collection. BCBC will maintain all training records and provide them to inspectors as required. Sample collection staff must understand the sample collection plan, operation of sampling equipment, and the importance of ensuring the representativeness and integrity of the samples, documentation, and chain-of-custody requirements. Collecting Samples of Soil or Solid Growing Media

The sampling methods described are generally applicable to collection of soil and solid samples for cultivation methods anticipated to be used by BCBC. Characteristics of certain solid matrices such as cohesionless sands or non-uniformly distributed soil amendments may require adaptation for the specific situation encountered. Generally, samples will be collected from stockpiles or other sources prior to use in the cultivation or from cultivation units such as beds or individual containers during ongoing cultivation. Solid growing media samples will be collected that are representative of the horizontal and vertical conditions of the configuration. Prior to sample collection BCBC will assemble the equipment and information needed to begin. Items to assemble before sampling include, but are not limited to, the following:

- ☐ Sample collection plan or diagram of locations to ensure representative sample collection
- Logbook or sample collection forms
- ☐ Chain-of-custody forms (COCs)
- ☐ Disposable gloves
- ☐ Decontaminated soil collection tool(s), such as a corer, spatula, or trowel
- ☐ Stainless steel bowl and implement to homogenize soil samples
- ☐ Clean, decontaminated plastic sheeting or other clean, non-porous surface for sample processing;
- ☐ Sample containers appropriate for the analyses required;

- Container labels and pen with indelible ink;
- Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples; and

□ A cooler with ice to keep samples cool until refrigeration or shipment to the laboratory. Sample collection personnel will create a new entry for each sampling event in the sample collection logbook or prepare sample collection forms for documentation of sample collection.

Sample collection documentation will identify the sample collection date and start time, participating personnel, a general description of the media and locations sampled, relevant

environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used, and a record of plants or batches that would potentially be

impacted should analysis results indicate unacceptable contamination.

Sample collection personnel will identify or determine the number and location of soil or other

solid growing media grab samples to be collected. Sample locations from containers, beds, or

other cultivation units will be recorded in the sample collection logbook or forms. The sample

location identifier (location ID) for each sample is recorded so it can be used to identify the

physical location of the cultivation unit. Location identifiers will be consistent across sampling

events to allow tracking of repeated sample locations. The location IDs will be included on

sample labels (unless the grab samples are used in a composite sample). In addition to the

location ID, sample collection personnel will create a unique sample ID for each sample. Sample

identifiers will be unique for a given sample event. Sample collection personnel will record the

location and sample IDs in the sample collection logbook.

Sample collection personnel will use tools of stainless steel or other inert material to avoid potential contamination of the sample. Sample containers will likewise be made of suitable materials for the methods and items being analyzed. The sampler will avoid using insect repellents that may interfere with sample integrity. Sample collection personnel will prepare sample labels and affix them to sample containers immediately before sampling. At minimum, the information displayed on the label will include

the location and sample ID and date/time of collection. Additional information that must be

recorded in documentation if not on the label includes sample collector's name, media type, collection method, whether the sample is a grab or composite sample, and soil or core depth (if applicable).

Sample Collection

Collect the planned samples from each sample location one at a time. Follow these basic steps for each sample:

- ☐ Don gloves to mitigate potential for contamination of samples
- ☐ Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.
- ☐ Clear the surface of the location if necessary excluding detritus, dead leaves, stones, pebbles, or other debris from the soil or other solid growing media with a clean trowel or similar tool.
- ☐ Collect the sample using an appropriate tool. Do not touch the sample with your hands or allow the sample to touch anything that might cause contamination.
- ☐ Place the sample in the stainless-steel bowl for homogenizing the sample using either the sample collection tool or separate clean, decontaminated implement.
- ☐ Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
- ☐ To avoid cross contamination of samples, any tools or equipment that come in contact with the soil or growing media must be cleaned before moving to the next sampling location.
- ☐ All samples will be placed in clean, airtight sample containers that are large enough to hold the prescribed sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled.
- ☐ If grab samples are planned, place the homogenized sample into the appropriate container(s).
- ☐ If the sample is to be composited with other locations, repeat the above steps to collect the other individual samples to be placed into the stainless-steel bowl. Once the planned primary samples are collected, thoroughly homogenize the samples contained in the stainless-steel bowl and place the homogenized composite sample into the appropriate container(s).
- ☐ Excess soil collected but not shipped to the laboratory for testing will be returned to the cultivation area(s) where it was collected from (composite soils may be spread among the primary sample locations). It is not necessary to send the entire volume of the combined primary samples to the laboratory.
- ☐ Samples will be refrigerated or maintained on ice until shipped to the analytical laboratory.
- ☐ Chain-of-custody paperwork will be completed immediately prior to shipment.

Sample Handling

After samples are properly collected and labeled, they will be delivered for analysis as soon as possible. This section describes how BCBC will handle, securely store, package, and ship the samples to the laboratory.

- ☐ Sample containers both empty and once containing samples will be stored in a contaminant-free environment to the degree possible. Sample containers will not be stored for more than one (1) year.

- Preservatives and pre-preserved sample containers may degrade after several months. Contact the laboratory to verify limits on sample container use.
- All samples will be collected and stored in containers of the appropriate materials based on the analysis method being performed.
- Until the samples are analyzed, they will be preserved to minimize chemical or physical changes according to the analytical method references.
- Sample Storage.
- Samples will be refrigerated or maintained on ice (4 °C +/-2°C) until they are shipped to the analytical laboratory.
- Placing the samples in airtight containers with minimal headspace preserves samples by minimizing moisture loss and chemical exchange between the sample medium and air.
- In addition, protect the samples from excessive light exposure to minimize photochemical degradation. Samples can be protected from light by using an amber sample container, storing the samples in a closed box or other amber container, or in a dark storage location.
- To be considered valid, all samples must be analyzed prior to expiration of the technical holding time as defined in each analytical method. Note that the holding time for some biological components is very short; 24 to 48 hours from the time of collection.
- Note that all collected samples are considered under the custody of sample collection staff following collection and prior to shipment. Samples will be maintained either under the supervision of someone responsible for the integrity of the samples or locked to prevent mishandling.
- Chain of custody seals may be used by sample collection staff to ensure that samples are not tampered with following sample collection.

Packing and Shipping Samples

Many laboratories provide specific shipping or courier instructions to follow. In the absence of specific instructions from the laboratory, BCBC will use the following instructions, which are based on U.S. EPA (2002) guidance.

- Package the samples for shipping in a clean area free of contamination.
- Make sure that sample containers are clean, lids are tight and will not leak and that all samples are properly labeled as described above. Covering labels with clear tape is recommended for protection in the event of a leak or damage to the package.
- Conduct an inventory of sample IDs against the chain-of-custody documentation form to make sure that all samples and containers are present.
- Seal sample containers in clear plastic bags with labels visible.
- If the samples need to be kept cold during transport, pack the samples in a clean waterproof metal or hard plastic ice chest or cooler with double-bagged ice or ice packs. Samples will be maintained at 4 °C +/-2°C at all times. Be sure that the samples are already cool when packaged for shipping.
- When samples are shipped in a cooler, line the cooler with plastic (e.g., large heavy-duty garbage bag) before packing. If the cooler has an external drain, make sure it is plugged.

- ☐ Include noncombustible absorbent packing materials to protect the samples from damage.
- ☐ Enclose chain-of-custody forms and any other necessary documentation in a sealed waterproof plastic bag. If applicable, include instructions or a shipping label for return of the cooler.
- ☐ Remove the old shipping labels, if any, and seal the cooler, or other container, with strapping tape.
- ☐ Use package tracking, if available from the shipper.

Blue Collar Botany Corp Maintaining Financial Records

BCBC will implement recordkeeping policies and procedures in compliance with Cannabis Control Commission (Commission). BCBC will maintain copies of all required financial information necessary to conduct business under its license(s). Financial records will be retained by BCBC for the current year and at least the six proceeding calendar years. Financial records will be made available to the Commission and authorized law enforcement upon request [935 CMR 500.105(9); 935 CMR 500.300(1)]. To ensure the integrity of financial records, BCBC intends to contract with a third-party security vendor to design and install a customized security system that includes data retention and back-up for all critical electronic records. Electronic information will be stored both on site in short term storage, and further backed up by the security vendor at their offsite facility, creating maximum redundancy and long-term data security. Financial records will be kept by the CFO in a locked file cabinet in a secure, limited access area with keys granted only to BCBC designated employees [935 CMR 500.110(4)]. Financial records will be scanned regularly to create an electronic copy. Electronic information will then be backed-up on a secure electronic data retention system to protect against loss.

Financial Records

BCBC' Chief Financial Officer will be responsible for the security and accuracy of all financial records maintained for the cultivation facility [935 CMR 500.101(1)(c)(j)]. The accumulation of comprehensive, reliable sales data provides management with critical information needed for measuring performance as well as strategizing and planning. Financial recordkeeping will include:

- ☐ All financial transactions and the financial condition of the business, including contracts for services performed or received;
- ☐ Purchase invoices, bills of lading, manifests, sales records, copies of bills of sale, and any supporting documents (including the items and/or services purchased, from whom the items were purchased, and the date of purchase);
- ☐ Bank statements and canceled checks for all accounts relating to the business, and
- ☐ Accounting and tax records related to the business and all investors in the facility.

Purchase orders will include:

- ☐ Company name,
- ☐ Date of order,
- ☐ Purchase order (PO) number,
- ☐ Vendor/supplier name, address and phone number,
- ☐ Ship to name, address and phone number,
- ☐ Item(s) name(s),
- ☐ Item(s) description(s),
- ☐ Item quantity,
- ☐ Unit price,
- ☐ Total price,
- ☐ Additional charges,
- ☐ Notes
- ☐ "Authorized by" name.

Received invoices will include:

- ☐ Vendor/supplier name, address and phone number,
- ☐ Shipping company,
- ☐ Shipment number,
- ☐ Date of receipt,
- ☐ Invoice number,
- ☐ Details of shipment,
- ☐ Product name,
- ☐ Product description,
- ☐ Product quantity,
- ☐ Unit price,
- ☐ Total price, and
- ☐ Name of employee who inspected and received the product.

Sales Data

The POS system will invoice sales and keep track of finished goods inventory, so management can plan production volumes. Some of the system's key performance indicators (KPI) include:

- ☐ Sales by product,
- ☐ Sales by customer,
- ☐ Sales by region,
- ☐ Sales by representative,
- ☐ Gross profit by date range, and
- ☐ Gross profit by product line.

Expiration and Renewal of Registration

BCBC' license will expire one year after the date of issuance of the provisional license and annually thereafter. BCBC will renew the license unless an action has been taken based upon the grounds set forth in 935 CMR 500.450.

No later than 60 calendar days prior to BCBC's license expiration date, BCBC will submit a completed renewal application to the Commission in a form and manner determined by the Commission, as well as the required fee. BCBC will submit as a component of the renewal application a report and other information demonstrating efforts to comply with the plans required under 935 CMR 500.101(1) and (2), including 935 CMR 500.101(1)(a)11. And (1)(c)7.k. or 935 CMR 500.101(2)(b)10. and (2)(e)7., as applicable. BCBC will update as needed, and ensure the accuracy of, all information that it submitted on its initial and renewing applications for a license. The Commission will issue a renewal license within 30 days of receipt of BCBC' renewal application and renewal license fee. BCBC will remain in good standing and will file all tax returns required pursuant to M.G.L. c. 64N. At the time of renewal, BCBC will make available an accounting of the financial benefits accruing to the municipality as a result of the cooperative host community agreement with the City of Fitchburg. The Commission will make this information available on its website.

Pursuant to 935 CMR 500.050(2)(d), in connection with BCBCs' license renewal process, the Commission will review BCBCs' records during the six months prior to application for renewal. BCBC' understands that the Commission may reduce its maximum canopy to a lower tier if it sells less than 70% of what it produces during the six months prior to the application for renewal. The Commission may also consider the following factors, including but not limited to:

- ☐ Cultivation and production history including whether the plants/inventory suffered a catastrophic event during the licensing period,
- ☐ Transfer, sales, and excise tax payment history,
- ☐ Existing inventory and inventory history,
- ☐ Sales contracts, and any other factors relevant to ensuring responsible cultivation, production, and inventory management.

Blue Collar Botany Corp Qualifications and Training

Experience in Cultivation:

President and General Manager of Blue Collar Botany Corp, Hal Melanson, has diverse experience in dairy farming, botany, facilities management, defense contracting, chemical manufacturing, quality and operations management.

Cultivation Manager, Steven Daugherty has a background in Chemistry, and Biology, including chemical extraction and an extensive knowledge of Deep Water Cultivation and traditional systems of cannabis cultivation.

In order to gain immediate success with indoor commercial cultivation of cannabis, BCBC will also solicit the expertise of proven cultivation consultants, advisors and industry experts along with implementing Lean Manufacturing principals and strict Quality Systems. With attention to compiled technical data, facility designs, and standard operating procedures, BCBC will be able to eliminate the costly mistakes of escalating start up of cultivation on a commercial scale. This will provide an ongoing support mechanism in the event of a system or process failure requiring expert consulting to remedy. The process of cultivating hydroponic marijuana is time-intensive from clone to cure. Each stage in the cultivation process contains a series of critical steps that must be carefully followed in order to produce high-quality, consistent plant material. As a result of the acquired relationships, BCBC has access to proven SOPs that outline, in detail, each step of the cultivation process. These SOPs will outline the following for the BCBC cultivation team:

- ☐ Equipment used in the process;
- ☐ The process workflow outlined in step-by-step chronological manner;
- ☐ Management and employee sign-off, noting the fulfillment of training and understanding of the SOP for personnel files.
- ☐ Add Backs
- ☐ Container Cleaning
- ☐ Cloning
- ☐ Clone Maintenance
- ☐ Curing
- ☐ Drying
- ☐ Hydroponic Process
- ☐ Harvesting Plants
- ☐ Integrated Pest Management
- ☐ Mixing Nutrients
- ☐ Meter Calibration
- ☐ Netting
- ☐ Receiving Marijuana
- ☐ Room Sanitation Practices
- ☐ Shipping Marijuana
- ☐ Topping and Pruning

- ☐ Trim Machine Cleaning
- ☐ Trimming
- ☐ Waste Disposal

BCBC understands that operating a successful commercial marijuana facility requires the ability to consistently and efficiently cultivate high quality marijuana, paying the utmost attention to consumer, public, and product safety. BCBC will deploy production control measures that allow for flexible scalability, increasing or decreasing production promptly and efficiently to meet market demand.

BCBC has identified the following potential risk factors of operating a cultivation facility:

- ☐ High cost of facility build-out, including: construction materials, cultivation equipment, electrical gear, mechanical gear, utility upgrades, contract labor, etc.;
- ☐ Moderate hands-on commercial cultivation experience within the ownership group;
- ☐ Implementation of unfamiliar commercial standard operating procedures;
- ☐ Evolving state specific regulatory;
- ☐ Potential shortage of locally trained workforce.
- ☐ Loss of power
- ☐ Loss of crop

To mitigate these risk factors and improve likelihood of success, BCBC vetted leading industry operators, consultants, contractors and engineers with experience in comparable regulated marijuana programs. BCBC sought out operators who have demonstrated proven operational success, in-depth knowledge of the science, along with the ability to address and mitigate the aforementioned risk factors. In addition the adoption of formal consulting relationships affords BCBC access to cultivation advisors throughout the preparatory stages to become fully operational, and once operational for any desired length of time thereafter. In addition, the services rendered through the consulting agreements address the mitigation of primary risk factors faced by BCBC, including:

- ☐ Services for facility design, equipment selection, and advisement for local construction teams (contractors, architect, engineers, etc.);
- ☐ Transfer of technical data, including adoption and implementation of proven commercial cultivation methods and standard operating procedures; and
- ☐ Training services, including hands-on commercial cultivation training for BCBC management and key employees.

Once operational, continued technical support will allow BCBC to stay abreast of industry best practices, regulatory and tested innovations, including, but not limited to, proactive crop protection, innovative pest management, cultivation technologies, state of the art equipment, and evolving genetics.

Cultivation Training Plan Framework

BCBC is committed to reaching out to citizens of the city of Fitchburg, or local and state-wide communities to select a diverse group of individuals who exhibit aptitude, a strong work ethic, and an eagerness to enter the industry. BCBC will develop a robust internal training program to aid the professional development of cultivation employees. The following ongoing, in-house training program for cultivation staff is designed to exceed industry standards. Prior to opening for business, BCBC will ensure current owners, managers and marijuana establishment agents involved in the handling and sale of marijuana for adult-use at the time of licensure (and thereafter at each renewal), as applicable, will have attended and successfully completed the “responsible vendor” program prescribed by the Commission [935CMR 500.105(2)(b)(1)]. BCBC’s staff will receive a minimum of eight hours of ongoing training thereafter annually. All new employees involved in the handling and sale of marijuana for adult use will also successfully complete the “responsible vendor” program within 90 days of hire [935CMR 500.105(2)(b)(2)]. BCBC’s Quality Assurance Manager (QAM) will conduct regular training sessions to update staff on current regulatory developments as they occur at the local and state level. The following ongoing, in-house training program for staff is designed to exceed industry standards [935 CMR 500.105 (2)].

SOP Training

In addition to the Responsible Vendor training required by the Commission, BCBC will adopt a comprehensive in-house training plan for its employees based on the best management practices and proprietary growing methods.

Initial Training

BCBC will develop refined cultivation SOPs that are broken into the following key sections.

- Genetics/Plant Management: Plant acquisition (i.e., seed propagation, cloning), plant husbandry and rotation, protocols for entering plant information into the seed-to-sale tracking system, and protocols for creating labels and tracking tags assigned to each plant.
- Cultivation Process: Early, mid, and late vegetative stages, plant transfer protocols, water management, scouting, nutrient management, nutrient feeding schedules, flowering, pruning and topping, cleaning and maintenance, fungicide management, pesticide management, integrated pest management, and harvesting.
- Post-Harvest Process: Hand trimming, machine trimming, drying, de-stemming, batching, curing, lab testing, and waste disposal.
- Facility Management: Principles of storage, principles of labeling, nutrient management, pest management, principles of sanitation, and principles of recordkeeping.

Key cultivation and all manufacturing employees will be required to complete Serve Safe training including cross contamination and allergens.

Onboarding:

An example of two-week training curriculum is detailed below:

Week 1-Safety, security, facility protocol and general overview of the marijuana cultivation process.

- All week (intermittently): Trained on properly harvesting a flower system, proper hand and machine-trimming techniques – the art of trimming the plant, including single flowers, tight trim, and fan leaves. Also trained on the post-harvest drying and curing process focused primarily on quality assurance.
- Day 1: Trained on preparing nutrient mixes, learning feed schedules, carefully scouting each plant for afflictions or issues such as insect or other pest infestation. Checking each plant allows cultivation agents to be proactive regarding plant management and maintenance.
- Day 2: Trained on cleaning and disinfecting flowering rooms, potting and transplanting marijuana plants, preparing possible grow media, populating vegetative rooms, populating flower rooms, efficient plant transport between vegetative and flowering rooms, creating a “screen of green” by manipulating plant structure, topping early and mid-vegetative plants, and pest management protocols, including the use of pesticides.
- Day 3: Repeat of Day 1 training exercises.
- Day 4: Repeat of Day 2 training exercises, adding proper fungicide management protocols.
- Day 5: Review of Days 1 - 4 training exercises.

Week 2 - Reinforce specific lessons from Week 1 onsite training experiences; for example, if an individual cultivation agent has trouble learning proper plant cloning techniques, the individual will spend the bulk of Week 2 getting more hands on experience with the cloning process. Review of safety security and facility protocol.

Training on Rules

A comprehensive understanding of the laws and regulations that govern the cannabis industry is vital in such a heavily-regulated and highly-scrutinized environment. Employees must appreciate the importance of compliance for their own safety, the safety and health of consumers and the operational success of the company. BCBC will ensure that all employees complete training prior to performing their assigned job functions. Training will be tailored to the roles and responsibilities of the job function of each trainee, and at a minimum will include the Responsible Vendor Program pursuant to 935 CMR 500.105(2)(b). In addition, BCBC’s staff will receive at least eight hours of on-going training annually.

Responsible Vendor Training

Pursuant to 935 CMR 500.105(2)(b), on or after July 1, 2019, all of BCBC’s current owners, managers and employees that are involved in the handling and sale of marijuana for adult use at the time of licensure (or renewal) will have attended and successfully completed a responsible vendor program to be designated a “responsible

vendor.” Once BCBC is designated a “responsible vendor,” all new employees involved in the handling and sale of marijuana for adult use will successfully complete the responsible vendor program within 90 days of their hire. After initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain their designation as a “responsible vendor.”

Worker Safety Standards

BCBC will train all cultivation employees on personal worker safety standards, including training covering personal protective equipment (PPE) guidelines, and using safety data sheets (SDS) for all substances.

In addition to the training provided by the pesticide applicator program from the Massachusetts Department of Agricultural Resources (MDAR), cultivation employees will receive internal training on all SOPs they may perform. All employees will complete required training building upon the foundations from MDAR.

Facility Security and Crime Prevention

Employees will be trained to observe the premises for suspicious persons or activity prior to entering the facility. The opening facility MOD will view interior and exterior monitors and perform a complete daily walkthrough of the facility looking for potential safety hazards and security risks. Safety inspections will include looking for burned out bulbs, damaged equipment, lack of cleanliness, evidence of pests, etc. Security inspections will include observation of security lighting, (in addition to scheduled physical testing), damaged or inoperative security equipment, facility damage that may pose an opportunity for unauthorized entry, etc. Any concerns observed will be immediately corrected (when possible) or scheduled to be corrected. If any suspicious activity is noted, the observing MOD will immediately notify the person in charge of security or the General Manager of the potential threat prior to approaching the facility. If the person or activity is deemed to be a threat, the MOD will notify local law enforcement. As soon the potential threat has been mitigated, the opening MOD will record the event in an Incident Report. BCBC will conduct regular security and safety drills to ensure that employees know the correct action to take in various situations. Drills will train facility employees to protect themselves and to also observe and review the security procedures for deficiencies that can be improved by modifications to security systems, modifying response plans, or improving employee awareness of protocols.

Training Documentation

Attendance at formal training sessions will be mandatory. Training on specific SOPs, including applicable laws and regulations, will include an acknowledgement of completion signed by both the trainee and the training supervisor. Training documentation will be retained onsite as hard copies and electronic backups in each employee’s personnel file, available for inspection by the Commission upon request [935 CMR 500.105(9)]. Employment contracts will specify mandatory attendance at

training sessions. Failure to complete any required training may lead to an employee's reassignment or termination.

Compliance Review and Internal Audits

BCBC's Training Plan will incorporate audit and evaluation features that clearly show an employee's level of comprehension of an individual SOP. These assessments provide managers with instant insight into the proficiency of their staff and reveals who may require additional attention or training. This commitment to individualized training demonstrates BCBC's dedication to effective employee education and long-term professional development, rather than simple document distribution.

BCBC's QAM will be responsible for SOP training and implementing regularly occurring and random employee audits. Reoccurring audits will include a review of employee personnel files to ensure SOPs within their job description have been acknowledged by both the employee and their supervisor. Random audits will entail selecting an employee to demonstrate their knowledge and proficiency of an SOP from their job description. Audit activity, employee performance observations, and the steps taken to improve upon or correct inadequacies will be documented within the employee's personnel file. Managers and supervisors will be held accountable for the training of their staff as part of their own overall job performance.

Personnel Records

BCBC will maintain accurate personnel records by creating a dedicated employee file for every new hire. These records will be maintained for at least 12 months after termination of an employee's affiliation with the facility. Accordingly, all personnel records will include [935CMR 500.105(9)(d)]:

- ☐ Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- ☐ Notice of completed responsible vendor and eight-hour related duty training;
- ☐ All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- ☐ Job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- ☐ Documentation of periodic performance evaluations;
- ☐ A record of any disciplinary action taken; and
- ☐ All background check reports obtained in accordance with 935 CMR 500.030.

Employee Qualifications

Note: All candidates for employment must pass the state required background checks.

General Manager

Qualifications:

- 10 years experience in business management, facilities, operations and logistics
- Knowledge of operations of cannabis cultivation and manufacturing
- Extensive Security Systems experience
- Knowledge of current state regulations and laws concerning cannabis
- Strong inter-personal skills with proven ability to engage and motivate staff
- Ability to think on your feet and use problem solving skills when the situation arises
- Proficiency in technology software, MS Office (Word, Excel, Outlook, PowerPoint)

Operations Manager, Cultivation

Qualifications:

- ☐ 5+ years' experience preferred or a Bachelor's degree in management or business administration
- ☐ Experience in creating budgets, cost management and in purchasing and invoicing
- ☐ Experience in managing teams within diverse work environments, assuring goals, deadlines and operations run smoothly without quality issues or down time
- ☐ Proficiency in technology software, desktop electronics, MS Office (Word, Excel, Outlook, PowerPoint) preferred

Compliance Manager

Qualifications:

- ☐ A Bachelor's degree in business or science, or 5+ years' experience preferred
- ☐ Experience in supervising, managing and monitoring compliance and/or quality assurance activities
- ☐ Experience in database management and tracking, auditing, processing and approval of controlled documentation
- ☐ Prior experience working with Standard Operating Procedures within a highly-regulated environment
- ☐ Knowledge of quality standards and Good Manufacturing Practices

Master Cultivator/Cultivation Manager

Qualifications:

- Bachelor's degree in chemistry, biology/botany, horticulture, agriculture, or a related field is preferred
- Experience growing cannabis in a controlled environment, compartmentalized, greenhouse, or outdoors. propagation, veg cycle, flowering, harvesting, etc.
- Knowledge of diseases and pest management, as well as plant treatment options
- Familiar with cloning techniques and growing in several media, hydroponics preferred

- Possesses comprehensive knowledge of marijuana strains: Sativa, Indica and Hybrids
- Adaptability and flexibility; ability to work as part of a team
- Experience recording and reporting data
- Proficiency in technology software, desktop electronics, MS Office (Word, Excel, Outlook, PowerPoint)

Quality Assurance Manager

Qualifications:

- Bachelor's Degree in Quality Assurance preferred, or 5 years in a prior QA role
- Experience in manufacturing or laboratory operations and controls, change management processes, regulatory affairs
- History of successful leadership, influencing, and negotiations is preferred

Facilities Manager

Qualifications:

- Technical Degree or equivalent 7 years of experience. Background in Mechanical, Operations, or related field is required
- Extensive Security Systems experience
- Self-starter with strong technical expertise and advanced diagnostic skills
- Working knowledge and experience working with HVAC, electrical, plumbing and building control systems
- Reliable person who responds to urgent situations in a level-headed way
- Ability to think on your feet and use problem solving skills when situations arise

Restricting Access to Individuals Under 21 years of Age

General Policy: All employees and registered agents must be 21 years of age or older.

Visitor Policy: The cultivation facility will not be open to unannounced public visitors. "Visitor" means an individual, other than a Marijuana Establishment Agent authorized by BCBC, on the premises for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that no such individual is younger than 21 years old. [935 CMR 500.002]. Only authorized contractors or vendors, law enforcement, authorized Massachusetts employees, and other individuals sanctioned by law will be permitted into the facility [935 CMR 500.110(c)]. No one under the age of 21 will be allowed into the facility [935 CMR 500.110(1)(a)].

Blue Collar Botany policies and standard operating procedures to restrict access to the facility to persons under the age of 21, in compliance with both 935 CMR 500.110(1)(a) and diversion to minors 935 CMR 500.105(1)(p)

Blue Collar Botany's security protocol to prohibit underage visitors, begins with a zero-tolerance policy of no open access to any part of the building. A series of mobile telephone numbers will be listed at the locked front door. During business hours, if a visitor is expected, or a known vendor or an official appears on site, they will be buzzed in to enter the secured vestibule for processing. There they will be met by staff assigned to process and receive visitors. After confirmation of reason for visit and proof of identification determining the visitor is over the age of 21, they will then be allowed to complete sign-in and receive a visitor specific numbered badge that they will need to display at all times. At this point the visitor may be buzzed in through the second door to be escorted by staff. Upon exit, the visitor will be required to sign out and return the badge before exiting the building.

If an individual is found to be under the age of 21, they will be escorted out of the building and instructed to leave the area immediately as they are underage.

Access points to enter the building

There is only one door for visitors and employees to enter the Blue Collar Botany facility. This is the front door, at the east end of 644 River Street, which first leads into the secured vestibule. Employee Ingress will be controlled by means of access code entered into a keypad at the front door and then a swipe card again to go beyond the second door through the secured vestibule. Each regular employee of BCBC will have a unique access code, allowing them to enter.

The two other means of emergency egress, both on the north side of the building will never be used to screen visitors or allow entrance before screening.



January 8, 2020

Hal Melanson
Blue Collar Botany Corp
644 River St
Fitchburg, MA 01420

Dear Mr. Melanson,

Thank you for your interest in providing charitable donations to Mount Wachusett Community College Veteran Services. We greatly appreciate and enthusiastically accept the offer of Blue Collar Botany Corp to contribute to the success of our student veteran population.

Veteran Services endeavors to assist students who have served in the armed forces and their dependents. This assistance can take the form of the purchase of technology tools such as thumb drives, graphing calculators and laptop computers. It can also help purchase specialized tools such as "smart pens" which assist students with disabilities. It can be as simple as maintaining a lending library of textbooks.

All donations are tax deductible. They should be made out to "MWCC Foundation" with a note indicating your desire to contribute to Veteran Services. Your contributions allow us to increase the number of veteran students we can help. Your generosity is sincerely appreciated.

Sincerely,

Robert B. Mayer
Director of Veterans Services

Carla Zottoli
Executive Director of Development and MWCC Foundation, Inc.

Blue Collar Botany Corp's Record Keeping Policies and Procedures

BCBC shall maintain records in accordance of generally accepted accounting principles. 935CMR500.105(9)

BCBC will implement a recordkeeping plan that adheres to all the requirements set forth by the Cannabis Control Commission (Commission). BCBC will maintain copies of all required books, records, papers, documents, data, or other physical or electronic information necessary to fully account for each transaction conducted under its license(s). All records will be retained by BCBC for the current year and at least the six proceeding calendar years. Records will be made available to the Commission and authorized law enforcement upon request [935 CMR500.105(9) and 935 CMR 500.300(1)]. The General Manager (GM), supported by the Quality Assurance Manager (QAM), the Inventory Control Manager (ICM), will be responsible for proper recordkeeping implementation and the ongoing management of all records. Records will be maintained and stored to ensure that locating information can be accomplished by anyone with appropriate authorization and that documents are easily accessible for investigative purposes. All physical records will be kept in files within a locked cabinet in a secure, limited access area with keys granted only to BCBC's designated employees [935 CMR 500.110(4)]. **Written Operating Procedures will be maintained as required by 935 CMR 500.105(1), 935 CMR 500.105(9)** Records will be scanned regularly to create an electronic database of all physical documentation.

The following business records will be maintained according to 935 CMR 500.105(9)

- Assets and Liabilities
- Monetary transactions
- Books of accounts
- Sales records
- Salary and wages paid to each employee 935 CMR500.105(9)

Other records to be maintained:

- A copy of BCBC's Marijuana license(s) prominently displayed in the facility;
- Financial data that accounts for all transactions conducted at the facility;
- Inventory records, including transport manifests and audits
- Security alarm records including visitor logs and video surveillance records;
- Personnel records;
- Sanitation and facility maintenance records;
- Production records;
- Transportation records;
- Sample testing and results;
- Theft and loss records;
- Recall and complaint records;
- Standard Operating Procedures (SOPs)
- **Marijuana disposal. BCBC will retain Marijuana Waste Records for at least 3 years. 935 CMR500.105(12)**

Electronic Records Retention

All electronic records will be stored onsite in backup storage. Records storage may include electronic media that is backed up daily on a secure server. The secure server will be physically located in a limited access room on the premises. In general, backup storage will include at least 6 years of historical data. Remote data storage may be required after 6 years. Sensitive files may be password protected or stored in a password protected file storage system.

Any electronic storage system used by BCBC will:

- ☐ Provide the confidentiality of the information stored within,
- ☐ Provide safeguards against erasures and unauthorized changes in data after the information has been entered,
- ☐ Be able to place a litigation hold or enforce a records retention hold for purposes of conducting an investigation or in relation to ongoing litigation, and
- ☐ Be re-constructible in the event of a computer malfunction or accident resulting in the destruction of the data bank. BCBC's files will never be stored in public internet spaces, including unsecured file storage sites. Emailing sensitive data files to anyone outside BCBC will be strictly prohibited without the permission of the GM.

Standard Operating Procedures

BCBC has designed the SOP document recordkeeping system to operate in a consistent format across all divisions of the company for maximum organization, control, and ease of training and use. The Quality Assurance Manager (QAM) will be responsible for maintaining and updating both hardcopy and electronic versions of the SOP manual. The QAM will approve and document all SOP changes on a master change log, keeping a chronological record of all significant process changes, the reason for the change, (such as new regulations), the date the change was executed, and the QAM's initials indicating their final approval.

Inventory Recordkeeping

Metrc, the state-required seed-to-sale tracking system, will provide real-time tracking and accountability for all plants in the facility from seeds or clones, through each stage of the plant life cycle, to post-harvest preparation including trimming, drying, curing, batching, and packaging [935 CMR 500.105(8) and (9)]. Accountability within the system will include transaction level data that records every employee interaction with plants. This includes plant movement within the facility, nutrient feeding, pesticide application, cultivation notes, and testing results. Every action will appear on the plant history detail record with the associated time/date, user credentials, actions performed, and the status change details [935 CMR 500.105(8)(c) and (d)]. BCBC will utilize the experience of a cultivation consultant, to identify critical inputs into Metrc throughout the entire cultivation process, ensuring best practices are applied to accurately track marijuana inventory within the facility. Data entry access will be restricted to a limited number of employees to keep the information properly managed and limit the opportunity for unlawful diversion through manipulation of data or the software. The ICM will coordinate with the Cultivation Manager and GM to ensure individuals with approved

access to Metrc are properly managing critical inputs. Some of the identified critical inputs to the seed-to-sale tracking system are:

- ☐ Input of startup inventory, including seeds or immature marijuana plants.
- ☐ Propagating immature marijuana plants from cuttings, clipping, or seedlings.
- ☐ Transitioning immature marijuana plants into a vegetative phase.
- ☐ Transitioning vegetative phase marijuana plants into a flowering phase.
- ☐ Harvesting marijuana plants upon completion of the flowering phase.
- ☐ Changing the physical location of immature marijuana plants and marijuana plants within the facility.
- ☐ Tracking marijuana plant weights upon harvest and trim, including; total plant wet weight, flower/bud weight, trim weight, waste weight.
- ☐ Transitioning marijuana to a drying and curing phase.
- ☐ Tracking marijuana dry weight.
- ☐ Tracking marijuana that is in an active testing phase.
- ☐ Tracking finished marijuana in batch or lot form. Pursuant to 935 CMR 500.105(8)(c) and (d), BCBC will enter all transactions, current inventory, and other information required by the Commission into Metrc in compliance with all applicable rules and regulations. The following events will be logged in the system:

- ☐ The sale or transfer of marijuana to or from another marijuana establishment,
- ☐ The transport of marijuana to or from another marijuana establishment, and
- ☐ Disposal of marijuana. Each of these transactions will include:
 - ☐ Date of transaction or event,
 - ☐ Employee identification number responsible for data entry,
 - ☐ Identification number of receiving marijuana facility,
 - ☐ Batch identification number, and
 - ☐ Plant identification number, if applicable.

The following inventory items will be maintained in Metrc and tagged with a unique identification number assigned for each [935 CMR 500.105(8)(e)]:

- ☐ The number, weight and type of seeds (or clones);
- ☐ The number of immature marijuana plants;
- ☐ The number of marijuana plants;
- ☐ The number of marijuana products ready for sale;
- ☐ The number of damaged, defective, expired or contaminated seeds, immature marijuana plants, marijuana plants and marijuana products awaiting disposal; and
- ☐ Records of any theft, loss, or other unaccountability of any marijuana.

Inventory Audits

In addition to ongoing inventory tracking in Metrc, BCBC will implement inventory controls and procedures necessary to conduct regular and random inventory reviews and comprehensive inventory audits at the facility [935 CMR 500.105(8)(c) and (d)]. Inventory audits will be conducted by no less than two authorized employees, led by the ICM with the support of the GM and authorized cultivation agents. BCBC's comprehensive inventory review process will ensure that physical on-hand inventory within the facility is equal to the inventory numbers within Metrc for all seeds, immature marijuana plants (clones), mature marijuana plants, harvested marijuana, and packaged marijuana ready for sale. Reoccurring inventory audit reports will be

documented in both written and electronic forms and provided to the GM for review and filing with the Commission for compliance. Reports will include the date of the audit, a summary of the inventory audit findings, and the names, signatures, and titles or positions of the individuals who conducted the inventory audit. Comprehensive monthly inventory audit reports will include inventory of marijuana in the process of cultivation, finished, and stored marijuana [935 CMR 500.105(8)(c)(2)]:

- ☐ The date of the inventory audit;
- ☐ The amount of marijuana on hand:
 - The total count of plants, whether in the flowering, vegetative, or clone phase of growth and organized by room in which the plants are being grown;
 - The batch number, weight, and strain name associated with each batch at the facility that has been quarantined for testing or ready for sale; and
 - The total number of plants and every unique plant identifier that have been harvested, but are not yet associated with a batch.
- ☐ The amount of marijuana sold since previous inventory, which will include:
 - The date of sale;
 - The license number and name of the facility to which the marijuana was sold; and
 - The batch number, registered product name and quantity of marijuana sold.

In addition, BCBC will conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory [935 CMR 00.105(8)(c)(3)].

Transport Manifest Records

Every shipment sent from or received by the facility will be tracked in detail by an accompanying transport manifest, generated from Metrc. Prior to transporting any marijuana, manifests will be filled out in triplicate. The original manifest will remain with BCBC; a second copy will be provided to the destination marijuana establishment upon arrival. A copy will be kept with BCBC's agent during transportation and returned to BCBC (or third party marijuana transporter) upon completion of the transportation [935 CMR 500.105(13)(f)]. BCBC will require a transport manifest to be generated in Metrc and will receive a paper copy from the originating facility to check against the actual shipment [935 CMR 500.105(13)(f)]. Once the delivery is completed, paper transport manifests will be filed, and electronic copies backed up along with any other documents associated with the shipment. Access to manifest records will be restricted to BCBC's management team. Filed transport manifest information will be mirrored in the point-of-sale records, allowing for quick identification and reconciliation of potential gaps during inventory and shipping audits. BCBC will retain all transportation manifests for no less than one year and make them available to the Commission upon request [935 CMR 500.105(13)(f)5.].

Every transport manifest will contain [935 CMR 500.105(13)(f)3.]:

- ☐ BCBC's name, address, and registration number;
- ☐ the names and registration numbers of the agents who transported the marijuana products;
- ☐ the name and registration number of the marijuana establishment agent who prepared the manifest;
- ☐ the destination Marijuana Establishment name, address, and registration number;

- ☐ a description of the marijuana products being transported, including the weight and form or type of product;
- ☐ the mileage of the transporting vehicle at departure from BCBC's location and mileage upon arrival at destination Marijuana Establishment, as well as mileage upon return to BCBC's facility;
- ☐ the date and time of departure from BCBC's facility and arrival at destination Marijuana Establishment for each transportation;
- ☐ a signature line for the marijuana establishment agent who receives the marijuana products;
- ☐ the weight and inventory before departure and upon receipt;
- ☐ the date and time that the transported products were re-weighed and re-inventoried;
- ☐ the name of the marijuana establishment agent at the destination Marijuana Establishment who re-weighed and re-inventoried products; and
- ☐ the vehicle make, model, and license plate number.

Storage Related Records

Storage recordkeeping will confirm that storage area environments are consistently maintained at the correct temperature and humidity and in a sanitary condition [935 CMR 500.105(11)(a)]. Recordkeeping will also track chain-of-custody, inventory quantities, and important product dates such as date of receipt, production date, and use-by date. The following are examples of recordkeeping logs that will be utilized throughout the facility:

- ☐ Temperature Logs - To document the temperature of all climate-controlled storage areas. Any deviation will be addressed and corrected immediately. Corrective action will be recorded.
- ☐ Sanitation Logs - To document daily cleaning and sanitation of areas.
- ☐ Inventory Logs - To document with direct observation and supervisor confirmation the inventory of all marijuana product at the beginning and end of every day.

Testing Samples & Results

As marijuana plants are harvested, trimmed, dried, and cured, they are aggregated into a harvest batch. After the QAM determines the batch has been properly cured by passing all internal quality control checks, a representative harvest batch sample will be sent out to an independent third-party testing laboratory to determine the safety and percentage of active components of the flower. The QAM will record the batch number for each sample taken, along with the date, the time, and the name and employee ID of the employee collecting the samples. A second sample is retained in storage, for comparative purposes, for up to one year from the harvest date.

Laboratory testing information will confirm the product safety, cannabinoid profile, terpene profiles, and any

additional testing results required by the Commission. Once laboratory test results for a harvest batch are returned, they will be entered into Metrc by the QAM, where the harvest batch information and associated test results are then transferred to the harvest batch label. BCBC will store packaged harvest batches at the facility under quarantine until the completion of required laboratory testing. Each harvest batch will be easily distinguishable from other harvest batches until it is broken down into packages. No marijuana will be sold by BCBC prior to receiving laboratory test results for its associated harvest batch [935 CMR500.140(9)]. Individual testing results will be entered into Metrc by the testing laboratory along with a "pass/fail" designation

for each batch. The QAM will review test results upon receipt to determine if the batch meets BCBC's strict quality control standards and release for packaging upon approval.

Complaints, Returns, and Recall Records

All records tied to complaints, returns and recall reports, including reports and press releases, will be created, filed, and reported to the Commission. Recall investigation reports conducted by the CSO of BCBC will include:

- ☐ The reason for the recall;
- ☐ The name of the Recall Coordinator;
- ☐ The total amount of recalled marijuana, including types, forms, batches, and lots;
- ☐ The total amount of recalled marijuana returned to the cultivation facility, including types, batches and lots;
- ☐ Transport manifests for each shipment of recalled marijuana returned to the cultivation facility;
- ☐ The number of recalled samples, types, forms, batches, and lots if applicable sent to laboratories, the names addressed of the laboratories, the dates of testing and the results by sample;
- ☐ The manner of disposal of the recalled marijuana, including:
 - The name of the individual overseeing the disposal of the recalled marijuana;
 - The name of the disposal company, if applicable;
 - The method of disposal;
 - The date of disposal;
 - The amount disposed of by types, batches and lots; and
- ☐ Any other information required by the Commission.

Security and Surveillance Records

Pursuant to 935 CMR 500.110(5), BCBC will maintain professionally monitored security alarm and video surveillance systems; all records related to the alarm system, monitoring, and activity will be provided to the Commission upon request. Video surveillance and security records will be located in a limited access security room, available only to authorized personnel, including the GM, QAM, and the CSO. Within this room, security recordings and backup power devices will be further secured in a locked cabinet or closet to protect them from tampering or theft. Secondary trip devices that operate independently of the facility's primary security alarm system will be installed in this room at critical access points to protect the room. This ensures that, in the

unlikely event an intruder successfully penetrates the facility's primary alarm system, there is an additional layer of protection guarding sensitive records. BCBC will retain a record of all inspections, servicing, alterations, or upgrades to the security systems. A current list of employees authorized to access the security records will be maintained onsite. A dedicated log will be kept specifically for surveillance record access including:

- ☐ Current list of employees authorized to access surveillance records,
- ☐ The identities of the employee or employees responsible for monitoring the video surveillance system,
- ☐ The identity of the employee who removed the recording from the video surveillance system storage device and the time and date removed,

- ☐ The identity of the employee who destroyed any recording, and
- ☐ A maintenance log which includes:
 - Date/time
 - Name
 - Reason for service.

BCBC will have cameras that record continuously 24 hours per day and recorded images will clearly and accurately display the time and date [935 CMR 500.110(5)(a)5.]. BCBC will install each camera so that it is permanently mounted and in a fixed location. Each camera must be placed in a location that allows the camera to clearly record activity occurring within 20 feet of all points of entry and exit on the facility and allows for the clear and certain identification of any person, including facial features, and activities, including sales or transfers, in all areas required to be recorded under these rules.

BCBC will secure the physical media or storage device on which surveillance recordings are stored in a manner to protect the recording from tampering or theft. BCBC will keep surveillance recordings for a minimum of 90 days, except for in instances of investigation or inspection by the Commission, through its investigators, agents, auditors, or the state police, in which case BCBC will retain the recordings until such time as the Commission notifies the licensee that the recordings may be destroyed [935 CMR 500.110(5)(a)4.]. Surveillance recordings of BCBC are subject to inspection by the Commission, through its investigators, agents, auditors, or the state police, and will be kept in a manner that allows the Commission to view and obtain copies of the recordings at the facility immediately upon request. BCBC will also send or otherwise provide copies of the recordings to the Commission upon request within the time specified by the Commission.

Incident Reporting

Incident reports will compile a record of events, witnessed by employees or recorded on the security and surveillance system, so that a chain of events leading to possible break-ins or internal theft may be identified [935 CMR 500.110(7)(a)4.]. Serious incidents associated with theft or loss will be reported to the Commission and law enforcement agencies within 24 hours pursuant to 935 CMR 500.110(7). Incident Report forms will be provided along with relevant video surveillance footage upon request. BCBC will maintain all documentation related to an incident that is reportable pursuant to 935 CMR 500.110(7)(a) for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request [935 CMR 500.110(7)(c)].

Visitor Logs

A facility Visitor Log will be filled out any time an authorized visitor is escorted into the cultivation facility. Every visitor will be required to provide personal and company identification in order to receive a numbered visitor's badge [935 CMR 500.110(4)(e)]. The Visitor Log will be available for inspection at all times and include:

- ☐ Name,
- ☐ Date and time in,
- ☐ Purpose for the visit,
- ☐ Employee or visitor ID badge number,
- ☐ All areas of the facility visited,
- ☐ Name of employee escorting visitor,

- ☐ Visitor signature, and
- ☐ Sign-out time.

Financial Records

BCBC's Chief Financial Officer or President will be responsible for the security and accuracy of all financial records maintained for the cultivation facility as detailed in BCBC's financial maintenance policies and procedures. Transaction information regarding the sale, transfer, transport, or disposal of marijuana will also be logged in Metrc, supplementing and reinforcing the information reflected in BCBC's sales financial records.

Personnel Records

BCBC will maintain accurate personnel records. These records will be maintained for at least 12 months after termination of an employee's affiliation with the facility. Accordingly, all personnel records will include [935 CMR 500.105(9)(d)]:

- ☐ all materials submitted to the Commission pursuant to 935 CMR 500.030(2) regarding marijuana establishment agent applications;
- ☐ documentation of verification of references;
- ☐ job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- ☐ the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- ☐ documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- ☐ documentation of periodic performance evaluations;
- ☐ a record of any disciplinary action taken; and
- ☐ notice of completed Responsible Vendor and eight-hour related duty training.

BCBC will maintain records on every employee documenting their Responsible Vendor training program compliance for four years and will make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

Production Records

The cultivation of marijuana from seed to sale is complex, technical, and involves a vast array of interdependent processes. Each stage of growing must be planned and executed in a consistent and tightly-controlled environment. As in the pharmaceutical industry, recordkeeping plays a vital role in ensuring the quality, consistency, and purity of the final marijuana product, maintaining checks and balances for the entire process that help keep the facility consistently compliant with current regulations. BCBC'S cultivation SOPs require the creation and maintenance of meticulous records for every plant through every stage of growth, from seed or clone to packaged marijuana shipment. Production records will include thorough documentation of every interaction with the plants, including but not limited to planting, harvesting and curing, weighing, and packaging and labeling. Soil amendments, fertilizers, pesticides, nutrients or other chemicals or inputs applied to the growing medium or plants or used in the process of growing marijuana will be tracked

through inclusion in product management, pesticide application, fertilizer application, and daily inspections.

Equipment Maintenance Log

In addition to daily checks and surface cleaning performed by the Maintenance Team, the Facility Manager will routinely inspect, calibrate, and check the following equipment to ensure accuracy:

- ☐ Automatic, mechanical, or electronic equipment (i.e., HVAC, Lighting, RO Filtration)
- ☐ Scales, balances, or other measurement devices used in the operation.

The Facility Manager will be responsible for recording any performed maintenance, cleaning, and calibration of equipment and will sign-off on the work upon task completion. The equipment maintenance log will include [935 CMR 500.105(9)]:

- ☐ Date,
- ☐ Time,
- ☐ Employee ID,
- ☐ Equipment location (room number/name),
- ☐ Equipment model number or description,
- ☐ Problem,
- ☐ Solution,
- ☐ Description of task performed, and
- ☐ Manager signoff.

HVAC Log

Parameters for ambient conditions will be set to the precise environment and the computer system will maintain those controlled parameters. If the system detects a shift beyond the set parameters, the system will display a red light, indicating there is a problem. The system will electronically monitor, record, and store in real-time the temperature, humidity, dewpoint, CO₂ level, and filter status. A physical written log will be updated whenever any conditions fall outside of the acceptable parameters along with the corrective action taken. The Maintenance Team will be responsible for the daily upkeep of this log and will require the Facility Manager or General Manager to signoff upon task completion. This log will include [935 CMR 500.105(9)]:

- ☐ Date,
- ☐ Time,
- ☐ Employee ID,
- ☐ Room number,
- ☐ Equipment model number or description,
- ☐ Problem,
- ☐ Solution,
- ☐ Description of task performed, and
- ☐ Manager signoff.

Lighting Log

A digital lumens light meter will be utilized weekly to measure the lumens in the light to ensure that the lamps utilized in the vegetative and flower rooms are performing at the optimal level and capacity. A light intensity meter will also be used weekly to measure the number of BTUs emitted from a lamp. This will ensure the lighting is performing to standard. If the meters detect diminished performance or lack of efficiency, the lamp or bulb will be changed out immediately. The lighting log will be accessible inside each cultivation room on the wall. The Maintenance Team will be responsible for maintaining this log daily and will require Maintenance Manager signoff upon task completion. This log will include [935 CMR 500.105(9)]:

- ☐ Date,
- ☐ Time,
- ☐ Employee ID,
- ☐ Room number,
- ☐ Lighting fixture number,
- ☐ Lumens reading,
- ☐ Light intensity reading,
- ☐ Problem,
- ☐ Solution,
- ☐ Description of task performed, and
- ☐ Manager signoff.

Sanitation Log

The Maintenance Team will be responsible for maintaining sanitation logs and will require Facilities Manager signoff upon task completion. The log will contain [935 CMR 500.105(9)]:

- ☐ Date,
- ☐ Time,
- ☐ Employee ID,
- ☐ Product name
- ☐ location description,
- ☐ Quantity used,
- ☐ Description of task performed, and
- ☐ Maintenance Manager signoff.

Pesticide, Fertilizer and Chemical Applications Log

BCBC will primarily be using deep water cultivation and does not anticipate chemical applications to the surface of the plants. However, if the need arises the following would pertain: BCBC will maintain accurate records concerning pests and pathogens and the measures taken to control them. BCBC will utilize preventive plant scouting to maintain a high level of sanitation. BCBC will only utilize approved pesticides, herbicides and fungicides. SDS sheets and copies of original labels will be maintained for each agricultural chemical. Each application or usage will be recorded in the appropriate pesticide, fertilizer, or chemical application log. Applications of all pesticide, fertilizer, or other agricultural chemicals performed during any stage of cultivation

will be performed according to BCBC's Integrated Pest Management Plan. Every application will be documented on the appropriate Application Log and will include [935CMR 500.105(9)]:

- ☐ Date and time of application;
- ☐ Stage of the cultivation process;
- ☐ Date when the plants in the application area were moved to the flowering stage, if applicable;
- ☐ United States Environmental Protection Agency (EPA) registration number, if applicable;
- ☐ Analysis of the fertilizer applied;
- ☐ Application site, which will be identified by the location legend maintained by the cultivator;
- ☐ Name of the product being applied;
- ☐ Batch number(s) for the plants receiving the application;
- ☐ Size of the application area;
- ☐ Name of the individual making the application;
- ☐ Total amount applied;
- ☐ Dosage or rate of application;
- ☐ Applicator permit number or certification number, if applicable; and
- ☐ Comments or special conditions related to the application.

Waste Disposal Log

Waste Disposal Logs will be retained for at least 3 years. 935CMR 500. 105(12)

All disposal activities will be recorded in Metrc and manual logs to maintain accurate and comprehensive records regarding waste material that accounts for and reconciles all activity related to the disposal of marijuana. The facility will utilize Metrc to ensure its green waste materials are identified, weighed and tracked while on the premises until disposed of. A separate written record will be created on the Waste Disposal Log and entered into Metrc every time the disposal process happens. This log will include [935 CMR 500.105(9)(f); 935CMR 500.105(12)]:

- ☐ The date and time of the disposal,
- ☐ The manner of the disposal,
- ☐ The volume and weight of the approved solid waste media used to render the marijuana unusable,
- ☐ The batch number(s) associated with the marijuana scheduled for destruction,
- ☐ The reasoning for and description of the disposal, and
- ☐ The signature of the authorized employee(s) overseeing the disposal of the marijuana.

Personnel Policies and Background Checks

Blue Collar Botany Corp. follows standard best practices in its human resources policies and procedures.

BCBC maintains strict alcohol, smoke, and drug free workplace policies. 935 CMR 500.105(1) Safe and Healthy Workplace Policy: No smoking of any kind is allowed. No alcohol use or drug use at the facility will be tolerated.

BCBC maintains a zero-tolerance policy, resulting in immediate dismissal for any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor. 935 CMR 500.105(1)

BCBC Places a heightened level of scrutiny on employees given the compliance environment and particularities of the marijuana industry. Every potential employee is carefully pre-screened for compliance with State regulations during the hiring process 935 CMR 500.101(1)(b); 935 CMR 500.101(2)(c); or 935 CMR 500.030.

(b). Once onboard, our staff is provided with an employee handbook containing information about the policies and procedures of the organization, as well as benefits and opportunities available to employees. The Handbook contains all company personnel, policies, including but not limited to:

Company Policies

- Rules of Conduct
- Dress Code
- Alcohol and drug abuse
- Discipline
- Confidentiality
- Conflict of interest
- Ethics
- Whistle blower
- Discrimination and Harassment
- Reasonable Accommodation
- Zero Tolerance
- Prohibition of Retaliation
- Emergency Procedures
- Work Hours
- Attendance and Time off
- Performance Evaluations
- Injuries
- Termination

Leave Policies

- Holidays
- Vacations
- Personal and sick days
- Maternity/paternity
- Military leave
- Jury duty

Benefits

- Insurance
- COBRA
- Worker's Compensations and Unemployment Compensations

Blue Collar Botany maintains personnel records for all employees including:

- Job Descriptions
- Verification Documents (CORI, background check information, etc.)
- Training Records
- Performance evaluations and any disciplinary actions

**** Employee records are confidential.**

Plan describing how confidential information will be maintained. 935 CMR 500.105 (1) :
All confidential information will be controlled by the President or HR Manager in secure files to remain locked at all times. Confidential information should never be left on a desk or on a monitor unattended. Computers should be password protected so confidential files or information cannot be accessed by unauthorized users.

Personnel policies encompass the various positions in the facility, their individual roles, duties, and responsibilities, and individual personnel records. Personnel policy deals with the creation and implementation of standard operating procedures (SOP) and involves the use of personal protective equipment (PPE) and workplace safety and emergency response.

BCBC's cultivation facility will employ a full-time staff comprised of permanent staff position titles. The employee organizational chart below illustrates the positions within the facility.

Personnel Records

BCBC will maintain accurate personnel records by creating a dedicated employee file for every new hire. These records will be maintained for at least 12 months after termination of an employee's affiliation with the facility. Accordingly, all personnel records will include [935CMR 500.105(9)(d)]:

- ☐ ☐ all materials submitted to the Commission pursuant to 935 CMR 500.030(2) regarding marijuana establishment agent applications;
- ☐ ☐ documentation of verification of references;
- ☐ ☐ job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- ☐ ☐ the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- ☐ ☐ documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- ☐ ☐ documentation of periodic performance evaluations;
- ☐ ☐ a record of any disciplinary action taken; and
- ☐ ☐ notice of completed responsible vendor and eight-hour related duty training.

Applications for registration of marijuana establishment agents will include [935 CMR 500.030(2)]:

- ☐ ☐ the full name, date of birth, and address of the individual;
- ☐ ☐ all aliases used previously or currently in use by the individual, including maiden name, if any;
- ☐ ☐ a copy of the BCBC employee's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
- ☐ ☐ an attestation that the individual will not engage in the diversion of marijuana products;
- ☐ ☐ written acknowledgment by the BCBC employee of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
- ☐ ☐ background information, including, as applicable:
 - o a description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo

contendere, or admission of sufficient facts;
o a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
o a description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
o a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the BCBC; and
☐ a nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
☐ any other information required by the Commission.

Employee Background Checks

Pursuant to 935 CMR 500.030(3) and 935 500.101(1)(b), BCBC will conduct a criminal history background check on every executive and any prospective employee prior to hiring that individual. BCBC will keep records of the results of all criminal history background checks requested and make the confirmation of criminal history background checks available for inspection upon request by the Commission or authorized law enforcement. BCBC will require employees to report any new or pending charges or convictions. If an employee is charged or convicted for a controlled substance-related felony or any other felony, BCBC will report it immediately to the Commission and terminate employment.

Workplace Safety and Emergency Response

Prior to operational startup, BCBC's General Manager (GM) Operations manager and Security consultant will develop a Workplace Safety & Emergency Response Plan as part of a comprehensive security strategy. The General Manager will be responsible for training staff regarding safety and emergency protocols and for planning scheduled safety inspections by local regulatory authorities. The Quality Assurance Manager will maintain detailed records of inspection results and address resulting health and safety concerns with management and staff. Ultimately, the General Manager will be responsible for the security of the premises, under their direct oversight.

Worker Safety Standards

Employee and public safety is one of BCBC'Ss foremost business considerations [935 CMR500.105(1)(b)]. Every attempt will be made to prevent accidents from occurring while conducting business. BCBC's safety and sanitation SOPs will address both Occupational Safety and Health Administration (OSHA) regulations and good agricultural/manufacturing practices. Key cultivation personnel will be required to participate in OSHA training in Health and Safety educational classes. All employees will be fully trained in the safe and efficient use of the chemicals, tools, and equipment relevant to their position at the facility.

Chemical Handling Safety

Safety data sheets (SDS), material safety data sheets (MSDS), and product safety data sheets (PSDS) are an important component of product stewardship and occupational safety and health. They are intended to provide workers and emergency personnel with procedures for handling or working with that substance in a safe manner and include information such as physical data (melting point, boiling point, flash point, etc.), toxicity, health effects, reactivity, storage, disposal, protective equipment, first aid, and spill-handling procedures. BCBC SOPs for chemical receiving, tracking, use, storage, and disposal will include references to relevant SDS applicable to that specific process. BCBC will maintain a comprehensive database of all SDS in both hard copy and electronic scanned copies on site. Hard copies of the SDS for all hazardous chemicals to which employees may be exposed will be readily available in each chemical storage area in a designated SDS binder. Employees will be required to read the SDS for every chemical they use. The Quality Assurance Manager will be responsible for obtaining all safety data sheets from manufacturers and maintaining the SDS binder.

Personal Protective Equipment (PPE)

BCBC has established safety protocols and documentation procedures to protect workers [935 CMR 500.110(11)(d)]. Cultivation employees will be provided appropriate PPE and training in the proper storage, inspection, and maintenance of their PPE. Employees will take the necessary precautions to protect themselves and will be trained in decontamination procedures. BCBC's PPE program will be consistent with OSHA and EPA standards and will address:

- ☐ Hazards present;
- ☐ Selection, maintenance, and use of PPE;
- ☐ Training;
- ☐ Monitoring.

Standard PPE for all cultivation employees includes scrub type uniforms, or Tyvek coveralls, chemical resistant gloves, or nitrile disposable gloves, shoes with water resistance and slip protection, eye protection(clear and UV), hearing protection and N-95 or P-100 disposable respiratory protection when needed. Employees will be trained as to the necessity and proper use of all PPE.

Respiratory Protection Program

The Cultivation Manager will be responsible for using the Certification of PPE Hazard Assessment to outline work areas and job classifications for which respirators are required, and the types of respirators required. It will be company policy that all employees working in areas or job classifications requiring the use of tight-fitting respirators undergo evaluation and fit testing before assignment. BCBC will provide training for employees on program requirements and provide specific instruction on the proper use, maintenance, and limitations of respirators. Respirators will not be used in a manner inconsistent with their National Institute of Occupational Safety and Health (NIOSH) certification or manufacturer's instructions.

Emergency Response

BCBC will create emergency notification procedures with their selected security vendor(s), integrating SOPs for employee conduct and the utilization of physical alarms within the facility, ensuring timely communication with the State, law enforcement, and emergency response professionals. The Security Manager will ensure all equipment is kept in good working order and will have the system inspected by BCBC's selected security vendor at least once a year. The security vendor will repair or replace any failed video surveillance component within 24 hours when possible.

Facility Security and Crime Prevention

Employees responsible for opening and closing the facility will be trained to view the immediate exterior of the building before opening and verify there are no faults shown on the security system. At closing the employee must view through the surveillance monitors to ensure the entire perimeter is free from possible threats before leaving the building. Security threat examples include suspicious person(s) or activities near the licensed premises. Perimeter doors will be always locked and will alarm if ajar for more than 45 seconds.

Employees who are required to operate the security system will be trained to activate and deactivate the alarm and how to respond to burglary, fire, or other emergency that is indicated by the security alarm system. Once trained, employees that are required to interface with the alarm system will be issued a unique control panel code that will identify any actions performed in the system by the employee. Training of all employees will include the "All-Clear" and "Distress" codes assigned to the facility by the security alarm monitoring company, and the appropriate use of each code in the event of an actual or false alarm. Additionally, BCBC's security vendor(s) will monitor the licensed premises 24 hours a day, at both occupied and unoccupied times.

Incident Reporting

Incident report forms comprise a record of events, witnessed by employees or recorded on the security and surveillance system, so that a chain of events leading to possible break-ins or internal theft may be identified in an investigation after the fact. An "incident" may be anything substantially out of the ordinary or suspicious that occurs during or after normal business hours. An attempted burglary or break-in, the presence of unauthorized individuals, or an employee injury are all examples of noteworthy incidents that should be documented. Serious incidents associated with theft or loss will be reported to the Commission and law enforcement agencies within 24 hours pursuant to [935 CMR 500.110(7)(a)]. Incident Report forms will include the following and be provided along with relevant video surveillance footage upon request:

- ☐ ☐ Witness' name, contact information, and signature;
- ☐ ☐ Incident date, time, and location;
- ☐ ☐ Person(s) involved in incident;
- ☐ ☐ Witness description of incident; and
- ☐ ☐ If incident involved or was reported to authorities, date of report and agency contact information including name(s) of agency employees.

Emergency Operating Procedures

The purpose of the Emergency Operations Plan (EOP) is to organize BCBC's response to emergencies and disasters while providing for the safety and welfare of its staff cons [935 CMR 500.105(1)(i)]. The EOP addresses emergencies and disasters caused by natural or manmade events. The EOP includes the full range of complex and changing requirements prior to, during, and following an emergency or disaster. It sets forth lines of authority, communications plans, responsibilities and organizational relationships, and shows how all actions will be coordinated among the staff. All employees will be trained in the importance of the emergency meeting place and protocol. The EOP will identify by name and title the primary person who will be in charge during an emergency, and at least one alternate who will be in charge if the primary is unable to serve in that capacity. Specific Job Action Sheets will be available for each employee that instructs them on what to do during a shelter-in-place or evacuation event. These sheets will be kept handy for employees, either at workstations or in EOP-Kits. EOP- Kits will be prepared in

advance and stored within easy reach at each workstation and at strategic locations in each work area. Several copies of the EOP will be located around the facility and employees will know where they are kept. The EOP will anticipate and plan for as many emergency contingencies as possible, particularly during power losses from severe weather. During an extended emergency, such as a blizzard, resources will be carefully managed to mitigate issues. BCBC recognizes the importance of sharing its EOP with local government emergency managers (City of Fitchburg Police and Fire). This will ensure that emergency responders include the facility when planning for community-wide emergencies. Emergency managers can also help assess local hazard risks and nearby resources (shelters, transportation, etc.). Emergency plan review and maintenance will be conducted by the BCBC once a year and may include:

- ☐ ☐ Communications with the local Office of Emergency Management (OEM);
- ☐ ☐ Close review of evacuation destinations and directions;
- ☐ ☐ Physical plan analysis along with annual fire safety reviews;
- ☐ ☐ Evacuation maps;
- ☐ ☐ Procedures for sheltering-in-place, evacuation, fire hazards, and any other hazards;
- ☐ ☐ Cross-training efforts and cross-coverage assignments;
- ☐ ☐ Designated staff and departmental emergency assignments;
- ☐ ☐ Staff organizational chart;
- ☐ ☐ Supplies list will include all items needed to store on hand and resupply for emergencies

Blue Collar Botany Corp Organizational Chart

Blue Collar Botany Founders - General Manager

Security Manager

Master Cultivator - Cultivation Assistants

Facilities Manager

Compliance Manager - Quality Assurance Manager- Inventory Control Manager

Roles, Duties and Responsibilities

General Manager

Duties and Responsibilities: Oversees the Managers of Cultivation and Manufacturing. Manages the day-to-day operations of the entire facility, problem solving while interacting with both internal and external experts. Ensures all facility requirements are maintained with continual upkeep and that operations run smoothly, on schedule and positively support the cannabis supply chain and operations.

Security Manager

Duties and Responsibilities: Oversees the security of the facility and security of all operations. Collaborate with security consultants to develop, maintain, and continually improve the security systems. Develops policy and trains personnel in security rules and procedures. Maintains compliance with the CCC regulations regarding security.

Operations Manager,

Duties and Responsibilities: ☐ Oversees the Compliance Manager, Quality Assurance Manager and Facilities Manager. Oversees the operations within the cultivation facility. Responsible for budgeting the department's expense, monthly reporting and works closely with the CFO on expense variances. Assists all managers throughout the facility in trouble-shooting operational issues and escalating matters to the General Manager.

Compliance Manager

Duties and Responsibilities: Ensures facility compliance with local, state, and federal guidelines. Maintains company adherence to occupational, health, and safety regulations.

Shares best practices in the usage of Metrc, the seed-to-sale tracking software system, with all throughout the organization. Ensures regulations and industry standards are met as they relate to growing, testing and manufacturing of all cannabis products. Ensures the tagging of all product within the facility is accurately recorded in the seed to-sale tracking system. Shadows state regulators on all inspections and takes notes to ensure that follow-up items are completed in a timely manner.

Master Cultivator/ Cultivation Manager

Duties and Responsibilities: Establishes cultivation and manufacturing goals and timelines while managing plant schedules and workflows. Develops and implements facility crop production plan, including nutrient management, irrigation, pest control, environmental control, and other crop-specific practices. Trains team members on techniques and practices in areas of propagation, transplanting, plant care, irrigation, fertilization, soils management, composting, pest management, disease detection and control, inventory controls, and equipment maintenance, etc. Trains, implements and leads both Cultivation and Harvest Agents in processes to ensure consistent high-quality product. Determines timing and through-put of the product through the life-cycle of the plant and manufacturing. Educates staff on cultivation management improvements, including Integrated Pest Management (IPM), seed/clone genetics, nutrients, etc. Responsible for managing the employees throughout all phases of cultivation. Manages performance by formulating effective goals, setting targets, and key performance indicators as appropriate. Ensures the cultivation of consistent, repeatable, reliable, safe, and high-quality product commensurate with market demand. Assures policies and procedures are being enforced throughout the Cultivation Facility to better meet production and sales goals, and to ensure a safe working environment.

Assistant Cultivator

Duties and Responsibilities: Works with Master Cultivator to attain cultivation and manufacturing goals and timelines and supports plant schedules and workflows. Follows facility crop production plan, including learning nutrient management, irrigation, pest control, environmental control, and other crop-specific practices. Uses learned techniques and practices in areas of propagation, transplanting, plant care, irrigation, fertilization, soils management, composting, pest management, disease detection and control, inventory controls, and equipment maintenance, etc. Supports processes to ensure consistent high-quality product. Including timing and through-put of the product through the life-cycle of the plant and manufacturing. Learns cultivation management improvements, including Integrated Pest Management (IPM), seed/clone genetics, nutrients, etc. Works with Head Cultivator to attain effective goals, setting targets, and meet key performance indicators as appropriate. Follows policies and procedures especially for quality and safety

Inventory Control Manager

Duties and Responsibilities: Ensures inventory is properly stored. Ensures inventory is accurately accounted for at each stage of the Metrc process. Controls inventory movement and inspection prior to and upon delivery. Document and archive records as required. Perform random spot checks and cycle counts.

Quality Assurance Manager

Duties and Responsibilities: Ensures quality of all materials and products used for cultivation, manufacturing and packaging are safe and adhere to highest quality standards. Follows Good Manufacturing Practice GMPs and Hazardous Analysis protocols. Supervises and coordinates the activities of the cultivation, manufacturing and final products to ensure that all meet company standards. Performs required daily, weekly and monthly inspections within all departments of the company. Follows all state regulations and company Standard Operating Procedures.

Facilities Manager

Duties and Responsibilities: Manages facility operations: establishes and implements preventive maintenance on all systems in the building including; HVAC, lighting, irrigation systems, etc. Ensures safe operation of equipment, irrigation/fertilization systems, environmental controls, and other relevant systems by adhering to preventive maintenance schedules, following manufacturer's instructions, troubleshooting malfunctions, etc. Develops back-up or alternative systems for common problems such as power shortage. Ensure safety of building from fire, flood and other hazards; maintains fire equipment and coordinates inspections. Coordinates and oversees all facility inspections.

Diversity Plan

Strategic Plan

Recruit, train, and retain an efficient, dedicated, qualified work force that reflects the cultural and ethnic composition of the community.

We will implement tools for success and career advancement such as mentoring and cross training, to provide equity in opportunity to minorities, woman, veterans, people with disabilities and people of the LGBTQ+ community. Diversity and Inclusion are important to “The BCBC Culture.” Experience has shown that a diverse workplace thrives!

Goals will be reviewed quarterly to ensure schedules and plans are on track to succeed.

The progress or success of this plan will be demonstrated upon each license renewal period. 935 CMR 500.101(1) and (2)

Goal 1

Educate by comprehensive employee training program upon hire.

Program

Each new hire will have prerequisite training of Introduction to Diversity in the Workplace. This will be one of the required training subjects to instill the importance and spell out the concepts and requirements of our diversity policies and culture.

Metric:

Within the first week of employment each new hire will be required to sign off upon completing and understanding the required diversity training. Before the end of each calendar year all employees will be required to also review diversity training and sign the acknowledgement. Signed Records will be retained in HR files. Report annual totals.

Goal 2

Develop an employee task force and Diversity Training Team to assist with training programs.

Program

The appointees will gain awareness and experience while assisting management in maintaining an equitable diverse culture in the workplace. The team will be tasked with monitoring compliance and efficacy of the diversity policies and provide updates and suggestions for continuous improvement to be implemented into the ever-evolving Diversity Training program.

This team will also develop and facilitate two comprehensive training series per year. “Botany 01420” programs will give training and insight to the many facets of the cultivation and manufacturing segments of this industry. All employees will be required to engage with the training team in providing content from their specific area of knowledge or expertise. “Botany 01420” will be a companywide team effort.

The programs will be posted in the Fitchburg Sentinel two times per year. These postings will invite Commission approved diverse populations to attend the training sessions.

Metric

The trainers and trainees will be asked to sign off attendance sheets for each program. Copies of Fitchburg Sentinel and other notices will be retained. Report annual totals.

Goal 3

Recruit work force from Commission approved diverse populations. Our goal is to hire a work force of at least 30% woman, 10% minorities, 10% Veterans and 10% people of the LGBTQ+ community.

Program

1. Advertise in The Fitchburg Sentinel as needed to accomplish our goal. Commission approved diverse groups are encouraged to apply.
2. To accomplish our goal, a referral bonus will be offered to employees by quarterly notices to refer Commission approved, diverse candidates to apply for careers of all levels at BCBC.

Metric:

Retain records of newspaper advertisements and quarterly notices. Report annually.

Goal 4

Contribute to the success of local area veterans.

Program

Blue Collar Botany Corp will contribute \$3000 annually to Veteran Services at Mount Wachusett Community College to help support area veterans.

Metric: Retain records of annual donations. Report annually.

Goal 5**Successful Mentor program****Program:**

As people of Commission approved diversity groups are hired, they will be paired with a mentor to gain one-on-one support and training for a minimum of 3 months. The focus of this program is for these newly hired employees to benefit from additional personal nurturing by a specific mentor to ensure that all the available resources to succeed are made available. A goal of providing this advantage will be for 20% of the trainees to further develop and in turn become mentors too.

Metric: Manager oversight and definitive monthly reports from both trainer and trainee will indicate success of the program. Second generation results will reveal true success.

BCBC will adhere to the requirements set forth in 935 CMR 500.105(4) which provides permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

Any actions taken by BCBC will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.