



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281507
Original Issued Date: 08/21/2019
Issued Date: 07/10/2020
Expiration Date: 10/21/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Bud's Goods and Provisions, Corp.

Phone Number: 774-239-2200 Email Address: alex@budsgoods.com

Business Address 1: 54 West Boylston St Business Address 2:
Business City: Worcester Business State: MA Business Zip Code: 01606
Mailing Address 1: 54 West Boylston St Mailing Address 2:
Mailing City: Worcester Mailing State: MA Mailing Zip Code: 01606

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201939

RMD INFORMATION

Name of RMD: Trichome Health Corp.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33.33
Role: Director Other Role: Chief Executive Officer, Chief Financial Officer, President, Treasurer, and Director on the 2-Member Board of Directors
First Name: Alexander Last Name: Mazin 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:	Percentage Of Control: 33.33	
Role: Director	Other Role: Secretary, Director on the 2-Member Board of Directors	
First Name: Nellie	Last Name: Israel	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 33.33	
Role: Director	Other Role:	
First Name: Scott	Last Name: Baker	Suffix:
Gender: Male	User Defined Gender: M	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Green Peak LLC	Entity DBA:	DBA City:
Entity Description: Green Peak LLC is a Massachusetts Limited Liability Company		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website:
Entity Address 1:	Entity Address 2:	
Entity City:	Entity State:	Entity Zip Code:
Entity Mailing Address 1:	Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description: Green Peak LLC is the sole shareholder and capital contributor for Bud's Goods & Provisions Corp.		

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: John	Last Name: Nadolny	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: VP of Operations and Director of Cultivation for Bud's Goods & Provisions		

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Nellie	Last Name: Israel	Suffix:
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$850000 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 2

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 3

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 4

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Abington	Marijuana Establishment State: MA	

Individual 5

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Halifax	Marijuana Establishment State: MA	

Individual 6

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 7

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 8

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Date generated: 12/03/2020

Individual 9

First Name: Nellie Last Name: Israel Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer
Marijuana Establishment City: Abington Marijuana Establishment State: MA

Individual 10

First Name: Nellie Last Name: Israel Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator
Marijuana Establishment City: Halifax Marijuana Establishment State: MA

Individual 11

First Name: John Last Name: Nadolny Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator
Marijuana Establishment City: Lakeville Marijuana Establishment State: MA

Individual 12

First Name: John Last Name: Nadolny Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer
Marijuana Establishment City: Lakeville Marijuana Establishment State: MA

Individual 13

First Name: John Last Name: Nadolny Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer
Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 14

First Name: John Last Name: Nadolny Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer
Marijuana Establishment City: Abington Marijuana Establishment State: MA

Individual 15

First Name: John Last Name: Nadolny Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator
Marijuana Establishment City: Halifax Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 475 Kenneth Welch Drive
Establishment Address 2:
Establishment City: Lakeville Establishment Zip Code: 02347
Approximate square footage of the Establishment: 20000 How many abutters does this property have?: 10
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
Community Outreach Meeting Documentation	Trichome - Community Outreach Meeting Documentation.pdf	pdf	5bbf536cc4bce20c0e8e1909	10/11/2018

Certification of Host Community Agreement	Trichome - Lakeville Single Page HCA Certification Form [EXECUTED].pdf	pdf	5bbf5381629ac50c147358ef	10/11/2018
Plan to Remain Compliant with Local Zoning	Trichome - Plan to Remain Compliant with Local Zoning.pdf	pdf	5bbf54662d28790c50080e69	10/11/2018

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Trichome - Plan for Positive Impact_UPDATED.pdf	pdf	5c828df13183181258e1caf0	03/08/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director **Other Role:** Chief Executive Officer, Chief Financial Officer, President, Treasurer, and Director on the Board of Directors

First Name: Alexander **Last Name:** Mazin **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer **Other Role:** Chief Operating Officer, Director of Cultivation

First Name: John **Last Name:** Nadolny **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Director **Other Role:** Secretary, Director on the Board of Directors, and Capital Contributor

First Name: Nellie **Last Name:** Israel **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Director **Other Role:**

First Name: Scott **Last Name:** Baker **Suffix:**

RMD Association:

Background Question:

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company **Other Role:** Green Peak LLC is 100% owner and capital contributor for Bud's Goods

Entity Legal Name: Green Peak LLC

Entity DBA:

Entity Description: Green Peak LLC is a Massachusetts Limited Liability Company

Phone: 774-239-2200

Email: alex@budsgoods.com

Primary Business Address 1: 54 West Boylston St

Primary Business Address 2:

Primary Business City: Worcester

Primary Business State: MA

Principal Business Zip Code:

01606

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Trichome - Certificate of Good Standing (Secretary of the Commonwealth).pdf	pdf	5bbf582ff70a1a0c28f75f78	10/11/2018
Department of Revenue - Certificate of Good standing	Trichome - Certificate of Good Standing (Dept. of Revenue).pdf	pdf	5bbf5834a18c210c32431572	10/11/2018
Bylaws	Trichome - For-Profit Corporate Bylaws (EXECUTED).pdf	pdf	5bbf5888629ac50c14735909	10/11/2018
Articles of Organization	Trichome Health Corp. - RFI Information.pdf	pdf	5c1d2cc5e96db37a99be3a51	12/21/2018
Articles of Organization	Trichome - Articles of Entity Conversion with Statement of Supplemental Change.pdf	pdf	5c82d30cedbb73122a618830	03/08/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	MA Certificate of Good Standing - Dept of Rev - 05222020 - L0173003328.pdf	pdf	5ed5f1477ecd5f4aba30c7d5	06/02/2020
Secretary of Commonwealth - Certificate of Good Standing	Bud's Goods & Provisions - Certificate of Good Standing Commonwealth 05.26.20.pdf	pdf	5ee2caa30f089824f1cd5181	06/11/2020
Department of Unemployment Assistance - Certificate of Good standing	Bud's Goods & Provisions - MA DUA Certificate of Good Standing, 05.22.20.pdf	pdf	5ee7e2ffc6c85217ea3763ec	06/15/2020

Massachusetts Business Identification Number: 001334529

Doing-Business-As Name: N/A

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Bud's Goods & Provisions - Plan for Obtaining Liability Insurance, Lakeville.pdf	pdf	5ee2caf1c6c85217ea375be9	06/11/2020
Proposed Timeline	Bud's Goods & Provisions - Timeline 475 Kenneth Welch Dr - updated.pdf	pdf	5ee2cb16a7d30c17f5416a5c	06/11/2020

Business Plan	Bud's Goods & Provisions Corp - Business Plan 475 Kenneth Welch Dr - updated.pdf	pdf	5ee3d18f2d9da4181de9ed4c	06/12/2020
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OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Bud's Goods & Provisions - Dispensing Procedures.pdf	pdf	5ee2ce856f370e24fce3e491	06/11/2020
Diversity plan	Bud's Goods & Provisions - Diversity Plan.pdf	pdf	5ee2ce8d3114301800252b95	06/11/2020
Inventory procedures	Bud's Goods & Provisions - Inventory Procedures.pdf	pdf	5ee2ce96721f40180b731ddd	06/11/2020
Maintaining of financial records	Bud's Goods & Provisions - Maintaining of Financial Records.pdf	pdf	5ee2ce9f2d9da4181de9eaac	06/11/2020
Personnel policies including background checks	Bud's Goods & Provisions - Personnel Policies Including Background Checks LAK.pdf	pdf	5ee2cea8f5e90617d832d300	06/11/2020
Restricting Access to age 21 and older	Bud's Goods & Provisions - Plan for Restricting Acces to Age 21 and Older.pdf	pdf	5ee2ced7c6c85217ea375bee	06/11/2020
Separating recreational from medical operations, if applicable	Bud's Goods & Provisions - Plan for Separating Recereational from Medical Operations.pdf	pdf	5ee2cee0ea7a9324e64658c6	06/11/2020
Prevention of diversion	Bud's Goods & Provisions - Prevention of Diversion.pdf	pdf	5ee2cf056f370e24fce3e495	06/11/2020
Quality control and testing	Bud's Goods & Provisions - Qualifications and Training.pdf	pdf	5ee2cf0f3114301800252b99	06/11/2020
Quality control and testing	Bud's Goods & Provisions - Quality Control & Testing.pdf	pdf	5ee2cf1b721f40180b731de1	06/11/2020
Record Keeping procedures	Bud's Goods & Provisions - Recordkeeping Procedures.pdf	pdf	5ee2cf222d9da4181de9eab0	06/11/2020
Security plan	Bud's Goods & Provisions - Security Plan.pdf	pdf	5ee2cf2f1c2dbc24d01a1845	06/11/2020
Storage of marijuana	Bud's Goods & Provisions - Storage of Marijuana.pdf	pdf	5ee2cf44ea7a9324e64658ca	06/11/2020
Transportation of marijuana	Bud's Goods & Provisions - Transportation of Marijuana.pdf	pdf	5ee2cf4d6f370e24fce3e499	06/11/2020
Types of products Manufactured.	Bud's Goods & Provisions - Types of Products Manufactured.pdf	pdf	5ee3b9e4e4107825079d19e7	06/12/2020
Method used to produce products	Bud's Goods & Provisions - Method Used to Produce Products.pdf	pdf	5ee3c2662989d72512a76254	06/12/2020
Sample of unique identifying marks used for branding	Bud's Goods & Provisions - Samples of Unique Identifying Marks Used for Branding.pdf	pdf	5ee7e4710f089824f1cd59f9	06/15/2020

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1)

have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Goal 1) Develop and provide industry specific training to residents of Worcester in order to educate them in the areas of Marijuana cultivation, product manufacturing, and retail.

Progress toward goal: Once Bud's Leadership Team was fully established in December 2019, the Team developed and implemented an industry specific training and offered it in the impacted community of census tract 730500 free of charge. This presentation was documented so it can be distributed to people unable to attend a live session. Such topics as: cannabis cultivation, retail, product manufacturing, compliance, and how and where to find industry jobs are included in the training. This event was advertised in the WOMAG calendar of the online Worcester T&G as well as through hand delivered fliers to businesses in the impacted community in order to promote local participation and create a better prepared local workforce.

Progress or Success Goal 2

Description of Progress or Success: Goal 2) Bud's will participate in a career counseling program to prepare students for the workforce by teaching soft-skills, conducting resume building, and mock-interview workshops.

Progress toward goal: Bud's had the opportunity to partner with two community colleges located in disproportionately affected areas of the Commonwealth. In addition to working job fairs at Roxbury Community College in Boston and Quinsigamond Community College in Worcester, Bud's offered two resume building and mock-interview workshops. Roxbury Community College is outside our census tract, however they were eager to work with interested businesses and were of the few institutions in MA at the time that would allow us to participate in career services events. Roxbury is in an area of disproportionate impact. A third and fourth workshop were cancelled due to COVID. Now that the services have been established, Bud's will try to increase the number of participants by continuing to coordinate with the Colleges and by offering consistent access to the programming. Bud's is in coordination with Quinsigamond Community College to begin offering interview prep, resume coaching, and career advice through a virtual environment.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Goal 1) External: Increase the number of individuals falling within the listed demographics at our recruiting events and in our applicant pool. Bud's will attempt to meet this goal by participating in at least one yearly recruitment event with a focus on attracting individuals from the diverse populations listed above.

Progress toward goal: Bud's has attended job fairs at Roxbury Community College and Quinsigamond Community College. Both institutions are

located within Commission identified diverse areas. Although Bud's is not hiring for the bulk of positions until awarded final license, several qualified candidates shared their resumes at these events for future consideration. All students are 21 years of age or older.

Diversity Progress or Success 2

Description of Progress or Success: Goal 2) Internal: Hire promote and retain a diverse workforce that proportionately reflects the population demographics in the areas of minority status, gender, veterans, people with disabilities, and people who identify as LGBTQ+. basing these decisions on US Census Bureau data.

Progress toward goal: In late 2019 Bud's expanded its workforce from two to four individuals with employees identified as diverse by the commission, including: Women, Minorities, and people who identify as LGBTQ+. Until recently, there were an equal number of male and female employees at Bud's. Since the COVID pandemic, Bud's furloughed an employee and is now down to 3 employees, 2 male and 1 female. As Bud's navigates final license, 30 additional employees will be hired. In addition to employing people from each diversity group identified by the commission, Bud's will also continue to make concerted efforts toward maintaining this equal gender ratio.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	Bud's Goods & Provisions - Not Yet Commenced Operations - LAK.pdf	pdf	5ee3c608f5e90617d832d5a2	06/12/2020

Name of Item: Not Yet Operational **Item Type:** Flower

Item Description: Not Yet Operational

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 10:00 PM
Tuesday From: 10:00 AM	Tuesday To: 10:00 PM
Wednesday From: 10:00 AM	Wednesday To: 10:00 PM
Thursday From: 10:00 AM	Thursday To: 10:00 PM
Friday From: 10:00 AM	Friday To: 10:00 PM
Saturday From: 10:00 AM	Saturday To: 10:00 PM
Sunday From: 10:00 AM	Sunday To: 6:00 PM

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, Alex Mazin, (*insert name*) attest as an authorized representative of Trichome Health 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 7/19/18 (*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 7/11/18 (*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 7/10/18 (*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 7/12/18 (*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.

Legal Notices

Legal Notices

588 Whittenton Street, Taunton

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Planning Board of the City of Taunton on **July 19, 2018 at 5:30 P.M.** in the Chester R. Martin Municipal Council Chambers at Maxham School, 141 Oak St., Taunton, MA. on the petition of Aspen Properties Holding, LLC, 60 Court St., Taunton, MA.

Form J Plan – Waiver of frontage – To divide one lot into two lots – for property located at 588 Whittenton Street, Taunton, MA.

A copy of the submitted application and plans are on file in the Taunton Planning Board Office, 15 Summer St., Taunton, MA. and may be viewed during normal working hours, Monday, Wednesday, Thursday 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 9:00 AM – Noon.

Individuals with disabilities who require assistance or special arrangements to participate at the hearing, please contact Kevin Scanlon at (508) 821-1051 or by TDD at (508) 821-1024. We request that you provide a **TEN** (10) day notice so that the proper arrangements may be made.

TAUNTON PLANNING BOARD
Robert P. Campbell, Chairman

AD#13704772
TDG 7/4, 7/11/18

Legal Notices

Legal Notices

250 LAKEVIEW AVE

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Zoning Board of Appeals on **July 26, 2018 at 6:00 P.M.** at Maxham School, 141 Oak St., in the Chester R. Martin Municipal Council Chambers, Taunton, Ma. on the petition of **Waterman - Case # 3456** For : A Variance from Section 440 Attachment #3 of the Zoning Ordinance to allow the reconstruction of a new 31.3' x 43.2' single family house without having the required 15 foot side setback, 25 front yard setback and lot coverage. Side setbacks of (1) 9 feet to 240 Lakeview Avenue, lot 27-71 (2) 0 feet to left of interior lot line of lot 25-72/73, (3) 0 feet to right of interior lot line of lot 25-72-73, (4) 9 feet to 251 Lakeview Avenue, lot 25-74. To allow a new garage requiring variances for front yard setback 17.6' (instead of 25') and side setbacks of (6) 3.1' to 251 Lakeview Avenue, lot 25-74, (7) 0 feet to left of interior lot line of lot 25-72/73; (8) 0 feet to right of interior lot line of lot 25-72/73, and (9) 30% lot coverage (over the maximum allowed 20%) on premises situated at **250 Lakeview Avenue, Taunton, Ma. (Property I.D. 25-72 & 25-73)**

A copy of the submitted application and plans are on file in the office of the Zoning Board of Appeals at 1298 Cohannet Street and may be viewed during working hours, Monday, Wednesday and Thursday, 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 8:00 AM – Noon.

Any Individual with disabilities who require assistance or special arrangements to participate at the hearing, please contact Kevin Scanlon at (508) 821-1051 or by TDD at (508) 821-1024. We request that you provide a **TEN** (10) day notice so that the proper arrangements may be made.

BOARD OF APPEALS
Dennis I. Ackerman, Chairman

AD# 13705526
TDG 7/11, 7/18/18

Legal Notices

Legal Notices

CASE# 3454/ SCHOOL ST

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Zoning Board of Appeals on **July 26, 2018 at 6:00 P.M.** at Maxham School, 141 Oak St., in the Chester R. Martin Municipal Council Chambers, Taunton, Ma. on the petition of **Freitas - Case # 3454**

For: A Variance from Section 440 Attachment #3 & Section 440-602 of the Zoning Ordinance to allow the construction of a single family dwelling on lot having 49.30 feet of frontage & lot width (instead of 100 feet) and 9,111 square feet of lot area & upland (instead of 15,000 sq. ft. of lot area & 11,250 sq. ft. of upland) and an 11 foot side setback (instead of 15 feet) in an Urban Residential District on premises situated on the **easterly side of School Street, Map 48, Parcel 34.**

A copy of the submitted application and plans are on file in the office of the Zoning Board of Appeals at 1298 Cohannet Street and may be viewed during working hours, Monday, Wednesday and Thursday, 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 8:00 AM – Noon.

Any Individual with disabilities who require assistance or special arrangements to participate at the hearing, please contact Kevin Scanlon at (508) 821-1051 or by TDD at (508) 821-1024. We request that you provide a **TEN** (10) day notice so that the proper arrangements may be made.

BOARD OF APPEALS
Dennis I. Ackerman, Chairman


AD# 13706389
TDG 7/11, 7/18/18

Legal Notices

Legal Notices

876 Middleboro Avenue, East Taunton (Taunton)

LEGAL NOTICE
COMMONWEALTH OF MASSACHUSETTS



LAND COURT
DEPARTMENT OF THE TRIAL COURT
18SM003843
ORDER OF NOTICE

To:
Richard A. Smith; Loretta Smith

and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C.c. 50 §3901 et seq.:

JPMorgan Chase Bank, N.A.

claiming to have an interest in a Mortgage covering real property in East Taunton (Taunton), numbered 876 Middleboro Avenue, given by Richard A. Smith and Loretta Smith to Mortgage Electronic Registration Systems, Inc., as nominee for MetLife Home Loans, a Division of MetLife Bank, N.A., dated September 21, 2011, and recorded in the Bristol County (Northern District) Registry of Deeds in Book 19678, Page 66, and now held by the Plaintiff by assignment, has/have filed with this court a complaint for determination of Defendants' Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before August 20, 2018 or you will be forever barred from claiming that you are entitled to the benefits of said Act.

Witness, JUDITH C. CUTLER Chief Justice of said Court on July 3, 2018.

Attest: Deborah J. Patterson
Recorder
11078

AD#13706755
TDG 7/11/18

Legal Notices

Legal Notices

Bairos - Case # 3453

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Zoning Board of Appeals on **July 26, 2018 at 6:00 P.M.** at Maxham School, 141 Oak St., in the Chester R. Martin Municipal Council Chambers, Taunton, Ma. on the petition of **Bairos - Case # 3453**

For: A Special Permit from Section 440 Attachment # 1 of the Zoning Ordinance to allow the construction of a single family dwelling on lots 1 & 3 in a Highway Business District on premises situated at **477 Winthrop Street, Taunton, Ma.**

A copy of the submitted application and plans are on file in the office of the Zoning Board of Appeals at 1298 Cohannet Street and may be viewed during working hours, Monday, Wednesday and Thursday, 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 8:00 AM – Noon.

Any Individual with disabilities who require assistance or special arrangements to participate at the hearing, please contact Kevin Scanlon at (508) 821-1051 or by TDD at (508) 821-1024. We request that you provide a **TEN** (10) day notice so that the proper arrangements may be made.

BOARD OF APPEALS
Dennis I. Ackerman, Chairman

AD#13698116
TDG 7/11, 7/18/18

Legal Notices

Legal Notices

Bairos - Case # 3452

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Zoning Board of Appeals on **July 26, 2018 at 6:00 P.M.** at Maxham School, 141 Oak St., in the Chester R. Martin Municipal Council Chambers, Taunton, Ma. on the petition of **Bairos - Case # 3452**

For: A Variance from Section 440 Attachment #3 and 440-602 of the Zoning Ordinance to allow the construction of a house on a lot having 69.50 feet of frontage & 72.2 feet of lot width (instead of 100 feet) and 16,025 square feet of lot area & dry area (instead of 30,000 sq. ft. of lot area & 22,500 sq. ft. of dry area) on premises situated on the easterly side of **Whittenton Street, known as Map 31, parcel 361.**

A copy of the submitted application and plans are on file in the office of the Zoning Board of Appeals at 1298 Cohannet Street and may be viewed during working hours, Monday, Wednesday and Thursday, 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 8:00 AM – Noon.

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BOARD OF APPEALS
Dennis I. Ackerman, Chairman

AD#13698117
TDG 7/11, 7/18/18

Legal Notices

Legal Notices

WESTGATE ESTATE

LEGAL NOTICE
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Bristol Division
Office of the Register Suite 240
40 Broadway
Taunton, MA 02780
(508) 977-6040

Docket No. BR18P1444EA

INFORMAL PROBATE
PUBLICATION NOTICE

Estate of: Elwin T. Westgate


Date of Death: April 2, 2009

To all persons interested in the above captioned estate, by Petition of Petitioner **Katherine Kellner of East Taunton MA**


Katherine Kellner of East Taunton MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.

AD# 13706942
TDG 7/11/18



This device
measures blood
pressure. But it also says
something about your common
sense. Because using it for
regular checkups helps detect
high blood pressure before
it's too late, which is definitely
a smart move. To learn more,
visit www.americanheart.org
or call 1-800-AHA-USA1.



This space provided as a public service.
© 1998, American Heart Association

Legal Notices

Legal Notices

Bradshaw - Case # 3458

LEGAL NOTICE
NOTICE OF PUBLIC HEARING

Notice is hereby given that a public hearing will be held by the Taunton Zoning Board of Appeals on **July 26, 2018 at 6:00 P.M.** at Maxham School, 141 Oak St., in the Chester R. Martin Municipal Council Chambers, Taunton, Ma. on the petition of **Bradshaw - Case # 3458**

For: A Variance from Section 440 Attachment #3 of the Zoning Ordinance to allow a carport having a 7 foot side setback (instead of 25') on premises situated at **101 Longwood Avenue, Taunton, Ma.**

A copy of the submitted application and plans are on file in the office of the Zoning Board of Appeals at 1298 Cohannet Street and may be viewed during working hours, Monday, Wednesday and Thursday, 8:00 AM – 4:00 PM, Tuesday, 8:00 AM – 7:00 PM and Friday 8:00 AM – Noon.

Any Individual with disabilities who require assistance or special arrangements to participate at the hearing, please contact Kevin Scanlon at (508) 821-1051 or by TDD at (508) 821-1024. We request that you provide a **TEN** (10) day notice so that the proper arrangements may be made.

BOARD OF APPEALS
Dennis I. Ackerman, Chairman

AD#13705895
TDG 7/11, 7/18/18

Legal Notices

Legal Notices

TRICHOME HEALTH

LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING
TRICHOME HEALTH

Notice is hereby given that Trichome Health Corp will hold a Community Outreach Meeting on **July 19, 2018** at Lakeville Eagles Function Hall, 217 County Road, Lakeville, MA 02347 between **6:00 – 7:00 PM** to discuss the proposed siting of an Adult Use Marijuana Cultivation, Product Manufacturing, Transport, and Retail Establishment at 475 Kenneth Welch Drive, Lakeville, MA 02347 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

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

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

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

AD#13707054
TDG 7/11/18

Legal Notices

Legal Notices

PUBLIC SALE

LEGAL NOTICE
NOTICE OF PUBLIC SALE OF
PERSONAL PROPERTY

Notice is hereby given that the undersigned will sell, to satisfy lien of the owner, by public internet sale via www.StorageTreasures.com for competitive bidding to begin on July 11, 2018 4:00 PM and conclude July 25, 2018 at 4:00 PM via the Compass Self Storage located at 33 Chandler Avenue, Taunton, MA 02780.

The personal goods stored therein by the following may include, but are not limited to general household, furniture, boxes, clothes, and appliances.

Unit 230 Camarao, Rosita
Unit 236 Staples, Edward
Unit 246 Claudio, Johnathan
Unit 292 Costa, Tamika I.
Unit 298 Henry, Alex
Unit 309 Depina, Rita
Unit 364 Yeskis, Gabriela
Unit 373 Mower, Naomi
Unit 417 Choiniere, Derrick
Unit 447 Baptiste, Jodi A

Purchases must be made with cash only and paid at the time of sale. All goods are sold as is and must be removed at the time of purchase. Compass Self Storage reserves the right to refuse any bid. Sale is subject to adjournment.

AD# 13706400
TDG 7/11, 7/18/18

Do you
Love
to
Win?



Of course you do.

WickedLocalContests.com offers
a variety of contests
with exciting prizes that you
can enter to win anytime, 24/7!

Check out
WickedLocalContests.com today!



NOTICE OF COMMUNITY OUTREACH MEETING TRICHOME HEALTH

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RECEIVED

JUL 10 2018

SELECTMEN'S OFFICE

Loraine J. Carbox
Town Coordinator

Copies
Planning Board ✓
Board of Selectmen ✓
Board of Appeals ✓
Town Counsel ✓
Town Administrator ✓

**NOTICE OF COMMUNITY OUTREACH MEETING
TRICHOME HEALTH**

RECEIVED
LAKEVILLE TOWN CLERK
2018 JUL 10 AM 11:49

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**NOTICE OF COMMUNITY OUTREACH MEETING
TRICHOME HEALTH**

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RECEIVED
JUL 10 2018
LAKEVILLE
BOARD OF HEALTH

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

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

0113 05
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JUL 11 2018
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City, State

2017 0949 0000 040E 2702

Certified Mail Fee	\$3.45
Extra Services & Fees (check box, add fee \$0.00)	\$2.75
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
Postage	\$0.50
Total Postage	\$0.50
Sent To	
Street and	
City, State	

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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, Alexander Mazin, (*insert name*) certify as an authorized representative of Trichome Health Corp. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Lakeville (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 9/25/2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Rita A. Garbitt, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Lakeville (*insert name of host community*) to certify that the applicant and the Town of Lakeville (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 9/25/2018 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community



TRICHOME HEALTH

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Trichome Health Corp. (“Trichome”) will remain compliant at all times with the local zoning requirements set forth in the Town of Lakeville’s Zoning By-Law. In accordance with By-Law Section 4.1.3, Trichome’s proposed Cultivation, Product Manufacturing, and Retailer Establishment located at 475 Kenneth Welch Drive is in the Industrial Zoning District designated for Adult Use Marijuana Establishments by Special Permit.

Trichome currently holds a Provisional Certificate of Registration (“PCR”) from the Department of Public Health (“DPH”) to operate a vertically-integrated Medical Marijuana Treatment Center at 475 Kenneth Welch Drive in Lakeville.

In compliance with 935 CMR 500.110(3) and Lakeville Zoning By-Law Section 7.4.6, the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

As required by the Zoning By-Law, Trichome will apply for a Special Permit and Site Plan Approval from the Lakeville Planning Board. Trichome will also apply for any other local permits required to operate an adult use cultivation, product manufacturing, and retail facility at the proposed location. Trichome will comply with all conditions and standards set forth in any local permit required to operate a cultivation, manufacturing, and retail facility at Trichome’s proposed location.

Trichome has already attended several meetings with various municipal officials and boards to discuss Trichome’s plans for a proposed cultivation, manufacturing, and retail facility and has executed a Host Community Agreement with the Town of Lakeville. Trichome will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Trichome’s cultivation, manufacturing, and retail facility remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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



PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Trichome Health Corp. (“Trichome”) is dedicated to serving and supporting municipalities classified as areas of disproportionate impact by the Cannabis Control Commission. Trichome believes that marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

Trichome’s CEO Alex Mazin is a native of Worcester and has chosen to specifically focus the company’s disproportionate impact plan on the City of Worcester. With numerous immediate and extended family members that live in Worcester, Alex maintains enduring ties to the community and understands the city, its people, its culture and its future potential. Alex is committed to utilizing the opportunity afforded by his new business venture as a means through which to give back to a community that played a pivotal role in his growth and personal and professional development.

At Trichome, we believe that education is the core solution to most problems. That is why Trichome has developed what we call the Academic Empowerment Program (“AEP”). We believe that by educating people about the industry and by training people on soft skills to succeed in the workforce, we are providing the most important long-term investment one can give - the tools to succeed on one’s own. The AEP is designed to provide residents from Worcester free access to two fundamental education platforms: Industry-specific training and career counseling.

Overview

Trichome is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Trichome has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact the community of Worcester, Massachusetts, which has been identified as an area of disproportionate impact.

Goals

In order for Trichome to positively impact the Worcester community, Trichome has established the following goals:



1. The goal of the **industry-specific training** initiative is to educate residents of Worcester in the areas of marijuana cultivation, marijuana product manufacturing and marijuana retail.
2. The goal of the **career counseling program** is to provide soft skills training, coaching and career counseling.

Programs

Trichome has developed specific programs to effectuate its stated goals to positively impact the city of Worcester. Such programs will include the following:

1. Trichome's **industry-specific training** will offer educational seminars on the following topics:
 - a. **Marijuana Cultivation** - We will offer training on topics such as marijuana growing, harvesting, trimming and drying. We will also offer training on the Massachusetts regulations pertaining to cultivation so that people are educated on the rules and regulations to remain compliant while working. The purpose of these classes is to provide skills, knowledge and insight to those who seek career opportunities on the cultivation side of the cannabis business.
 - b. **Marijuana product manufacturing** - We will offer training on topics such as extraction, distillation and post processing, including training on the manufacturing of topicals, tinctures, edibles and other post-production goods. We will also offer training on the Massachusetts regulations pertaining to manufacturing so that people are educated on the rules and regulations to remain compliant while working. The purpose of these classes is to provide skills, knowledge and insight to those who seek career opportunities on the manufacturing side of the cannabis business.
 - c. **Marijuana Retail** - We will offer training on topics such as product understanding, product safety, efficacy, cannabis science and retail safety. We will offer training on the Massachusetts regulations pertaining to the retail sale of marijuana so that students are educated on the rules and regulations to remain compliant while working.
2. The **career counseling program** will:
 - a. Offer monthly seminars to those from disproportionately impacted communities to go over topics such as interview preparation, resume building and industry knowledge.
 - b. We will help guide people on how to obtain jobs and where to search. Trichome will host a workshop where trainees are coached in the three areas (resume building, interview prep and industry knowledge). All trainees will go through mock interviews and work with our team to build their resume onsite.
3. Trichome will post their training schedules and availability in local newspapers and on social media platforms. Trichome will reach out to local post-secondary institutions in the Worcester area, including Quinsigamond Community College and Worcester State University, in hopes of partnering with the schools to help promote the AEP. Trainings will remain on a rotating schedule to ensure that classes are available to accommodate all schedules. Trainees will receive a certificate of completion at the end of each course



which can be added to their resume to strengthen their candidacy for a job in the industry. Trichome will rent spaces around the city to host events. One example would be renting a room for the evening at the Hilton Garden Inn.

Measurements

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

1. Offer one training session per month; a minimum of twelve courses a year
2. Trainees will sign up in advance and attendance will be taken at each event
 - a. Monthly attendance growth rate will be a key metric
3. Provide online access of all training sessions and materials so that people who cannot attend in person sessions can still have access to the trainings
 - a. Monthly viewing growth rate will be a key metric
4. We will invite trainees to submit their newly built resume to Trichome onsite at the end of the training session, which can then be measured in our recruitment metrics
 - a. Monthly resume submissions growth rate will be a key metric

The Human Resources Director will review and evaluate Trichome's measurable outcomes no less than once every 6 months to ensure that Trichome is meeting its commitments. Trichome is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

1. Trichome will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
2. Any actions taken, or programs instituted, by Trichome will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: June 27, 2018

To Whom It May Concern :

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

TRICHOME HEALTH CORP.

is a domestic corporation organized on **June 27, 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: 18060571820

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

Processed by:



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

mass.gov/dor

Letter ID: L0072211584
Notice Date: August 8, 2018
Case ID: 0-000-420-360



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



TRICHOME HEALTH CORP 0
12 PENNSYLVANIA AVE
NEWTON MA 02464-1323

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, TRICHOME HEALTH CORP 0 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

**BYLAWS
OF
TRICHOME HEALTH CORP.**

BYLAWS OF TRICHOME HEALTH CORP.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is TRICHOME HEALTH CORP. (the “**Corporation**”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “**Articles of Entity Conversion**”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“**Chapter 156D**”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“**Bylaws**”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

ARTICLE II: SHAREHOLDERS

Section 1.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 1.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law; *provided, however*, that unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm or association in which a Director has an interest; (ii) amend the Articles of Entity Conversion of this Corporation; (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 1.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 1.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section 2.04 simultaneously with the written request for the

meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

A Proposing Shareholder's notice shall include as to each matter the Proposing Shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 1.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records

of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 1.06 *Reserved*

Section 1.07 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the board of directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the board.

A record date fixed under this Section may not be more than seventy (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.

Section 1.08 Quorum of and Action by Shareholders. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the

matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one or more classes or series that are entitled, by law or the Articles of Organization, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than 120 days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 1.09 *Reserved*

Section 1.10 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 1.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 1.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 1.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to Chapter 156D, § 7.22.

Section 1.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III: DIRECTORS

Section 1.15 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be two (2) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be:

- (a) Alexander Mazin; and

(b) Nellie Israel

Section 1.16 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Section 1.17 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 1.18 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the board of directors, from the death, resignation, disqualification or removal of a director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or/ solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 1.19 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 1.20 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 1.21 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate

it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) **Place of Meetings.** Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 1.22 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 1.23 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 1.24 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 1.25 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 1.26 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV: OFFICERS

Section 1.27 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

Section 1.28 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

Section 1.29 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.30 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 1.31 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 1.32 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

Section 1.33 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 1.34 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 1.35 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

Section 1.36 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any

other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 1.37 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 1.38 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII: MISCELLANEOUS

Section 1.39 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 1.40 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 1.41 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 1.42 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.

(b) Relocate the principal office or designate alternative principal offices or regional offices.

(c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.

(d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 1.43 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

Section 1.44 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 1.45 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

Section 1.46 Amendment by Directors. Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

[SIGNATURE PAGE TO FOLLOW]

**CERTIFICATE OF SECRETARY
OF
TRICHOME HEALTH CORP.**

The undersigned, Nellie Israel, hereby certifies that she is the duly elected and acting Secretary of TRICHOME HEALTH CORP., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of June 27, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 7 day of August, 2018.

TRICHOME HEALTH CORP.

By: _____

Name: Nellie Israel

Title: Secretary



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

December 21, 2018

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

Re: November 2, 2018 Requests for Additional Information from Trichome Health Corp.

To Whom It May Concern:

On behalf of Trichome Health Corp. (“**Trichome**”), this correspondence is in response to the Cannabis Control Commission’s (the “**Commission**”) November 2, 2018 Requests for Additional Information Notices for Trichome’s Cultivator (MCN281738), Product Manufacturer (MPN281507) and Retailer (MRN281774) applications. The Commission requested the following information, and Trichome responds as follows:

1. **Commission Request:** *Copy of the articles of organization. 935 CMR 500.101(2)(e)(1) (required)*

Note: Patrick Clarke and Christopher Max Alex are listed on the articles of organization but not named within your application. Please add them to your application of intent and background check packets or provide documentation explaining why they do not need to be added to your applications.

Trichome’s Response: A copy of Trichome’s Articles of Entity Conversion was submitted to the Commission with each of the three license applications referenced above. However, since Trichome’s Articles of Entity Conversion were originally filed with the Secretary of the Commonwealth in June 2018, there have been several changes, explained below, to the directors and officers of Trichome.

- a. Patrick Clarke was removed as the Treasurer and a Director on Trichome’s Board of Directors and is no longer affiliated with Trichome in any capacity.
- b. Christopher Max Alex was removed as the Secretary and a Director on Trichome’s Board of Directors and is no longer affiliated with Trichome in any capacity.
- c. Nellie Israel was appointed, and continues to serve, as the Secretary and a Director on Trichome’s Board of Directors.

- d. Alexander Mazin was appointed to serve as the Treasurer, and will continue to serve as a Director on Trichome's Board of Directors.

A Statement of Change of Supplemental Information was filed with the Secretary of the Commonwealth in August 2018 to effectuate the changes listed above, and a copy is included with this response.

Please do not hesitate to contact our office if you have any questions. Thank you for your attention to these matters.

Sincerely,



David M. Ullian Esq.

DMU/mt
Enclosures



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: TRICHOME HEALTH CORP.

2. Current registered office address:

Name: DAVID M. ULLIAN, ESQ.
 No. and Street: 2 SEAPORT LANE
 City or Town: BOSTON State: MA Zip: 02210 Country: USA

3. The following supplemental information has changed:

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
TREASURER	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
SECRETARY	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA
DIRECTOR	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
DIRECTOR	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA

__ Fiscal year end:

December

☒ **Type of business in which the corporation intends to engage:**

PRODUCE AND SELL MEDICAL CANNABIS AND RELATED

☒ **Principal office address:**

No. and Street: 12 PENNSYLVANIA AVENUE
 City or Town: NEWTON State: MA Zip: 02464 Country: USA

☒ **g. Street address where the records of the corporation required to be kept in the Commonwealth are**

☒ its principal office
☐ an office of its secretary/assistant secretary

☐ an office of its transfer agent
☐ its registered office

Signed by ALEXANDER MAZIN , its PRESIDENT
on this 8 Day of August, 2018

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THE COMMONWEALTH OF MASSACHUSETTS

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

August 08, 2018 01:30 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM #

Trichome Health Corp. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of May 29, 2018.

B. Co. H. D.

Bryan Harter

Director

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

(1) Exact name of the non-profit: Trichome Health Corp.

001235697

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

Trichome Health Corp.

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

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

ARTICLE I

The exact name of the corporation upon conversion is:

Trichome Health Corp.

ARTICLE II

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

ARTICLE II

To engage in the cultivation, transportation and distribution of medical use cannabis, to the extent permitted, and in accordance with Massachusetts law, and to engage in any other business allowable under the General Laws of the Commonwealth of Massachusetts.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
CNP	275,000			

ARTICLE IV

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

N/A

ARTICLE V

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

ARTICLE VI

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

See attached continuation sheet.

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

TRICHOME HEALTH CORP.
ARTICLES OF CONVERSION
CONTINUATION SHEETS

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

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class to series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.
2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit.
4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
5. Shareholder Action without a Meeting by Less than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than

the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

6. Authorization of Directors to Make, Amend or Repeal Bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws required action by the shareholders.

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
2 Seaport Lane, Boston, MA 02210
- b. The name of its initial registered agent at its registered office:
David M. Ullian, Esq.
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Alexander Mazin

Treasurer: Patrick Clarke


Secretary: Christopher Max Alex

Director(s): Alexander Mazin, Patrick Clarke, Christopher Max Alex

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Producing, acquiring, and distributing medical wellness supplies, services, and cannabis.
- f. The street address of the principal office of the corporation:
2 Seaport Lane, Boston, MA 02210
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

2 Seaport Lane, Boston, MA 02210, which is
(number, street, city or town, state, zip code)

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

Signed by: 
(signature of authorized individual)

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

on this 16th day of May, 2018

COMMONWEALTH OF MASSACHUSETTS

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

1313152

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475.00 having been paid, said articles are deemed to have been filed with me this 27 day of June, 20 18, at 11:45 a.m./p.m.
time

1048

Effective date: _____

(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

JB
Examiner
Trang
Name approval

C

M

Joshua England

50 Washington Street

Westborough, MA 01581

Telephone: 774.512.4109

Email: jengland@aafcpa.com

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

SECRETARY OF THE
COMMONWEALTH
2018 JUN 27 AM 11:45
CORPORATIONS DIVISION



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: TRICHOME HEALTH CORP.

2. Current registered office address:

Name: DAVID M. ULLIAN, ESQ.
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3. The following supplemental information has changed:

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
TREASURER	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
SECRETARY	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA
DIRECTOR	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
DIRECTOR	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA

__ Fiscal year end:

December

☒ **Type of business in which the corporation intends to engage:**

PRODUCE AND SELL MEDICAL CANNABIS AND RELATED

☒ **Principal office address:**

No. and Street: 12 PENNSYLVANIA AVENUE
 City or Town: NEWTON State: MA Zip: 02464 Country: USA

☒ **g. Street address where the records of the corporation required to be kept in the Commonwealth are**

☒ its principal office
☐ an office of its secretary/assistant secretary

☐ an office of its transfer agent
☐ its registered office

Signed by ALEXANDER MAZIN , its PRESIDENT
on this 8 Day of August, 2018

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THE COMMONWEALTH OF MASSACHUSETTS

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

August 08, 2018 01:30 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



Plan for Obtaining Liability Insurance

Bud's Goods & Provisions Corp. ("Bud's") plans to contract with Deland, Gibson Insurance to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Bud's will consider additional coverage based on availability and cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Bud's will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow replenished within 10 business days. Bud's will keep reports documenting compliance with 935 CMR 500.105(10).



Bud's Goods & Provisions Corp.
Business Plan



475 Kenneth Welch Drive
Lakeville, MA 02347

March 01, 2020

Table of Contents

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1.EXECUTIVE SUMMARY

Mission Statement

Bud's Goods & Provisions Corp. ("Bud's") is a vertically-integrated marijuana establishment ("ME") committed to creating a safe and clean community environment by providing consistent, high-quality cannabis to consumers in Massachusetts who are 21 or older. Bud's mission is to be a trustworthy partner to our customers, neighbors and society through an honest, dependable and practical cannabis-buying experience. Formed in 2016, Bud's is a grassroots Massachusetts company that is committed to building a true New England cannabis retail experience.

Bud's is a Massachusetts licensed marijuana company with three (3) Provisional Licenses for retail, a Provisional License for a tier 3 cultivation license and a Provisional Manufacturing License from the Cannabis Control Commission. Prior to the adult-use market in MA, Bud's had previously received a Provisional Certificate of Registration ("PCR") from the Department of Public Health ("DPH").

Our goal at Bud's is to establish ourselves as a leading social enterprise while simultaneously building a sustainable Massachusetts cannabis company through the development and offering of the highest quality cannabis products which will be sold through our trusted, safe and educational retail experience. We will strive to serve our local communities through education, hands-on involvement and economic contribution (see Section 3 – Community Program)

Our Cannabis Product

Bud's will provide customers with an assortment of loose-leaf cannabis flowers (i.e. sativa, indica, hybrid and CBD strains), extract products (i.e. wax, oil, rosin, shatter etc.), edibles (i.e. candy, savory foods, sweet foods, treats, beverages, etc), and topicals (lotions, creams etc.). Products Bud's intends to offer and sell will include, but will not be limited to:

1. TOPICAL SALVES
2. CREAMS/LOTIONS
3. DERMAL PATCHES
4. ORAL MUCOSAL/SUBLINGUAL DISSOLVING TABLETS
5. TINCTURES
6. ORAL/NASAL SPRAYS
7. PRE-DOSED OIL VAPORIZERS
8. INGESTION CAPSULES
9. FOOD/BEVERAGES
10. COOKING OILS

Customer Services

Bud's will distinguish itself from competitors by investing in technology which will provide our customers with high-quality and dedicated service. Bud's is currently working to develop an online tool to enhance our customers' experience, such as:

- Open Source Platform – Bud's is building an open-source resource platform which will provide educational tools and an open forum for the community to learn and discover information on the cannabis industry free of charge.

Customers

Bud's target customers will include adults over the age of 21. Our goal is to serve our local communities. Customers will range from experienced connoisseurs to community members who have never previously used cannabis but are interested in the positive effects of the product.

Our Goals and What Drives Us

- To provide our customers with safe access to marijuana
- To educate consumers and communities about cannabis
- To work closely with our communities to mitigate the illegal market
- To allay the stigmas associated with marijuana
- To offer equal employment opportunities to individuals seeking to get involved in the marijuana industry
- To help our host communities achieve their goals
- To maintain a diverse, skilled workforce motivated by ample opportunities for internal advancement

Bud's Core Values

Bud's understands the responsibility that it has to our customers and to our communities and that is why we have developed a business model that is fundamentally aligned with the following values:

- Provide the highest quality cannabis products available in the safest possible manner
- Support and foster growth in local communities through education and community engagement
- Support our team members and employees by providing them with all the necessary tools so they can grow and develop the skills and knowledge to be successful in the cannabis industry
- Satisfy, serve and educate our customers
- Establish mutually-beneficial partnerships with local suppliers and vendors
- Build and maintain a diverse team (with specific focus on areas of disproportionate impact)
- Pioneer the cannabis industry

2.COMPANY DESCRIPTION

475 Kenneth Welch Drive

Bud's 475 Kenneth Welch Dr. location will be a 25,000 square foot facility to be used for the purposes of cannabis cultivation, product manufacturing and retail. Cannabis products will be grown, processed, manufactured and packaged at Bud's Lakeville facility. Within the Lakeville facility, Bud's will have a commercial kitchen and a commercial extraction laboratory. All products manufactured in Lakeville will be transported to different retail locations across the state on a weekly basis.

Zoning

- 475 Kenneth Welch Drive is located in an area defined as Industrial Zoning District by the Town of Lakeville.
- The Lakeville Zoning By-Law allows Adult Use Marijuana Retailers (retail sale) and Adult Use Marijuana Establishments (cultivation, manufacturing, and transport) by Planning Board Special Permit in the Industrial Zoning District.
- This location is not located within 500 feet of a public or private primary or secondary school, licensed daycare center, public library, public park or playground and a marijuana storefront retail.

Current Status

Currently, 475 Kenneth Welch Dr. is a stand-alone 20,000 square foot building with a warehouse, an office, and a showroom. The building was constructed in 1992.

Bud's Cultivation Overview

Bud's will cultivate, process and package marijuana, and transfer marijuana to other ME, in accordance with Bud's licensed cultivation tier. All phases of the cultivation, processing, and packaging of marijuana by Bud's will take place in a designated area that is not visible from a public place without the use of binoculars, aircraft or other optical aids.

Application of pesticides by Bud's 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. Any testing results indicating noncompliance will be immediately reported to the CCC, who may refer any such result to the Massachusetts Department of Agricultural Resources. In the event that Bud's sells or otherwise transfers marijuana to another ME, Bud's will provide documentation of its compliance with the testing requirements of 935 CMR 500.160. Bud's will only label marijuana with the word "organic" if all cultivation is consistent with US Department of Agriculture organic requirements at 7 CFR 205. Soil for cultivation will meet federal standards identified by the CCC.

Bud's cultivation process will use best practices to limit contamination including, but not limited to: mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana, mildew, and any other contaminant identified as posing potential harm. Any application of plant nutrient to land used for the cultivation of marijuana will comply with St. 2012, c. 262, as amended by St. 2013, c. 118, § 26, and 330 CMR 31.00: Plant Nutrient Application Requirements for Agricultural Land and Non-agricultural Turf and Lawns.

Bud's, through the use of a POS Software, will assign and record a unique, sequential alphanumeric identifier to each cultivation batch for the purposes of production tracking, product labeling, and product recalls.

Technical Specifications

The Bud's facility utilizes a water-chilled system to control temperature and humidity levels. Cultivation rooms are individually controlled and monitored through the use of a Direct Digital Control ("DDC"), which is an automated control of a condition or process by a digital device. Adjustable environmental parameters include heat, humidity, and light control. Cultivation rooms that house plant material will be under video surveillance—as outlined in the Bud's Security Policies and Procedures.

Safety

All agents will complete mandatory safety training sessions. Bud's agents and Bud's management will have specific responsibilities to ensure health and safety at the Bud's facility.

Plant Care

Cultivation Technicians will be responsible for all plant maintenance in their assigned cultivation rooms. Responsibilities will include watering/irrigation, potting/re-potting, pruning and Integrated Pest Management (IPM). The IPM Program is designed to control and limit pests and other pathogens through the use of natural pesticides/fungicides. Cultivation Technicians will maintain appropriate levels of sanitation in all cultivation areas and keep assigned cultivation rooms clean and free from hazards. Toxic items will be clearly labeled, identified appropriately, logged into a system, held, and stored in the cultivation supply room in order to protect marijuana and MIPs from being contaminated.

Pest Control Prevention

Pests and pathogens will be managed and controlled to the greatest extent possible. Pests include insects, diseases, or any unwanted organism that directly or indirectly damages plants. Bud's will implement an Integrated Pest Management (IPM) Program to manage and control pest problems. IPM is a systematic approach to managing pests that focuses on long-term prevention or suppression with minimal impact on human health, the environment, and non-target organisms. A successful IPM Program consists of five (5) main categories: sanitation, monitoring, identification of pest problems, control methods, and evaluation.

recordkeeping requirements.

Testing

- a. No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH;
- b. Bud's will have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Any such policy will include notifying the CCC within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both Bud's and the Independent Testing Laboratory, separately and directly. The notification from Bud's must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination;
- c. Bud's will maintain the results of all testing for no less than one year;
- d. The sale of seeds is not subject to these testing provisions;
- e. Clones are subject to these testing provisions but are exempt from testing for metals;
- f. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13);
- g. All storage of marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11);
- h. All excess marijuana will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Bud's for disposal or by the Independent Testing Laboratory disposing of it directly; and
- i. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Energy Efficiency and Conservation

Bud's will satisfy minimum energy efficiency and equipment standards established by the CCC and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license under 935 CMR 500.103(2). Bud's will adopt and use additional best management practices as determined by the CCC, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other

environmental impacts, and will provide energy and water usage reporting to the CCC in a form determined by the CCC.

Bud's Product Manufacturing Overview

Bud's will produce concentrates for bulk sale and the creation of marijuana products using a hydrocarbon extraction process and/or an ethanol extraction process, and then refined to extremely high purity and cleanliness using a fractional distillation process. The refinement process will reduce levels of microbials (mold, yeast, gram negative bacteria, etc.) and heavy metals down to an undetectable scale. This will ensure Bud's can provide consumers with clean and safe products.

All edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.

Bud's agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All Bud's agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand-washing facilities will be placed conveniently within the Bud's facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All Bud's agents will also wear food-grade disposable gloves when handling marijuana and in the creation of marijuana products.

Product Manufacturer Processes

The Bud's facility utilizes state-of-the-art extraction technology by way of a Hydrocarbon Extraction Machine. Further refinement of this raw concentrate will be accomplished using a fractional distillation still for removal of any trace amounts of microbial and heavy metals contamination. This highly-purified concentrate will be used in precision-dosed marijuana products, as well as sold in bulk and in vaporizer cartridges.

Production of Edible Marijuana Products

Production of edibles will take place in compliance with the following:

1. Any edible marijuana product that is made to resemble a typical food or beverage product must be packaged and labeled as required by M.G.L. c. 94G, § 4(a½)(xxvi) and 935 CMR 500.105(5) and (6).
2. Bud's will not manufacture or sell edibles in the following shapes:
 - a. The distinct shape of a human, animal, or fruit; or
 - b. A shape that bears the likeness or contains characteristics of a realistic or fictional human, animal, or fruit, including artistic, caricature, or cartoon renderings.

3. Bud's may manufacture edible marijuana products that are geometric shapes and simply fruit-flavored.

Bud's Retail Overview

The retail location will consist of a secure security checkpoint upon entry, a separate waiting area and a separate retail shopping area. Upon arriving to a retail location, customers will be required to demonstrate that they are age 21 or older by providing current, valid, government-issued identification before entering the waiting area. Bud's plans to construct a state-of-the-art retail site that is technologically-advanced, safe, and sparkling clean. Our retail space will foster a positive customer experience by emphasizing education, safety, and direct customer interaction. Bud's prides itself on an educational approach to retail. We want to ensure that every customer is aware of our extensive product options and gets exactly what they need.

Bud's trained security team and dispensary agents will ensure that only consumers 21 years of age or older with a verified and valid, government-issued photo ID will be permitted to enter the dispensary and purchase adult-use marijuana. In the event that Bud's discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be terminated immediately and the CCC will be promptly notified.

While in the waiting area, customers will check-in and will be provided with customized educational materials and menus to review prior to being called into the retail portion of the store. A Bud's representative will be available to answer any questions customers may have while waiting.

After checking-in, customers will be allowed into the retail area by a trained dispensary agent. Dispensary agents will guide them step-by-step to the best-suited product for them.

Upon checkout, dispensary agents will check IDs one final time prior to completing the transaction. Once their transaction is complete, customers will then be required to leave the premises. Bud's security agents will be trained to prevent loitering.

In addition to selling our own Bud's-branded product lines, we anticipate selling products cultivated and manufactured by other companies. Bud's will have a strict process for curating the best products produced across the state of Massachusetts. These products will be purchased at wholesale prices. All products will be packaged in child-resistant packaging.

Bud's retail hours will be:

- Monday – Saturday: 10am - 10pm
- Sunday: 10am - 8pm

Operating Overview

Bud's will hire managers for every department: cultivation, extraction, manufacturing, packaging, inventory, retail, administrative, and compliance. Bud's inventory and compliance managers will establish inventory controls and procedures for inventory reviews and comprehensive inventories of marijuana products both in the process of cultivation and finished, stored marijuana; a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and transcription of inventories taken by use of an oral recording device. These operating procedures will occur on the cultivation, manufacturing and retail side of the business.

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

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

Bud's will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no higher than \$5,000 per occurrence.

Bud's will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

Bud's will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in

935 CMR 500.105(15) as part of its operating plan and application for licensure.

Prior to commencing operations, Bud's will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of Bud's.

Bud's and Bud's agents will comply with all local rules, regulations, ordinances, and bylaws.

Pricing Structure

Bud's pricing structure will be competitive and comparable to our competition. A gram of marijuana will range from \$12-15 and ~\$300-\$325 per ounce. A half-gram of extraction will range between \$40-\$50 and edibles will range in price depending on quantity and dosage.

Security

Bud's has contracted Platinum Protection Systems, a leading cannabis security company in New England, to design, implement and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Lakeville Police Department and other future municipal police departments in which Bud's will be located. These surveillance cameras will remain operational through generator power in the event of a power outage.

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

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

All agents and visitors will be required to visibly display an ID badge, and Bud's will maintain a current list of individuals with access.

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

Bud's will have security personnel on-site during business hours.

Bud's Goods & Provisions -Anticipated Timelines: 475 Kenneth Welch Drive Lakeville, MA 02347

<u>Date</u>	<u>Event</u>
June 3, 2019	Received Provisional License for Retail: MR281774
August 21, 2019	Received Provisional Licenses for Cultivation: MC281738 and Product Manufacturing: MP281507
Anticipated by August 1, 2020	Receive Special Permit from Lakeville
+10 days after Receiving Special Permit	Submission of Architectural Review
+20 days after Receiving Special Permit	Approval of Architectural Review
+30 days after Approval of Architectural Review	Begin Facility Build Out/Renovation
+210 days after Approval of Architectural Review	Set Up IT
+240 days after Approval of Architectural Review	Finish Facility Build Out/Renovation
+270 days after Approval of Architectural Review	Receive Certificate of Occupancy
+280 days after Approval of Architectural Review	Security Monitoring Tested
+310 days after Approval of Architectural Review	Post-Provisional Inspection of Facility
+320 days after Approval of Architectural Review	Receive Final License Approval from CCC
+20 days after Final License Approval	Post-Final License Inspection
+40 days after Final License Approval	Notice to Commence Operations
+3 days after Notice to Commence August 19, 2021	Commence Operations

Explanation of Delay in Timeline:

Timeline delays are attributed to respectfully allowing the boards and commissions that govern the Town of Lakeville the time to determine a standard policy on what is required for cultivation, manufacturing, and retail in there town. Another major factor to the delay are the anticipated shutdowns required to combat several waves of the novel coronavirus and the COVID-19 illness that can follow after exposure. Date of commencement anticipated August 19th, 2021.

3. COMMUNITY PROGRAM

Bud's looks forward to working cooperatively with local leaders, elected officials, and community members in each of our host communities. Bud's will operate as a responsible, contributing corporate citizen and anticipates establishing a mutually-beneficial relationship with each municipality in exchange for permitting Bud's to site and operate there.

Plan to Positively Impact Areas of Disproportionate Impact

Bud's Founder & CEO, Alex Mazin, is a native of Worcester and has chosen to specifically focus the company's pilot disproportionate impact plan on the City of Worcester. With numerous immediate and extended family members that live in Worcester, Alex maintains enduring ties to the community and understands the city, its people, its culture and its future potential. Alex is committed to utilizing the opportunity afforded by his new business venture as a means through which to give back to a community that played a pivotal role in his growth and personal and professional development.

Overview

Bud's Goods & Provisions Corp. ("Bud's") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Bud's has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") which outlines Bud's goals and programs to positively impact census tract 730500 in Worcester, Massachusetts ("chosen area") which has been identified as an area of disproportionate impact by the Commission. Our chosen area is special to Bud's as it is home to our flagship retail store.

Goals

At Bud's, we believe education is the core solution to most problems. We believe that by educating people about the cannabis industry and by training people on the soft skills necessary to find more gainful employment in any industry, we can use our strengths to provide the most important long-term investment one can give - the tools to succeed on one's own.

Bud's has established the following goals to positively impact our chosen area:

1. The goal of the **Industry-Awareness Training** is to engage with Worcester area colleges and universities in supporting students and staff members in understanding the career opportunities within the cannabis industry. Engagement is currently ongoing with Quinsigamond Community College.
2. The goal of the **Career Counseling** is to provide residents of our chosen area assistance with developing the soft skills necessary for seeking a new or better job in any industry through collaboration with other local institutions.

Programs

Bud's has developed specific programs to effectuate its stated goals to positively impact our chosen area. Such programs will include the following:

1. Bud's **Industry-Awareness Training** program provides educational seminars to the following groups:
 - a. Staff members & Professors at Quinsigamond Community College
 - i. At Bud's we believe that college staff members and teaching staff are amongst the most influential people when it comes to career advice. Through our engagement seminars we plan to engage with college staff, who are 21 years of age and older, in an effort to educate them about the cannabis industry but more specifically, the skills necessary for the cannabis workforce and the career opportunities they need to think about for their students and their subject matter. Bud's will continue to host at least one (1) seminar per year at Quinsigamond Community College limited to college staff, professors, and perhaps staff from other institutions.
 - b. Student Body
 - i. In addition to college staff seminars, we will continue to host at least one (1) educational seminar for students at Quinsigamond Community College who are 21 years of age and older. Student educational seminars will help students understand the career opportunities that exist in the cannabis industry but also make them realize that being a part of the cannabis industry is not limited to just working in a dispensary or a cultivation facility. The aim of these seminars is to help students understand how to apply their current knowledge and skillset to the existing cannabis industry.
2. Bud's **Career Counseling Program** will:

- a. Participate in career services events hosted by Quinsigamond Community College and other institutions that serve the residents of our chosen area. These events include, but are not limited to resume review sessions, mock interviews, and career advice sessions.

Measurements

The Human Resources representative administers the Plan and is responsible for reporting our measurable outcomes to ensure Bud's continues to meet its commitments. Such measurable outcomes, in accordance with Bud's goals and programs described above, include:

1. Offer two (2) Industry-Awareness seminars per year; one for staff & one for students at Quinsigamond Community College:
 - a. Attendees will sign up in advance and attendance will be taken at each event; and
 - b. Bud's will document the number of attendees, and the growth rate of each event as it compares to previous events.
2. Participate in Career Services events once per quarter at Quinsigamond Community College:
 - a. Attendees will sign up in advance and attendance will be taken at each event; and
 - b. Bud's will document the number of attendees, and the growth rate of each event as it compares to previous events.

Bud's developed this Plan by participating in mock interviews and resume building events at Roxbury Community College and by speaking engagements at Quinsigamond Community College and Clark University. Bud's hosted an industry preparedness event for the residents of our chosen area. As Bud's is granted final licensure from the Commission and expands from a very small team to a growing start up we strongly believe the goals and programs outlined in the Plan will evolve and positively impact more than our chosen area.

Bud's will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Human Resources representative will review and evaluate Bud's measurements no less than twice a year to ensure that Bud's is meeting its commitments. Bud's is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

1. As identified above, Bud's intends to partner with Quinsigamond Community College and acknowledges that Quinsigamond Community College has been contacted and has agreed to a partnership with Bud's (see attached online posting).
2. Bud's will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Community Service & Charitable Donation

Goal: Bud's will require all employees to participate bi-annually in a community service day within the Town of Lakeville. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Bud's will also donate a minimum of \$10,000 a year to a local public school within the district in which the retail dispensary is located once Bud's becomes profitable.

Process: Employees will volunteer a minimum of 2 times/year to a local district non-profit organization

Metric: Employees' attendance will be counted at each event. Employees will be held accountable to attend 2 community service events per year as part of their professional development at Bud's.

Equal Recruitment Effort

Goal: Bud's will strive to prioritize in hiring Lakeville residents and will strive to match Massachusetts's demographics to our hiring. We will also strive to hire veterans.

Process: Bud's will prioritize Lakeville residents through its application process. Furthermore, Bud's human resources team will develop a diversity and inclusion policy and train staff to ensure all candidates are reviewed without bias. In an effort to hire veterans, we will work closely with Veteran's organizations in the Lakeville area.

Metric: All recruitment efforts will be recorded so that reports can be provided with candidate statistics and hiring success rates.

Plans to Contribute Economically

- A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- Bud's will hire locally and will source local suppliers

Regulation & Safety Benefits

- Bud's will allow qualified consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- In addition to the CCC, the Lakeville Police Department will have oversight over Bud's security systems and processes.
- Bud's is comprised of experienced professionals who will be thoroughly background-checked and scrutinized by the CCC.

4. MARKETING & SALES

Growth Strategy

Bud's plan to grow the company includes multiple strategies. Bud's will initially seek to open three retail locations in Massachusetts along with cultivation and product manufacturing, then add additional locations and scale opportunistically per state regulations. Bud's will develop *unique* market products to sell through wholesale channels to other retail dispensaries. Additionally, Bud's anticipates at-home delivery to account for a large portion of revenue once delivery regulations are finalized by the CCC. Our overarching strategy for growth is to make it easy and convenient for customers to access Bud's unique, high-quality products across the state.

Communication

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

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

Bud's will communicate with customers through multiple communications streams which will include email, social media channels (i.e. Facebook, Instagram, Snapchat etc), a company website, and direct mailings to customers who opt-in.

Bud's will provide a catalogue and printed list of prices and strains of marijuana available to Consumers. This same catalogue and list will be posted on our website and displayed in retail stores.

Sales

Bud's retail sales projections assume the following information

- Average customer spend is ~\$70 per transaction
- Bud's anticipates to process 250 transactions each day in a twelve (12) hour day
 - 20-30 Transactions an hour
 - 6 Sales Representatives
 - 10 minutes per customer transaction
- Expenses decrease over time due to operational efficiency and trained staff
- Transactions times decrease over time with the normalcy of purchasing legal cannabis.
- Total transactions per day will decrease slightly as other cannabis retail options become available.

Bud's will ensure that all marijuana products that are provided for sale to Consumers are sold in tamper proof, child-resistant packaging. Packaging for marijuana products sold or displayed for Consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive minors. Products will be tested prior to sale.

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

5. TEAM

General

Bud's has put together a team to implement the operations of the Marijuana Establishment. Bud's intends to create 20-30 full-time staff positions within the first three years of operations in Lakeville.

Bud's will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. Bud's will keep, at a minimum, the following personnel records:

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

Founders

Alexander Mazin

Alex is a native from Worcester, MA who first became involved in the cannabis industry in 2014. He is the founder of Lifegrabber LLC, one of the largest silicone accessory companies in the vaporizer device industry. Products are sold across all 50 states in the US, in Canada and in Europe under the brand name VaprCase.

In 2016, he founded Bud's Goods & Provisions Corp. and was awarded a Provisional License from the MA Department of Health. He is a principal member with the Commonwealth Dispensary Association (CDA) and his mission is to build the first recognizable New England cannabis brand across the US.

Prior to getting into the cannabis industry, Alex has had nearly a decade of strategic management consulting experience in the life sciences industry for a top-tier consulting firm and Fortune 100 company.

He was raised in Worcester, MA and is a graduate of Babson College with a Bachelor of Science (B.S.) in Entrepreneurship and Strategic Management.

Nellie Israel

Nellie is a Member of Board and Treasurer of Bud's Goods & Provisions.

Nellie Israel has over 10 years experience in wealth management, real estate and banking. In addition, she has over 7 years of residential and commercial mortgage experience working for a major international bank. During her time, she originated and spearheaded the residential mortgage lending platform created to accommodate high net worth clients which is still used today.

Nellie studied in Boston, MA where she graduated on the fast track program from Northeastern University with a Bachelors of Science in Business.

Upon being diagnosed with an autoimmune disease in 2013 and being concerned with limiting treatment options, she began researching alternative treatments and medicines where she discovered and learned about the endocannabinoid system.

CEO / CFO

Alex Mazin is currently acting as both the CEO and the CFO for Bud's.

VP of Operations & Director of Cultivation

Benjamin Nadolny

Ben's career began in fine dining culinary. In 2006, Ben worked at King Estate Winery, Oregon's largest and most successful winery and helped launch an acclaimed restaurant on over 1,000 biodynamic acres. In 2012, Ben took over as Executive Chef of King Estate after building one of the largest local food inventories by volume in the state of Oregon. While serving as Executive Chef, Ben managed a team of over 100 people day to day.

Ben founded Fox Hollow Flora in 2009 with a focus on providing patients with the highest quality medical marijuana. Since its founding, Ben has expanded the business and now supplies over 100 marijuana dispensaries. Today, Fox Hollow Flora operates a state-of-the-art marijuana cultivation site totaling over 20,000 sq. ft.

Prior to his career in the marijuana industry, Ben graduated with a Bachelor's degree in Music from the University of Oregon in 2007.



DIVERSITY PLAN

Bud's Goods & Provisions Corp. ("Bud's") believes in creating and sustaining a robust policy of inclusion and diversity. Bud's recognizes that diversity in the workforce is a key factor of our company's commitment to its community, and we are therefore dedicated to creating an equitable culture with equal employment opportunity for all. Bud's will strive to parallel the growth of our company with the recruitment and promotion of minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+ through the development and measurable success of our diversity plan. Bud's executives and Leadership Team believe that our diversity plan is a pillar of the company's purpose-driven philosophy. Bud's executive management team believes that equity and increased diversity are crucial to creating the inclusive, transparent organizational culture for which we strive.

Overview

Bud's Goods & Provisions Corp. ("Bud's") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who identify as LGBTQ+.

Bud's has created the following Diversity Plan (the "Plan") to identify measurable goals toward promoting equity in Bud's operations. The Plan identifies minorities and women as measurable demographics to create a foundation for overall success in our goals for diversity.

Goals

Bud's has established the following goals for the Plan:

1. **External** – Focus recruiting efforts in areas where the applicant pool demographics show a minimum of 25% minority applicants, and a minimum of 40% women applicants.
2. **Internal** - Hire, retain, and promote minorities and women to a level that exceeds the demographics of the Commonwealth. Our goal includes hiring and retaining at a minimum 25% minority employees, and a minimum of 40% women employees. We will promote annually a minimum of 10% of minority and women employees.

Programs

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

1. **External** - At least two (2) yearly recruitment events with a focus on attracting individuals from all the diverse populations listed above to achieve our percentage (%) goals.
 - a. All recruitment events will be advertised locally and on social media.

- b. Recruitment events will be held in areas that have higher concentrations of diverse populations. We will continue to work with Quinnsigamond Community College career services department for our Worcester retail location. We will continue to work with Roxbury Community College career services for our Abington location. Both of these institutions invite us to their career fairs and pop up recruitment events. We also have the privilege of providing community leadership by participating in mock interviews and resume review sessions with students at both of these institutions. All students must verify they are age 21 or older to discuss recruitment opportunities at our licensed retails.
 - c. Attendance rates will be tracked at each career services events and measured year over year. We will also measure data from our applicant tracking system and agent registrations.
- 2. **Internal** - Bud's will take the following steps to hire, retain, and promote a diverse workforce:
 - a. In **hiring decisions**, we will allow our external goals to provide us diverse pool of applicants. Our goals for diversity will be discussed and reported for each event along with other data we gather from these events.
 - b. Offer **bi-annual performance reviews** for all employees.
 - c. Request **bi-annual diversity feedback** forms from all employees.
 - d. Offer employees at least eight (8) hours of paid **professional development** annually, which include will include our programs for diversity.
 - e. **Promote** by position, title, or pay wage ten percent (10%) of our minority and women employees annually.

Measurements

The Human Resources Manager will administer the Plan and will be responsible for reporting the measurable outcomes to ensure Bud's continues to meet its commitments. Such measurable outcomes, in accordance with Bud's goals and programs described above, include:

- 1. **External**
 - a. All recruitment efforts will be recorded so that reports can be provided with candidate statistics and hiring success rates. Reports will be provided monthly to the Bud's Leadership Team for review. Bud's will have continued engagement with at least two (2) institutions, participating in at least two (2) events per calendar year at each institution. These events will include career services events as well as speaking engagements.
 - i. Bud's will gather attendance counts for each event, verified by the institution.
 - ii. Bud's will ensure any potential applicant is age 21 or older.
 - iii. Bud's will track the number of applicants and resumes received from each event.
 - iv. Bud's will track the number of new hires generated from each event.
 - v. Bud's will gather demographic data via agent registrations and Human Resources files.
 - b. Bud's will track and measure the percentage change in workforce diversity on a monthly basis. Three (3) consecutive months of workforce diversity decrease trigger a meeting between the Leadership Team and the Human Resources Manager to improve our external efforts.

2. **Internal**

- a. An audit of the Diversity Plan will capture employment data, including information on diverse population representation in the workforce, recruitment and training information (all job categories); and promotion, retention and outreach efforts.
- b. Employee reviews will be kept on file and used to measure and improve employee success. We will measure how our action plans for improvement result in better employee retention.
- c. Employees will be required to complete a bi-annual diversity survey that is administered and reported by the Human Resources Manager. Employee feedback will continue to drive our diversity plan.
- d. Employees will verify trainings received to ensure all employees are current on training

Beginning upon receipt of Bud's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, Bud's will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Bud's Leadership Team will review and evaluate Bud's measurable outcomes no less than three (3) times each year to ensure that Bud's is meeting its commitments. Bud's is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

1. Bud's will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
2. Any actions taken, or programs instituted, by Bud's will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



Maintaining of Financial Records

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;

- Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.



Personnel Policies

Overview

Bud's Goods & Provisions Corp. ("Bud's") will securely maintain personnel records, including registration status and background check records. Bud's will keep, at a minimum, the following personnel records:

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

Agent Personnel Records

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

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

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

Business Hours

Monday – Saturday: 10am - 10pm

Sunday: 10am - 6pm

After-Hours Contacts

Mr. Alex Mazin
Chief Executive Officer
Phone: 774-239-2200
Email: alex@budsgoods.com

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Bud's will undergo a detailed background investigation prior to being granted access to a Bud's facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Bud's pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Bud's will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Bud's will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Bud's will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;

- v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Bud's or the Commission.

Personnel Policies and Training

As outlined in Bud's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All Bud's agents are required to complete training as detailed in Bud's Qualifications and Training plan which includes but is not limited to the Bud's strict alcohol, smoke and drug-free workplace policy, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal.

Bud's will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;

- Engaged in unsafe practices with regard to Bud's operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.



Plan for Restricting Access to Age 21 and Older

Pursuant to 935 CMR 500.050(5)(b), Bud's Goods & Provisions Corp. ("Bud's") will only be accessible to employees and visitors 21 years of age or older with a verified and valid, government-issued photo ID. The only exception is for employees of contractors performing services on the premises, which must be prior approved by management. Upon entry into the premises of the marijuana establishment by an individual, a Bud's agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).

In the event Bud's discovers any of its agents intentionally or negligently allowed an individual under the age of 21 into the licensed premises, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(l). Bud's will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors, pursuant to 935 CMR 500.030(1).

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



Plan for Separating Recreational from Medical Operations

Bud's Goods & Provisions Corp. ("Bud's") does not intend to co-locate medical and adult-use operations at the proposed facility. In the event that this changes in the future and Bud's receives all necessary licenses and approvals to co-locate medical and adult-use operations at the facility, Bud's will abide by the following policies to separate its medical and adult-use operations:

Bud's will develop plans to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, Bud's will virtually separate medical and adult-use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), Bud's will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of Bud's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another Bud's location and transferable to Bud's's retailer location within 48 hours. Bud's may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product's date of expiration.

In addition to virtual separation, Bud's will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue.

Bud's will have a private area separate from the sales floor to allow a registered patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana.



Qualifications and Training

Bud's Goods & Provisions Corp. ("Bud's") will ensure that all employees hired to work at a Bud's facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

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

Training

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

On or after July 1, 2019, all of Bud's current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. Bud's new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. Bud's owners, managers, and employees will then successfully complete the program once every year thereafter. Bud's will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. Bud's records of responsible vendor training program compliance will be

maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

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

1. Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and
6. Other significant state laws and rules affecting operators, such as:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability and license sanctions and court sanctions;
 - Waste disposal and health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale and conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records and privacy issues; and
 - Prohibited purchases and practices.



Quality Control & Testing

Quality Control

Bud's Goods & Provisions Corp. ("Bud's") will comply with the following sanitary requirements:

1. Any Bud's agent whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Bud's agent working in direct contact with marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Bud's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Bud's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Bud's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Bud's will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Bud's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Bud's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Bud's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Bud's will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized

as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;

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

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

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

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

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

Testing

Bud's will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing of Bud's marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016, published by the DPH. Testing of Bud's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

Bud's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Bud's will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Bud's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Bud's for disposal or by the Independent Testing Laboratory disposing of it directly.



Recordkeeping Procedures

General Overview

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

Recordkeeping

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

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
 - Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings

- Corporate Governance:
 - Annual Report
 - Secretary of State Filings
- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Bud's, including members, if any.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Bud's and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
 - Bud's will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records

- The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - Bud's will use seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana and marijuana products ready for dispensing; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, Bud's will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Bud's 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.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Bud's will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Bud's agents present during the disposal or handling, with their signatures. Bud's will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.

- Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - Bud's will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - In the event Bud's closes, all records will be kept for at least two (2) years at Bud's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Bud's will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to Bud's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of Bud's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - Alcohol, smoke, and drug-free workplace policies;
 - A plan describing how confidential information will be maintained;
 - Policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Bud's operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of Bud's, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Bud's website.
- Policies and procedures for the handling of cash on Bud's premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

Record-Retention

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