



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281797
Original Issued Date: 08/07/2020
Issued Date: 08/07/2020
Expiration Date: 08/07/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Calyx & Pistils Inc.

Phone Number: 413-231-3039
Email Address: calyxpistils74@gmail.com

Business Address 1: 74 College Highway
Business City: Southwick Business State: MA Business Zip Code: 01077
Business Address 2:
Mailing Address 1: P.O. Box 1598
Mailing City: Southwick Mailing State: MA Mailing Zip Code: 01077
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

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

RMD INFORMATION

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

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50 Percentage Of Control: 50
Role: Executive / Officer Other Role:

First Name: William Last Name: Fontaine 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: 50 Percentage Of Control: 50
Role: Executive / Officer Other Role:
First Name: Christopher Last Name: Lalli Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 74 College Highway
Establishment Address 2:
Establishment City: Southwick Establishment Zip Code: 01077
Approximate square footage of the Establishment: 15000 How many abutters does this property have?: 12
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes
Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Cert.JPG.pdf	pdf	5d14f79669291617ba8628f5	06/27/2019
Plan to Remain Compliant with Local	Local Compliance Statement.pdf	pdf	5e664c9bb56dea46718f2dbd	03/09/2020

Zoning

Community Outreach Meeting Documentation	westfield news outreach meeting.pdf	pdf	5e664f06d21b9346780e1f9f	03/09/2020
Community Outreach Meeting Documentation	Outreach 1 .pdf	pdf	5e8f73439a385038d9d8bc21	04/09/2020
Community Outreach Meeting Documentation	cert mailing 1.pdf	pdf	5e8f73b0554b033566cd1e70	04/09/2020
Community Outreach Meeting Documentation	cert mailing 2.pdf	pdf	5e8f73c0f0445c357cb088a0	04/09/2020
Community Outreach Meeting Documentation	attachment B.pdf	pdf	5ed144327e5a433e27f321e4	05/29/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	Rescue Mission Donation letter.pdf	pdf	5eb057907d78332d19fc6774	05/04/2020
Plan for Positive Impact	Plans for Positive Impact-6.pdf	pdf	5ed13f78f9d5584a8e096701	05/29/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer Other Role: Manager
First Name: William Last Name: Fontaine Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role: Manager
First Name: Christopher Last Name: Lalli Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Article of Org.PDF	pdf	5beed10325766f0d55cc31bb	11/16/2018
Bylaws	Bylaws.PDF	pdf	5beed158813a010d917acc8a	11/16/2018

Department of Revenue - Certificate of Good standing	DOR Cert.pdf	pdf	5e8f71ddf0445c357cb08895	04/09/2020
Secretary of Commonwealth - Certificate of Good Standing	Sec of Commonwealth Certificate of good standing.pdf	pdf	5e99cf44482e703583b7ddf1	04/17/2020

No documents uploaded

Massachusetts Business Identification Number: 001347699

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Calyx & Pistils Coverage Letter.pdf	pdf	5e6664e6b56dea46718f2e8e	03/09/2020
Proposed Timeline	Proposed Timeline.pdf	pdf	5e8f4fd4554b033566cd1dab	04/09/2020
Business Plan	State Copy Business Plan C&P-2.pdf	pdf	5ed2839b2f29a23e61da2299	05/30/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Storage of marijuana	d. Storage of marijuana in compliance with 935 CMR 500.pdf	pdf	5d123207fe6a8617e20908fd	06/25/2019
Restricting Access to age 21 and older	Restricting access to 21 years old and older.pdf	pdf	5d123887622b7c1357f73531	06/25/2019
Maintaining of financial records	Maintenance of Financial Records.pdf	pdf	5d137a9b722cea17c126309f	06/26/2019
Dispensing procedures	Dispensing Procedures.pdf	pdf	5d138402748dc71348c3aa90	06/26/2019
Personnel policies including background checks	Personnel Policy and Background Checks.pdf	pdf	5d13a9d9c70e2b132b31772b	06/26/2019
Personnel policies including background checks	HANDBOOK 1.pdf	pdf	5d13b064fe6a8617e2090dfa	06/26/2019
Security plan	Security Plan .pdf	pdf	5e8f4f23b3c49635509ebe13	04/09/2020
Inventory procedures	Inventory Procedures-2.pdf	pdf	5e8f55652eba6d38ef166783	04/09/2020
Quality control and testing	Quality Control and Testing Procedures.pdf	pdf	5e8f6393554b033566cd1e1a	04/09/2020
Record Keeping procedures	Record Keeping Procedures.pdf	pdf	5e8f6549554b033566cd1e23	04/09/2020
Qualifications and training	Qualifications & Training-2.pdf	pdf	5e8f659dd29ad93571597f17	04/09/2020
Policies and Procedures for cultivating.	Policies and Procedures for Cultivation.pdf	pdf	5e8f676bb7c619391b8bab68	04/09/2020
Transportation of marijuana	Transportation Plan.pdf	pdf	5e8f7c862b97cf38fa376ea9	04/09/2020
Prevention of diversion	Prevention of Diversion Plan.pdf	pdf	5e9a0b3cb3c49635509ed50a	04/17/2020
Diversity plan	Diversity Plan-4.pdf	pdf	5ed14c0c2f29a23e61da2013	05/29/2020

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 6:00 AM	Monday To: 12:00 AM
Tuesday From: 6:00 AM	Tuesday To: 12:00 AM
Wednesday From: 6:00 AM	Wednesday To: 12:00 AM
Thursday From: 6:00 AM	Thursday To: 12:00 AM
Friday From: 6:00 AM	Friday To: 12:00 AM
Saturday From: 8:00 AM	Saturday To: 4:30 PM
Sunday From: 8:00 AM	Sunday To: 12:00 PM



Host Community Agreement Certification Form

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

Applicant

I, William Fontaine, (insert name) certify as an authorized representative of Calyx & Pistils Inc. (insert name of applicant) that the applicant has executed a host community agreement with Town of Southwick (insert name of host community) pursuant to G.L.c. 94G § 3(d) on 4/23/19 (insert date).

William J. Fontaine
Signature of Authorized Representative of Applicant

Host Community

I, Karl I. Storchart, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Southwick (insert name of host community) to certify that the applicant and Town of Southwick (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 23rd, 2019 (insert date).

Karl I. Storchart
Signature of Contracting Authority or
Authorized Representative of Host Community

Cannabis Control Commission

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 1, William Pontaine , (insert name) certify as an authorized representative of

Calyx o pistils Inc._ (insert name of applicant) that the applicant has executed a host community agreement with Town of Southwick (insert name of host community) pursuant to G.L.c. 946 § 3(d) on_
(insert date).

24996324

Signature of Authorized Representative of Applicant
Host Community

I.

, (insert name) certify that I am the contracting authority or

have been duly authorized by the contracting authority for
70km of

(insert name of host community) to certify that the applicant and
Town of South

(insert name of host community) has executed a host community
agreement pursuant to G.L.c. 946 § 3(d) on

April 23rd , 2014 (insert
date).

Signature of Contracting Authority or Authorized Representative
of Host Community

www.dhe

Massachusetts Cannabis Control Commission 101 Federal Street, 13th Floor, Boston,
MA 02110 (017) 701-8400 (office) | mass-cannabis-control.com

Calyx & Pistils Inc.

74 College Highway

P.O. Box 1598

Southwick, Ma 01077

Description of local compliance

Calyx & Pistils Inc. has received a Special Permit at 75 College Highway in Southwick, Ma 01077. The special permit started on July 16th 2019 and is valid for 2 years.

Calyx & Pistils Inc. has met with all local departments within the Town of Southwick and is working with and will be following all local building, zoning, conservation, planning board and any other local bylaws including the new bylaw Section 185-35.2 Medical and Recreational Marijuana. Meetings continue with the town planners, board of selectmen, zoning board, conservation board and the health departments. On June 26th, 2019 Calyx & Pistils Inc. conducted its Community Outreach Meeting in compliance with 935 CMR 500.101(1)(a)9. As of 4/23/2019 our Host Community Agreement has been approved.

The following is a list of Town officials Calyx & Pistils Inc. has met with:

Police: (413) 569-5348

Chief Kevin Bishop ext. 604

Lt Robert Landis ext. 621

Fire: (413) 569-363

Chief Russell E. Anderson

Planning Board: (413) 569-6056

Ruth Preston Board Secretary

Alan D. Slessler Town Planner

Michael Doherty Chairperson

Richard Utzinger Board Member

David Sutton Board Member

Marcus Phelps Board Member

David Spina Associate Board Member

Town Administrator: (413) 569-5995

Karl J. Stinehart

Select Board: (413) 569-5995

Joseph Deedy

Douglas Moglin

Russell Fox

Conservation Committee: (413) 569-6907

Dennis Clark	Coordinator
Jean Nilsson	Secretary
Christopher Pratt	Chair
Seth Kellogg	Vice-Chair
Mehmet Mizanoglu	Commissioner
Jerry Patria	Commissioner
Brian Pranka	Commissioner

Zoning Board: (413) 569-1211

Wendy Cordeiro	Secretary
William Lis	Board Member
Paul A. Gregoire	Board Member
Thomas Stapleton	Board Member
Michael Parent	Board Member
Christopher Mastroianni	Associate Board Member
David Methe	Associate Board Member

The Westfield News

Serving Westfield, Southwick, and surrounding Hilltowns

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WEDNESDAY, JUNE 19, 2019

place on the **second Monday** of each month from 6:30 – 8:00pm in our Parish Center. You will have an opportunity for fellowship and light refreshments. There is no charge for this bible study and everyone is welcome to come. A free will offering would be graciously appreciated to offset any costs. Please contact our Pastoral Minister, Deb Briancesco with any questions at 786-8200 ext 3.

Pound at the YMCA of Greater Westfield

The YMCA of Greater Westfield is offering the fastest growing group fitness phenomenon inspired by the sweat-dripping, infectious, energizing fun of drumming! POUND is a full body cardio jam session championed by fitness rebels around the world. Pound is the brain-child of Kirsten Potenza and Cristina Peerenboom, California-based former drummers who set out to fuse conditioning moves and cardio interval training with the distracting fun of drumming. Instead of listening to music, you become the music in this exhilarating full-body workout that combines cardio, conditioning, and strength training with yoga and pilates-inspired movements. Using Ripstix®, lightly weighted drumsticks engineered specifically for exercising, POUND transforms drumming into an incredibly effective way of working out. Designed for all fitness levels, POUND provides the perfect atmosphere for letting loose, getting energized, toning up and rockin' out! The workout is easily modifiable and the alternative vibe and welcoming philosophy appeals to all abilities. Sweat, Sculpt, & ROCK with POUND at the YMCA on Thursdays 6:30PM and Saturdays at 9:15AM. For more info, contact Cindy Agan, Fitness Director, 413-

titled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS,
Hon. Barbara M Hyland,
First Justice of this Court.

Date: June 13, 2019

Suzanne T. Seguin
Register of Probate

June 19, 2019

Calyx & Pistils, Inc.

NOTICE OF SOUTHWICK COMMUNITY OUTREACH MEETING

Notice is hereby given that Calyx & Pistils Inc. of Southwick, MA will hold a Community Outreach Meeting on June 26th, 2019 at the Roma Italian Restaurant Banquet Hall, 561 College Highway, Southwick, MA 01077 between 6:00 - 7:00 PM to discuss the proposed siting of an Marijuana Cultivation Facility at 74 College Highway in Southwick MA in accordance with M.G.L. ch. 94G and Massachusetts Cannabis Control Commission regulations at 935 CMR 500.000.

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

1. Type of Marijuana Establishment to be located at 74 College Highway
2. Information to demonstrate the security of the facility
3. Steps to be taken by marijuana establishment to prevent diversion to minors
4. Plans by Calyx & Pistils Inc. to positively impact the community
5. Information to demonstrate the location will not constitute a nuisance
6. Southwick residents ask questions and receive answers

Interested members of the Southwick community are encouraged to ask questions and receive answers from Calyx & Pistils Inc. 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 Town 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 ap-

63/100 (46.63) feet; and.

WESTERLY by three (3) courses of last named land, a total distance of one hundred fifty-eight and 42/100 (158.42) feet, more or less

The description of the property contained in the mortgage shall control in the event of a typographical error in this publication.

For Mortgagor's Title see deed dated December 5, 1996, and recorded in Book 9721 at Page 28 with the Hampden County Registry of Deeds.

TERMS OF SALE: Said premises will be sold and conveyed subject to all liens, encumbrances, unpaid taxes, tax titles, municipal liens and assessments, if any, which take precedence over the said mortgage above described.

TEN THOUSAND (\$10,000.00) Dollars of the purchase price must be paid in cash, certified check, bank treasurer's or cashier's check at the time and place of the sale by the purchaser. The balance of the purchase price shall be paid in cash, certified check, bank treasurer's or cashier's check within forty five (45) days after the date of sale.

Other terms to be announced at the sale.

Marinosci Law Group, P.C.
275 West Natick Road,
Suite 500
Warwick, RI 02886

Attorney for KeyBank, N.A.
s/b/m to First Niagara Bank,
N.A., s/b/m to New Alliance
Bank s/b/m to Westbank

Present Holder of the Mortgage

Telephone: (401) 234-9200

MLG File No.: 16-0017

Advertise Your

**TAG
SALE**

Call

(413) 562-4181

Calyx & Pistils Inc.

74 College Highway

P.O. Box 1598

Southwick, Ma 01077

Community Outreach Meeting

I, William Fontaine attest as an authorized representative of Calyx & Pistils Inc. that the applicant has complied with the requirements of M.G.L. ch. 94G, 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

The Community Outreach Meeting was held on 06/26/2019.

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 the Westfield News which is of general circulation in the city or town on 06/19/2019, 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*).

A copy of the meeting notice was also filed on 06/19/2019 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*).

Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 06/18/2019, 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*).

Signature of Attester: _____



Date: _____

6/26/2019

Printed name: _____

William J Fontaine

Information was presented at the community outreach meeting including:

1.) The type(s) of Marijuana Establishment to be located at the proposed address:

The proposed Marijuana Establishment will be located at 74 College Highway Southwick, Ma. The License type being applied for is called a Tier 2 which is 10000 square feet of mature flowering marijuana. This 10000 sq ft area is less than 1/8 of an acre indoors. The Zoning is (IR) Industrial Restricted and the Marijuana District Overlay Zone. A special permit is required by the planning board. There are no local board of health requirements for the facility but it falls under the State. The company will operate in accordance to Article 18 section 185-35.2 of the Southwick Marijuana Zoning Bylaws. The property is not within 500 feet of a public or private school (K-12). The location at 74 College Highway will require new construction built to blend in with the local community and comply with all local and state safety and security requirements as well as complying with 935 CMR 500.110.

2.) Information adequate to demonstrate that the location will be maintained securely;

Calyx & Pistils Inc. proposed security policies will be in strict compliance with all laws, rules and regulations established by the Commonwealth of Massachusetts and the Massachusetts Cannabis Control Commission governing medical/recreational marijuana establishments under regulation 935 CMR 500.110 M.G. L. 94G.

A key-and-lock system shall not be the sole means of controlling access to the Marijuana Establishment. Calyx & Pistils Inc. agrees to implement a method such as a keypad, electronic access card for controlling access to areas in which marijuana or marijuana products are kept in compliance with 935 CMR 500.110. Calyx & Pistils Inc. will also have two streetside cameras on Rt 10/202 fully accessible 24/7 by the Southwick Police Department. Our facility is externally secured with cameras at all entrances, emergency exits and corners as well as low level lighting around the entire facility.

A security system and management plan will be implemented to monitor and protect all potential areas where a breach of security might occur. The main objectives of securing the facility focus on the following three areas:

- Safeguard the growth, production and storage of the recreational/medical marijuana;
- Provide a safe and secure environment for staff and visitors.
- Seed-To-Sale procedures for the entire operation as related to the handling and distribution of all products. Each plant gets tagged and tracked through production, and each package of cannabis from each lot will have ID all the way to retail.

3.) Steps to be taken by the Marijuana Establishment to prevent diversion to minors;

Calyx & Pistils Inc. is a cultivation and wholesaler of recreational and medical cannabis with no retail sales. This means no retail traffic on the property. The policy of the lease agreement is no minors allowed on the site. There is a no loitering policy on the property as well. Calyx & Pistils Inc. will be a wholesale cultivation facility. The grounds will be clearly marked no trespassing and minors will not be allowed on our property. Employees of our company are required to be 21 and older and pass state CORI background checks in order to qualify for an Employee Agent Badge, which is specific to our location. All products will be

securely shipped in State licensed vehicles. The packaging of our products must conform to 935 CMR 500.105 (4) Marketing and Advertising, (5) Labeling of Marijuana and Marijuana Products, and (6) Packaging of Marijuana and Marijuana Products. These laws are established to prevent diversion to minors.

4.) A plan by the Marijuana Establishment to positively impact the community;

Provide employment opportunities for qualified residents of Southwick. Calyx & Pistils Inc. is entering into a Host Community Agreement with the Town of Southwick in which 3% of gross sales will be paid into the town as an annual contribution. This fee will be used by the town to support the annual costs associated with management of a new industry, provide additional town safety and security, provide opioid addiction education to the students and the community, help support elderly social programs and local sports/recreational organizations not associated with the finances of the Town of Southwick.

5.) Information adequate to demonstrate that the location will not constitute a nuisance as defined by law;

Calyx & Pistils Inc. being a wholesale cultivation facility will not have volumes of traffic in and out. All traffic will be limited to employees (8-12), state and local inspectors, contractors and deliveries. Calyx & Pistils Inc. will have a security system and management plan that has been designed to monitor and protect all potential areas where a breach of security might occur. The security system will be able to monitor the perimeter of the facility including two cameras on Route 10/202 facing north and south respectively. Our cultivation will take place indoors, restricting any light or odor outside of the facility. We will have a policy for no loitering and no minor policy on the property. There will be no retail sales traffic on the property.

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

Signature of Attester: William J Fontaine Date: 6/26/2019
Printed name: William J Fontaine

7017 2400 0000 3363 9559

**U.S. Postal Service™
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ENFIELD, CT 06082

Certified Mail Fee \$3.50

Extra Services & Fees (check box, add fee)
 Return Receipt (hardcopy) \$2.80
 Return Receipt (electronic) \$0.00
 Certified Mail Restricted Delivery \$0.00
 Adult Signature Required \$0.00
 Adult Signature Restricted Delivery \$0.00

Postage \$0.55
 Total Postage and Fees \$6.85

Postmark Here
 JUN 18 2019
 WEST SPRINGFIELD MA 01089

Street 28 TAFT LN
 City, State, ZIP+4® ENFIELD CT 06082

PS Form 3800, April 2015 PSN 7500-02-000-9042 See Reverse for Instructions

7017 2400 0000 3363 9542

**U.S. Postal Service™
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GRAMBY, CT 06035

Certified Mail Fee \$3.50

Extra Services & Fees (check box, add fee)
 Return Receipt (hardcopy) \$2.80
 Return Receipt (electronic) \$0.00
 Certified Mail Restricted Delivery \$0.00
 Adult Signature Required \$0.00
 Adult Signature Restricted Delivery \$0.00

Postage \$0.55
 Total Postage and Fees \$6.85

Postmark Here
 JUN 18 2019
 WEST SPRINGFIELD MA 01089

Street 186 NOTCH RD
 City, State, ZIP+4® GRAMBY CT 06035

PS Form 3800, April 2015 PSN 7500-02-000-9042 See Reverse for Instructions

7017 2400 0000 3363 9603

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

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

SOUTHWICK, MA 01077

Certified Mail Fee \$3.50

Extra Services & Fees (check box, add fee)
 Return Receipt (hardcopy) \$2.80
 Return Receipt (electronic) \$0.00
 Certified Mail Restricted Delivery \$0.00
 Adult Signature Required \$0.00
 Adult Signature Restricted Delivery \$0.00

Postage \$0.55
 Total Postage and Fees \$6.85

Postmark Here
 JUN 18 2019
 WEST SPRINGFIELD MA 01089

Street 9 Robin Road
 City, State, ZIP+4® SOUTHWICK MA 01077

PS Form 3800, April 2015 PSN 7500-02-000-9042 See Reverse for Instructions

7017 2400 0000 3363 9597

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

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

SOUTHWICK, MA 01077

Certified Mail Fee \$3.50

Extra Services & Fees (check box, add fee)
 Return Receipt (hardcopy) \$2.80
 Return Receipt (electronic) \$0.00
 Certified Mail Restricted Delivery \$0.00
 Adult Signature Required \$0.00
 Adult Signature Restricted Delivery \$0.00

Postage \$0.55
 Total Postage and Fees \$6.85

Postmark Here
 JUN 18 2019
 WEST SPRINGFIELD MA 01089

Street 110 Point Stone RD
 City, State, ZIP+4® SOUTHWICK, MA 01077

PS Form 3800, April 2015 PSN 7500-02-000-9042 See Reverse for Instructions

7017 2400 0000 3363 9535

**U.S. Postal Service™
CERTIFIED MAIL® RECEIPT**
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Postage \$0.55
 Total Postage and Fees \$6.85

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Street 95 College Highway
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7017 2400 0000 3363 5674

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<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	\$0.55
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Extra Services & Fees (check box, add fee)	\$2.80
<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	\$0.55
Total Postage and Fees	\$6.85

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7017 2400 0000 3363 9573

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For delivery information, visit our website at www.usps.com®
ENFIELD, CT 06082

Certified Mail Fee	\$3.50
Extra Services & Fees (check box, add fee)	\$2.80
<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	\$0.55
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25 TAFT Lane
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7017 2400 0000 3363 5667

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For delivery information, visit our website at www.usps.com®
HARTFORD, CT 06141

Certified Mail Fee	\$3.50
Extra Services & Fees (check box, add fee)	\$2.80
<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	\$0.55
Total Postage and Fees	\$6.85

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Street and Apt. No. or PO Box No.
PO Box 270
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7017 2400 0000 3363 9566

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AGAWAM, MA 01001

Certified Mail Fee	\$3.50
Extra Services & Fees (check box, add fee)	\$2.80
<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	\$0.55
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<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	\$0.55
Total Postage and Fees	\$6.85

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110 Point crane RD
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SOUTHWICK, MA 01077

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

Calyx & Pistils Inc.

NOTICE OF SOUTHWICK COMMUNITY OUTREACH MEETING

Notice is hereby given that Calyx & Pistils Inc. of Southwick, MA will hold a Community Outreach Meeting on June 26th, 2019 at the Roma Italian Restaurant Banquet Hall, 561 College Highway, Southwick, MA 01077 between 6:00 - 7:00 PM to discuss the proposed siting of an Marijuana Cultivation Facility at 74 College Highway in Southwick MA in accordance with M.G.L. ch. 94G and Massachusetts Cannabis Control Commission regulations at 935 CMR 500.000.

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

1. Type of Marijuana Establishment to be located at 74 College Highway
2. Information to demonstrate the security of the facility
3. Steps to be taken by marijuana establishment to prevent diversion to minors
4. Plans by Calyx & Pistils Inc. to positively impact the community
5. Information to demonstrate the location will not constitute a nuisance
6. Southwick residents ask questions and receive answers

Interested members of the Southwick community are encouraged to ask questions and receive answers from Calyx & Pistils Inc. 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 Town 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.

2019 JUN 18 AM 10:22
SOUTHWICK

Plan to positively Impact Areas of Disproportionate Impact

Calyx & Pistils Inc. of Southwick Massachusetts is not located in an Area of disproportionate impact. Calyx & Pistils Inc. will support a charitable organization(s) in the local areas of disproportionate impact. There are three areas of disproportionate impact near Southwick Ma and these areas are: Springfield, West Springfield and Holyoke. The progress or success of our plan will be documented one year from provisional licensure, and each year thereafter. The Calyx & Pistils Inc. plan 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 Marijuana Establishments. Any actions taken, or programs instituted, by Calyx & Pistils Inc. will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Calyx & Pistils Inc. will supply the CCC with a letter of acceptance from The Springfield Rescue Mission.

Goals:

1. Calyx & Pistils Inc. will donate annually to a charitable organization in the geographic "areas of disproportionate impact," area.
2. To make career opportunities (25% of workforce) available to people with past drug convictions as job opportunities arise.

Programs:

1. Calyx & Pistils will financially support Springfield Rescue Mission with annual funding with a minimum of \$10,000.00 at the end of each year. The program helps individuals that are in need of help in and around the designated areas of disproportionate impact.
2. Calyx & Pistils Inc. will advertise quarterly for employment opportunities with The Springfield Rescue Mission for people with past drug convictions.

Metrics:

1. The \$10,000.00 donation from Calyx & Pistils Inc. to The Springfield Rescue Mission vs the number of people impacted positively in that timeframe. The Springfield Rescue Mission will provide documentation to show how and where the funds were utilized. We will be provided with annual statements from the mission.

2. Record the number of job advertisements posted with the Springfield Rescue Mission to the number of people hired, hired and retained from the conception of the program upon provisional licensing.

The Commonwealth of Massachusetts

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

Articles of Organization

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

ARTICLE I

The exact name of the corporation is:

Calyx & Pistils Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. If you wish to specify more limited purposes, state them below.

The corporation shall be engaged in the business of operating an agricultural facility and other items and any and all activities related thereto; and any lawful act or activity for which corporations may be formed under the 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. If only one class or series is authorized, it is not necessary to specify any particular designation.

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

* GL. C156D eliminates the concept of par value. See section 6.21 and the comments relative thereto.

ARTICLE IV

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

Not Applicable.

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:

See ARTICLE V attached hereto and made a part hereof.

ARTICLE VI

Other Lawful Provisions**

See ARTICLE VI attached hereto and made a part hereof.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment

ARTICLE VII

Unless otherwise provided in the articles of organization, 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:

** If there are no provisions state "none".

ARTICLE V

Each share of common stock of the corporation is subject to the requirements and restrictions upon the transfer of such shares as hereinafter set forth, which shall be binding upon each stockholder and his or her heirs, assigns, executors, administrators or other legal representatives.

Any stockholder, before transferring any of his or her shares of common stock by sale or otherwise, shall first give written notice thereof to the corporation through the Board of Directors, stating the nature of the proposed transfer, the name of the proposed transferee and the consideration to be received, if any, and shall at the same time offer in writing to sell such shares to the corporation at the book value thereof as hereinafter defined or, in the case of a sale, at the price which he or she has been offered if lower than book value. Book value shall be the book value at the end of the corporate fiscal year next prior to the time of said offer and shall be determined by the accountant then servicing the corporation, using the customary accounting methods of the corporation.

The corporation shall have sixty days from the receipt of such offer to accept it or reject it and if such offer is not accepted within said sixty days it shall be deemed to be rejected. If such offer shall be accepted as above, then the shares so offered shall be sold and transferred to the corporation or its nominee and the transferring stockholder shall be paid the price determined in the manner set forth herein.

If at the end of said sixty days the directors shall not have exercised their right to purchase, then the shares shall be offered to existing stockholders on a pro rata basis and such stockholders shall have the same right as the corporation for an additional sixty days to purchase the stock of such transferring stockholder upon the same terms and conditions, including price, as contained in these restrictions in favor of the corporation.

If at the end of said one hundred and twenty day period neither the directors of the corporation nor the stockholders shall have exercised their right to purchase then the transferring stockholder may transfer the stock in the manner and to the person described in the written notice of the transferring stockholder to the Board of Directors.

No shares of stock in the corporation shall be sold or transferred until these provisions have been completely and accurately complied with, but the Board of Directors and stockholders may in any particular instance waive, by written instrument, the requirement for first offering such shares to the corporation and stockholders as set forth herein and the transferring stockholder may transfer the stock in the manner and to the person described in the written notice of the transferring stockholder to the Board of Directors.

ARTICLE VI

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation:

1. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. 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.
3. 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.
4. 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 requires action by the shareholders.

ARTICLE VIII

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

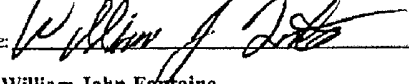
- a. The street address of the initial registered office of the corporation in the commonwealth:
283 Forest Glen Road, West Springfield, MA 01089
- b. The name of its initial registered agent at its registered office: **William John Fontaine**
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation:

	NAME	ADDRESS
President:	William John Fontaine	283 Forest Glen Road, West Springfield, MA 01089
Treasurer:	Christopher Thomas Lalli	167 Fred Jackson Road, Southwick, MA 01077
Secretary:	Christopher Thomas Lalli	167 Fred Jackson Road, Southwick, MA 01077
Director(s):	William John Fontaine Christopher Thomas Lalli	283 Forest Glen Road, West Springfield, MA 01089 167 Fred Jackson Road, Southwick, MA 01077

- 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:
Operating an agricultural facility
- f. The street address of the principal office of the corporation is:
283 Forest Glen Road, West Springfield, MA 01089
- g. The records of the corporation required to be kept in the commonwealth will be kept at:
283 Forest Glen Road, West Springfield, MA 01089, which is
(street address)

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

Signed this 18th day of September, 2018 by the incorporators whose name and address are listed below:

Signature: 
 Name: William John Fontaine
 Address: 283 Forest Glen Road, West Springfield, MA 01089

Signature: _____
 Name: _____
 Address: _____

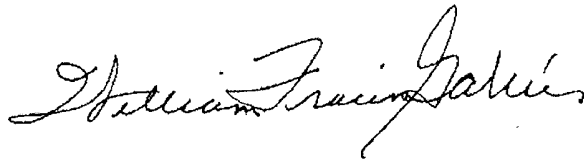
MA SOC Filing Number: 201835365180 Date: 9/25/2018 2:02:00 PM

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:

September 25, 2018 02:02 PM

A handwritten signature in cursive script that reads "William Francis Galvin".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS
OF
CALYX & PISTILS INC.

ARTICLE I
SHAREHOLDERS

1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders on the Third Tuesday of September each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 11:00 o'clock A.M. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

2. Special Meetings. Special meetings of stockholders may be called by the President or by the Directors. In addition, upon written application of one or more stockholders who hold at least 10% of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer.

3. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless a different place (within the United States) is specified in the notice of the meeting or the meeting is held solely by remote communication in accordance with Section 9 of this Article.

4. Notice of Meetings. A written notice of every meeting of stockholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the Articles of Organization or by these By-Laws is entitled to such notice. All notices to stockholders shall conform to the requirements of Article III. No notice need be given to any stockholder if a written waiver of notice, executed before or after the meeting by the stockholder or his or her attorney thereunto authorized, is filed with the records of the meeting. A stockholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder objects to considering the matter when presented.

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

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the stockholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

6. Voting and Proxies. (a) stockholders entitled to vote shall have one vote for each share of stock entitled to vote and a proportionate vote for each fractional share entitled to vote held by them of record according to the records of the corporation, unless otherwise provided by law or by the Articles of Organization. Stockholders entitled to vote may vote either in person or by written proxy which need not be sealed or attested. Proxies shall be filed with the Secretary of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

(b) No proxy signed (or, if not dated, received by the secretary or officer or agent authorized to tabulate votes) more than eleven months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting; provided however that if a proxy is coupled with an interest sufficient in law to support an irrevocable power, including without limitation, an interest in the shares or in the corporation generally, it may be made irrevocable if it so provides. Such an irrevocable proxy need not specify the meeting to which it applies and it shall be valid and enforceable until the interest terminates, or for such shorter period as the proxy specifies.

7. Action at Meeting. When a quorum is present at any meeting of the stockholders, the holders of a majority of the stock present or represented and voting on a matter, except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders. Any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. Except where acting in a fiduciary capacity, the corporation shall not directly or indirectly vote any share of its stock. No stock shall be voted if any installment of the subscription therefor has been duly demanded by the corporation and is overdue and unpaid.

8. Action Without Meeting By Written Consent. (a) Action taken at a stockholders' meeting may be taken without a meeting if the action is taken either: (1) by all stockholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by stockholders having not less than the minimum number of votes necessary to take the action at a meeting at which all stockholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by stockholders having the requisite votes, bear the date of the signatures of such stockholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting stockholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting stockholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting stockholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the stockholders entitled to vote on the matter, to all stockholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to stockholders in or with the notice of a meeting at which the action would have been submitted to the stockholders for approval.

9. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, stockholders may participate in a meeting of stockholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE II

DIRECTORS

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

2. Membership and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

3. Vacancies. Any vacancy in the Board of Directors may be filled by the Directors except a vacancy resulting from the enlargement of the Board, which vacancy may be filled only by the stockholders. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

4. Enlargement of the Board. The number of the Board of Directors may be increased and one or more additional Directors elected at any special meeting of the stockholders.

5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of stockholders and thereafter until their successors are chosen and qualified.

6. Resignation. Any Director may resign by delivering his or her written resignation to the corporation at its principal office or to the President, Secretary or Treasurer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

7. Removal. The stockholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the stockholders or the Directors only at a meeting called for the purpose of removing him, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

8. Meetings. (a) Regular meetings of the Directors may be held without notice of date, time, place or purpose at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination.

(b) Special meetings of the Directors may be held at any time and place designated in a call by the President, Treasurer or two or more Directors (or one Director in the event that there is only one Director).

9. Notice of Meetings. Notice of the date, time and place of all special meetings of the Directors shall be given to each Director by the Secretary, or in case of the death, absence, incapacity or refusal of such person, by the officer or one of the Directors calling the meeting, at least 24 hours in advance of the meeting. Except as otherwise stated herein, the Notice need not disclose the purpose of the meeting. All notices to Directors shall conform to the requirements of Article III. Notice need not be given to any Director if a written waiver of notice executed by him before or after the meetings, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

10. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws shall be sufficient to decide such matter.

12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

13. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a regular or special meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

14. Compensation. The Board of Directors may fix the compensation of the Directors.

15. Interested Directors.

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

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

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

(3) the transaction was fair to the corporation.

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

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

of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

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

16. Committees. The Board of Directors may create one or more committees (including but not limited to an executive committee and a nominating committee) and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to stockholders action that the MBCA requires be approved by stockholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal By-Laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors.

17. Chairman of the Board of Directors. The Board of Directors may appoint a Chairman and one or more Vice Chairmen from among the members of the Board of Directors.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

(c) Written notice, other than notice by electronic transmission is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the stockholder's address shown in the corporation's current record of stockholders.

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

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

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

ARTICLE IV

OFFICERS

1. Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Directors may determine.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

3. Qualification. The President may, but need not be, a Director. No officer need be a stockholder. Any two or more offices may be held by the same person. The Secretary may but need not be a resident of the state of incorporation of the corporation. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the Directors may determine.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the annual meeting of stockholders and thereafter until his or her successor is chosen and qualified; and all other officers shall hold office until the first meeting of

the Directors following the annual meeting of stockholders, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. President and Vice President. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meetings of stockholders and, if a Director, at all meetings of the Board of Directors unless there be a Chairman of the Board of Directors who is present at the meeting.

Any Vice President shall have such powers as the Directors may from time to time designate.

7. Treasurer and Assistant Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.

8. Secretary and Assistant Secretary. The Secretary shall keep a record of the meetings of stockholders and of the Directors. Unless a Transfer Agent is appointed, the Secretary shall keep or cause to be kept the stock and transfer records of the corporation, in which are contained the names of the stockholders and record address, and the amount of stock held by each in accordance with Article VII, Section 5 below.

Any Assistant Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Secretary the Assistant Secretary shall perform the duties of the Secretary.

9. Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Directors may from time to time designate.

ARTICLE V
INDEMNIFICATION

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

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

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

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

"Expenses", includes counsel fees.

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

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

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

2. Indemnification of Directors and Officers.

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

for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

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

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

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

4. Determination of Indemnification. The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

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

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

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

5. Notification and Defense of Claim; Settlements.

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

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

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

7. Application of this Article.

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

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

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

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

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

ARTICLE VI CAPITAL STOCK

1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the corporation in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President and Treasurer.

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

2. Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require.

3. Record Holder. Except as may be otherwise required by law, by the Articles of Organization or by these By-Laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws.

It shall be the duty of each stockholder to notify the corporation of his or her post office address.

The Board of Directors may appoint a transfer agent and a registrar of transfers or either and require all stock certificates to bear their signatures. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, the corporation shall be entitled to treat the record holder of any shares of stock as shown on the books of the corporation as the holder of such shares for all purposes, including the right to receive notice of and to vote at any meeting of stockholders and the right to receive any dividend or other distribution in respect of such shares.

4. Record Date. The Board of Directors may fix in advance a time of not more than 70 days preceding the date of any meeting of stockholders, or the date for the payment of any dividend or the making of any distribution to stockholders, or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution, or the right to give such consent or dissent. In such case, only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the Corporation after the record date. Without fixing such record date, the Board of Directors may for all or any of such purposes close the transfer books for all or any part of such period. In the event no record date is fixed and the transfer books are not closed: (i) The record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the date next preceding the day on which notice is given; and (ii) The record date for determining stockholders for any other purposes shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

5. Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Directors may prescribe.

6. Authority to issue unissued shares. Any unissued capital stock of the corporation authorized under the Articles of Organization, or any amendment thereto, may be issued by vote of the stockholders or by vote of the Board of Directors. Such shares shall be issued for such amounts and for such consideration as from time to time shall be determined by the Board of Directors and as may be permitted by law. The Board of Directors may make such rules and regulations not inconsistent with the law, with the Articles of Organization or with these By-laws as it deems expedient relative to the issue, transfer and registration of stock certificates.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be the twelve months ending the last day of December.

2. Seal. The seal of the corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

3. Execution of Instruments. Either the President or Treasurer shall have full authority without vote of the Board of Directors, or such other person who by majority vote or unanimous written consent of the Board of Directors shall be so designated, to borrow on behalf of the corporation and to negotiate for the sales of, to mortgage or pledge, to lease or to release or exchange, on such terms, for such amounts, times and rates as shall be deemed expedient by either of them, any of the real or personal property of the corporation.

All deeds, written contracts, bonds, or other obligations entered into on behalf of the corporation other than those mentioned herein above in Section 3 shall be signed by the President or Treasurer or someone authorized by the Board of Directors.

4. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without discretionary power and/or power of substitution) at any meeting of stockholders or beneficial owners of any other corporation or organization, any of the securities which may be held by this corporation.

5. Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws, and records of all meetings of the incorporators and stockholders and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation or at an office of its Transfer Agent, Secretary, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any stockholder for any proper purpose but not to secure a list of stockholders or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

6. Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary as to any action taken by the stockholders, Directors, or any officer or representative of the corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

7. Ratification. Any action taken on behalf of the corporation by a Director or any officer or representative of the corporation which requires authorization by the stockholders or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the stockholders, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.

8. Articles of Organization. All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended, and in effect from time to time.

9. Gender. The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

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

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

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

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

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

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



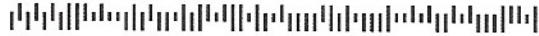
Commonwealth of Massachusetts
Department of Revenue
Kevin W. Brown, Acting Commissioner

mass.gov/dor

Letter ID: L0950100544
Notice Date: March 16, 2020
Case ID: 0-000-691-578



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



WILLIAM J. FONTAINE
CALYX & PISTILS, INC.
283 FOREST GLEN
WEST SPRINGFIELD MA 01089

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 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

Calyx & Pistils Inc.

74 College Highway

P.O. Box 1598

Southwick, Ma 01077

Community Outreach Meeting

I, William Fontaine attest as an authorized representative of Calyx & Pistils Inc. that the applicant has complied with the requirements of M.G.L. ch. 94G, 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

The Community Outreach Meeting was held on 06/26/2019.

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 the Westfield News which is of general circulation in the city or town on 06/19/2019, 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*).

A copy of the meeting notice was also filed on 06/19/2019 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*).

Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 06/18/2019, 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*).

Signature of Attester: _____



Date: 6/26/2019

Printed name: William J Fontaine

Information was presented at the community outreach meeting including:

1.) The type(s) of Marijuana Establishment to be located at the proposed address:

The proposed Marijuana Establishment will be located at 74 College Highway Southwick, Ma. The License type being applied for is called a Tier 2 which is 10000 square feet of mature flowering marijuana. This 10000 sq ft area is less than 1/8 of an acre indoors. The Zoning is (IR) Industrial Restricted and the Marijuana District Overlay Zone. A special permit is required by the planning board. There are no local board of health requirements for the facility but it falls under the State. The company will operate in accordance to Article 18 section 185-35.2 of the Southwick Marijuana Zoning Bylaws. The property is not within 500 feet of a public or private school (K-12). The location at 74 College Highway will require new construction built to blend in with the local community and comply with all local and state safety and security requirements as well as complying with 935 CMR 500.110.

2.) Information adequate to demonstrate that the location will be maintained securely;

Calyx & Pistils Inc. proposed security policies will be in strict compliance with all laws, rules and regulations established by the Commonwealth of Massachusetts and the Massachusetts Cannabis Control Commission governing medical/recreational marijuana establishments under regulation 935 CMR 500.110 M.G. L. 94G.

A key-and-lock system shall not be the sole means of controlling access to the Marijuana Establishment. Calyx & Pistils Inc. agrees to implement a method such as a keypad, electronic access card for controlling access to areas in which marijuana or marijuana products are kept in compliance with 935 CMR 500.110. Calyx & Pistils Inc. will also have two streetside cameras on Rt 10/202 fully accessible 24/7 by the Southwick Police Department. Our facility is externally secured with cameras at all entrances, emergency exits and corners as well as low level lighting around the entire facility.

A security system and management plan will be implemented to monitor and protect all potential areas where a breach of security might occur. The main objectives of securing the facility focus on the following three areas:

- Safeguard the growth, production and storage of the recreational/medical marijuana;
- Provide a safe and secure environment for staff and visitors.
- Seed-To-Sale procedures for the entire operation as related to the handling and distribution of all products. Each plant gets tagged and tracked through production, and each package of cannabis from each lot will have ID all the way to retail.

3.) Steps to be taken by the Marijuana Establishment to prevent diversion to minors;

Calyx & Pistils Inc. is a cultivation and wholesaler of recreational and medical cannabis with no retail sales. This means no retail traffic on the property. The policy of the lease agreement is no minors allowed on the site. There is a no loitering policy on the property as well. Calyx & Pistils Inc. will be a wholesale cultivation facility. The grounds will be clearly marked no trespassing and minors will not be allowed on our property. Employees of our company are required to be 21 and older and pass state CORI background checks in order to qualify for an Employee Agent Badge, which is specific to our location. All products will be

securely shipped in State licensed vehicles. The packaging of our products must conform to 935 CMR 500.105 (4) Marketing and Advertising, (5) Labeling of Marijuana and Marijuana Products, and (6) Packaging of Marijuana and Marijuana Products. These laws are established to prevent diversion to minors.

4.) A plan by the Marijuana Establishment to positively impact the community;

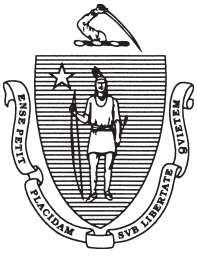
Provide employment opportunities for qualified residents of Southwick. Calyx & Pistils Inc. is entering into a Host Community Agreement with the Town of Southwick in which 3% of gross sales will be paid into the town as an annual contribution. This fee will be used by the town to support the annual costs associated with management of a new industry, provide additional town safety and security, provide opioid addiction education to the students and the community, help support elderly social programs and local sports/recreational organizations not associated with the finances of the Town of Southwick.

5.) Information adequate to demonstrate that the location will not constitute a nuisance as defined by law;

Calyx & Pistils Inc. being a wholesale cultivation facility will not have volumes of traffic in and out. All traffic will be limited to employees (8-12), state and local inspectors, contractors and deliveries. Calyx & Pistils Inc. will have a security system and management plan that has been designed to monitor and protect all potential areas where a breach of security might occur. The security system will be able to monitor the perimeter of the facility including two cameras on Route 10/202 facing north and south respectively. Our cultivation will take place indoors, restricting any light or odor outside of the facility. We will have a policy for no loitering and no minor policy on the property. There will be no retail sales traffic on the property.

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

Signature of Attester: William J Fontaine Date: 6/26/2019
Printed name: William J Fontaine



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 10, 2020

To Whom It May Concern :

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

CALYX & PISTILS INC.

is a domestic corporation organized on **September 25, 2018**, under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in cursive script that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 20040190880

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

Processed by: tad

February 18, 2020

Calyx & Pistils
74 College Highway
Southwick, MA 01077

To Whom This May Concern:

Please be advised that the above insured was able to obtain general liability coverage with limits of liability as follows:

\$2,000,000 General Aggregate
\$2,000,000 Products/Completed Operations Aggregate
\$1,000,000 Personal & Advertising Injury Limit
\$1,000,000 Each Occurrence Limit
\$ 50,000 Damage to Rented Premises
EXCLUDED Medical Expense (any one person)

Policy Form: Claims Made

Deductible: \$ 5,000

Best regards,



Serena K. Fuller

Calyx & Pistils Inc.



Business Plan

74 College Highway
P.O. Box 1598
Southwick, MA 01077

Calyx & Pistils Inc.

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Executive Summary

Calyx and Pistils Inc. is a boutique marijuana cultivation company located on a 10.8 acre parcel at 74 College Highway in Southwick Massachusetts. The company will specialize in growing recreational at their 15,000 sq.ft facility. We will grow 15 - 20 high-end strains of Indica, Sativa and a high CBD strain at all times. The various stages of growth will take place indoors in soil and in environmentally controlled rooms. The company will cut clones from mother plants to start new plants. Each plant will be grown and will be tagged and logged in to the CCC Cannabis Control Commission) database using the seed to sale system BiotrackTHC. The growing process from clone to harvest will take approximately twelve weeks. Products manufactured by Calyx and Pistils Inc. will be sold on a wholesale basis to marijuana retailers, dispensaries and processors who would be licensed with the state CCC and delivered by our state licensed transportation vehicle.

Calyx & Pistils Inc. is organized as an owner operated business. Our Chief Executive Officer (CEO) will be responsible for daily operations and reportings to the Board of Directors. The organization will consist of a President, Treasurer and Secretary. Daily operations will be conducted by the President/CEO and backed up by the Treasurer. Production will be performed by the cultivation manager.

William Fontaine:

William Fontaine has a strong educational background. He has a Bachelors of Science Degree in Elementary Education from Westfield State College, a Masters Degree in Educational Leadership and Administration from Westfield State College. He also has a second Masters Degree in Education from Walden University.

William has been teaching for the last twenty-five years in Suffield Ct. During his tenure he has been nominated, by his peers, for Teacher of the Year 4 times. For fifteen years he was in charge of organizing and coordinating the Summer Enrichment Programs through the Park and Recreation Department for the town of Suffield. He was a member of the district's social studies committee that wrote the district's social studies curriculum. He also wrote the reading and writing curriculum that is currently being used in grades three through five. He taught first grade for eight years where he served as team leader. He taught second grade for four years where he also served as team leader. He taught third grade for nine years, fourth grade for one year and is currently teaching his third year in fifth grade.

For eight years, starting in 1994, William spent weekends working at Berkshire Brewing Company. During this time, he learned the various stages of manufacturing beer and the importance of quality control. William also served as a representative for Berkshire Brewing at public tastings and festivals throughout the state.

For six (6) years William had been a registered caregiver in Massachusetts until the new laws changed. As a caregiver he was allowed to grow and supply medical marijuana to clients holding a registered medical marijuana card in the state of Massachusetts. After the law changed, William was able to continue to grow quality medical grade marijuana. During this time, his skills and knowledge of the growing and harvesting process have grown considerably. William brings strong leadership, organizational and management skills to Calyx and Pistils Inc.

Christopher Lalli:

Christopher Lalli was raised in a manufacturing/production oriented family whose father started Ebtec Corp. in Agawam Mass in the late 60's. Ebtec was a cutting edge welding company that specialized in electron beam welding and was the first company in the eastern seaboard to use lasers for industrial purposes. Christopher started Berkshire Brewing Company Inc. in 1994 with one partner and several stockholders. He built the brewery with his partner from the ground up. With a homemade brewing system built upon the brewing style that

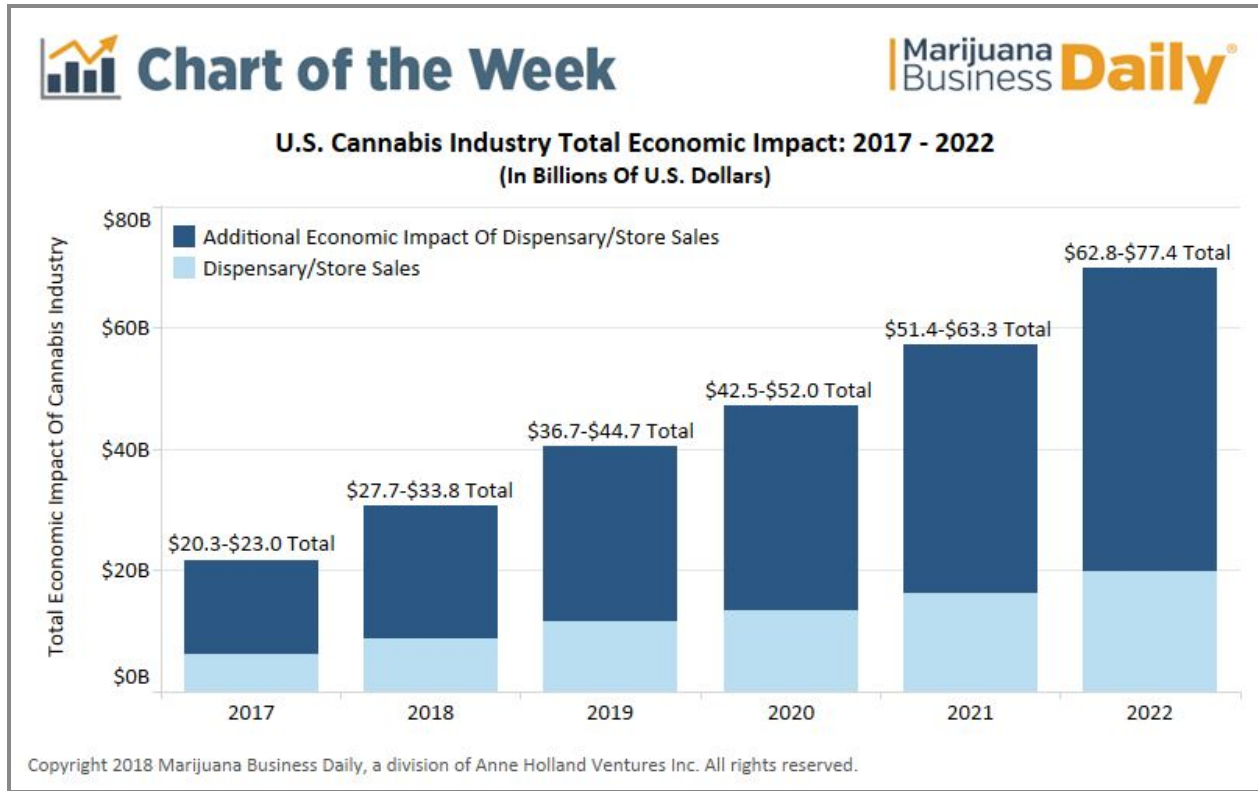
Christopher developed as a home brewer, Berkshire Brewing Company has grown into an organization of 65+ personnel and an annual output of 23,000 barrels of freshly brewed beer over the last 20 years at the time he left. Self-distribution in 3 states and distributor sales in 3 more New England states, Berkshire Brewing Company has reached a gross sales level of 8 million dollars annually. Berkshire Brewing Company Inc. opened distribution warehouses in Oxford, MA, Enfield, CT, Stratford, CT, and Westerly, Rhode Island. This experience from building a multi-million dollar business from the ground up has been rewarding in many ways. Christopher has experience ranging from Federal and State alcohol licensing to tax preparation and payment of excise taxes on manufacturing of malt beverages.

Federal label approval and quality control experience add to the extensive experience Christopher has had in the alcohol industry. Christopher developed many of the formulas of the fine products that Berkshire Brewing Company produces to this day. Berkshire Brewing Company Inc. is a successful leader in the New England beer market and has much respect from brewers across the country.

Christopher will bring his extensive production, manufacturing, quality control and business skills to Calyx & Pistils Inc. along with 6+ years of growing medical grade cannabis starting with the new laws allowing caretakers to grow and administer medical marijuana to patients until the updated laws changed. After laws regarding caretakers changed, the recreational home cultivation allowed growing in Massachusetts to continue. Within this time period home cultivation was allowed by law in the country of Jamaica where Christopher legally grows medical cannabis outdoors. Working with other local farmers, Christopher educated business people in Jamaica with better techniques of outdoor growing in a very hot and tropical environment to improve the quality of cannabis.

Industry Analysis

Mail



The U.S cannabis industry could pump nearly \$80 billion on an annual basis into the nation’s economy by 2022, a staggering figure that highlights the true reach of the marijuana industry.

This data is particularly valuable to marijuana businesses looking to show the benefits of legalization to legislators and policymakers.

That’s because it can help them understand the importance of the cannabis industry to the larger U.S. economy – and how much more important it will become.

Estimates published in the newly released [Marijuana Business Factbook](#) show the total economic impact of legal marijuana sales increasing from \$20 billion-\$23 billion in 2017 to \$63 billion-\$77 billion by 2022 – a 223% increase.

By comparison, the \$77 billion figure is similar to the 2017 gross domestic product of New Hampshire, which stands at \$81 billion, according to the U.S. Bureau of Economic Analysis.

The estimates reflect the marijuana industry's rapid transition out of the black market and into a mainstream economic juggernaut, generating thousands of new jobs, providing business opportunities and creating significant ripple effects across the country.

Based on sales of medical and recreational marijuana at the retail level – including flower, infused products and concentrates – the estimates use an economic multiplier of 3.5 to quantify the industry's overall contribution to the economy, showing how revenue generated by cannabis businesses permeates through communities, cities, states and the nation.

In other words, for every \$1 consumers/patients spend at dispensaries and rec stores, an additional \$2.50 of economic value will be injected into the economy – much of it at the local level.

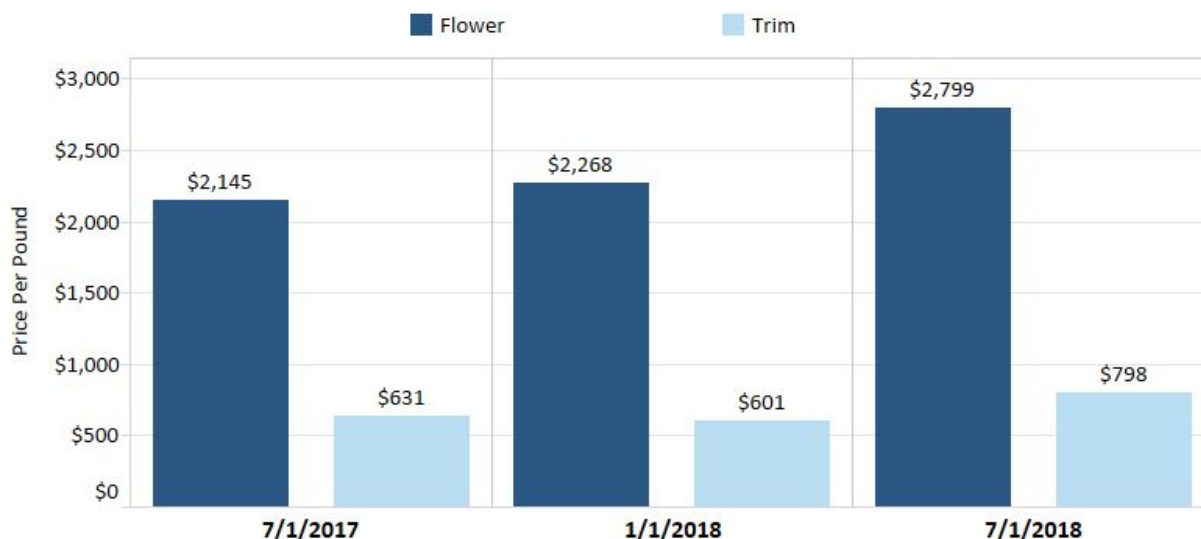
Following are examples of how marijuana businesses affect the economy:

- Tourists visit rec states to purchase and consume cannabis, while marijuana business professionals travel for meetings, conferences and market research – infusing tourism dollars into a state.
- The creation of cultivation sites, dispensaries/rec shops and infused product companies spurs real estate and construction activity. Many grows, for instance, occupy warehouse space that was previously vacant, while a fair share of retailers took over and renovated dilapidated storefronts.
- Marijuana businesses collectively pay hundreds of millions of dollars in state and local taxes, which fund projects including roads and rural hospitals and government programs such as education.

Market Analysis



Fair Market Value Per Pound of Wholesale Cannabis in Nevada



Source: Nevada Department of Taxation

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Defying trends in other recreational markets across the United States, wholesale cannabis prices in Nevada continue to rise a year after adult-use sales began.

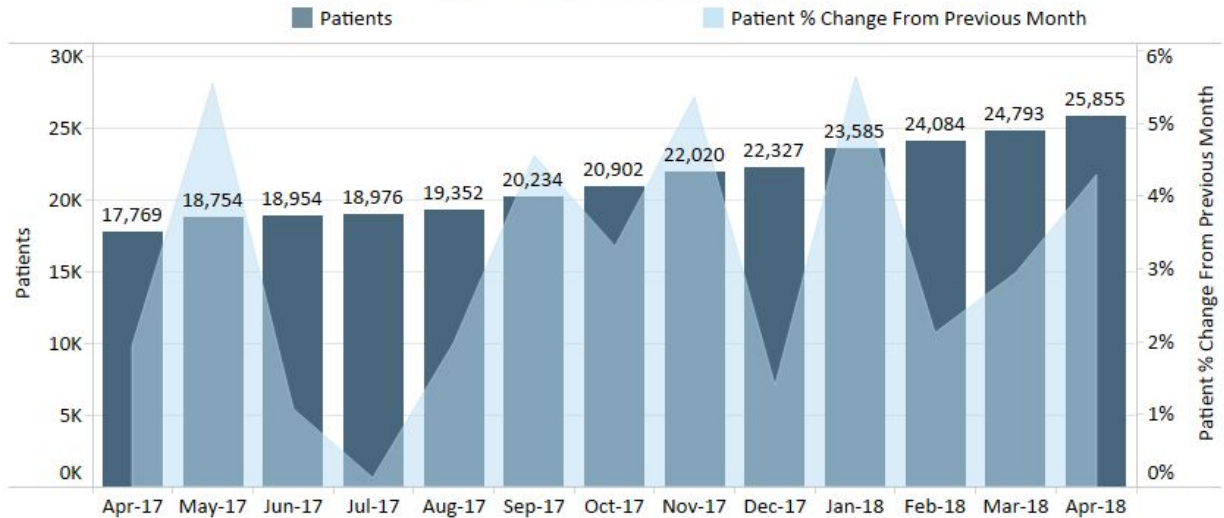
Looking ahead, there are few signs prices will fall anytime soon. The fair market value per pound of wholesale flower – a metric used by the Nevada Department of Taxation to levy taxes on the state’s marijuana growers – has jumped more than \$650 from July 2017 to July 2018, a 30% increase.

The wholesale price per pound of trim has climbed 26% over the same period.

Demand for recreational marijuana in Nevada has been stronger than many industry experts initially anticipated and has continued to grow.

Adult-use sales in Nevada totaled nearly \$189 million through the first five months of 2018, an average of \$37.8 million per month. That’s up 16% from average monthly rec sales of \$32.6 million in 2017. Rec [sales began](#) July 1, 2017.

**Medical Marijuana Patient Counts In Connecticut:
April 2017 Through April 2018**



Source: Connecticut Department Of Consumer Protection
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Connecticut isn't the biggest medical marijuana market in the United States, but like plenty others, it's experiencing massive growth.

In just the past 12 months, the state's registered MMJ patient count has shot up 46%.

The number of registered medical cannabis patients has gone from 17,769 in April 2017 to 25,855 in April 2018, a spike of nearly 8,100 consumers, according to state data.

That translates to average monthly growth of about 3% for the patient pool, a great sign for the state's nine dispensaries and four cultivators, especially since Connecticut is poised to add up to 10 more MMJ dispensaries.

Take into account that the program launched in 2014 with about 2,000 patients, and the growth is even more impressive.

The boom of the past 12 months follows a slight expansion last year of the qualifying condition list for MMJ patients, which added three pain-related ailments to the list, including migraines.

Another potential booster to patient counts: More physicians are licensed to recommend MMJ. As of May 4, 881 physicians had registered with the state program. One year ago, there were only around 600.

But strong patient growth has raised some concerns among dispensaries about future supply, as the state has made no indication that it will license additional cultivators.

Another potential concern for the MMJ industry in Connecticut: Several surrounding states have moved toward recreational markets, which may siphon off patients who don't want to jump through the hoops for medical.

Eli McVey can be reached at elim@mjbizdaily.com

John Schroyer can be reached at johns@mjbizdaily.com

Marketing Strategy

Calyx & Pistils Inc. will focus our marketing attention into two areas: first will be the licensed retail market and secondly the process industry. Calyx & Pistils Inc. is a small boutique cannabis cultivator focused on several types of genetics including Landrace strains, Sativa, Indica/Afghanica, Hybrids of both Sativa and Indica/Afghanica and specialty CBD genetics. Within the retail market we will focus on all recreational licensees. As a cultivator/wholesaler, our marketing will focus primarily on our website, social media, customer relations and word of mouth followed by printed information about our company and its products. As a small business we will be able to also focus on contracted products for retailers in bulk as well as contracted brands in specialty packaging. Calyx & Pistils Inc. will also be able to contract specific genetics to processors who produce extracts and edibles for retail. Calyx & Pistils Inc. will use a direct sales approach to increase its exposure among local retailers. Our strategies will include:

Direct Sales:

In the business-to-business world, direct advertising has always proven to be the most effective means of reaching new customers. For this reason, Calyx and Pistils Inc. will use direct sales calls and appointments with processors, retailers. The company will also arrange conference calls with prospective customers when geography is a limiting factor. Calyx & Pistils Inc. will also use our facility for on premise sales with licensed agents from our prospective wholesale customers. The benefits of direct sales approach include enhanced lead generation, improved customer relations and customer satisfaction, lower upfront marketing costs, and immediate results.

Website:

Calyx & Pistils Inc. will create an interactive website for wholesale customers to guide them through our products. The website will also allow the public to search through our products and learn information about our company. The website will be search engine optimized and mobile compatible for wholesale customers to interact, place orders, view account information, make payments. This website will also include a consumer port for company profile and information, cannabis products and daily updated product lists with technical data, client testimonies, a photo gallery, company profile, location, and contact information.

Networking:

Calyx & Pistils Inc. will attend and/or participate in conferences, trade shows, local events and industry related functions in order to meet new contacts, customers, vendors and to personally promote our products and company.

Customer Referrals:

Nothing works better than word of mouth. Investors, stockholders, friends, and family market businesses that are connected to them. Customers will also be an intricate part of the word of mouth advertising as they would highlight the company's proven expertise and customer service abilities to their own retail customers and professional contacts. This will generate leads as well as a strong list of prospective new clients.

Competitive Landscape

At Calyx & Pistils Inc. we view our competition in the market place first as ourselves and then other licensed cultivators which will consist of recreational cultivators. We view ourselves as our own competition so that we can push ourselves and our talents to maintain high standards which will show in our products. This attitude will keep us focused on what we are here to do. Secondly our competition will be all cultivation licenses issued by the state. These cultivators will be supplying the dispensaries, retail stores and processors just as Calyx & Pistils Inc. will be doing. The landscape will consist of boutique small scale cultivators vs large scale cultivators. The landscape of products and qualities will vary from licensee to licensee.

Many cultivation licenses are not applying for transportation. There are 42 cultivation license applicants across the state who have completed applications. Of these 42 applicants, only 2 have applied for transportation permits. We have been monitoring the state applications that have been completed. Our operation will also apply for a transportation license. We will have a vehicle and staff to deliver not only our own products but other licensed cultivators, processors products as well. This will guarantee our products are delivered to our customers, add flexibility to our business and create an income generator for Calyx & Pistils Inc. at the same time.

Competitive Edge

Calyx and Pistils Inc. will benefit from competitive advantages over other cultivators, including:

- Location in a relatively remote agricultural zone, reducing competition for licensing within the geographic area.
- Clear understanding of regulatory requirements based on professional experience working with state and government policy compliance.
- Premium hand crafted product.
- New facility with state-of-art cultivation equipment
- Climate controlled environment
- Small scale cultivation which ensures consistency and quality
- Production experience
- Location of facility that allows for future growth in processing market
- Product transportation and delivery service for all licensed entities statewide
- Ability to offer contract services for cultivation and packaging

Security

Calyx & Pistils Inc. proposed employee security policies will be in strict compliance with all laws, rules and regulations established by the Commonwealth of Massachusetts and the Massachusetts Cannabis Control Commission governing medical/recreational marijuana establishments under regulation 935 CMR 500.000.

A comprehensive security system and management plan has been designed to monitor and protect all potential areas where a breach of security might occur. The main objectives of securing the facility focus on the following three areas:

- Safeguard the growth, production and storage of the recreational marijuana;
- Provide a safe and secure environment for staff and visitors.
- Seed-To-Sale procedures for the entire operation as related to the handling and distribution of all products.

The security management plan documents the standardized security procedures to be implemented that will ensure a safe, secure and orderly workplace. These procedures affect all employees, visitors and vendors.

The security system features several parts that work together to ensure maximum protection of the facility. These features are as follows:

- Employee Identification (ID) badges & Swipe Card Access Control
- Digital camera surveillance system
- Intrusion detection
- Audit control and policy management

A critical aspect of the security management plan is its requirement that each area of the facility have specific, written policies and procedures providing guidelines for the employees working in these areas. Equally important is that the employees receive the proper training for the area in which they work and all other areas within the facility. One area within the marijuana cultivation facility is Safety and Security. The policies, procedures and guideline established for this area will encompass all security related matters to include employee security policies.

Additionally, an Employee Handbook will provide written rules, regulations & guidelines and general company information including employee security information. For example, the Employee Handbook contains a section about how the facility will operate as it relates to its employees in which the information provided includes, but is not be limited to, the following:

- Equal Employment Opportunity
- Employee Relations Philosophy
- Harassment Prohibited
- Zero Tolerance for Sexual Harassment

Finally, the security management plan will mandate the implementation of a system that will provide a comprehensive audit trail of all security related operations and policies governing the facility. Efficiency and accuracy of this audit trail will directly dictate the success of the operation and its compliance with regulatory requirements. The primary focus of ensuring a proper audit trail will be to have an integrated systems environment. This concept is summarized below:

- All electronic security systems will be tied together and communicate with each other with full reporting capabilities.
- Individual employee information will be stored on each employee's ID card, and employee swipe card information will be electronically stored and programmable. This allows for instant and accurate identification of an employee accessing, or attempting to access, a specific area in the facility. The swipe card system is supported by the digital camera surveillance system as well.
- The security management system will have the ability to generate reports that can be customized to target a specific date and/or time to gather information necessary to complete an audit.
- The quarterly review of policies and procedures by management implements a system of auditing company policies to ensure they are regularly updated. Policy updates identified as a result of this quarterly review will be supervised by the COO, and it will be the responsibility of the manager of the affected area to draft the update and ensure all employees are notified of the changes.

Prevention of Diversion: To the extent requested by the Southwick Police Department, Calyx & Pistils Inc. shall work with the Southwick Police Department to implement a comprehensive diversion prevention plan to prevent diversion, such plan to be in place prior to the commencement of cultivation and processing operations within the facility. Such plan will include, but is not limited to, (i) training cultivation facility employees to be aware of, observe, and report any unusual behavior in visitors or other cultivation facility employees that may indicate the potential for diversion; and (ii) utilizing seed-to-sale tracking software to closely track all inventory at the cultivation facility.

To the extent requested by the Southwick Police Department, Calyx & Pistils Inc. shall work with the Southwick Police Department in determining the placement of exterior security cameras, so that at least two cameras are located to provide an unobstructed view in each direction of the public way(s) on which the cultivation facility is located. Calyx & Pistils Inc. will maintain a cooperative relationship with the Police Department, including but not limited to periodic meetings to review operational concerns, cooperation in investigations, and communication to the Police Department of any suspicious activities on the site. Such cameras may be altered by the CCC during their security and architectural review process.

(a) Calyx & Pistils Inc. shall comply with all Security measures in compliance with 935 CMR 500.110; (b) Employee security policies, including personal safety and crime prevention techniques; (c) A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000. (d) Storage of marijuana in compliance with 935 CMR 500.105(11);

A key-and-lock system shall not be the sole means of controlling access to the Marijuana Establishment. Calyx & Pistils Inc. agrees to implement a method such as a keypad, electronic

access card, or other similar method for controlling access to areas in which marijuana or marijuana products are kept in compliance with 935 CMR 500.110.

METRC Integration

METRC is a reporting tool, automating all required METRC reporting and allowing Caalyx & Pistils Inc. to gather and analyze data so that C&P Inc. can take it's business to the next level. After the initial setup of the integration. Here are just five of the many reasons that C&P Inc. needs a 3rd party system to establish it's business and remain competitive in this unpredictable industry:

- **Accountability** – As a business manager, nothing is scarier than having 15 sets of hands playing in the same system, especially when that system directly impacts your compliance. We offer detailed forensics reports logging every single action performed in the system, including the person responsible and the date/time of the change. You can even restrict users from performing certain actions and run a tighter ship than METRC will allow.
- **Record-Keeping** – Under most state's regulations, you could face an audit of your business's inventory records at any given date and time, with minimal notice. Our system keeps everything you'll need to present a clean and compliant operation with ease.
- **Business Intelligence** – What are your best-selling products? Top yielding plants? Top selling budtenders? If you want to grow your business, you need data that you can analyze and turn into actionable results. Metrc provides the most granular cannabis track and trace data available for every stage of the cannabis seed-to-sale lifecycle, for every license type.
- **Labeling** – Compliant labels are complicated. We'll make it easy with our drag and drop labeling tool that is fully customizable to include all compliance related details, as well as any other info you'd like to see such as your logo, address, contact info and more!
- **Flexibility** – Our industry is constantly going through unprecedented change by implementing new rules and regulations that are always in flux, not to mention the potential growth of your business in a new and blossoming industry. It's hard to predict what you'll need in 6 months, in 2 years, and beyond that, but with a system that is highly flexible and customizable, you're ensuring that you'll be in good hands, regardless of what may come in the future.

Objectives

Calyx & Pistils Inc. identifies the following items as objectives and puts them in timelines as the following:

Phase 1:

- Apply to the State Cannabis Control Commission
- Receive provisional license
- Obtain all building permits
- Buildout
- Install equipment
- Occupancy Permit
- CCC facility Inspection
- Employee hiring

Phase 2:

- Licensed facility
- Genetics planted
- Initial production starts
- Production
- Sales
- Generate income for expansion

Long Term goals

- Building expansion for additional product
- Generate own genetics for proprietary reasons
- Solar generation to reduce utility expenses and carbon footprint

Risk Factors

Failure to obtain license from state

Current and future regulatory constraints at Federal level

Banking issues

Crop failure due to disease

Failure to establish market share

Large companies moving into the marketplace

Failure to meet regulatory requirements to renew license

Restricting access to 21 years old and older
935 CMR 500:101(1)(c)7

Calyx & Pistils Inc. is a cultivation and wholesaler of recreational cannabis with no retail sales. Our facility is externally secured by electronic keypad entries with cameras at every entrance/exit and corners. All visitors must be 21 and older and present a valid ID to enter the facility. Employees of our company need to be 21 and older and pass state CORI background checks in order to qualify for an "Employee Agent Badge" which is specific to our location. All employees, managers, owners, executives, board members, and volunteers are subject to training for diversion of all types including diversion to minors (section 412 Employee Handbook). Employee diversion training is used to make aware of, observe, and report any unusual behavior in visitors or other employees that may indicate the potential for diversion of marijuana, marijuana products or any other company property which includes trade secrets and most importantly diversion to minors. There is a no loitering policy (section 401 Employee Handbook) on the property and strict limitations to who will be allowed inside the facility at any time.

Maintenance of Financial Records

Administration: The Executive Office/Financial Office will be locked and secured at all times. Only employees with the proper clearance will be allowed in this sensitive area.

Business administration and recordkeeping will be administered using Quickbooks software. Business records, which shall include manual or computerized records of:

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products.
5. Employee Records
6. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
7. (f) Waste disposal records as required under 935 CMR 500.105(12); and
8. (g) Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the corporation.

All electronic records will be backed up daily.

Personnel Policies and Background Checks

Personnel Policies:

In accordance with the 935 CMR 500.000 application process, Calyx & Pistils Inc. has a detailed employee handbook which outlines all of the company employee personnel policies.

Background Checks:

All board members, directors, employees, executives, managers, and volunteers of Calyx & Pistils Inc. are required by 935 CMR 500.030 to be:

- a. 21 years of age and older
- b. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority;
and
- c. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.
- d. Pass a Massachusetts State CORI background check.

Calyx & Pistils Inc.

**74 College Highway
Southwick, MA 01077**

Employee Handbook

First Edition

Employee Handbook

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Calyx & Pistils Inc.

010: Welcome new employee!

On behalf of your colleagues, we welcome you to Calyx & Pistils Inc. and wish you every success here.

We believe that each employee contributes directly to Calyx & Pistils Inc.'s growth and success, and we hope you will take pride in being a member of our team.

This handbook was developed to describe some of the expectations of our employees and to outline the policies, programs and benefits available to eligible employees. Employees should familiarize themselves with the contents of the employee handbook as soon as possible, for it will answer many questions about employment with Calyx & Pistils Inc. One of our objectives is to provide a work environment that is conducive to both personal and professional growth.

No employee handbook can anticipate every circumstance or question about policy. As Calyx & Pistils Inc. continues to grow, the need may arise and Calyx & Pistils Inc. reserves the right to revise, supplement or rescind any policies or portion of the handbook from time to time as it deems appropriate, in its sole and absolute discretion. Employees will be notified of such changes as they occur.

We hope that your experience here will be challenging, enjoyable and rewarding. Again, welcome!

Sincerely,

William Fontaine— President

Calyx & Pistils Inc.

020: ORGANIZATION DESCRIPTION

I. Facilities and Location(s)

The company operates at 207 Bowles Road, Agawam, MA 01001 & at 45 Bowles Rd, Agawam, MA 01001

II. Organizational Structure

An organizational chart of Calyx & Pistils Inc. is posted on the bulletin board

III. Role of the Human Resources Department

Calyx & Pistils Inc.'s Human Resources services are provided by the business office staff under the supervision of the Vice President of Finance. Services consist of employee benefit application, administration and termination, payroll, attendance, workers compensation and other employment issues not directly handled by a production supervisor or general manager of the facility. Any questions regarding the above subjects or company policies should be directed to the business office personnel.

IV. Management Philosophy

It is the philosophy of Calyx & Pistils Inc. to offer products and services that conform to the mutually agreed upon requirements specified by each of our customers. Every associate and supplier to Calyx & Pistils Inc. will be responsible to achieve the quality, delivery and other support levels that are required for Calyx & Pistils Inc. to comply with this policy. The Quality Assurance Manager has full authority for the administration and management of this system. The Quality Assurance System has the full support and commitment of the management of Calyx & Pistils Inc.

Calyx & Pistils Inc.'s mission is to establish itself as a world class cultivator/supplier and be recognized as:

The preferred supplier of quality products that meet the needs of our customers. An organization that is dedicated to continuous improvement, total customer satisfaction and the well being of our employees.

Calyx & Pistils Inc.

030: EMPLOYEE ACKNOWLEDGEMENT FORM

The employee handbook describes important information about Calyx & Pistils Inc., and I understand that I should consult the Human Resources Department regarding any questions not answered in the handbook.

Since the information, policies and benefits described here are necessarily subject to change, I acknowledge that revisions to the handbook may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify or eliminate existing policies. Only Calyx & Pistils Inc. has the ability to adopt any revisions to the policies in this handbook.

EMPLOYMENT WITH CALYX & PISTILS INC. IS VOLUNTARILY ENTERED INTO, AND THE EMPLOYEE IS FREE TO RESIGN AT WILL AT ANY TIME, WITH OR WITH OUT CAUSE SIMILARLY, CALYX & PISTILS INC. MAY TERMINATE THE EMPLOYMENT RELATIONSHIP AT WILL AT ANY TIME, WITH OR WITHOUT NOTICE OR CAUSE, SO LONG AS THERE IS NO VIOLATION OF APPLICABLE FEDERAL OR STATE LAW.

Furthermore, I acknowledge that this handbook is neither a contract of employment nor a legal document. I have received the handbook, and I understand that it is my responsibility to read and comply with the policies contained in this handbook and any revisions made to it.

EMPLOYEE'S NAME (Printed):

EMPLOYEE'S SIGNATURE:

DATE:

Calyx & Pistils Inc.

Employee Handbook

101: Nature of Employment

EMPLOYMENT WITH CALYX & PISTILS INC. IS VOLUNTARILY ENTERED INTO, AND THE EMPLOYEE IS FREE TO RESIGN AT WILL AT ANY TIME, WITH OR WITHOUT CAUSE SIMILARLY, CALYX & PISTILS INC. MAY TERMINATE THE EMPLOYMENT RELATIONSHIP AT WILL AT ANY TIME, WITH OR WITHOUT NOTICE OR CAUSE, SO LONG AS THERE IS NO VIOLATION OF APPLICABLE FEDERAL OR STATE LAW.

Policies set forth in this handbook are not intended to create a contract, nor are they to be construed to constitute contractual obligations of any kind or a contract of employment between Calyx & Pistils Inc. and any of its employees. The provisions of the handbook have been developed at the discretion of management and, except for its policy of employment-at-will, may be amended or cancelled at any time, at Calyx & Pistils Inc.'s sole discretion.

These provisions supersede all existing policies and practices and may not be amended or added to without the express written approval of Calyx & Pistils Inc.

Calyx & Pistils Inc.

Employee Handbook

102: Employee Relations

Calyx & Pistils Inc. believes that the work conditions, wages and benefits it offers to its employees are competitive with those offered by other employers in this area and in this industry. If employees have concerns about work conditions or compensation, they are strongly encouraged to voice these concerns openly and directly to their supervisors.

Our experience has shown that when employees deal openly and directly with supervisors, the work environment can be excellent, communications can be clear and attitudes can be positive. We believe that Calyx & Pistils Inc. amply demonstrates its commitment to employees by responding effectively to employee concerns.

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103: Equal Employment Opportunity

In order to provide equal employment and advancement opportunities to all individuals, employment decisions at Calyx & Pistils Inc. will be based on merit, qualifications and abilities. Calyx & Pistils Inc. does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age or any other characteristic protected by law.

Calyx & Pistils Inc. will administer and conduct all personnel procedures including compensation, benefits, discipline, training, recreational and social activities, and safety and health programs without regard to an individual's race, color, religion, sex, age, national origin, veteran status or disability or any other characteristic protected by law.

Calyx & Pistils Inc. prohibits verbal, physical or visual conduct that belittles or demeans any individual on the basis of color, religion, sex, age, national origin, veteran status or disability or any other characteristic protected by law.

Any employees with questions or concerns about any type of discrimination in the workplace are encouraged to bring these issues to the attention of their immediate supervisor. If you feel uncomfortable doing so, or your supervisor is the source of the problem, condones the problem, or ignores the problem, report to your supervisor's supervisor, Vice President or President. Employees can raise concerns and make reports without fear of reprisal. You are not required to directly confront the person who is the source of your report, questions or complaint before notifying any of those individuals listed. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

Calyx & Pistils Inc.

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104: Business Ethics and Conduct

The successful business operation and reputation of Calyx & Pistils Inc. is built upon the principles of honesty and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

The continued success of Calyx & Pistils Inc. is dependent upon our customers' trust and we are dedicated to preserving that trust. Employees owe a duty to Calyx & Pistils Inc., its customers and shareholders to act in a way that will merit the continued trust and confidence of the public.

Calyx & Pistils Inc. will comply with all applicable laws and regulations and expects its directors, officers and employees to conduct business in accordance with the letter, spirit and intent of all relevant laws and to refrain from any illegal, dishonest or unethical conduct.

In general, the use of good judgment, based on high ethical principles, will guide you with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate supervisor and, if necessary, with the Human Resources Department for advice and consultation.

Compliance with this policy of business ethics and conduct is the responsibility of every Calyx & Pistils Inc. employee. Disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action, up to and including possible termination of employment.

Calyx & Pistils Inc.

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105: Conflicts of Interest

Employees have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy establishes only the framework within which Calyx & Pistils Inc. wishes the business to operate. The purpose of these guidelines is to provide general direction so that employees can seek further clarification on issues related to the subject of acceptable standards of operation. Contact the Human Resources Department for more information or questions about conflicts of interest.

An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative as a result of Calyx & Pistils Inc.'s business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage or whose relationship with the employee is similar to that of persons who are related by blood or marriage.

No "presumption of guilt" is created by the mere existence of a relationship with outside firms. However, if employees have any influence on transactions involving purchases, contracts or leases, it is imperative that they disclose to an officer of Calyx & Pistils Inc. as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where an employee or relative has significant ownership in a firm with which Calyx & Pistils Inc. does business, but also when an employee or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving Calyx & Pistils Inc.

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106: Outside Employment

An employee may hold a job with another organization as long as he or she satisfactorily performs his or her job responsibilities with Calyx & Pistils Inc. All employees will be judged by the same performance standards and will be subject to Calyx & Pistils Inc.'s scheduling demands, regardless of any existing outside work requirements.

If Calyx & Pistils Inc. determines that an employee's outside work interferes with performance or the ability to meet the requirements of Calyx & Pistils Inc. as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain with Calyx & Pistils Inc.

Outside employment will present a conflict of interest if it has an adverse impact on Calyx & Pistils Inc.

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Employee Handbook

107: Non-Disclosure

The protection of confidential business information and trade secrets is vital to the interests and the success of Calyx & Pistils Inc. Such confidential information includes, but is not limited to, the following examples:

- ☞ Customer lists
- ☞ Financial information
- ☞ New materials research
- ☞ Pending projects and proposals
- ☞ Proprietary production processes
- ☞ Research and development strategies

In addition, Calyx & Pistils Inc. has signed agreements with many of its customers regarding dissemination of proprietary information or trade secrets. Throughout the course of your employment, you may be involved in projects where proprietary processes or products or information is used. Our obligation to our customers for confidentiality extends to all employees. Therefore, you are considered bound by these same agreements and should exercise great caution in disclosing or discussing information with anyone outside of Calyx & Pistils Inc. or with other customers.

Employees who improperly use or disclose trade secrets or confidential business information will be subject to disciplinary action, up to and including termination of employment, even if they do not actually benefit from the disclosed information.

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108: Hours/Compensation

Business Hours: First shift production employees regular working hours are: from 6:00 am to 2:30 PM. Second shift production employees regular work hours vary by department, Contact your supervisor for set hours. Any time worked outside these normal hours must be at the specific request and prior approval of your supervisor. The workweek runs from Sunday to Saturday.

Time clock: All employees should clock in at beginning of work, in and out for lunch and at the end of the workday. The only time you would not clock in/out is if you are out on company business. Any missing time or clock adjustments should be addressed with your supervisor.

Breaks/Lunch: Two paid breaks are given during the day, morning break 8:00 am to 8:10 am, afternoon break 12:30 PM to 12:40 PM. Since employees are on the clock, you will not be permitted to leave the premises.

A required thirty-minute lunch break is taken unless your supervisor has requested and approved otherwise. Employees are required to clock in/out for lunch.

Paychecks: Payday is on Thursday of every week, immediately following the previous week worked. Our method of pay is by check or electronic deposit and your weekly statement of earnings will reflect your deductions required by law and any other deductions authorized by you.

Pay corrections: Calyx & Pistils Inc. takes all reasonable steps to ensure correct pay amounts, hours and that employees are paid on the scheduled days. In the unlikely event that there is an error, the employee should promptly bring the discrepancy to the attention of the payroll department.

Overtime: Calyx & Pistils Inc. is a service -based company and you will be required to work overtime from time to time. All employees not exempt from legal overtime pay requirements will be paid the rate of time and a half for all hours worked over 40 in one work week. Sick time does not count as hours worked for the purpose of computing overtime pay.

If you comply with Calyx & Pistils Inc.'s request to work on a paid holiday, you will be paid for the holiday plus time and one half for hours worked. Sunday work is paid at double time base rate, as long as the immediately preceding Saturday was worked a full 8 hour day.

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109: Personal Property

Calyx & Pistils Inc. will not be responsible for the loss of employees' personal property. Safeguarding of any personal items that are valuable is your responsibility.

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110: Smoking

Calyx & Pistils Inc. is a smoke free facility. Smoking will only be allowed outside the building. All cigarette butts will be disposed of in the proper manner and not thrown on the driveway or ground.

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Employee Handbook

201: Employment Categories

It is the intent of Calyx & Pistils Inc. to clarify the definitions of employment classifications so that the employees understand their employment status and benefit eligibility. These classifications do not guarantee employment for any specified period of time. Accordingly, the right to terminate the employment relationship at will at any time is retained by both the employee and Calyx & Pistils Inc.

Each employee is designated as either NONEXEMPT or EXEMPT from federal and state wage and hour laws. NONEXEMPT employees are entitled to overtime pay under the specific provisions of federal and state laws. EXEMPT employees are excluded from specific provisions of federal and state wage and hour laws. An employee's EXEMPT or NONEXEMPT classification may be changed only upon written notification by Calyx & Pistils Inc. management.

In addition to the above categories, each employee will belong to one other employment category:

REGULAR FULL-TIME employees are those who are not in *a* temporary or introductory status and who are regularly scheduled to work Calyx & Pistils Inc.'s full-time schedule. Generally, they are eligible for Calyx & Pistils Inc.'s benefit package, subject to the terms, conditions and limitations of each benefit program.

PART-TIME employees are those who are not assigned to *a* temporary or introductory status and who are regularly scheduled to work less than 30 hours per week. While they do receive all legally mandated benefits (such as Social Security and workers' compensation insurance), they are ineligible for certain Calyx & Pistils Inc.'s other benefit programs.

TEMPORARY employees are those who are hired as interim replacements, to temporarily supplement the work force, or to assist in the completion of *a* specific project. Employment assignments in this category are of *a* limited duration. Employment beyond any initially stated period does not in any way imply *a* change in employment status. Temporary employees retain that status unless and until notified of *a* change. While temporary employees receive all legally mandated benefits (such as workers' compensation insurance and Social Security), they are ineligible for all of Calyx & Pistils Inc.'s other benefit programs.

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202: Access to Personnel Files

Calyx & Pistils Inc. maintains a personnel file on each employee. The personnel file includes such information as the employee's job application, resume, documentation of performance appraisals and salary increases, and other employment records.

Personnel files are the property of Calyx & Pistils Inc. and access to the information they contain is restricted. Generally, only supervisors and management personnel of Calyx & Pistils Inc. who have a legitimate reason to review information in a file are allowed to do so.

Employees who wish to review their own file should contact the Human Resources Department. With reasonable advance notice, employees may review their own personnel files in Calyx & Pistils Inc.'s offices and in the presence of an individual appointed by Calyx & Pistils Inc. to maintain the files.

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203: Employment Reference Checks

To ensure that individuals who join Calyx & Pistils Inc. are well qualified and have a strong potential to be productive and successful, it is the policy of Calyx & Pistils Inc. to check the employment references of all applicants.

The Human Resources Department will respond in writing only to those reference check inquiries that are submitted in writing. Responses to such inquiries will confirm only dates of employment, wage rates and position(s) held. No employment data will be released without a written authorization and release signed by the individual who is the subject of the inquiry.

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204: Personnel Data Changes

It is the responsibility of each employee to promptly notify Calyx & Pistils Inc. of any changes in personnel data. Personal mailing addresses, telephone numbers, number and names of dependents, individuals to be contacted in the event of an emergency, educational accomplishments and other such status reports should be accurate and current at all times. If any personnel data has changed, notify the Human Resources Department.

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206: Introductory Period

The introductory period is intended to give new employees the opportunity to demonstrate their ability to achieve a satisfactory level of performance and to determine whether the new position meets their expectations. Calyx & Pistils Inc. uses this period to evaluate employee capabilities, work habits and overall performance. Either the employee or Calyx & Pistils Inc. may end the employment relationship at will at any time during or after the introductory period, with or without cause or advance notice.

All new and rehired employees work on an introductory/trial basis for the first 90 calendar days after their date of hire. Any significant absence will automatically extend an introductory period by the length of the absence. If Calyx & Pistils Inc. determines that the designated introductory period does not allow sufficient time to thoroughly evaluate the employee's performance, the introductory period may be extended for a specified period.

The employee may be evaluated periodically and be informed of his/her performance during the introductory period.

Upon satisfactory completion of the introductory period, employees enter the "regular" employment classification.

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207: Employment Applications

Calyx & Pistils Inc. relies upon the accuracy of information contained in the employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications or material omissions in any of this information or data may result in the exclusion of the individual from further consideration for employment or, if the person has been hired, termination of employment.

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208: Performance Evaluation

Supervisors and employees are strongly encouraged to discuss job performance and goals on an informal, day-to-day basis. A formal written performance evaluation will be conducted at the end of an employee's initial period of hire, known as the introductory period. Additional formal performance evaluations are conducted to provide both supervisors and employees the opportunity to discuss job tasks, identify and correct weaknesses, encourage and recognize strengths, and discuss positive, purposeful approaches for meeting goals.

Performance evaluations are scheduled approximately every 12 months, coinciding generally with the anniversary of the employee's original date of hire.

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301: Employee Benefits

Eligible employees at Calyx & Pistils Inc. are provided a wide range of benefits. A number of the programs (such as Social Security, workers' compensation, state disability and unemployment insurance) cover all employees in the manner prescribed by law.

Benefits eligibility is dependent upon a variety of factors, including employee classification. Your supervisor can identify the programs for which you are eligible. Details of many of these programs can be found elsewhere in the employee handbook.

The following benefit programs are available to eligible employees:

- ✂ Health Insurance
- ✂ Dental Insurance
- ✂ Prescription Plan
- ✂ Life Insurance
- ✂ 401(k) Savings Plan
- ✂ Disability Insurance
- ✂ Educational Financial Assistance
- ✂ Vacation Benefits
- ✂ Sick Leave Benefits
- ✂ Jury Duty Leave
- ✂ Bereavement Leave
- ✂ Holidays

Some benefit programs require contributions from the employee, but most are fully paid by Calyx & Pistils Inc. Insurance plans and 401(k) plan are described in separate plan documents.

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302: Vacation Benefits

Vacation time off with pay is granted to eligible full-time employees to provide opportunities for rest, relaxation and personal pursuits. Vacation time off is not accrued or earned time and cannot be carried over from year to year. The amount of paid vacation time employees are granted each year is based on the length of their employment determined as of each December 31 for the next year's time available. Persons hired during any given year will be granted vacation days on a pro-rata basis, in accordance with the following schedule, payable only after completion of a 90 day probationary period:

Hired in:

Jan-Mar = 4 days; Apr-Jun = 3 days; Jul-Sept = 2 days

After the first December 31 of employment, the employee is granted 5 vacation days

After the second December 31 of employment, the employee is granted 10 vacation days

After the seventh December 31 of employment, the employee is granted 15 vacation days

After the fifteenth December 31 of employment, the employee is granted 20 vacation days

Military leave has no effect on this calculation. (See individual leave of absence policies for more information)

Once employees enter an eligible employment classification, they begin to earn paid vacation time according to the schedule. They can request use of vacation time after it is earned.

Paid vacation time can be used in minimum increments of one-half day. To take vacation, employees should request advance approval from their supervisors. Requests will be reviewed based on a number of factors, including business needs and staffing requirements and employee seniority.

Vacation time off is paid at the employee's base pay rate at the time of vacation. It does not include overtime or any special forms of compensation such as incentives, commissions, bonuses or shift differentials.

As stated above, employees are encouraged to use available paid vacation time for rest, relaxation and personal pursuits. In the event that available vacation is not used by the end of the benefit year, employees will forfeit the unused time.

Upon termination of employment, employees will be paid for unused vacation time that has been earned through the last day of work.

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303: Holidays

Calyx & Pistils Inc. will grant holiday time off to all employees on the holidays listed below:

- ☞ New Year's Day
- ☞ Good Friday (Friday before Easter)
- ☞ Memorial Day (last Monday in May)
- ☞ Independence Day
- ☞ Labor Day (first Monday in September)
- ☞ Thanksgiving (fourth Thursday in November)
- ☞ Day after Thanksgiving
- ☞ Christmas

Management will post the scheduled holidays prior to the beginning of the year.

Generally, a recognized holiday that falls on a Saturday will be observed on the preceding Friday. A recognized holiday that falls on a Sunday will be observed on the following Monday.

If a recognized holiday falls during an eligible employee's paid absence (such as vacation or sick leave), holiday pay will be provided instead of the paid time off benefit that would otherwise have applied.

If eligible nonexempt employees work on a recognized holiday, they will receive holiday pay plus wages at one and one-half times their straight-time rate for the hours worked on the holiday.

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304: Worker's Compensation Insurance

Calyx & Pistils Inc. provides a comprehensive workers' compensation insurance program at no cost to employees. This program covers any injury or illness sustained in the course of employment that requires medical, surgical or hospital treatment. Subject to applicable legal requirements, workers' compensation insurance provides benefits after a short waiting period or, if the employee is hospitalized, immediately.

Employees who sustain work-related injuries or illnesses should inform their supervisor immediately. No matter how minor an on-the-job injury may appear it is important that it be reported immediately. This will enable an eligible employee to qualify for coverage as quickly as possible.

Neither Calyx & Pistils Inc. nor the insurance carrier will be liable for the payment of workers' compensation benefits for injuries that occur during an employee's voluntary participation in any off-duty recreational, social or athletic activity sponsored by Calyx & Pistils Inc.

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305: Sick Leave Benefits

Calyx & Pistils Inc. provides paid sick leave benefits to all regular full-time, hourly employees for periods of temporary absence due to illnesses or injuries. Eligible employee classification(s):

On December 31 of each year, you will be granted five paid sick days for the following year. It is not accrued or earned time and cannot be carried over from year to year. Persons hired after December 31 will be granted sick days on a prorata basis, in accordance with the following schedule; payable only after completion of a 90-day probationary period:

Hired in:

Jan-Mar = 4 days; Apr-Jun = 3 days; Jul-Sept = 2 days;

In effort to encourage productivity, Calyx & Pistils Inc. will pay hourly employees for any unused sick time at the end of the calendar year. If you complete the full year with perfect attendance, with the exception of holidays and vacation days, the company will pay you for the five sick days, plus a one day pay bonus in appreciation for your attendance during the year.

Paid sick leave can be used in minimum increments of one-half day. Eligible employees may only use sick leave benefits for an absence due to their own illness or injury. There will be no unpaid absences from work if sick time is available, you must use sick time to cover the time off.

Employees who are unable to report to work due to illness or injury should notify their direct supervisor before the scheduled start of their workday if possible. The direct supervisor must also be contacted on each additional day of absence. If an employee is absent for three or more consecutive days due to illness or injury, a physician's statement must be provided verifying the disability and its beginning and expected ending dates. Such verification may be requested for other sick leave absences as well and may be required as a condition to receiving sick leave benefits. Before returning to work from a sick leave absence of 5 calendar days or more, an employee must provide a physician's verification that he or she may safely return to work.

Sick leave benefits will be calculated based on the employee's base pay rate at the time of absence and will not include any special forms of compensation, such as incentives, commissions, bonuses or shift differentials.

Sick leave benefits are intended solely to provide income protection in the event of illness or injury, and may not be used for any other absence, with the exception of, unsafe weather conditions, such as a snow storm, hurricane, flood, tornado or earthquake. Unused sick time will not be paid to employees upon termination of employment.

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306: Jury Duty

If you are called for jury duty, you will be granted a leave of absence, the first 3 days shall be paid, any days exceeding 3 days will not be paid. You will be permitted to use any unused sick leave or vacation time during the absence and will suffer no loss of benefits. As a condition of compensation, employees must provide a copy of the jury duty summons to the company, as soon as possible so accommodations can be made to cover your absence.

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307: Pregnancy

A full time female employee who has completed the required introductory period of employment will be granted an unpaid Maternity Leave of Absence of at least 8 weeks.

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308: Military Leave

The Company provides unpaid military leave in accordance with the state and federal law. You will be permitted to apply unused sick leave or vacation time to such periods.

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309: Bereavement

In the case of a death in the immediate family, you will be allowed a leave of absence with pay of up to 3 days. Immediate family is defined as you and your spouse's: children, siblings, parents and grandparents.

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310: Benefits Continuation (COBRA)

The federal Consolidated Omnibus Budget Reconciliation Act (COBRA) gives employees and their qualified beneficiaries the opportunity to continue health insurance coverage under Calyx & Pistils Inc.'s health plan when a "qualifying event" would normally result in the loss of eligibility. Some common qualifying events are resignation, termination of employment (except for gross misconduct) or death of an employee; a reduction in an employee's hours or a leave of absence; an employee's divorce or legal separation; and a dependent child no longer meeting eligibility requirements.

Under COBRA, the employee or beneficiary pays the full cost of coverage at Calyx & Pistils Inc.'s group rates plus an administration fee. Calyx & Pistils Inc. provides each eligible employee with a written notice describing rights granted under COBRA when the employee becomes eligible for coverage under Calyx & Pistils Inc.'s health insurance plan. The notice contains important information about the employee's rights and obligations.

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311: Educational Assistance

Calyx & Pistils Inc. recognizes that the skills and knowledge of its employees are critical to the success of the organization. The educational assistance program encourages personal development through formal education so that employees can maintain and improve job-related skills or enhance their ability to compete for reasonably attainable jobs with Calyx & Pistils Inc.

Calyx & Pistils Inc. will provide educational assistance to all eligible regular full-time employees. To maintain eligibility employees must remain on the active payroll and be performing their job satisfactorily through completion of each course. One hundred percent (100%) of the tuition cost of approved job related courses will be reimbursed if your final grade is B- or better. In courses with pass/fail grading systems, reimbursement will be made for a passing grade.

Individual courses or courses that are part of a degree, licensing or certification program must be related to the employee's current job duties or a foreseeable-future position in the organization in order to be eligible for educational assistance. Calyx & Pistils Inc. has the sole discretion to determine whether a course relates to an employee's current job duties or a foreseeable-future position. Employees should contact the Human Resources Department for more information or questions about educational assistance.

While educational assistance is expected to enhance employee's performance and professional abilities, Calyx & Pistils Inc. cannot guarantee that participation in formal education will entitle the employee to automatic advancement, a different job assignment or pay increases.

Calyx & Pistils Inc.

Employee Handbook

401: Employee Conduct and Work Rules

Whenever and wherever people work together, each person must conform to standards of performance and conduct in order to maintain an orderly, efficient, and successful operation. The actions of one employee may adversely affect the job security of and chances for job opportunity for, fellow employees.

Accordingly, an employee may be disciplined up to and including termination. Discipline may include, but not be limited to, one or more of the following steps:

- a. Verbal reprimand reduced to writing.
- b. Written warning.
- c. Suspension.
- d. Termination.

The degree of discipline, and thus the selection of any specific disciplinary step, may depend upon the nature and seriousness of the unsatisfactory performance or misconduct, any repetition thereof, and the employee's overall work and disciplinary record. The Company reserves the right to skip any one or more steps and take whatever disciplinary action, including termination, it finds necessary, in the Company's opinion and discretion, under the circumstances of any particular case.

It is not possible to list all the forms of behavior that are considered unacceptable in the workplace. The following are examples of infractions of rules of conduct that may result in disciplinary action, up to and including termination of employment:

1. Calyx & Pistils Inc. does not tolerate workplace wrongdoing on Calyx & Pistils Inc. premises, property or while acting within the scope of employment.
2. Calyx & Pistils Inc. does not tolerate theft of property, whether from the employer, customer or from a co-worker or any other dishonesty. Workers should seek permission before removing company materials, tools, or other items, including damaged goods, scrap material, or any other material.
3. Calyx & Pistils Inc. prohibits false information on any expense account sheet or any insurance claim submitted under Calyx & Pistils Inc. health care benefits or workers' compensation program.
4. Calyx & Pistils Inc. prohibits fighting on its premises and instigation or threats of physical violence.
5. Calyx & Pistils Inc. prohibits horseplay, practical jokes and pranks.
6. Calyx & Pistils Inc. prohibits embezzlement or stealing of company funds or customer funds, or including but not limited to, stealing money from a company account, stealing postage or unlawful use of telephone privileges.
7. Insubordination or other disrespectful conduct.
8. Violation of safety or health rules.
9. Excessive absenteeism or any absences without notice.
10. Use of profane and abusive language.
11. No loitering on company property.

Calyx & Pistils Inc.

Employee Handbook

401: Employee Conduct and Work Rules

12. Use, possession, consumption, manufacture, sale or distribution of, or reporting for work or working while under the influence of alcohol, controlled substance, prescription drugs without a prescription, or non-prescription drugs or intoxicants during working hours or at any time while in or on Calyx & Pistils Inc. property including vehicles and parking lots is prohibited.

Employment with Calyx & Pistils Inc. is at the mutual consent of Calyx & Pistils Inc. and the employee, and either party may terminate that relationship at any time, with or without cause, and with or without advance notice.

Unexpected Absences

If, because of illness, emergency or any other cause you are forced to be absent from work, you should notify your supervisor within 1 hour of your starting time on the day you are absent.

If an employee is absent for three days without contacting their supervisor or other management at Calyx & Pistils Inc. to advise such absence, the employee will be considered as voluntarily terminating their employment.

When an agent is dismissed for failure to perform duties and or abide by company policy, the establishment agent will have to turn over their respective employee agent badge, remove any personal property from assigned locker and leave the facility. The corporation will, within one business day, contact the Cannabis Control Commission about the dismissal of an employee agent and request the agent badge be revoked.

Calyx & Pistils Inc.

Employee Handbook

402: Drug and Alcohol Use

Calyx & Pistils Inc. will not tolerate alcohol/drug abuse. Any employee found to be under the influence of alcohol or non-prescribed drugs will be instructed to clock out and go home for the remainder of the day. Calyx & Pistils Inc. will not allow anyone under the influence to operate a motor vehicle to return home until sobriety prevails.

Upon returning to work, the employee will be called to the office of the President and/or Treasurer where a formal verbal, as well as, written warning will be given to the first time offender. The employee will also be requested to seek professional counseling for possible alcohol/drug addiction.

Employees with questions on this policy or issues related to drug or alcohol use in the workplace should raise their concerns with their supervisor or the President without fear of reprisal.

Use, possession, consumption, manufacture, sale or distribution of, or reporting for work or working while under the influence of alcohol, controlled substance, prescription drugs without a prescription, or non- prescription drugs or intoxicants during working hours or at any time while in or on Calyx & Pistils Inc. property including vehicles and parking lots is prohibited.

Calyx & Pistils Inc.

Employee Handbook

403: Sexual and Other Unlawful Harassment

It is the goal of Calyx & Pistils Inc. to promote a workplace that is free of sexual harassment. Sexual harassment of employees occurring in the workplace or in other settings in which employees may find themselves in connection with their employment is unlawful and will not be tolerated by this organization. Further, any retaliation against an individual who has complained about sexual harassment or retaliation against individuals for cooperating with an investigation of sexual harassment complaint is similarly unlawful and will not be tolerated. To achieve our goal of providing a workplace free from sexual harassment, the conduct that is described in this policy will not be tolerated, and we have provided a procedure by which inappropriate conduct will be dealt with if encountered by employees.

Because Calyx & Pistils Inc. takes allegations of sexual harassment seriously, we will respond promptly to complaints of sexual harassment; and where it is determined that such inappropriate conduct has occurred, we will act promptly to eliminate the conduct and impose such corrective action as is necessary, including disciplinary action where appropriate.

Please note that while this policy sets forth our goals of promoting a workplace free from sexual harassment, the policy is not designed or intended to limit our authority to discipline or take remedial action for workplace conduct which we deem unacceptable, regardless of whether that conduct satisfies the definition of sexual harassment.

Definition of Sexual Harassment

In Massachusetts, the definition of sexual harassment is this:

“Sexual Harassment” means sexual advances, requests for sexual favors and verbal or physical conduct of a sexual nature when:

a. submission to or rejection of such advances, requests or conduct is made either

explicitly or implicitly a term or condition of employment or as a basis for employment decisions;

b. such advances, requests or conduct have the purpose or effect of unreasonably interfering with

an individual’s work performance by creating an intimidating, hostile, humiliating or sexually

offensive work environment.

Calyx & Pistils Inc. prohibits, forbids and does not tolerate any employee, manager or visitor, male or female, to harass an employee or to create a hostile or intolerant working environment by exhibiting, committing or encouraging material such as pornographic or sexually explicit posters, magazines, calendars, graffiti or objects. Under these definitions, direct or implied requests by a supervisor for: sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits or continued employment constitutes sexual harassment.

Calyx & Pistils Inc.

Employee Handbook

403: Sexual and Other Unlawful Harassment (cont)

The legal definition of sexual harassment is broad; and in addition to the above examples, other sexually oriented conduct, whether it is intended or not, that is unwelcome and has the effect of creating a workplace environment that is hostile, offensive, intimidating, or humiliating to male or female workers, may also constitute sexual harassment.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct which if unwelcome, may constitute sexual harassment depending upon the totality of the circumstances including the severity of the conduct and its pervasiveness:

- *Unwelcome sexual advances—whether they involve physical touching or not;
- *Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life; comment on individual's body, comment about an individual's sexual activity, deficiencies, or prowess;
- *Displaying sexual suggestive objects, pictures, cartoons;
- *Unwelcome leering, whistling, brushing against the body, sexual gestures, suggestive or insulting comments;
- *Inquiries into one's sexual experiences; and;
- *Discussion of one's sexual activities.

All employees should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment, and retaliation against individuals for cooperating with an investigation of a sexual harassment complaint is unlawful and will not be tolerated by this organization.

Reporting Procedure

If you believe you have been subjected to sexual harassment, you have the right to file a complaint in writing or orally with your immediate supervisor, lead contact, other contact, Human Resources, Vice President or President to Calyx & Pistils Inc. 207 Bowles Rd Agawam, MA 01001 ph.: 413-789-0700. You are not required to directly confront the person who is the source of your complaint, question or report.

The Human Resource Manager is also available to discuss any concerns you may have about this policy or the complaint process.

Sexual Harassment Investigation

When Calyx & Pistils Inc. receives the complaint, we will promptly investigate the allegation in a fair and expeditious manner. The investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. Our investigation will include a private interview with the person filing the complaint and any witnesses. Calyx & Pistils Inc. will also interview the person alleged to have committed sexual harassment. Calyx & Pistils Inc. reserves the right and hereby provides notice that third parties may be used to investigate claims of sexually harassment. When Calyx & Pistils Inc. has completed the investigation, we will to the extent appropriate, inform the person filing the complaint and the person alleged to have committed the conduct of the results of that investigation.

Calyx & Pistils Inc.

Employee Handbook

403: Sexual and Other Unlawful Harassment (cont)

Disciplinary Action

If it is determined that inappropriate conduct has been committed, we will act promptly to eliminate the offending conduct, and where it is appropriate we will also impose disciplinary action. Such action may range from counseling to the termination of employment, and may include such other forms of disciplinary action, as we deem appropriate, under the circumstances.

State and Federal Remedies

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

1. The United States Equal Employment Opportunity Commission (EEOC)

1 Congress Street, 10th Floor

Boston, MA 02114

(617) 565-3200 or 1-800-669-4000 for the nearest location

2. The Massachusetts Commission Against Discrimination

Boston Office: One Ashburton Place Room 601 Boston MA 02108 (617)-994-6000.

Springfield Office: 436 Dwight St Room 220 Spfld MA 01103 (413)-739-2145.

Calyx & Pistils Inc.

Employee Handbook

404: Drug Testing

Calyx & Pistils Inc. is committed to providing a safe, efficient and productive work environment for all employees. Using or being under the influence of drugs or alcohol on the job may pose serious safety and health risks. To help ensure a safe and healthful working environment, job applicants and employees may be asked to provide body substance samples (such as urine and/or blood) to determine the illicit or illegal use of drugs and alcohol. Refusal to submit to drug testing may result in disciplinary action, up to and including termination of employment.

The Employee Assistance Program (EAP) provides confidential counseling and referral services to employees for assistance with such problems as drug and/or alcohol abuse or addiction. It is the employee's responsibility to seek assistance from the EAP prior to reaching a point where his or her judgement, performance or behavior has led to imminent disciplinary action. Participation in the EAP after the disciplinary process has begun may not preclude disciplinary action, up to and including termination of employment.

Calyx & Pistils Inc.

Employee Handbook

405: Pregnancy Discrimination

CALYX & PISTILS INC. prohibits and does not tolerate discrimination against anyone on the basis of pregnancy. CALYX & PISTILS INC. will treat all applicants and employees who are pregnant the same way as any other applicant or employee with regard to job-related functions, benefits, opportunities, and purposes. No person, or employee, no matter his or her title or position has the authority, expressed, actual, apparent or implied, to discriminate against a pregnant employee or applicant of CALYX & PISTILS INC..

CALYX & PISTILS INC. will not deny a job or remove a pregnant employee from a position because the employee is pregnant, considering pregnancy, or experiencing any pregnancy-related problems. All decisions regarding a pregnant employee's placement in or continuation in a job will be based on the same consideration that governs all employment decisions, the employee's ability to satisfactorily perform the essential duties of the job in question.

Reporting Procedure

If you have a pregnancy-related question, complaint, or problem, you should relate such questions, complaint or problem to your immediate supervisor.

If you feel uncomfortable doing so or if your supervisor is the source of the problem, condones the problem, or ignores the problem, report to your supervisor's supervisor or lead contact, other contact, Vice President or President.

You are not required to directly confront the person who is the source of your report, question, or complaint before notifying any of those individuals listed.

CALYX & PISTILS INC. reserves the right to transfer the pregnant person to another position or department, at management's discretion.

Calyx & Pistils Inc.

Employee Handbook

406: Disability Discrimination

CALYX & PISTILS INC. prohibits, forbids, and does not tolerate discrimination against any qualified individual with a disability. A qualified individual with a disability is anyone who can perform the essential functions of the job with or without reasonable accommodation for his or her disability.

All qualified individuals with a disability are guaranteed the same employment opportunities as other employees or applicants. No person or employee, no matter his or her title or position, has the authority, expressed, actual, apparent or implied to discriminate against a qualified employee or applicant with a disability.

CALYX & PISTILS INC. will make all recruitment, placement, selection, training, hiring, advancement, discharge or other terms, conditions, or privileges of employment based on job-related qualifications and abilities.

CALYX & PISTILS INC. prohibits verbal, physical, or visual conduct that belittles or demeans any qualified individual with a disability.

Reasonable Accommodation - A disability is a physical or mental impairment that substantially limits one or more major life activities which may include caring for oneself, walking, seeing, speaking, or working. Any disabled employee or applicant who is otherwise qualified for a job but for his or her disability will be accommodated for his or her disability provided the accommodation is reasonable. What is considered a reasonable accommodation will be based on a case-by-case analysis. To make an accommodation request, please communicate your request to your immediate supervisor or lead contact, other contact,

Vice President or President

Reporting Procedure

If you have any questions, problems, or complaints regarding a violation of this policy, or disability discrimination in general, you must communicate your concerns to your immediate supervisor.

If you feel uncomfortable doing so, or if your supervisor is the source of the problem, condones the problem, or ignores the problem, report to your supervisor's supervisor or lead contact, other contact, Vice President or President.

You are not required to directly confront the person who is the source of your report, questions, or complaint before notifying any of these individuals listed.

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Employee Handbook

407: Concealed Weapons Policy

CALYX & PISTILS INC. strictly prohibits and does not tolerate weapons at CALYX & PISTILS INC. facilities, on CALYX & PISTILS INC. property, or at any CALYX & PISTILS INC.-sponsored event.

Weapons include visible and concealed weapons, including those for which the owner has necessary permits. Weapons can include firearms, knives with a blade longer than three (3) inches, explosive materials, or any other objects that could be used to harass, intimidate, or injure another individual, employee, manager, or supervisor.

Workers who violate this policy may be subject to discipline up to and including termination.

Reporting Procedure

If you know of any employee possessing a weapon, you are encouraged to discuss your questions, problem, complaints, or reports with your immediate supervisor.

If you feel uncomfortable doing so, or if your supervisor is the source of the problem, condones the problem, or ignores the problem, report to your supervisor's supervisor or lead contact, other contact, Vice President or President.

You are not required to directly confront the person who is the source of your report, questions, or complaint before notifying any of those individuals listed.

Calyx & Pistils Inc.

Employee Handbook

408: Carelessness

CALYX & PISTILS INC. prohibits, forbids, and does not tolerate carelessness, substandard or hazardous work practices within its facility, on its property, or while conducting organization business.

CALYX & PISTILS INC. expects and demands that its employees perform their employment duties with care and attention to the customer, client, and citizen needs, to the safety and welfare of fellow workers, and to CALYX & PISTILS INC. quality standards and requirements. Employees who are careless or negligent in performing their job duties will be subject to discipline. Carelessness or negligent behavior or actions may result in discipline, up to and including immediate discharge. Employees who fail to respond to CALYX & PISTILS INC. efforts to correct carelessness may be subject to discipline, up to and including discharge.

Reporting Procedure

If you know of a careless or negligent act or behavior, you must report the act or behavior to your immediate supervisor.

If you feel uncomfortable doing so, or if your supervisor is the source of the problem, condones the problem, or ignores the problem, report to your supervisor's supervisor or lead contact, other contact, Vice President or President.

You are not required to directly confront the person who is the source of your report, question, or complaint before notifying any of those individuals listed.

Calyx & Pistils Inc.

Employee Handbook

409: Phone & Mail Systems Policy

Phone & Mail Systems

Personal use of telephones for outgoing calls, including local calls, is not permitted. Employees may be required to reimburse CALYX & PISTILS INC. for any charges resulting from personal use of the telephone.

The mail system is reserved for business purposes only. Employees should refrain from sending or receiving personal mail at the workplace.

To ensure effective telephone communications, employees should always use the approved greeting and speak in a courteous and professional manner. Please confirm information received from the caller, and hang up only after the caller has done so.

E-Mail Usage

Technology has created a new set of issues in our workplace regarding the use of e-mail. As a result, the following explains CALYX & PISTILS INC.'s policy on access to and disclosure of electronic mail messages sent or received by our employees who use the electronic mail system and on the proper use of the electronic mail system, generally. This policy may be changed at any time.

The electronic mail and other information systems of CALYX & PISTILS INC. are not to be used in a way that may be disruptive, offensive to others, or harmful to morale. There is to be no display or transmission of sexually explicit images, messages, cartoons, or any transmission or use of e-mail communications that contain ethnic slurs, racial epithets, or anything that may be construed as harassment or disparagement of others based on their race, national origin, sex, sexual orientation, age, disability, religious, political beliefs, or any other characteristic protected by law. Violation of this policy will result in appropriate disciplinary action.

Employees should use the information systems for CALYX & PISTILS INC. business only. The e-mail system should not be used to solicit or address others for commercial ventures, religious or political causes, outside organizations, or other non-job-related solicitations. All messages are CALYX & PISTILS INC. records. CALYX & PISTILS INC. reserves the right to access and disclose all messages sent over its electronic system for any purpose. For privacy reasons, employees should not attempt to gain access to another employee's personal file of e-mail messages without the latter's expressed permission. However, CALYX & PISTILS INC. management reserves the right to enter an employee's e-mail files whenever there is a business need to do so.

All messages reflect CALYX & PISTILS INC. INC's image. They should be composed in a professional manner that is similar to messages sent on CALYX & PISTILS INC. letterhead. Employees should keep in mind that electronic use files are subject to discovery and may subsequently be used in litigation involving CALYX & PISTILS INC. or the employee. Therefore, it is expected that employee statements in electronic messages and files will reflect favorably on CALYX & PISTILS INC. and on the employee.

Employees who observe violations of this email usage policy shall notify their immediate supervisor or shall report the violation to their lead contact, other contact, Vice President, or President.

Employees who violate this policy are subject to discipline, up to and including termination of employment.

Calyx & Pistils Inc.

Employee Handbook

410: Cell Phones

Personal use of cell phones at CALYX & PISTILS INC. is only allowed during break or lunch.

Company cell phones are to be used for business purposes only, both during and after working hours.

411: Internet Use

Internet use, on Company time, is authorized to conduct business only. Employees are authorized to access the Internet for personal use during breaks, in strict compliance with the other terms of this policy.

Company computer or other electronic equipment cannot be used to obtain, view or reach any pornographic, or otherwise immoral, unethical, hate or non-business related internet sites, including the streaming of music or media. Doing so can lead to disciplinary action up to and including termination of employment. Calyx & Pistils Inc. has the ability and right to monitor all internet usage. Employees who violate this policy are subject to discipline, up to and including termination of employment.

412: Theft and/or Diversion

Theft and/or Diversion will be grounds for dismissal. When an agent is dismissed for theft or diversion, the corporation will call local authorities prior to dismissal for security reasons. Calyx & Pistils Inc. monitors the security system and cameras in each department daily. Human resources will document said incident(s) and review with management. Local law enforcement authorities will review all security footage in question before a decision is made. The establishment agent will have to turn in their respective employee agent badge, remove any personal property from assigned locker and leave the facility. The corporation will, within one business day, contact the Cannabis Control Commission about the dismissal of an employee agent and request the agent badge be revoked.

Calyx & Pistils Inc. is a cultivation and wholesaler of recreational cannabis with no retail sales. Our facility is externally secured by electronic keypad entries with cameras at every entrance/exit and corners. All employees, managers, owners, executives, board members, and volunteers are subject to training for diversion of all types including diversion to minors. Employee diversion training is used to make aware of, observe, and report any unusual behavior in visitors or other employees that may indicate the potential for diversion of marijuana, marijuana products or any other company property which includes trade secrets and most importantly diversion to minors. There is a no loitering policy on the property and strict limitations to who will be allowed inside the facility at any time.

Quality Control and Testing Procedures

Calyx & Pistils Inc. will adhere to the state law 935 CMR 500.160 Testing of Marijuana and Marijuana Products. Quality control starts with a clean, safe facility. Calyx & Pistils Inc. will maintain a clean facility starting with pest control methods for the outside of the facility. Our facility is designed and will be built by a professional company named Griffin in conjunction with Massachusetts licensed contractors. Within the facility, each room will have temperature and humidity controls. The mother/cloning room and the vegetative growth room will have grow lights, CO2 dosing and fans. The flowering canopy room will also include grow lights, drip irrigation, CO2 dosing, and fans. These production rooms must be maintained in a food grade sanitary state in order to be consistent with our products. Preventative maintenance will be used in all areas of the facility for bugs, pests, mold, mildew and any unforeseen circumstances.

All grow medium, water and all product batches will be tested by a state licensed laboratory in accordance with 935 CMR 500.160. Each product batch in the seed to sale program will be tested individually and reported to the state.

Employees will be trained, documented and signed off on procedures to ensure quality control at all times. Hair and beard nets, clean gloves and clean uniforms are a major part of preventative measures to reproduce consistent products.

Visitors to the facility will be required to put on a disposable clean suit, hair/beard netting to keep any dirt, debris, bugs, pollen and anything that could jeopardize any part of the facility or products.

Employees will be trained and responsible for maintaining a clean work environment, tools and equipment. On the job training will be continuous and cleaning schedules will be of the utmost importance.

Calyx & Pistils Inc. has engaged cultivation consultants(Griffin corp) with extensive experience in dispensary operations and deep expertise in indoor cultivation. The cultivation consultants have over 30 years of combined experience in the cultivation of various strains of medical grade marijuana. These growers are well versed in many methods of cultivation, including soil-grown, hydroponic, aeroponic and hydro-organic cultivation. Calyx & Pistils Inc. will utilize proven, cutting-edge techniques and equipment to produce many strains of high quality medical grade marijuana in a clean, efficient manner.

Through its consulting partners, Calyx & Pistils Inc. has access to a wealth of knowledge in design, build-out and management of high yield indoor gardens. The implementation of best practices coupled with high efficiency growing techniques will result in maximum yield per plant, reducing the need for excessive plant counts and the consumption of resources and manpower associated with traditional large scale cultivation. Reducing the organization's carbon footprint, waste of resources and

additional labor costs associated with typical large-scale cultivation translates into better efficiency and more affordable product for patients and customers. The use of LED lights and shelf racking reduces the space needed for cultivation, producing savings on labor and utilities. Ultimately, this leads to more efficient cultivation.

All product grown at Calyx & Pistils Inc. will be grown utilizing natural fertilizers and pest control products. No toxic pesticides will ever be introduced to plants at the facility. Prevention of mold and other biological contaminants will be achieved through proper environmental control of the grow rooms, including air filtration and air movement.

The grow rooms at Calyx & Pistils Inc. will utilize T-5 fluorescent, LED lighting to replicate the natural light of the sun. Carbon dioxide enrichment will be employed to increase photosynthesis and improve yield. HEPA filtration in the rooms will eliminate mold spores, preventing mold growth on plants. Air conditioning to assist lights will help keep temperatures in the optimal range to ensure an ideal environment for marijuana to grow. Environmental control is paramount to achieving the highest quality product. Temperature, humidity and carbon dioxide levels will be constantly monitored and controlled in real time. This guarantees the plants are grown from clone to harvest in ideal surroundings for marijuana. This translates to improved yield per plant, quality and potency of the finished product.

All air exhausted from the building will be carbon filtered and/or treated with ozone to eliminate any telltale odors from escaping the building. This is done so as to not draw unwelcome attention to the facility, and in the spirit of being a responsible neighbor to the community. The facility will strive to be as discreet as possible to avoid cultivation activities being discovered by the public.

Quality, safety and efficiency will always be paramount for producing cannabis. All cannabis cultivated at the facility will be thoroughly vetted both in-house and through third party lab analysis before being dispensed to patients. Strains with the greatest benefit will be grown utilizing best practices to ensure the highest quality is produced. Proven, real world techniques honed in cutting-edge grow rooms will be employed to maximize efficiency and guarantee timely harvests.

Calyx & Pistils Inc. will ensure that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:

- Well cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;

- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area. *935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives)*

Cultivation will be done in a “perpetual” harvest, ensuring a steady, manageable supply of product for our registered patients. Limiting the amount of plants grown per week will also enhance flexibility in strain selection, meaning strains can be more easily added or deleted depending on consumer demand. Calyx & Pistils Inc. believes that the knowledge and experience of its cultivation consultants will allow for the production of fully organic, safe, and effective products for consumers. Best practices employed from clone to harvest will dramatically increase the quality and effectiveness of the marijuana, while eliminating the possibility of crop failure.

All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified in 105 CMR 300.000.

Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:

- Maintaining adequate personal cleanliness; and
- Washing hands appropriately. *935 CMR 500.105(3)*

Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. *935 CMR 500.105(3)*

There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. *935 CMR 500.105(3)*

Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. t to *935 CMR 500.105(12)*. *935 CMR 500.105(3)*

Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*

All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*.

All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. *935 CMR 500.105(3)*

Water supply shall be sufficient for necessary operations. *935 CMR 500.105(3)*

Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. *935 CMR 500.105(3)*

The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3) 12*

Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*

No marijuana may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratory. *935 CMR 500.140(9)*

The establishment shall notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary. *935 CMR 500.160(2)*

Record Keeping Procedures

Calyx & Pistils Inc. shall maintain their records in accordance with generally accepted accounting principles. *935 CMR 500.105(9)*. For production, Calyx & Pistils Inc. will, by law, implement a seed-to-sale tracking system. This seed-to-sale system implemented with quickbooks will ensure all production and office transactions are recorded and backed up on a server. Production will have the hardware stations and remote handheld scanners for all processes to be documented in real time by each employee. Each employee will be trained, documented and signed off for use of the system.

Written inventory records will be maintained in compliance with *935 CMR 500.105(8)*; Written operating procedures shall be maintained as required by *935 CMR 500.105(1)*. *935 CMR 500.105(9)*

Seed-to-Sale tracking will be used for reporting to the State thru the Metrc reporting system keeps live inventories at all times through the process. *935 CMR 500.105(8)(e)*. *935 CMR 500.105(9)*

Administration: The Executive Office/Financial Office will be locked and secured at all times. Only employees with the proper clearance will be allowed in this sensitive area.

Business administration and recordkeeping will be administered using Quickbooks software. Business records, which shall include manual or computerized records of:

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products.
5. Employee Records
6. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
7. (f) Waste disposal records as required under *935 CMR 500.105(12)*; and
8. (g) Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the corporation.

The following personnel records shall be maintained:

- • Job descriptions for each agent;
- • A personnel record for each agent.
- • A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- • Personnel policies and procedures; and
- • All background check reports obtained in accordance with 935 CMR 500.030.
935 CMR 500.105(9)

Qualifications and Training

President: William Fontaine

William Fontaine has a strong educational background. He has a Bachelors of Science Degree in Elementary Education from Westfield State College, a Masters Degree in Educational Leadership and Administration from Westfield State College. He also has a second Masters Degree in Education from Walden University.

William had been a registered caregiver in Massachusetts until the laws changed. As a caregiver he was allowed to grow and supply medical marijuana to clients holding a registered medical marijuana card in the state of Massachusetts. After the state law changed, William was able to continue to grow quality medical grade marijuana under the new recreational laws. During this time, his skills and knowledge of the growing and harvesting process have grown considerably. William brings strong leadership, organizational and management skills to Calyx and Pistils Inc.

William has been teaching for the last twenty-five years in Suffield Ct. During his tenure he has been nominated, by his peers, for Teacher of the Year 4 times. For fifteen years he was in charge of organizing and coordinating the Summer Enrichment Programs through the Park and Recreation Department for the town of Suffield. He was a member of the district's social studies committee that wrote the district's social studies curriculum. He also wrote the reading and writing curriculum that is currently being used in grades three through five. He taught first grade for eight years where he served as team leader. He taught second grade for four years where he also served as team leader. He taught third grade for nine years, fourth grade for one year and is currently teaching his third year in fifth grade.

For eight years, starting in 1994, William spent weekends working at Berkshire Brewing Company. During this time, he learned the various stages of manufacturing beer and the importance of quality control. William also served as a representative for Berkshire Brewing at public tastings and festivals throughout the state.

Qualifications:

Leadership	Administration
Management	Cultivation
Manufacturing/Production	Education/Training

Treasurer: Christopher Lalli

Christopher Lalli was raised in a manufacturing/production oriented family who's father started Ebtec Corp. in Agawam mass in the late 60's. Ebtec was a cutting edge welding company that specialized in electron beam welding and was the first company in the eastern seaboard to use lasers for industrial purposes. Christopher started Berkshire Brewing Company Inc. in 1994 with one partner and several stockholders. He built the brewery with his partner from the ground up. With a homemade brewing system built upon the brewing style that

Christopher developed as a home brewer, Berkshire brewing company has grown into an organization of 65+ personnel and an annual output of 23,000 barrels of freshly brewed beer over

the last 20 years at the time he left. Self-distribution in 3 states and distributor sales in 3 more New England states, Berkshire Brewing Company has reached a gross sales level of 8 million dollars annually. Berkshire Brewing Company Inc. opened distribution warehouses in Oxford, MA, Enfield, CT, Stratford, CT, and Westerly, Rhode Island. This experience from building a multi-million dollar business from the ground up has been rewarding in many ways. Christopher has experience ranging from Federal and State alcohol licensing to tax preparation and payment of excise taxes on manufacturing of malt beverages.

Federal label approval and quality control experience add to the extensive experience Christopher has had in the alcohol industry. Christopher developed many of the formulas of the fine products that Berkshire Brewing Company produces to this day. Berkshire Brewing Company Inc. is a successful leader in the New England beer market and has much respect from brewers across the country.

Christopher will bring his extensive production, manufacturing, quality control and business skills to Calyx & Pistils Inc. along with the growing of medical grade cannabis starting with the new laws allowing caretakers to grow and administer medical marijuana to patients until the updated laws changed. After laws regarding caretakers changed, the recreational home cultivation allowed growing in Massachusetts to continue.

Qualifications:

Business ownership	Leadership
Administration	BOD/Officer/Management
Cultivation	Manufacturing/Production
State and Federal Licensing	State and Federal Excise Tax reporting
State and Federal Operating Reports	

Employee Training Packets:

All Employees:

- 1.) Employee Handbook/Company Policies
- 2.) Emergency Training Protocols
 - a. Fire
 - b. Injuries
 - c. Security
 - d. Disaster
- 3.) Product Handling/Food Safety Training

Job Specific:

- 4.) Cultivation
- 5.) Harvest
- 6.) Curing
- 7.) Drying
- 8.) Packaging
- 9.) Shipping
- 10.) Receiving

Job Positions at Calyx & Pistils Inc.:

- a. Executive Administration
- b. Administration
- c. President/Operations Manager
- d. Treasurer/CFO
- e. Cultivation Manager
- f. Cultivators
- g. Process Manager
- h. Processors
- i. Packaging/Shipping/Receiving Manager
- j. Packaging/Shipping/Receiving

Calyx & Pistils Inc. will ensure that employees are trained on job specific duties prior to performing job functions. *935 CMR 500.105(2)*

Calyx & Pistils Inc. will ensure that employees receive a minimum of eight (8) hours of ongoing training annually. *935 CMR 500.105(2)*

All current owners, managers, and employees shall complete the Responsible Vendor Program after July 1, 2019 or when available. *935 CMR 500.105(2)*

All new employees shall complete the Responsible Vendor Program within 90 days of being hired. *935 CMR 500.105(2)*

Responsible Vendor Program documentation must be retained for four (4) years. *935 CMR 500.105(2)*

Diversity Plan

In accordance with 935 CMR 500.101(C)8k, Calyx & Pistils Inc. will be a small cultivation facility with 8-16 employees which includes management and executives. Veterans, minorities, women, persons with disabilities, and LGBTQ+ orientations are qualified and encouraged to apply for employment at Calyx & Pistils Inc. Our diversity plan focuses on hiring and maintaining a diverse workforce (at least 40% total company) and maintaining 20% of the management positions from the diverse workforce group. The progress or success of our plan will be documented one year from provisional licensure, and each year thereafter. Any actions taken, or programs instituted, by Calyx & Pistils Inc. will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. The Calyx & Pistils Inc. plan 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 Marijuana Establishments.

Goals:

1. Hire a team of employees consisting of at least 5% veterans, 10% minorities, 15% women, 5% persons with disabilities, and 5% people of LGBTQ+ orientations.
2. Calyx & Pistils Inc. will try and maintain 20% of the management positions for 2% veterans, 5% minorities, 5% women, 3% persons with disabilities, and 5% people of LGBTQ+ orientations.

Programs:

1. Calyx & Pistils Inc. will advertise employment opportunities quarterly in diverse publications within the areas of these groups as job opportunities arise. Publications including Masshire Springfield/Holyoke Career Center, Western Mass Employment Collaborative, Massachusetts Veterans Service Officers Association Inc.
2. Calyx & Pistils Inc. will give promotions within the company for both regular and management positions if possible and advertise for the vacant positions in the publications stated above.

Metrics:

1. Quarterly record the number of advertisements in diverse publications to maintain the percentage of the workforce (40%) that falls into the diverse category.

2. Quarterly record the number of individuals hired as a result of advertisement in diverse publications and/or as a result of employee recommendations vs total number of job positions available in the company (8-16 employees).
3. Quarterly review total staffing and determine what steps are necessary to maintain the diversity level of Calyx & Pistils Inc. at 40%.
4. Quarterly record the number of individuals within the diverse group that hold management and/or executive positions(30%) vs the total number of management and/executive positions available in the company.
5. Maintain records from the beginning of licensure for number of individuals from the above-referenced demographic groups who were:
 - a. Hired
 - b. Hired and Retained