



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283694
Original Issued Date: 11/20/2020
Issued Date: 11/20/2020
Expiration Date: 11/20/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Caroline's Cannabis, LLC

Phone Number: 774-243-0323 Email Address: caroline@carolinescannabis.com

Business Address 1: 4 Charlesview Road

Business Address 2:

Business City: Hopedale

Business State: MA

Business Zip Code: 01747

Mailing Address 1: PO Box 175

Mailing Address 2:

Mailing City: Douglas

Mailing State: MA

Mailing Zip Code: 01516

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: 100

Percentage Of Control: 100

Role: Owner / Partner

Other Role:

First Name: Caroline

Last Name: Frankel

Suffix:

Gender: Female

User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Caroine

Last Name: Frankel

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$315000 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Caroline

Last Name: Frankel

Suffix:

Marijuana Establishment Name: Caroline's Cannabis, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 2

First Name: Caroline

Last Name: Frankel

Suffix:

Marijuana Establishment Name: Caroline's Bud Delivery, LLC

Business Type: Other

Marijuana Establishment City: Uxbridge

Marijuana Establishment State:
MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 4 Charlesview Road

Establishment Address 2:

Establishment City: Hopedale

Establishment Zip Code: 01747

Approximate square footage of the establishment: 3400

How many abutters does this property have?: 15

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	CC-HCA Certification Form - signed.pdf	pdf	5f4119294fa1b607d3b60e78	08/22/2020
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Ordinances.pdf	pdf	5f471c0d3595ff084fed5ddf	08/26/2020

Community Outreach Meeting Documentation	Caroline's Cannabis-Community Outreach Mtg Docs.pdf	pdf	5f47f73cdaa09e087b89fceb	08/27/2020
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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	EforAll-Letter of Donation Acceptance.pdf	pdf	5f62cfeaa0ca7e1950fb4e18	09/16/2020
Plan for Positive Impact	CC-Plan to Postively Impact Disproportionately Harmed People Amended 9:21:20.pdf	pdf	5f69527fe4c06f07e61d03e2	09/21/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:
First Name: Caroline Last Name: Frankel 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
Department of Revenue - Certificate of Good standing	Caroline's Cannabis-2020 Certf. of Good Standing DOR.pdf	pdf	5f411dedf6d8f5082e4477ae	08/22/2020
Secretary of Commonwealth - Certificate of Good Standing	Caroline's Cannabis-2020 Certf.of Good Standing Secretary of the Commonwealth.pdf	pdf	5f411e483a4447086ca97e08	08/22/2020
Articles of Organization	Caroline's Cannabis-Articles of Organization.pdf	pdf	5f48553eb18f5e08358c838a	08/27/2020
Bylaws	Caroline's Cannabis-Operating Agreement.pdf	pdf	5f4858ef4fa1b607d3b61d9f	08/27/2020
Secretary of Commonwealth - Certificate of Good Standing	Caroline's Cannabis-Department of Unemployment Assistance 2020.pdf	pdf	5f622a370cc06411a2249b9a	09/16/2020

No documents uploaded

Massachusetts Business Identification Number: 001284542

Doing-Business-As Name: Caroline's Cannabis, LLC

DBA Registration City: Uxbridge

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Caroline's Cannabis-Plan for Obtaining Liability Insur..pdf	pdf	5f41355c3a4447086ca97e21	08/22/2020
Business Plan	Caroline's Cannabis,LLC-Business Plan-Hopedale.pdf	pdf	5f467d463595ff084fed5b7f	08/26/2020
Proposed Timeline	Caroline's Cannabis-Proposed Timeline for Operations (2).pdf	pdf	5f46816b943819084092587f	08/26/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Caroline's Cannabis-Plan for obtaining marijuana.pdf	pdf	5f46ba629438190840925a1a	08/26/2020
Restricting Access to age 21 and older	Caroline's Cannabis-Restricting Access to Individuals 21 and Older.pdf	pdf	5f46bc631e17f807ff96b2f3	08/26/2020
Prevention of diversion	Caroline's Cannabis-Plan to Prevent Diversion.pdf	pdf	5f46c0425fa28707f4582407	08/26/2020
Storage of marijuana	Caroline's Cannabis-Storage .pdf	pdf	5f46c1caf6d8f5082e448309	08/26/2020
Transportation of marijuana	Caroline's Cannabis-Transportation.pdf	pdf	5f46c2a05330a107b966d9c1	08/26/2020
Inventory procedures	Caroline's Cannabis-Inventory.pdf	pdf	5f46c3e87116b407de654e03	08/26/2020
Quality control and testing	Caroline's Cannabis-Quality Control & Testing Procedures.pdf	pdf	5f46c4ceb18f5e08358c7f30	08/26/2020
Personnel policies including background checks	Caroline's Cannabis-Personnel Policies.pdf	pdf	5f46c948daa09e087b89fa9c	08/26/2020
Record Keeping procedures	Caroline's Cannabis-Recordkeeping.pdf	pdf	5f46c9c0b18f5e08358c7f42	08/26/2020
Maintaining of financial records	Caroline's Cannabis-Maintenance of Financial Records.pdf	pdf	5f46ca8387ec2b07e9c522ed	08/26/2020
Qualifications and training	Caroline's Cannabis-Qulification and Intended Training.pdf	pdf	5f46d3b79438190840925a93	08/26/2020
Energy Compliance Plan	Caroline's Cannabis-Energy Compliance Plan.pdf	pdf	5f46d4433595ff084fed5d7e	08/26/2020
Dispensing procedures	Caroline's Cannabis-Dispensing Procedures.pdf	pdf	5f529a687b6e50246854fc3b	09/04/2020
Security plan	Caroline's Cannabis-Security Plan Amended.pdf	pdf	5f6370809bb9f307992864f2	09/17/2020
Diversity plan	Caroline's Cannabis-Amended Diversity Plan 9:21:20.pdf	pdf	5f695611be635707e886b2fc	09/21/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

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 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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 11:00 AM	Monday To: 7:00 PM
Tuesday From: 11:00 AM	Tuesday To: 7:00 PM
Wednesday From: 11:00 AM	Wednesday To: 7:00 PM
Thursday From: 11:00 AM	Thursday To: 7:00 PM
Friday From: 11:00 AM	Friday To: 7:00 PM
Saturday From: 11:00 AM	Saturday To: 7:00 PM
Sunday From: 11:00 AM	Sunday To: 7:00 PM

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Caroline's Cannabis, LLC

2. Name of applicant's authorized representative:

Caroline Frankel

3. Signature of applicant's authorized representative:

Caroline Frankel

4. Name of municipality:

Town of Hopedale, MA

5. Name of municipality's contracting authority or authorized representative:

Brian Keyes



6. Signature of municipality’s contracting authority or authorized representative:

Brian R Keyes
Brian R Keyes (Jul 28, 2020 12:10 EDT)

7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

bkeyes@hopedale-ma.gov

8. Host community agreement execution date:

July 24, 2020








CC-HCA Certification Form

Final Audit Report

2020-07-28

Created:	2020-07-28
By:	Diana Schindler (DSchindler@hopedale-ma.gov)
Status:	Signed
Transaction ID:	CBJCHBCAABAAAttyX2Mub6Qq3ayGuVkkstgLenu2Ef665

"CC-HCA Certification Form" History

-  Document created by Diana Schindler (DSchindler@hopedale-ma.gov)
2020-07-28 - 1:53:29 PM GMT- IP address: 100.0.72.3
-  Document emailed to Brian R Keyes (bkeyes@hopedale-ma.gov) for signature
2020-07-28 - 1:55:00 PM GMT
-  Email viewed by Brian R Keyes (bkeyes@hopedale-ma.gov)
2020-07-28 - 2:07:45 PM GMT- IP address: 107.77.225.174
-  Document e-signed by Brian R Keyes (bkeyes@hopedale-ma.gov)
Signature Date: 2020-07-28 - 4:10:45 PM GMT - Time Source: server- IP address: 66.31.188.121
-  Signed document emailed to lmercier@hopedale-ma.gov, Diana Schindler (DSchindler@hopedale-ma.gov) and Brian R Keyes (bkeyes@hopedale-ma.gov)
2020-07-28 - 4:10:45 PM GMT

Caroline's Cannabis, LLC
Application# MRN283694

Plan to Remain Compliant with Local Ordinances

Caroline's Cannabis proposed Retail Marijuana Establishment is located at 4 Charlesview Rd, Hopedale in the Commercially-Zoned district. In accordance with the Hopedale Zoning Bylaw 12.12 Retail Marijuana Establishments are allowed to locate and operate in the Town of Hopedale in Commercial Zones with a Special Permit. Caroline's Cannabis, LLC is currently in the process of obtaining a Special Permit from Hopedale Planning Board. Store location is not within 500 ft. of any school (grades K-12).

Hopedale Board of Selectman voted unanimously to authorize the town manager to enter into a Host Community Agreement with Caroline's Cannabis, LLC. On July 24, 2020, Caroline's Cannabis, LLC entered into a Host Community Agreement with the Town of Hopedale, MA, and obtained the signed Host Community Agreement Certification Form approved by Brian Keyes-Chairman Hopedale Board of Selectman.

Caroline's Cannabis has thoroughly reviewed all local codes, ordinances and bylaws as they apply to the physical address of the proposed Retail Marijuana Establishment, and in consultation with attorney and advisors determined that the physical address for the proposed Retail Marijuana Establishment is in compliance with local codes, ordinances and bylaws. Caroline's Cannabis will work with appropriate authorities in Hopedale in order to secure the necessary permits to begin operations at 4 Charlesview Rd.



TOWN OF HOPEDALE

78 Hopedale Street - P.O. Box 7
Hopedale, Massachusetts 01747

Tel: 508-634-2203 X215 Fax: 508-634-2200
www.hopedale-ma.gov
Email: lpedroli@hopedale-ma.gov

Lisa M. Pedroli

Town Clerk
Notary Public
Burial Agent

TOWN BULLETIN – 2019

Notice is hereby given under provisions of G.L. Chapter 40 Section 32, that the Attorney General approved the amendment to the Zoning By-Laws of the Town voted under Article 21 of the Annual Town Meeting of May 21, 2019 on September 20, 2019.

Said By-Law with said approval (attached) has been posted by me this date in the Town Hall, Hopedale Post Office, Bancroft Memorial Library, Police Station and Fire Station.

Lisa M. Pedroli
Hopedale Town Clerk

September 24, 2019



THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL

CENTRAL MASSACHUSETTS DIVISION
10 MECHANIC STREET, SUITE 301
WORCESTER, MA 01608

MAURA HEALEY
ATTORNEY GENERAL

(508) 792-7600
(508) 795-1991 fax
www.mass.gov/ago

September 20, 2019

Lisa M. Pedroli, Town Clerk
Town of Hopedale
78 Hopedale Street
Hopedale, MA 01747

REVIEWED

By Lisa M. Pedroli at 2:18 pm, Sep 23, 2019

Re: Hopedale Annual Town Meeting of May 21, 2019 -- Case # 9570
Warrant Article # 21 (Zoning)
Warrant Article # 4 (General)

Dear Ms. Pedroli:

Articles 4 and 21 - We approve Articles 4 and 21 from the May 21, 2019 Hopedale Annual Town Meeting.¹

Note: Pursuant to G.L. c. 40, § 32, neither general nor zoning by-laws take effect unless the Town has first satisfied the posting/publishing requirements of that statute. Once this statutory duty is fulfilled, (1) general by-laws and amendments take effect on the date these posting and publishing requirements are satisfied unless a later effective date is prescribed in the by-law, and (2) zoning by-laws and amendments are deemed to have taken effect from the date they were approved by the Town Meeting, unless a later effective date is prescribed in the by-law.

Very truly yours,

MAURA HEALEY
ATTORNEY GENERAL

Nicole B. Caprioli

By: Nicole B. Caprioli
Assistant Attorney General
Municipal Law Unit
10 Mechanic Street, Suite 301
Worcester, MA 01608
(508) 792-7600 ext. 4418

cc: Town Counsel Lauren Goldberg

¹ The posted and published planning board hearing notices for Article 21 did not include a statement where the text (and map, if any) of the proposed amendment may be inspected. This statement is required pursuant to G.L. c. 40A, § 5. However, the notices included the exact text of the by-law amendment. Therefore, we approve the zoning by-law amendments adopted under Article 21.

Form #2
Submission #2



TOWN OF HOPEDALE

78 Hopedale Street - P.O. Box 7
Hopedale, Massachusetts 01747

Tel: 508-634-2203 X215 Fax: 508-634-2200

Email: lpedroli@hopedale-ma.gov

Lisa M. Pedroli
Town Clerk
Notary Public

June 10, 2019

To Whom It May Concern:

This is to certify that the Annual Town Meeting of the Town of Hopedale was held on May 21, 2019 at the Dennett Auditorium of the Junior Senior High School in Hopedale MA. The meeting was called to order at 7:15 PM with three hundred ninety-four (394) registered voters recorded as present (a quorum being fifty (50) registered voters). The following action took place:

Article 21: To see if the Town will vote to amend Zoning Bylaw: Section 12.12, Non -Medical Marijuana Retailers Section 12.12, Non-Medical Marijuana Retailers. Marijuana retailers, as defined for purposes of G.L. c.94G, §1, shall be prohibited from locating and operating in the Town of Hopedale in any zone other than Industrial, Light Industrial, Commercial Special Permit required.

Russell Bogartz, Citizens Petitioner, moved to amend the Zoning Bylaw: Section 12.12, Non - Medical Marijuana Retailers, by inserting the following underlined language:

Marijuana retailers, as defined for purposes of G.L. c.94G, §1, shall be prohibited from locating and operating in the Town of Hopedale in any zone other than Industrial, Light Industrial, and Commercial zones, and subject to a special permit.

And, further, in Section 11.3 of the Zoning Bylaw, in the section entitled "Commercial Uses" and the row entitled, "Non-medical marijuana retailer", to delete in the Commercial Zone column the letter "N" and insert in place thereof the designation of "SP".
The motion was seconded and carried 2/3 majority.

Lisa M. Pedroli

A True Copy, ATTEST
Town Clerk

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): 8/19/20
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

a. Date of publication:

8/5/20

b. Name of publication:

Milford Daily News

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

a. Date notice filed:

8/24/20

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

8/10/20

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Caroline's Cannabis, LLC

Name of applicant's authorized representative:

Caroline Frankel

Signature of applicant's authorized representative:

Caroline Frankel



at this Court before: 10:00 a.m. on the return day of 09/02/2020.

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

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

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

WITNESS, Hon. Patricia Gorman, First Justice of this Court

Date: July 26, 2020

Patrick W McDermott
Register of Probate

AD#13904857
MDN 8/5/20

**EASTWOOD ESTATE
LEGAL NOTICE
Commonwealth of
Massachusetts
The Trial Court
Probate and Family Court
Norfolk Probate and Family
Court
35 Shawmut Road
Canton, MA 02021
(781) 830-1200
Docket No. NO20P1648EA
CITATION ON PETITION
FOR
FORMAL ADJUDICATION**

Estate of: Paul F Eastwood

Date of Death: 06/08/2020

To all interested persons:

A Petition for Formal Adjudication of Intestacy and Appointment of Personal Representative has been filed by Heidi M Eastwood of Franklin MA requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that: Heidi M Eastwood of Franklin MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney

AD#13904818
MDN 8/5/20

**MARIJUANA
LEGAL NOTICE OF
COMMUNITY OUTREACH
MEETING REGARDING AN
ADULT-USE RETAIL
MARIJUANA
ESTABLISHMENT**

**CAROLINE'S CANNABIS,
LLC.
4 CHARLESVIEW ROAD,
HOPEDALE,**

MASSACHUSETTS 01747

Notice is hereby given that Caroline's Cannabis, LLC, of 640 Douglas Street, Uxbridge, Massachusetts will conduct a virtual web-based Community Outreach Meeting on the following matter on August 19, 2020 at 7:00 pm via YouTube Live. Caroline's Cannabis, LLC, will be applying for an Adult-Use Retail Marijuana Establishment License, siting a location at 4 Charlesview Road, Hopedale, Massachusetts.

Information presented at the community outreach meeting will include, but not be limited to: 1. The type of adult-use Marijuana Establishment to be located at the proposed address; 2. Information adequate to demonstrate that the proposed Adult-use Marijuana Establishment location will be maintained securely; 3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors; 4. A plan by the Marijuana Establishment to positively impact the community; and 5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Community members will be permitted, and are encouraged, to ask questions via online chat, and receive answers from representatives of Caroline's Cannabis, LLC, to be broadcasted live.

Virtual Community Outreach Meeting can be accessed at: <https://youtu.be/OdKPHP9Zvco>

A copy of this notice is on file with the Town Clerk, the Board of Selectmen's office, and the Planning Department, all located at the Hopedale Town Hall, 78 Hopedale Street, Hopedale, MA 01747, and copy of this Notice was mailed 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.

Caroline's Cannabis, LLC.

AD#13905070
MDN 8/5/20

Whether you're looking for
the right job or
looking to fill a job
Jobs
will get the job done.
wickedlocaljobs.com

www.uptonma.gov.

AD#13905040
MDN 8/5, 8/12/20

Looking to Get Fit This Year?



Find a personal trainer.

Check out the
Service Directory
in Community
Classifieds today.
From therapists
and trainers to
landscapers and
painters, the
service directory
is the best service
to find local
professionals.

communityclassifieds

To place an ad
call 1-800-624-SELL

Marcelo Suarez-Orozco wrote a lengthy letter to UMass Boston faculty, staff and students to kick off his tenure, announcing that he would create a new leadership position on the campus aimed at improving the educational experience for Black students.

By announcing the new special adviser to the chancellor for Black life at UMass Boston, Suarez-Orozco immediately targeted equity as a top priority on one of the most diverse public campuses in the state, albeit one that will be without students this fall since it is offering only remote classes.

"The Special Advisor will work with me and my leadership team as we commit to create new structures and to develop new codified and customary practices purposefully designed to put UMass Boston at the forefront of excellence, engagement, and relevance on racial justice, equity, diversity, and inclusion," he wrote. "A call for nominations and additional details will be forthcoming following the completion of constituent discussion."

Suarez-Orozco also told the campus that he and his wife, Carola, together launched a new scholarship fund in honor of George Floyd, an unarmed Black man who died after a white Minneapolis police officer knelt on his neck during an arrest for more than eight minutes.

The couple seeded the George Floyd Honorary Scholarship Fund with \$50,000 of their own money, and Suarez-Orozco said additional donors have added more than \$100,000 to the scholarship "to

suarez, was seen as a surprise, especially as UMass Boston's next top leader in February.

He started Monday amid a time of upheaval nationally and, specifically, in higher education. Colleges and universities are reeling from the effects of the COVID-19 pandemic, facing budget gaps and questions over how to safely plan for a fall semester amid the ongoing public health crisis.

The new chancellor said his first official action will be to communicate with various communities on how UMass Boston can offer the best learning environment possible while mitigating "the malignant effects of the COVID pandemic, its calamitous wake on the economy, and the budgetary undertow we all face moving forward."

UMass Boston trimmed about \$34 million from its original fiscal year 2021 budget, more than half of which came with workforce impacts such as layoffs, furloughs or leaving positions vacant, according to budget documents.

Overall, the UMass system faced a \$264 million budget gap amid the pandemic, and trustees opted to support cutting some jobs while keeping tuition frozen to lessen the strain on families and keep the schools an attractive option while state tax revenues - an integral part of their budget - crater.

Suarez-Orozco also gestured toward a new nationwide reckoning with centuries of racism, warning that "systemic racism, hatred, and police brutality stand in complete opposition to a humane civilization and to the elemental requirements for the practice of democratic citizenship."

"The Special Advisor will work with me and my leadership team as we commit to create new structures and to develop new codified and customary practices purposefully designed to put UMass Boston at the forefront of excellence, engagement, and relevance on racial justice, equity, diversity, and inclusion."

UMass Boston Chancellor Marcelo Suarez-Orozco

LEGAL NOTICE

TOWN OF FRANKLIN
BYLAW AMENDMENT 20-855
CHAPTER 82, MUNICIPAL SERVICE FEES
BYLAW TO AMEND THE CODE OF THE
TOWN OF FRANKLIN AT CHAPTER 82

BE IT ENACTED BY THE FRANKLIN TOWN COUNCIL THAT: Chapter 82 of the Code of the Town of Franklin, entitled "fees" is hereby amended at Appendix B, as follows:

Appendix B List of Service Rates

Effective for bills issued after September 30, 2020 Water Usage rates shall be as follows:

CCF	Water Usage Rate 06-30-18	Water Usage Rate 9-30-20	Water Usage Rate 06-30-21
0-15	\$6.75	\$6.33	\$6.96
16-40	\$6.45	\$6.66	\$7.33
41+	\$7.10	\$7.81	\$8.59

This bylaw shall become effective according to the provisions outlined in the Franklin Home Rule Charter. Voted: 7 29 20. Passed: Yes 9.

Teresa M. Burr, CMC Franklin Town Clerk.

Attachment A

Legal Notices

JEONG ESTATE
LEGAL NOTICE
Commonwealth of
Massachusetts
The Trial Court
Worcester Probate and
Family Court
225 Main Street
Worcester, MA 01608
Docket No. WO20P1878GD
CITATION GIVING NOTICE
OF PETITION FOR
APPOINTMENT OF
GUARDIANSHIP FOR
INCAPACITATED PERSON
PURSUANT TO G.L. c. 190B,
5-304 & 5-405

In the matter of: Katherine J Jeong

Of: Mendon, MA

RESPONDENT
Alleged Incapacitated Person

To the named Respondent and all other interested persons, a petition has been filed by Haixing Wang of Sudbury MA in the above captioned matter alleging that Katherine J Jeong is in need of a Guardian or other protective order and requesting that Haixing Wang of Sudbury MA and Kevin G Coleman of Sudbury MA (or some other suitable person) be appointed as Guardian to serve Without Surety on the bond.

The petition asks the court to determine that the Respondent is incapacitated, that the appointment of a Guardian is necessary, and that the proposed Guardian is appropriate. The petition is on file with this court and may contain a request for certain specific authority.

You have the right to object to this proceeding. If you wish to do so, you or your attorney must file a written appearance at this court on or before 10:00 A.M. on the return date of 09/08/2020. This day is NOT a hearing date, but a deadline date by which you have to file the written appearance if you object to the petition. If you fail to file the written appearance by the return date, action may be taken in this matter without further notice to you. In addition to filing the written appearance, you or your attorney must file a written affidavit stating the specific facts and grounds of your objection within 30 days after the return date.

IMPORTANT NOTICE

The outcome of this proceeding may limit or completely take away the above-named person's right to make decisions about personal affairs or financial affairs or both. The above-named person has the right to ask for a lawyer. Anyone may make this request on behalf of the above-named person. If the above-named person cannot afford a lawyer, one may be appointed at State expense.

WITNESS, Hon. Leilah H Keamy, First Justice of this

BOUCHARD ESTATE
LEGAL NOTICE
Commonwealth of
Massachusetts
The Trial Court
Probate and Family Court
Norfolk Probate and Family
Court
35 Shawmut Road
Canton, MA 02021
(781) 830-1200
Docket No. NO20P1672EA
CITATION ON PETITION
FOR
FORMAL ADJUDICATION

Estate of: Joyce M Bouchard

Date of Death: 05/30/2020

To all interested persons:

A Petition for Formal Probate of Will with Appointment of Personal Representative has been filed by Robert C Bouchard of Bellingham MA requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that: Robert C Bouchard of Bellingham MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of 09/02/2020.

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

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)

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

WITNESS, Hon. Patricia Gorman, First Justice of this Court

Date: July 26, 2020

Legal Notices

UPTON/ZBA/PUBLIC HEARING 8/19/20

LEGAL NOTICE

NOTICE IS HEREBY GIVEN in accordance with the Bylaws of the Town of Upton that the Upton Zoning Board of Appeals will hold the following public hearing on Wed., August 19, 2020 at 6:30 pm - Virtual Meeting*:

- Application of Michael White of 60 Main St for a variance for setbacks for a shed to be no bigger than 20 feet by 14 feet.

- Application of Thomas Ratay of 74 Fiske Mill Rd for a variance for setback for a shed roof addition off the existing garage. The home was built less than 50 feet from the property line.

- Application of Jessica and Eric Polselli of 135 Glen Ave for a special permit to demolish the preexisting nonconforming house that was destroyed in a fire and build a new house with the same setback allowances.

Application were filed with the Town Clerk's office and are available for review on the ZBA website: <https://www.uptonma.gov/zoning-board-appeals>.

Stedman Briggs, Chair
Zoning Board of Appeals

*Note: Meeting will be held remotely due to the COVID-19 emergency; information for remote participation will be available at: www.uptonma.gov.

AD#13905040
MDN 8/5, 8/12/20

ney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of 08/26/2020.

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

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)

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

WITNESS, Hon. Patricia Gorman, First Justice of this Court

Date: July 23, 2020

Patrick W McDermott
Register of Probate

AD#13904818
MDN 8/5/20

MARIJUANA
LEGAL NOTICE OF
COMMUNITY OUTREACH
MEETING REGARDING AN
ADULT-USE RETAIL
MARIJUANA
ESTABLISHMENT

CAROLINE'S CANNABIS,
LLC.
4 CHARLESVIEW ROAD,
HOPEDALE,
MASSACHUSETTS 01747

Notice is hereby given that Caroline's Cannabis, LLC. of 640 Douglas Street, Uxbridge, Massachusetts will conduct a virtual web-based Community Outreach Meeting on the following matter on August 19, 2020 at 7:00 pm via YouTube Live. Caroline's Cannabis, LLC. will be applying for an Adult-Use Retail Marijuana Establishment License, siting a location at 4 Charlesview Road, Hopedale, Massachusetts.

Information presented at the community outreach meeting will include, but not be limited to: 1. The type of adult-use Marijuana Establishment to be located at the proposed address; 2. Information adequate to demonstrate that the proposed Adult-use Marijuana Establishment location will be maintained securely; 3. Steps to be taken by the Adult-use



UMass Boston Chancellor Marcelo that he would create a new leader aimed at improving the education students. [STATE HOUSE NEWS SERVICE]

Black life for UMass

New chancellor also seeds George Floyd scholarship fund

By Chris Lisinski
State House News Service

BOSTON - In his first day on the job Monday, new UMass Boston Chancellor Marcelo Suarez-Orozco warned that simultaneous crises pose "great threats" to equality and set his sights on working toward racial justice in higher education.

Suarez-Orozco wrote a lengthy letter to UMass Boston faculty, staff and students to kick off his tenure, announcing that he would create a new leadership position on the campus aimed at improving the educational experience for Black students.

By announcing the new special adviser to the chancellor for Black life at UMass Boston, Suarez-Orozco immediately targeted equity as a top priority on one of the most diverse public campuses in the state, albeit one that will be without students this fall since it is offering only remote classes.

"The Special Advisor will work with me and my leadership team as we commit to create new structures and to develop new codified and customary practices purposefully designed to put UMass Boston at the forefront of excellence, engagement, and relevance on racial justice, equity, diversity, and inclusion," he wrote. "A call for nominations and additional details will be forthcoming following the completion of constituent discussion."

Suarez-Orozco also told the campus that he and

Looking to Get Fit This Year?



Find a

RECEIVED

By Lisa M. Pedrolì at 2:56 pm, Aug 24, 2020

LEGAL NOTICE OF COMMUNITY OUTREACH MEETING REGARDING AN
ADULT-USE RETAIL MARIJUANA ESTABLISHMENT

CAROLINE'S CANNABIS, LLC.
4 CHARLESVIEW ROAD, HOPEDALE, MASSACHUSETTS 01747

Notice is hereby given that Caroline's Cannabis, LLC. of 640 Douglas Street, Uxbridge, Massachusetts will conduct a virtual web-based Community Outreach Meeting on the following matter on August 19, 2020 at 7:00 pm via YouTube Live. Caroline's Cannabis, LLC. will be applying for an Adult-Use Retail Marijuana Establishment License, siting a location at 4 Charlesview Road, Hopedale, Massachusetts.

Information presented at the community outreach meeting will include, but not be limited to:

1. The type of adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the proposed Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Community members will be permitted, and are encouraged, to ask questions via online chat, and receive answers from representatives of Caroline's Cannabis, LLC. to be broadcasted live.

Virtual Community Outreach Meeting can be accessed at:

<https://youtu.be/OdKPHP9Zvco>

A copy of this notice is on file with the Town Clerk, the Board of Selectmen's office, and the Planning Department, all located at the Hopedale Town Hall, 78 Hopedale Street, Hopedale, MA 01747, and copy of this Notice was mailed 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.

Caroline's Cannabis, LLC.

Caroline's Cannabis, LLC
Application# MRN283694

Attachment B

Attestation Narrative-Community Outreach Meeting

Prior to conducting Caroline's Cannabis' Community Outreach Meeting in Hopedale, MA on August 19, 2020, Caroline's Cannabis took the following steps: On August 3, 2020, Caroline's Cannabis, LLC sent an email to the Hopedale Municipal Authorities (including the Board of Selectman, Planning Board, Town Administrator, and Executive Assistant to the Town Administrator) that included, as an attachment, the Legal Notice of Community Outreach Meeting scheduled for August 19, 2020 at 7pm in the Town of Hopedale. It was our understanding that the Town Manager, Brian Keyes, conveyed this information to the Town Clerk for Hopedale, Lisa Pedroli. Additionally, notice of the meeting was published in the Milford Daily News on August 5, 2020. Unfortunately, Caroline's Cannabis overlooked obtaining an officially filed/stamped copy of the Legal Notice of Community Outreach Meeting from the Hopedale Town Clerk prior to conducting the meeting. Nevertheless, the Town Clerk had constructive notice of the meeting and the general public and other Town officials were provided actual notice. Upon realizing the oversight Caroline's Cannabis obtained an officially stamped copy of the notice on August 24, 2020 from the Town Clerk.

Documentation of the above is attached herewith.

Caroline's Cannabis-Legal Notice of Community Outreach Meeting

10 messages

Caroline Frankel <caroline@carolinescannabis.com>

To: Brian Keyes <bkeyes@hopedale-ma.gov>, lmercier@hopedale-ma.gov, DSchindler@hopedale-ma.gov, planningboard@hopedale-ma.gov

Mon, Aug 3, 2020 at 2:50 PM

Good Afternoon,

Caroline's Cannabis will be conducting a virtual web-based Community Outreach Meeting on August 19, 2020 at 7pm. Attached is the legal notice for the Towns records, and a copy of this notice is scheduled to be published in the Milford Daily News on 8/5/20.

Please let me know if you have any questions.

Thanks
Caroline

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

Attachment B

 Caroline's Cannabis-NOTICE OF COMMUNITY OUTREACH MEETING REGARDING (2).pdf

27K

Brian Keyes <bkeyes@hopedale-ma.gov>

To: Caroline Frankel <caroline@carolinescannabis.com>

Mon, Aug 3, 2020 at 3:25 PM

Love love love. :)

Sent from my iPhone

On Aug 3, 2020, at 2:50 PM, Caroline Frankel <caroline@carolinescannabis.com> wrote:

[Quoted text hidden]
<Caroline's Cannabis-NOTICE OF COMMUNITY OUTREACH MEETING REGARDING (2).pdf>

Caroline Frankel <caroline@carolinescannabis.com>

To: Brian Keyes <bkeyes@hopedale-ma.gov>

Mon, Aug 3, 2020 at 4:11 PM

Thanks Brian.
I have a great presentation prepared.

I need to pull a 300-ft abutters list as they appear on the most recent applicable tax list.
Who do you suggest I request that from??

Have a great night
C

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

[Quoted text hidden]

Brian Keyes <bkeyes@hopedale-ma.gov>

To: Caroline Frankel <caroline@carolinescannabis.com>

Mon, Aug 3, 2020 at 4:43 PM

I would expect nothing less from you. :)
I should be able to join no problem as well.
Ann Williams is now our Principal Assessor. Let her know I sent you.
508 634 2203. Ext 224.

Sent from my iPhone

On Aug 3, 2020, at 4:12 PM, Caroline Frankel <caroline@carolinescannabis.com> wrote:

[Quoted text hidden]

Caroline F <caroline@carolinescannabis.com>

To: lpedroli@hopedale-ma.gov

Mon, Aug 24, 2020 at 2:12 PM

Hi Lisa,


Attached is the Legal Notice of Community Outreach for the Town Clerks Records.

Thanks
Caroline

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

[Quoted text hidden]

 **Caroline's Cannabis-NOTICE OF COMMUNITY OUTREACH MEETING REGARDING (2).pdf**
27K

Lisa Pedroli <lpedroli@hopedale-ma.gov>
To: Caroline F <caroline@carolinescannabis.com>

Mon, Aug 24, 2020 at 3:01 PM

Hi,

Thanks so much for mailing this over, I will stamp it in with today's date.

Lisa

[Quoted text hidden]

Caroline F <caroline@carolinescannabis.com>
To: Lisa Pedroli <lpedroli@hopedale-ma.gov>

Mon, Aug 24, 2020 at 3:20 PM

Thanks Lisa.
Have a great night
[Quoted text hidden]
--
[Quoted text hidden]

Caroline F <caroline@carolinescannabis.com>
To: Nicholas Obolensky <nho@oblaws.com>

Mon, Aug 24, 2020 at 3:56 PM

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

----- Forwarded message -----
From: **Caroline Frankel** <caroline@carolinescannabis.com>
Date: Mon, Aug 3, 2020 at 2:50 PM
Subject: Caroline's Cannabis-Legal Notice of Community Outreach Meeting
To: Brian Keyes <bkeyes@hopedale-ma.gov>, <imercier@hopedale-ma.gov>, <DSchindler@hopedale-ma.gov>, <planningboard@hopedale-ma.gov>

[Quoted text hidden]

 **Caroline's Cannabis-NOTICE OF COMMUNITY OUTREACH MEETING REGARDING (2).pdf**
27K

Caroline F <caroline@carolinescannabis.com>
To: Lisa Pedroli <lpedroli@hopedale-ma.gov>

Wed, Aug 26, 2020 at 9:18 AM

Good Morning Lisa,

Can you please email me the stamped legal notice for my records.

Thanks
C

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

[Quoted text hidden]


Lisa Pedroli <lpedroli@hopedale-ma.gov>
To: Caroline F <caroline@carolinescannabis.com>

Wed, Aug 26, 2020 at 9:21 AM

Please let me know if you have any trouble with the attachment.

Thanks.

[Quoted text hidden]

 Caroline's Cannabis-NOTICE OF COMMUNITY OUTREACH MEETING REGARDING (2).pdf

33K

LEGAL NOTICE OF COMMUNITY OUTREACH MEETING REGARDING AN
ADULT-USE RETAIL MARIJUANA ESTABLISHMENT

CAROLINE'S CANNABIS, LLC.
4 CHARLESVIEW ROAD, HOPEDALE, MASSACHUSETTS 01747

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3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Community members will be permitted, and are encouraged, to ask questions via online chat, and receive answers from representatives of Caroline's Cannabis, LLC. to be broadcasted live.

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A copy of this notice is on file with the Town Clerk, the Board of Selectmen's office, and the Planning Department, all located at the Hopedale Town Hall, 78 Hopedale Street, Hopedale, MA 01747, and copy of this Notice was mailed 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.

Caroline's Cannabis, LLC.

Caroline's Cannabis, LLC
Application# MRN283694

Plan to Positively Impact Disproportionately Harmed People-Amended 9/21/20

Goals

Owner Caroline Frankel is an approved Social Equity Program Participant herself and is dedicated to empowering individuals in: defined areas of disproportionate impact, Commission-designated Economic Empowerment Priority applicants, Commissioned-designated Social Equity Program Participants, and Massachusetts residents who have past drug convictions. Caroline's Cannabis, LLC plans to focus its efforts to positively impact disproportionately harmed people, in the following ways:

- Direct Giving Donation Program (in defined area of disproportionate impact)
- Hiring Preference Program (40% of staff are Massachusetts residents who have past drug-convictions)
- Mentoring Program (for EE and SE applicants)

Programs

Direct Giving Donation Program- Although the closest defined area of disproportionate impact to the location of Caroline's Cannabis is Worcester, MA, Caroline's Cannabis has identified a non-profit organization that works in multiple cities, towns, and counties in Massachusetts that are defined as areas of disproportionate impact including Worcester. The organization, Entrepreneurship for All ("EforAll"), is a growing nonprofit organization that partners with communities to help under-represented individuals successfully start and grow a business. Caroline's Cannabis, through its Direct Giving Donation Program, plans on partnering with EforAll to provide targeted monetary donations and sponsorship to assist it with its mission to accelerate economic and social impact in communities through inclusive entrepreneurship. Caroline's Cannabis will make quarterly donations of \$2,000 to EforAll. Additionally, Caroline's Cannabis will coordinate efforts within Worcester, to positively affect problematic or underfunded issues facing the community on an ongoing basis.

Hiring Preference Program-

Caroline's Cannabis shall establish a preference for hiring Massachusetts residents who have past-drug convictions. Any interest or resumes from these individuals will be prioritized during the review process for job availabilities. In an effort to attract and engage previously under-represented well-qualified individuals, Caroline's Cannabis will annually host a free job fair located in Worcester County, which will also include educational seminar, and skilled-based training session. Material covered in educational

seminar will include: The MA regulated cannabis industry; The environment in which it operates; and Employment opportunities for MA residents who have past-drug convictions to get involved and explore careers. Skilled-base basic training session material will include: cannabis product overview, cannabis and its effects, understanding recreational sales, creating your resume, and preparing for interviews with cannabis companies. Caroline's Cannabis will communicate with local workforce development boards in Worcester County to identify and recruit potential employees seeking entry into the adult-use marijuana industry. Caroline's Cannabis shall post quarterly advertisements in the local newspaper, Worcester Telegram & Gazette, and employment search engine Indeed.com, stating that Caroline's Cannabis is specifically looking for Massachusetts residents who have past drug convictions for employment. Caroline's Cannabis will cover the financial cost for Agent Registration with the Cannabis Control Commission, and any associated fingerprinting and background check fees, which will serve to remove financial barriers for these applicants. When advertising available positions, Caroline's Cannabis will not impose unnecessary educational requirements that can create barriers to employment. Caroline's Cannabis shall hire 40% of its staff that are Massachusetts residents who have past-drug convictions.

3. Mentoring Program-Caroline's Cannabis is committed to mentoring eligible applicants seeking entry into the adult-use cannabis industry in Massachusetts. Specifically, Economic Empowerment Priority Applicants, and Social Equity Program Participants. Caroline's Cannabis welcomes the opportunity to empower, encourage, elevate, educate, support and promote these applicants so they can successfully and competently participate in the cannabis industry. Caroline's Cannabis recognizes that the most effective method for cannabis industry growth in the Commonwealth is about creating a fair and equal opportunity for cannabis businesses of all sizes, and one that supports economic empowerment and true diverse market participation. Mentoring is a great way to pay it forward and accelerate the development of future cannabis leaders. Furthermore, Caroline's relationship with the entrepreneurial incubator EforAll, which as mentioned above primarily services areas of disproportionate impact, shall serve as a pipeline for recruiting new entrants into the cannabis industry that come from area of disproportionate impact and who can truly benefit from Caroline's Cannabis' Mentoring Program. Caroline's Cannabis will mentor (1) Economic Empowerment Priority Applicant and (1) Social Equity Program Participant each year.

Measurement & Accountability

Caroline's Cannabis will responsibly maintain records of: donations, sponsorships, number of job-fair events per calendar year, number of attendees, subject matter of programs, program participants, program contacts, program results, employment applications, and letters of mentorship. Caroline's Cannabis will count the number of individuals hired that are Massachusetts residents who have past drug

convictions. This number will be assessed from the total number of individuals hired to ensure that 40% of all individuals hired fall within this goal. This information will be available for the Commission to review upon request. An annual analysis of the effectiveness of *the plan to positively impact disproportionately harmed people* will be conducted. If any results identifying areas for improvement are concluded, corrective action will be taken immediately.

Caroline's Cannabis acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments; and any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0693664320
Notice Date: July 31, 2020
Case ID: 0-000-930-524



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CAROLINE FRANKEL
CAROLINE'S CANNABIS, LLC
640 DOUGLAS ST
UXBRIDGE MA 01569-2001

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, CAROLINE'S CANNABIS, LLC 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



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

William Francis Galvin
Secretary of the
Commonwealth

July 29, 2020

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

CAROLINE'S CANNABIS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 7, 2017**.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
CAROLINE FRANKEL

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **CAROLINE FRANKEL, NICHOLAS OBOLENSKY**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **CAROLINE FRANKEL**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By: BOD

Corporations Division
Business Entity Summary

ID Number: 001284542

[Request certificate](#) [New search](#)

Summary for: CAROLINE'S CANNABIS LLC

The exact name of the Domestic Limited Liability Company (LLC): CAROLINE'S CANNABIS LLC		
Entity type: Domestic Limited Liability Company (LLC)		
Identification Number: 001284542		
Date of Organization in Massachusetts: 08-07-2017		
Last date certain:		
The location or address where the records are maintained (A PO box is not a valid location or address):		
Address: 640 DOUGLAS STREET		
City or town, State, Zip code, Country: UXBRIDGE, MA 01569 USA		
The name and address of the Resident Agent:		
Name: CAROLINE FRANKEL		
Address: 10 SMITH HILL WAY		
City or town, State, Zip code, Country: DOUGLAS, MA 01516 USA		
The name and business address of each Manager:		
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
In addition to the manager(s), the name and business address of the person(s) authorized to execute documents to be filed with the Corporations Division:		
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
SOC SIGNATORY	NICHOLAS BOLENSKY	128 DORRANCE ST., 6TH FLOOR PROVIDENCE, RI 02903 USA
The name and business address of the person(s) authorized to execute, acknowledge, deliver, and record any recordable instrument purporting to affect an interest in real property:		
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
<div>Consent</div> <div>Confidential Data</div> <div>Merger Allowed</div> <div>Manufacturing</div>		
View filings for this business entity:		
ALL FILINGS Annual Report Annual Report - Professional Articles of Entity Conversion Certificate of Amendment Certificate of Organization		
View filings		
Comments or notes associated with this business entity:		

[New search](#)



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

[Special Filing Instructions](#)

Certificate of Amendment

(General Laws, Chapter C)

Identification Number: 001284542

The date of filing of the original certificate of organization: 8/7/2017

1.a. Exact name of the limited liability company: CAROLINE'S CANNABIS LLC

1.b. The exact name of the limited liability company as amended, is: CAROLINE'S CANNABIS LLC

2a. Location of its principal office:

No. and Street: 640 DOUGLAS STREET
 City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

3. As amended, the general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THIS COMPANY IS ORGANIZED TO BE A GENERAL RETAIL ESTABLISHMENT, AS WELL AS A NY OTHER ACTIVITY IN WHICH A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS MAY LAWFULLY ENGAGE.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: WILFRED C. DRISCOLL, JR.
 No. and Street: 209 BEDFORD STREET, SUITE 201
 City or Town: FALL RIVER State: MA Zip: 02720 Country: USA

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
SOC SIGNATORY	NICHOLAS OBOLENSKY	128 DORRANCE ST., 6TH FLOOR PROVIDENCE, RI 02903 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

9. Additional matters:

10. State the amendments to the certificate:

PRINCIPAL OFFICE ADDRESS CHANGE. REMOVAL OF DUPLICATE MANAGER ENTRIES. GENERAL CHARACTER OF BUSINESS CHANGE. ADDITION OF PERSON AUTHORIZED TO EXECUTE DOCUMENTS FILED WITH CORPORATIONS DIVISION.

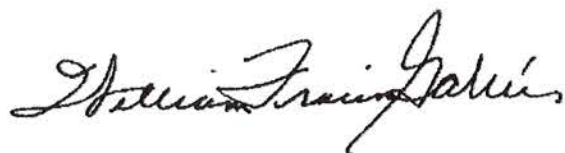
11. The amendment certificate shall be effective when filed unless a later effective date is specified:

SIGNED UNDER THE PENALTIES OF PERJURY, this 10 Day of May, 2018,
NICHOLAS OBOLENSKY, Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

May 10, 2018 03:58 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

[Special Filing Instructions](#)

Statement of Change of Resident Agent/Resident Office

(General Laws, Chapter 156C, Section 5A and Section 51)

Exact name of limited liability company: CAROLINE'S CANNABIS LLC

Current resident agent name: WILFRED C. DRISCOLL, JR.

Current resident agent office address: 209 BEDFORD STREET, SUITE 201 , FALL RIVER , MA
02720

New resident agent office address in the commonwealth and the name of the appointed resident agent at that office:

(The company may not appoint itself resident agent. Resident agent may be an individual or a different business entity.)

Name: CAROLINE FRANKEL

No. and Street: 10 SMITH HILL WAY

City or Town: DOUGLAS

State: MA

Zip: 01516

Country: USA

The street address of the resident office of the limited liability company and the business address of the resident agent are identical as required by General Laws, Chapter 156C, Section 51 and GL Chapter 156D Section 15.08.

Consent of resident agent:

I, CAROLINE FRANKEL, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 5A and Section 51.

This statement is effective at the time and on the date approved by the Division.

SIGNED UNDER THE PENALTIES OF PERJURY, this 11 Day of May, 2018,
NICHOLAS OBOLENSKY, Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

May 11, 2018 02:19 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Special Filing Instructions

Certificate of Organization

Identification Number: 0012845421. The exact name of the limited liability company is: CAROLINE'S CANNABIS LLC

2a. Location of its principal office:

No. and Street: 10 SMITH HILL WAY
 City or Town: DOUGLAS State: MA Zip: 01516 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 209 BEDFORD STREET, SUITE 201
 City or Town: FALL RIVER State: MA Zip: 02720 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE COMPANY IS ORGANIZED TO SELL SMOKING ACCESSORIES AND SMOKING RELATED PRODUCTS, EXCLUDING MARIJUANA, BUT WHICH MAY OR MAY NOT HAVE A MARIJUANA THEME OR IMAGE, AND TO PERFORM ANY AND ALL LAWFUL ACTS PERTAINING TO THE MANAGEMENT OF ANY LAWFUL BUSINESS AS WELL AS TO ENGAGE IN AND TO DO ANY LAWFUL ACT CONCERNING ANY AND ALL LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE MASSACHUSETTS LIMITED LIABILITY COMPANIES REGULATION 950 CMR AND ANY AMENDMENTS THERETO AS WELL AS MGL 156C. 5 6. §112.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: WILFRED C. DRISCOLL, JR.
 No. and Street: 209 BEDFORD STREET, SUITE 201
 City or Town: FALL RIVER State: MA Zip: 02720 Country: USA

I, WILFRED C. DRISCOLL, JR., ESQUIRE resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

9. Additional matters:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 7 Day of August, 2017,
WILFRED C. DRISCOLL, JR., ESQUIRE**


(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

August 07, 2017 02:33 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

OPERATING AGREEMENT of CAROLINE'S CANNABIS, LLC
a Massachusetts Limited Liability Company

AMENDMENT 1

7.05 *Banking Authority*. The sole Member, Caroline Frankel, shall have authority to establish and maintain bank and investment accounts as well as any attendant activity required for the Company's banking and financial needs, including, but not limited to, drawing checks and other orders for the payment of money, and designating individuals with authority to sign or give instructions with respect to those accounts.

IN WITNESS WHEREOF the party hereto has executed this First Amendment to the 16 May 2018 Operating Agreement of Caroline's Cannabis, LLC as of this 7 day of December 2018.


Caroline Frankel, Member

OPERATING AGREEMENT of CAROLINE'S CANNABIS, LLC

a Massachusetts Limited Liability Company

This Operating Agreement (this "Agreement") of Caroline's Cannabis, LLC (the "Company") is entered into as of the 16 day of May, 2018, by the party hereto. The party hereto has formed the Company as a limited liability company pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act").

ARTICLE I

Formation of Limited Liability Company; Name and Principal Place of Business; Term

1.01 *Formation*. The Company has been formed pursuant to the Act.

1.02 *Name*. The name of the Company is **Caroline's Cannabis, LLC**.

1.03 *Business Address*. The business address of the Company is 640 Douglas Street, Uxbridge, Massachusetts. The name and address of the resident agent for service of process on the Company is Caroline Frankel, 10 Smith Hill Way, Douglas, Massachusetts. The business address and/or the resident agent may be changed by the Member from time to time as the Member may hereafter determine in compliance with the procedures required hereunder and by the Act.

1.04 *Tax Treatment*. The Company shall be disregarded as an entity separate from its Member for the purposes of federal and state income taxation.

1.05 *Term*. The term of the Company commenced on August 7, 2017, the date of the filing for record of the Company's Articles of Organization with the Office of the Secretary of State for the Commonwealth of Massachusetts, and shall continue in perpetuity unless the Company shall be sooner terminated as provided in Section 8.01.

ARTICLE II

Definitions

Wherever used in this Agreement, unless the context clearly indicates otherwise, the following words shall have the meanings indicated:

"*Adjusted Value*" means, with respect to any asset, the asset's adjusted basis for federal income tax purposes.

"*Affiliate*" means, with respect to any Person: (a) any member of the immediate family of such Person, if an individual; (b) any legal representative, successor, or assignee of such Person or any individual referred to in preceding clause (a); (c) any trustee of a trust for the benefit of such Person or any individual referred to in preceding clauses (a) or (b); (d) any Person (if not an individual) of which a majority of the voting, capital or profit interests is owned, directly or indirectly, by any one or more of such Person and the Persons referred to in preceding clauses (a) through (c); or (e) any Person who is an officer, director, trustee, employee, stockholder (fifteen percent (15%) or more), partner, or member of such Person or any Person referred to in preceding clause (d).

"*Assign*" or "*Assignment*" means, as used in connection with an Interest, to sell, transfer, assign, pledge, or otherwise dispose of all or part of such Interest or the sale, transfer, assignment, pledge, or other disposition of all or part of such Interest. The terms "Assign" and "Assignment" include any purported Assignment, including a collateral assignment or pledge.

"*Capital Account*" means, with respect to the Member, the record of the Member's Capital Contribution and of each item of income, gain, loss, deduction, or cash distribution allocated to the Member to reflect the Member's economic

or equity interest in the Company. The Member's Capital Account shall be maintained as set forth in Section 5.02 hereof.

"*Capital Contribution*" means, with respect to the Member, the property contributed by the Member to the capital of the Company and specified for the Member in Section 4.02 hereof, *provided, however*, that loans to the Company by the Member shall not be considered Capital Contributions.

"*Cash Flow*" means the excess of the cash receipts from day-to-day operations of the Company over (a) the cash needed to pay expenses arising from day-to-day operations of the Company, and (b) the cash needed in the reasonable judgment of the Member to fund a reasonable reserve for the needs of the Company's business. "Cash Flow" does not include Net Cash from Sales or Refinancings.

"*Fiscal Year*" means the fiscal year of the Company, which shall be the calendar year.

"*Interest*" means, with respect to the Member, all of the Member's right, title, and interest in and to the Company.

"*Member*" means the person identified in Section 4.01 hereof.

"*Net Cash from Sales or Refinancings*" means the net cash proceeds from all sales and other dispositions (other than in the ordinary course of business) of Company property and all refinancing of Company property, less any portion thereof used to establish reserves, all as determined by the Member. "*Net Cash from Sales or Refinancings*" shall include all principal and interest payments with respect to any note or other obligation received by the Company in connection with sales and other dispositions (other than in the ordinary course of business) of Company property.

"*Percentage Interest*" means, with respect to the Member, one hundred per cent (100%) of all Interests in the Company.

"*Person*" means and includes natural persons, corporations, limited partnerships, general partnerships, limited liability companies, limited liability partnerships, joint stock companies, joint ventures, associations, companies, trusts, banks, trust companies, land trusts, business trusts or other organizations, whether or not legal entities, and governments (whether federal, state or local, domestic or foreign, and including political subdivisions thereof) and agencies or other administrative or regulatory bodies thereof.

"*Profits*" or "*Losses*" means the net income and losses (or items thereof) of the Company as determined in accordance with the accounting methods followed by the Company for federal income tax purposes. "Profits" and "Losses" shall include net gains and losses as computed for federal income tax purposes from the sale or other disposition of all or part of the Company's property or any other event or transaction whether or not in the ordinary course of day-to-day operations of the Company (including the liquidation of the Company).

"*Substitute Member*" means a person admitted to all (or a portion) of the rights of the Member pursuant to the provisions of Article IV of this Agreement.

"*Successor*" means, with respect to the Member, a legally-appointed successor in interest to the Member, including, but not limited to, the executor, administrator, guardian, or conservator of the Member, and any legally-appointed successor to such executor, administrator, guardian, or conservator.

ARTICLE III

Purposes and Authorized Acts

3.01 *Purpose*. The purpose of the Company is to be a general retail establishment, as well as any other business activities permitted under the Act which the Member shall deem desirable or expedient to achieve the foregoing or shall deem to be in the best interests of the Company.

3.02 *Authorized Acts.* Subject to the terms hereof and to applicable law, the Company is authorized to perform all acts necessary, convenient, or incidental to the effectuation of its purposes.

ARTICLE IV

Member; Contributions

4.01 *Sole Member.* Caroline Frankel, an individual with an address of 10 Smith Hill Way, Douglas, Massachusetts, is the sole Member. If additional Members or Substitute Members are admitted pursuant to this Article, this Section 4.01 shall be amended to reflect such changes in membership of the Company.

4.02 *Capital Contributions.* The Member has contributed \$135,000 to the capital of the Company in exchange for the Member's Percentage Interest in the Company. If additional Members are admitted pursuant to this Article, or if a Substitute Member is admitted who makes additional contributions to the capital of Company, this Section 4.02 shall be amended to include a schedule of the Capital Contributions of the Member and each new Member.

4.03 *Additional Capital Contributions; Loans.* The Member may make and the Company may accept such additional contributions of property from the Member from time to time in the sole discretion of the Member. Loans to the Company by the Member shall not be considered Capital Contributions and shall be evidenced by one or more promissory notes made by the Company in favor of the Member and shall be repayable on such terms and conditions as shall be agreed upon by the Member and the Company.

4.04 *Liability of Member.* The Member shall not be liable for the obligations of the Company solely by reason of being a Member. The Member shall not be required to make any contributions to the capital of the Company other than as provided in Section 4.02 above. To the extent permitted by the Act and applicable law, the Member shall have no personal liability to the Company or to any additional Member or Substitute Member for breach of any duty under the Act.

4.05 *Compensation of Member.* The Company may compensate the Member for services rendered to or on behalf of the Company. The Member's compensation may be determined with or without regard to Profits or other indicators of the results of operations. Compensation paid to the Member shall be treated as an expense for purposes of determining Profits. The Company shall reimburse the Member for reasonable expenses properly incurred on the Company's behalf in accordance with the Company's then-current budget.

4.06 *Assignment of Interest; Additional Members.* The Company consists of a single Member; the Member may not Assign the Member's Interest, in whole or in part, and no additional Members are permitted to be admitted, unless and until this Agreement is amended, in writing, to provide, among other things, for the change of the Company's status for tax purposes from an entity disregarded as separate from the Member to an entity treated as a partnership or a corporation, unless otherwise agreed to in a writing signed by the Member.

4.07 *Substitute Members.* The Member may freely Assign all (or part) of the Member's Interest to another single person or entity, provided that: (a) the assignee shall agree in writing to be bound by all of the terms of this Agreement, as amended in accordance with Section 4.06 above and otherwise as required by the Member in the Member's sole discretion; (b) the assignee shall deliver to the Company an opinion of counsel to the effect that such proposed Assignment and substitution does not violate state or federal securities laws (as the Member deems necessary or desirable to effect such assignee's admission as a Substitute Member); and (c) the assignee shall pay all reasonable expenses in connection with such assignee's admission as a Substitute Member. Upon the occurrence of an Assignment pursuant to this Section 4.07, the assignee shall be deemed admitted as a Substitute Member. The Capital Account of the Member shall carry over pro rata to the Substitute Member; *provided, however*, that if the Substitute Member makes a contribution to the capital of the Company in connection with the Assignment of the Interest, such contribution shall be a Capital Contribution and shall be reflected in the Substitute Member's Capital Account, and Section 4.02 hereof shall be amended accordingly.

4.08 *Rights of Successors.* Notwithstanding Sections 4.07, a Successor to the Member shall automatically become a Substitute Member.

ARTICLE V

Allocation of Profits and Losses; Maintenance of Capital Accounts

5.01 *Allocations to Member.*

A. *Allocation of Profits and Losses.* Profits and Losses for any Fiscal Year shall be allocated to the Member.

B. *Other Allocations.* All items of Company income, gain, Loss, deduction, and any other allocations, including allocations of book Profits and Losses, not otherwise provided for in this Agreement, shall be allocated to the Member in the same fashion as are Profits and Losses for such Fiscal Year.

5.02 *Capital Account.*

A. A Capital Account shall be maintained on the books of the Company for the Member, which shall be: (i) credited with the Member's Capital Contributions and the amount of any liabilities that are assumed by the Member or that are secured by any property distributed to the Member; (ii) credited with the Member's distributive share of Profits and any income of the Company that is exempt from federal income tax and not otherwise taken into account in computing Profits; (iii) charged with the Member's distributive share of Losses and any nondeductible expenditures of the Company not otherwise taken into account under this Section; and (iv) charged with any distributions to the Member and with the amount of any liabilities of the Member that are assumed by the Company or that are secured by any property contributed by the Member to the Company.

B. In the case of property other than cash contributed to the Company or distributed to the Member, the Member's Capital Account will be credited with the Adjusted Value of property contributed to the Company by the Member (net of liabilities assumed by the Company and liabilities to which such contributed property is subject) and shall be debited with the cash and the Adjusted Value of property distributed to the Member (net of liabilities assumed by such Member and liabilities to which such distributed property is subject).

ARTICLE VI

Distribution of Cash Flow and Proceeds of Transactions Not in the Ordinary Course of Business

6.01 *Cash Flow.* Cash Flow shall be distributed to the Member at such time or times and in such amounts as the Member deems appropriate in the Member's sole discretion. In no event, however, shall any distribution from Cash Flow be made under this Section to the extent that such distribution would (i) violate the terms of any financing arrangement to which the Company is a party, or (ii) result in an inability on the part of the Company to pay its debts as they become due.

6.02 *Net Cash From Sales or Refinancings.* Except as otherwise provided in Article VIII, Net Cash from Sales or Refinancings shall be distributed to the Member at such time or times and in such amounts as the Member deems appropriate in its sole discretion.

ARTICLE VII

Rights, Powers, Duties and Obligations of the Member

7.01 *Management by the Member.* The business and affairs of the Company shall be managed by the Member.

7.02 *Officers.*

A. The Member may appoint such officers of the Company, including a President, a Treasurer, and/or a Secretary, as the Member deems necessary or appropriate. The sole function of such officers shall be to carry out the decisions of the Member. The officers shall have no authority to manage the business and affairs of the Company except to the extent necessary to implement the decisions of the Member. Any officer or agent may be removed by the Member in the Member's sole discretion, with or without cause. Removal of an officer shall have no effect on any rights of such officer or the Company arising out of any written employment or other agreement between such officer and the Company.

B. Any person dealing with the Company may always rely on a certificate executed by the Member as to: (i) the Member's status as the sole Member of the Company; (ii) the existence or nonexistence of any fact or facts which constitute conditions precedent to acts by the Member or are in any other manner germane to the affairs of the Company; (iii) as to the identity of officers (if any) and who is authorized to execute and deliver any instrument or document of the Company; (iv) the authenticity of any copy of this Agreement and amendments thereto; or (v) any act or failure to act by the Company or as to any other matter whatsoever involving the Company or the Member.

7.03 *Agency*. Except and only to the extent expressly delegated by the Member (including to officers) or as otherwise provided by this Agreement, no person other than the Member shall be an agent of the Company or have any right, power or authority to transact any business in the name of the Company or to act for or on behalf of or to bind the Company.

7.04 *Accounting and Tax Information*. The books and records of the Company shall be kept, and the financial position and the results of its operations recorded, in accordance with the accounting methods elected to be followed by the Company for federal income tax purposes. The books and records of the Company shall reflect all Company transactions, shall be appropriate and adequate for the Company's business, and shall comply with the record keeping provisions of the Act.

ARTICLE VIII

Dissolution

8.01 *Dissolution*. The Company shall dissolve and its affairs shall be wound up upon the first to happen of: (a) the sale of all or substantially all of the assets of the Company, or (b) a resolution by the Member in favor of dissolution.

8.02 *Liquidation*. Upon dissolution of the Company, the assets of the Company shall be liquidated as promptly as practicable. The provisions of this Section shall be subject to the rights of the Member or any Successor to the Member to continue the business of the Company for the purpose of winding up the affairs of the Company. Upon liquidation of the assets of the Company, the cash proceeds from the sale of Company assets and the other unliquidated assets of the Company shall be applied in the following order of priority:

- (i) To the payment, to the extent required by any lender or creditor, including the Member, if a creditor, of all debts, obligations and liabilities of the Company and to the payment of taxes then due and payable. Should there be any contingent debts, commitments, obligations, or liabilities, a reserve shall be set up to meet such items, and if and when or to the extent that said contingency shall cease to exist, the moneys or other assets, if any, in reserve, shall be distributed as hereinafter provided in this Section.
- (ii) The balance remaining, if any, to the Member.

8.03 *Articles of Dissolution*. Not later than thirty (30) days following the dissolution and winding up of the Company, the Member or any Successor to the Member shall file, or cause to be filed, Articles of Dissolution with the Secretary of State for the Commonwealth of Massachusetts in accordance with the Act.

ARTICLE IX

Interested Transactions

9.01 *Interested Transactions*. The Member, or any Affiliate of the Member, may act as attorney for, deal and contract with, and be employed by the Company, and the Member or any Affiliate of the Member may be in any

manner interested in or connected with any corporation, association, or business in which the Company is directly or indirectly interested, all in the same manner and with the same freedom as though not a Member or an Affiliate of the Member and without accountability for any profit, benefit, or compensation received in connection with such actions or relationships, none of which shall be void or voidable by reason of such relationship.

ARTICLE X

Indemnification

10.01 *Indemnification of Member.* Each Person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such Person is, or was, a Member, manager, or officer of the Company, or who, while a Member, manager, or officer of the Company, is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee, or agent of another foreign or domestic limited liability company, corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified against judgments, penalties, fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with any such action, suit, or proceeding to the full extent permitted under Section 7-16-4 of the Act. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those persons seeking indemnification may be entitled under any agreement, vote of the Member, or otherwise, shall continue as to any person who has ceased to be a Member, manager, or officer of the Company, and shall inure to the benefit of the heirs, executors, and administrators of such persons. The Company may purchase and maintain insurance on behalf of any Person who is or was a Member, manager, officer, employee, or agent of the Company, or who, while a Member, manager, officer, employee, or agent of the Company, is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee, or agent of another foreign or domestic limited liability company, corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such Person and incurred by such Person in any such capacity or arising out of such Person's status as such, whether or not the Company would have the power or obligation to indemnify such person against such liability under the provisions of this Article X or under Section 7-16-4 of the Act.

ARTICLE XI

Miscellaneous

11.01 *Governing Law.* The provisions of this Agreement shall be construed, administered, and enforced according to the laws of the Commonwealth of Massachusetts without regard to its conflicts of law rules.

11.02 *Pronouns.* In any place in this Agreement where the context may require it, feminine, masculine, or neuter pronouns shall be substituted for those of any other gender, the plural for the singular, and the singular for the plural.

11.03 *Titles.* The titles of Articles and Sections are included only for convenience and shall not be construed as a part of this Agreement or in any respect affecting or modifying its provisions.

11.04 *Severability.* If any provision of this Agreement is determined by a court to require the Company to perform or to fail to perform an act which is in violation of applicable law, this Agreement shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Agreement shall be enforceable in accordance with its terms.

11.05 *Amendment.* This Agreement may be amended by the Member at any time and from time to time in the Member's sole discretion.

IN WITNESS WHEREOF the party hereto has executed this Agreement as of this 16 day of May, 2018


Caroline Frankel, Member



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR
Karyn E. Polito
LT. GOVERNOR



250343715

Rosalin Acosta
SECRETARY
Richard A. Jeffers
DIRECTOR

Caroline's Cannabis, LLC
640 Douglas St
Uxbridge, MA 01569-2001

EAN: 22133477
August 12, 2020

Certificate Id:40087

The Department of Unemployment Assistance certifies that as of 8/11/2020 ,Caroline's Cannabis, LLC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance

Caroline's Cannabis, LLC
Application# MRN283694

Plan for obtaining Liability Insurance

In accordance with 935 CMR 500.105(10) Caroline's Cannabis will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The deductible for each policy shall not be higher than \$5,000 per occurrence.



Caroline's Cannabis, LLC.
4 Charlesview Road
Hopedale, MA 01747

Caroline Frankel
caroline@carolinescannabis.com
(c) 401-323-0335
(b) 774-243-0323

EXECUTIVE SUMMARY

Opportunity

Recreational or retail cannabis (termed “Adult Use” cannabis within the industry) is marijuana sold to consumers age 21 and over by licensed Retail Marijuana Establishments. Caroline’s Cannabis, LLC. will be applying for a Retail Marijuana Establishment License with the Massachusetts Cannabis Control Commission.

Caroline’s Cannabis’ proposed store location is 4 Charlesview Road, Hopedale, Massachusetts. The property is well positioned, and it matches the ideal picture of a community marijuana retail store in town. The store space is 3,400 square feet and has ample room for parking.

“Cannabis can be classy”, at least it should be. In order to promote a positive experience for our customers, Caroline’s Cannabis will carefully plan and design a country-inspired cannabis boutique store, with an inviting atmosphere, and a store that maintains the character of the local community.

Caroline Frankel is the Owner, President, CEO, CFO, COO, Board of Directors, and General Manager of Caroline’s Cannabis, LLC.

What We Sell

Caroline’s Cannabis will offer certified lab-tested marijuana products that conform to state and local regulations and that will be kept to the highest quality standards of purity and potency. Cannabis and marijuana product store inventory will be purchased from licensed Massachusetts Marijuana Establishment cultivators, craft marijuana cultivator cooperatives, micro-businesses, and marijuana product manufactures. Cannabis infused products (which include concentrates, edibles and topicals) haven’t surpassed flower in terms of sales yet from a national perspective, but they are becoming a bigger piece of the pie. These products will represent approximately 30% of total sales and will be a critical component of our product mix. Market demand will largely dictate which strains and marijuana products Caroline’s Cannabis will sell. In today’s market it has become the standard for Retail Marijuana Establishments to offer a wide-selection of flower, in addition to edibles, oils, and extracts – all with specifically identified strain names and cannabinoid ratios.

Store Products will include:

Fine quality Flower and Pre-rolls in assorted strains (Indicas, Sativas, and Hybrids)

Marijuana Concentrates

Marijuana Tinctures

Marijuana Edibles & Drinks

Marijuana Topicals

Seeds in assorted strains

Cannabis Accessories & Devices

Cannabis Preparation Devices

Cannabis Literature & Mainstream Publications

Cannabis Cultural Products (clothing, jewelry, containers, décor)

EXECUTION

Store Location: 4 Charlesview Road, Hopedale, MA

The property lease agreement for 4 Charlesview Road, Hopedale, Massachusetts 01747 will be submitted with the Retail Marijuana Establishment application. Caroline's Cannabis, LLC has leased the premises for 10-years which consists of 3,400 sq. ft. first floor retail space. The premises is well positioned and matches the ideal picture of a community marijuana retail store. The store location is not within 500 ft. of any school (grades K-12) and zoned commercial, which is in accordance with Hopedale Town Zoning Bylaw 12.12., which allows Retail Marijuana Establishments to locate and operate in the Town of Hopedale in Commercial Zones with Special Permit.

Caroline's Cannabis has thoroughly reviewed all local codes, ordinances and bylaws as they apply to the physical address of the proposed Retail Marijuana Establishment, and in consultation with attorney and advisors determined that the physical address for the proposed Marijuana Establishment is in compliance with local codes, ordinances and bylaws. Caroline's Cannabis will work with appropriate authorities in Hopedale in order to secure the necessary permits to begin operations at 4 Charlesview Rd.

Community Outreach Meeting

On August, 19, 2020 at 7pm, Caroline's Cannabis, LLC conducted a virtual web-based Community Outreach Meeting consistent with the Commission's *Guidance for License Applicants on Community Outreach*, and *The Administrative Order Allowing Virtual Web-Based Community Outreach Meetings* in response to COVID-19 State of Emergency.

A copy of the meeting notice was published in the Milford Daily News on August 5, 2020, 14-days prior to meeting. A copy of the meeting notice was filed with the town clerk, the planning board, and the contracting authority in Hopedale. Letters were also mailed to abutters within 300 feet of property line, at least seven calendar days prior to meeting.

Information presented included:

- The type of marijuana establishment to be located at the proposed address;
- Information adequate to demonstrate that the location will be maintained securely;
- Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
- A plan by the Marijuana Establishment to positively impact the community;
- Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and
- Community members were permitted to ask questions and received answers from Caroline Frankel of Caroline's Cannabis.

Host Community Agreement

The purpose of a Host Community Agreement is to ensure a working relationship between the town and the Marijuana Establishment. Hopedale Board of Selectman voted unanimously to authorize the Town Manager to enter into a Host Community Agreement with Caroline's Cannabis. On July 24, 2020 Caroline's Cannabis executed a Host Community Agreement with The Town of Hopedale, a Massachusetts municipal corporation with a principal address of 78 Hopedale Street, Hopedale, MA 01747. The Agreement includes a Community Impact Fee, which is 3% of the stores annual gross marijuana or marijuana product sales, as long as the fee is reasonably related to the costs imposed upon the town by the operation of the marijuana establishments, cannot exceed (5) five years. The signed Host Community Agreement Certification Form has been signed by Brian Keys- Chairman Hopedale Board of Selectman, and will be submitted with the Retail Marijuana Establishment application.

License to Operate

The Cannabis Control Commission will be the sole regulatory authority over the conduct of Massachusetts marijuana businesses and will be responsible for the licensing of Marijuana Establishments. Caroline's Cannabis will be applying for a "Retail Marijuana Establishment License (brick and mortar)."

Pursuant to 935 CMR 500.000 a "Marijuana Retailer" means an entity licensed to purchase and transport cannabis or marijuana product from Marijuana Establishments and to transfer or otherwise transfer this product to Marijuana Establishments and to sell to consumers. Unless licensed, retailers are prohibited from offering marijuana or marijuana products for the purposes of on-site social consumption on the premises of a Marijuana Establishment.

Funding Information

Caroline's Cannabis start-up capital will be generated from its owner's personal savings and personal available credit line sources. Documentation detailing the amounts and sources of capital resources will be submitted with application to the Cannabis Control Commission. The amount of capital resources allocated is enough to ensure smooth business operations in establishing, operating and if necessary winding down, the, Retail Marijuana Establishment.

MARKET SIZE & DEVELOPMENT

1.8 million Massachusetts residents voted YES on Questions 4 to legalize recreational marijuana (a decisive 53.7%). The cannabis industry is emerging with high profitability levels. Sales in the Massachusetts Recreational Marijuana industry recorded over \$400 million in 2019 and expects to increase to \$1.3 billion by end 2022. Americans are willing to spend disposable income on cannabis. Today's average cannabis consumer spends \$2,000 per year, and each customer is highly valuable to a retail establishment.

MARKETING PLAN

Caroline's Cannabis, LLC.

Discover the natural benefits of Massachusetts' best marijuana boutique store, where recreational customers come for great service and the finest cannabis products.

In competitive markets, shops must provide strong customer service, and compelling inventory to ensure customer loyalty. The key to our success will be the percentage of first-time customers who turn into repeat buyers. Caroline's Cannabis will provide a unique, friendly, and welcoming environment for cannabis enthusiasts. Even as cannabis inches closer to the end of prohibition, the "reefer madness" stigma and stoner stereotype continues to linger for many people. This is why demonstrating a high-level of professionalism will help bring the light of legitimacy to Caroline's Cannabis, LLC.

WHO IS CAROLINE?

Owner and CEO, Caroline's Cannabis, LLC.

Owner and CEO, Caroline's Bud Delivery, LLC.

First Generation MA Recreational Cannapreneur

Massachusetts Resident

Caroline Frankel is a proud supporter of the marijuana movement, and believes responsible adults should have a choice not only for medicine but also for recreation.

Caroline, is a graduate of Johnson & Wales University with a Bachelor's Degree in Business Management. She worked for over ten years in the strategic marketing industry. In 2016, Caroline started Caroline's Cannabis, LLC a retail company selling cannabis inspired rustic signage and home décor. A business dedicated to spreading the "Kind Words" of cannabis.

Caroline Frankel, the owner and CEO, is a Massachusetts native who worked for over seven years to build her business, brand, and secure an adult-use marijuana retail license. Caroline's Cannabis is the first woman-owned adult-use cannabis retailer, and first general applicant to be granted a license to commence operations in Massachusetts. Her store is located in Uxbridge, MA.

Creating a positive presence has always been very important to Caroline, not only for the success of Caroline's Cannabis, LLC and Caroline's Bud Delivery, LLC, but for the continued success of the cannabis industry that she passionately supports. Caroline Frankel is an approved Social Equity Program Participant with the Cannabis Control Commission. As part of her mission, Caroline intends to continue her efforts in supporting woman-owned, and minority-owned cannabis businesses and entrepreneurs.





BUSINESS MODEL

Caroline's Cannabis will offer high-quality products with competitive pricing. While dried flowers remain the main product focus for recreational users, the market for concentrates, infused edibles, and infused topical products is rapidly expanding. Market demand will largely dictate which strains and products Caroline's Cannabis sells. The consumer market has become more and more sophisticated. In today's market, it has become the standard for Retail Marijuana Establishments to offer a wide selection of strains, in addition to edibles, oils, and extracts, with specifically identified strains and cannabinoid ratios.

Marijuana Product Suppliers

Caroline's Cannabis store inventory will be purchased from a variety of licensed Massachusetts Marijuana Establishments; cultivators, craft marijuana cultivator cooperatives, micro-businesses, and marijuana product manufactures. Caroline's Cannabis will purchase wholesale orders from a variety of licensed suppliers creating a diverse marijuana and marijuana product store inventory for customers to select from. Caroline's Cannabis will only purchase marijuana and marijuana products from cultivators and product manufactures with verified laboratory tested batch/product results. All wholesale purchases made by Caroline's Cannabis will be logged and

recorded in seed-to-sale inventory tracking system. Caroline's Cannabis will limit its store inventory of marijuana to reflect the projected needs of consumers in the local market area.

Dispensing

The sale of all cannabis and marijuana products at Caroline's Cannabis shall comply with all state and local laws and regulations. Management will properly train and educate employees on proper retail sale procedures. Upon entry into Caroline's Cannabis, a Caroline's Cannabis Security Agent will immediately inspect the individual's proof of identification and determine the individual's age. An individual shall not be admitted into Caroline's Cannabis unless the Caroline's Cannabis Marijuana Establishment Agent has verified the individual is 21 years of age or older by an individual's proof of identification. Valid forms of photo identification include: driver's license, government-issued ID card, military ID Card, or passport.

Once individuals ID has been verified, they will be granted access into the retail sales area. Customers will wait in a designated line until the next Caroline's Cannabis Sales Agent is ready to assist them. When the Sales Agent is ready, the individual will be called over to the sales counter and the Sales Agent will directly interact with the customer to assist with the process of understanding, selecting, and purchasing cannabis and marijuana products.

Caroline's Cannabis will provide consumers with the highest quality marijuana and marijuana products in a safe secure environment. Caroline's Cannabis will display, in secure, locked cases, samples of each product offered for sale and subject to the requirements of 935 CMR 500.100. An authorized marijuana establishment agent may remove a sample of marijuana from the case and provide it to the consumer for inspection, provided the consumer may not consume or otherwise use the sample. Customers will inform the Sales Agent assisting them which individually packaged items they would like to purchase. The Sales Associate will collect the required items from the secure marijuana storage safe, subtract them from the safe inventory list, and affix the required label. All product item bar codes will be scanned and recorded using the POS system. The POS system will add all applicable taxes and provide a grand total for collection. Payment will be collected from customers in the form of cash, or debit card. At the conclusion of the sales process, customers will leave the sales area, and exit Caroline's Cannabis.

Community Interaction

Caroline's Cannabis plans on creating a positive community experience. We want residents and community leaders to see our business as legitimate and professionally operated as any other business in the local area. We look forward to implementing good business practices, participating in community outreach programs, sponsoring local events and holding educational seminars. Developing a positive presence is not only good for the success of Caroline's Cannabis, LLC, but for the continued success of the cannabis industry in general.

Positively Impacting & Promoting Economic Empowerment

The U.S. "war on drugs", a decade-long policy of racial and class suppression hidden behind cannabis criminality has resulted in the arrest, interdiction, and incarceration of a high percentage of Americans of color. That is why it is so disheartening to see members of minority communities largely left out of the industry. Caroline's Cannabis will promote, encourage and support economic empowerment in disproportionately harmed communities. It will provide job opportunities in this new regulated industry to people of varying socio-economic status and to help give a leg up for those who were convicted for their involvement in the formerly illicit marijuana market. To ensure robust community engagement, Caroline's Cannabis will actively participate in industry training programs, mentoring programs, job fairs, and educational seminars that promote economic empowerment.

Women have finally found a strong voice in the cannabis industry and we look forward to breaking every glass ceiling. Caroline's Cannabis is a woman owned and operated business that passionately supports economic empowerment. The industry is about learning, sharing knowledge, and growing from each other experiences. Caroline's Cannabis believes in the importance of women in leadership roles and elevating future leaders within the industry. Caroline's Cannabis will strive to positively impact the next generation of cannabis industry leaders by providing job opportunities, fostering community, hosting events, and creating programs that can get women involved in this exciting new industry in Massachusetts.

FINAL SUMMARY

Caroline's Cannabis plans on creating a beautiful country-inspired boutique cannabis store with an inviting atmosphere that embodies an upscale retail-store experience for cannabis enthusiast

customers. This will serve to enhance the community by demonstrating that retail marijuana establishments can be classy and need not be relegated to the negative conception of grimy headshops from days of yore. The importance of developing a positive presence in Hopedale is not only good for the success of Caroline's Cannabis, but for the continued success of the cannabis industry that owner Caroline Frankel, passionately supports.

In conclusion, Caroline's Cannabis will implement responsible business practices in full accordance with 935 CMR 500.000 and will continue to promote, encourage, and support economic empowerment and true, diverse market participation.

Caroline's Cannabis, LLC
Application# MRN283694

Operating Policies & Procedures

Restricting Access to Individuals 21 and Older

As part of the strict security plan, on entry into retail establishment, an individual's proof of identification will be immediately inspected to validate that the individual is 21 years of age or older, by Caroline's Cannabis registered Marijuana Establishment Agent. Agent will further inspect the individual's identification card using a hand-held age ID authentication scanner (Intellicheck Age ID Authentication System) to validate the individual is 21 and over, and also to validate the authenticity of the ID. An individual shall not be admitted into the premises unless Caroline's Cannabis has verified the individual is 21 years of age or older by an individual's proof of identification. Valid forms of photo identification include: driver's, license, government-issued ID card, military card, or passport.

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Operating Policies & Procedures

Quality Control and Testing Procedures

No marijuana or marijuana product shall be sold or otherwise marketed for adult use that have not first been tested by an Independent Testing Laboratory (in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Product*) and deemed to comply with the standards required under 935 CMR 500.160. Caroline's Cannabis will only purchase certified quality-tested marijuana and marijuana products for store inventory. Store inventory will be purchased from a variety of licensed marijuana cultivators, craft cooperatives, micro-businesses, and marijuana product manufactures, which are responsible for testing their marijuana and marijuana products prior to initiating sales with Caroline's Cannabis. All marijuana and marijuana products shall be tested for potential contaminants including, pesticides, heavy metals, mycotoxins and microbiological contaminants, as well as cannabinoid profiles and ratios. The results from all testing is incorporated into product labeling information.

All marijuana handled in preparation for sale, will be secured in a limited-access production area. Marijuana will be prepared in a safe and sanitary manner. Cannabis will be well cured and 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 and satisfying the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*. Marijuana shall be prepared and handled on food-grade stainless steel tables with no contact with bare hands; and packaged in a secure area.

Marijuana Establishment Agents whose job includes working in direct contact with marijuana must comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. Agents must conform to sanitary practices while on duty, including: maintaining adequate personal cleanliness; and washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated. Caroline's Cannabis hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand-washing facilities will be located in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand cleaning/sanitizing preparations, and sanitary drying towels or devices.

In accordance with 935 CMR 500.105(4), Caroline's Cannabis will provide sufficient space for placement of equipment and storage of materials as necessary for the maintenance of sanitary operations. Litter and waste shall be properly removed disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. Operating systems for waste management will be maintained in an adequate

and responsible manner and in full accordance with 935 CMR 500.105 (12). All waste, including waste composed of or containing finished marijuana and marijuana products, shall be stored, secured, and managed in accordance with applicable state, local statutes, ordinances, and regulations. All exterior waste receptacles located on the exterior of the premises will be locked and secured as to prevent unauthorized access. Waste marijuana and marijuana products will be mixed with organic material to be rendered unusable for its original purposes. Once such marijuana waste has been rendered unusable, disposal services will be arranged with a waste management facility that hold a valid permit issued by the Department of Environmental Protection. Electronic disposal records will be created and maintained that include: date, the type and quantity disposed of, the manner of disposal, the location of disposal, and the names of the two marijuana establishment agents present during the disposal, with their signatures. Records will be kept for a minimum of three years.

The processing room floors, walls, and ceilings will be constructed in such a manner that they can be adequately kept cleaned and in good repair. Adequate safety lighting will be installed and maintained in processing and storage areas, as well as areas where equipment or utensils are cleaned. Caroline's Cannabis building, fixtures, and physical facility will all be maintained in a sanitary condition.

All contact services (including utensils and equipment) shall be maintained in a clean and sanitary condition. In accordance with 935 CMR 500.105(3), all contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be designed and of such material and workmanship as to be adequately cleanable. All toxic items shall be identified, held, and stored in a responsible manner that protects against contamination of marijuana products.

Caroline's Cannabis water supply will provide a safe, potable, and adequate supply of water necessary for business operations. The plumbing used will be of adequate size, design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout marijuana establishment. All plumbing will properly convey sewage and liquid disposable waste from the establishment, and shall have no cross-connection between the potable and wastewater lines. Caroline's Cannabis will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

Storage and transportation of finished marijuana products will be kept under conditions that protect them against physical, chemical, and microbial contamination, as well as deterioration of them or their containers. Caroline's Cannabis vehicles and transportation equipment used in the transportation of marijuana products or edibles that require temperature control for safety, will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products from becoming unsafe during transportation.

Caroline's Cannabis shall comply with sanitary requirements. All edible marijuana products shall be handled and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*.

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Operating Policies & Procedures

Personnel Policies

Caroline's Cannabis is committed to providing an environment that is free from illegal discrimination and harassment, and which fosters the professional development of each individual in an inclusive, diverse, and equal opportunity workplace. The owner of Caroline's Cannabis is responsible for the implementation of this policy. All managers and supervisors have the responsibility to maintain and further the principles of equal employment opportunity and to embrace diversity and promote an inclusive culture. Our main task is to work to eliminate all patterns of unequal treatment. Recruitment, selection, promotion, compensation, transfers, layoffs, training, social and recreational programs and other personnel actions for all job titles shall be based on professional abilities, qualifications, and valid job requirements. All of these areas will be administered without regard to race, color, sex, sexual orientation, religion, marital status, national or ethnic origin, age, disability, or status as a disabled veteran.

Caroline's Cannabis is a woman owned and operated business committed to promoting, encouraging, and supporting economic empowerment and diversity in market participation. Caroline's Cannabis intends to lead the cannabis community on this front by assembling a diverse workforce consisting of minorities, women, veterans, people with disabilities, people of all gender identities and sexual orientation, people of varying socio-economic backgrounds, and people from communities that have previously been disproportionately impacted by marijuana prohibition and enforcement.

Diversity Recruitment & Hiring Strategy

Our strategy is designed to mitigate staffing biases and stereotypes, and instead build a team based on merit, enthusiasm, dedication, and potential. Caroline's Cannabis will effectively market positions, utilize minority job recruitment resources and local workforce groups, hold job fairs, and conduct training sessions in areas of disproportionate impact, in an effort to attract and engage previously under-represented well-qualified individuals. Using recruitment vehicles that effectively communicate the availability of career opportunities to a diverse group of potential employees, who might otherwise not have been aware that such job opportunities exist, will promote diversity of applicant pools. The advertising of available job opportunities will also not impose unnecessary educational requirements that create barriers to cannabis industry employment.

Diversity Awareness Training

Caroline's Cannabis is committed to promoting a corporate culture of inclusion and diversity awareness. All employees will be required to participate in *Diversity Awareness Training Sessions* regarding embracing diversity, understanding cultural differences in the workplace, and maintaining an open dialog regarding inclusion.

Employment Equality Analysis

Caroline's Cannabis is committed to achieving an equitable balance in the composition of workforce diversity, and as such plans to conduct diversity training, track progress of diversity initiatives, and provide annual analysis of the effectiveness of ongoing diversity strategies and programs. If analysis results identify areas for improvement, corrective action will be taken.

Harassment/Sexual Harassment Policy

Caroline's Cannabis is committed to maintaining a work environment in which employees are treated with respect and dignity. We believe our employees have the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment and sexual harassment. Similarly, we expect employees to conduct themselves in a business-like manner, free of prejudice and harassment. Caroline's Cannabis will not tolerate harassment of any kind in the workplace or in other setting in which employees may find themselves in connection with their employment. In addition, retaliating against individuals who have complained about, or cooperated with an investigation of harassment is unacceptable and will not be tolerated.

Alcohol, Smoke, and Drug-Free Workplace Policy

Employees of Caroline's Cannabis, are strictly prohibited from the unlawful manufacture, distribution, dispensation, possession or use of any illegal drug, alcohol, or controlled substances while on company premises, in company vehicles, or while conducting company-related business. Reporting to work under the influence of any of these substances is also prohibited. These activities are serious violations of our rules because they jeopardize the company and create situations that are unsafe or that substantially interfere with job performance.

Employees are expected and required to report to work on time and in appropriate mental and physical condition to work. It is our intent and obligation to provide an alcohol, smoke, and drug-free workplace, and safe work environment. The company recognizes drug dependency as an illness and major health problem. We also recognize drug abuse as a potential health, safety, and security problem. Conscientious efforts to seek help will be encouraged. Caroline's Cannabis reserves the right to inspect desks, offices, and any personal property on marijuana establishment premises upon reasonable suspicion that illegal drugs or alcohol has been brought into the workplace. Employees violating this policy are subject to appropriate disciplinary action, up to, and including, dismissal.

No Weapons Policy

Caroline's Cannabis strictly prohibits employees and all other persons from bringing firearms or other weapons of any kind onto Caroline's Cannabis property. Any employees who violates this policy will be subject to immediate termination, possible criminal prosecution, and/or civil injunctive orders.

Confidentiality Policy

Caroline's Cannabis will go to great lengths to protect the confidentiality of our security measures, such as combination numbers, passwords, and electronic lock activators, and against threats from unauthorized personnel. In the day-to-day operation of our business, employees may have access to information of a confidential nature in order to carry out their job. It is a major responsibility, both ethically and legally, for everyone to safeguard and properly use this information. Employees must exercise common sense in the handling of confidential information, including but not limited to the reproduction of documents or the revealing of information either inside or outside the Company. It is the policy of Caroline's Cannabis to treat all information regarding marketing; research and development; finances; operation; customers, vendors and employees confidentially, and not to be disclosed to unauthorized personnel. Employees are to assume that all information that they learn at or through their employment at Caroline's Cannabis is of a confidential nature. Company information of any kind is not to be removed from the premises or used in any way on an employee's personal time. Violation of this policy will lead to immediate termination and possible civil suit.

Staffing Plan & Records Policy

Caroline's Cannabis staffing plan and records will be in full compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1). All employment candidates will provide authorization for Caroline's Cannabis, LLC to obtain a CORI report. Caroline's Cannabis Employee Handbook will contain all personnel policies for employee to review, acknowledgment and provide signature of acceptance.

A personnel record will be kept for each marijuana establishment agent. Such records shall be maintained for at least 12-months after termination of the individual's affiliation with Caroline's Cannabis, LLC. All employee records will be kept confidential. Personnel record for each marijuana establishment agent will include:

- All materials submitted to the Commission, including agent application
- All CORI reports obtained
- Job description or employment contract (consistent with organizational charts) which includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of verification of references;

- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken; and
- Notice of completed Responsible Vendor Training and 8-hrs related duty training.

Immediate Dismissal Policy

In accordance with 935 CMR 500.105(1)(m), Caroline's Cannabis will immediately terminate employment of any Marijuana Establishment Agent who has:

- Diverted marijuana, which shall be reported to Law Enforcement Authorities and to the Commission;
- Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of any other Jurisdiction.

Caroline's Cannabis, LLC
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Operating Policies & Procedures

Recordkeeping

Caroline's Cannabis shall have, follow and maintain a set of detailed written operating procedures, in accordance with 935 CMR 500.105(1) and CMR 500.105(9).

Caroline's Cannabis will ensure all records are accurate and compliant with 935.CMR.105(8) and (9) and 830 CMR 62C.25.1. Caroline's Cannabis will use, marijuana web-based retail POS software from IndicaOnline (POS system approved by the Commission) to manage all business recordkeeping. IndicaOnline will manage: operating procedures, detailed inventory, METRC seed-to-sale tracking records, bookkeeping, business records, personnel records, and waste disposal records. Computerized business records will be maintained, which include: assets and liabilities; monetary transactions; books of accounts; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee.

A personnel record for each Caroline's Cannabis Marijuana Establishment Agent will include: job descriptions (with organizational chart consistent the with job descriptions), notice of completed Responsible Vendor Training Program, copy of agent application, performance evaluations, disciplinary action taken, documentation of all required training, verification of reference, staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 935.CMR.500.30.

Electronic data will be encrypted and stored on secure servers in secure storage area under 24-hour surveillance. Physical records will also be stored in locked limited access area under 24-hour surveillance. All records will be retained for a minimum of (6) six years. Caroline's Cannabis business records will be available for inspection by the Commission, upon request.

Caroline's Cannabis will maintain financial records in accordance with generally accepted accounting principles, pursuant to 935 CMR 500.105(9). Business records maintained will include: assets and liabilities, monetary transactions, books of accounts (including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers), Sales records (including the quantity, form, and cost of marijuana products), and salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment.

In accordance with 935 CMR 500.105(12), electronic disposal records will be created and maintained that include: date, the type and quantity disposed of, the manner of disposal, the location of disposal, and the names of the two

marijuana establishment agents present during the disposal, with their signatures. Records will be kept for a minimum of three years. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

All marijuana and marijuana product being delivered shall be tagged and tracked using, Metrc, a Commission required seed-to-sale tracking system (SOR). Real-time inventory will be maintained as specified by the Commission and in accordance with 935 500.105(8)(c) and (d) which includes: marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal. All marijuana and marijuana products sold or otherwise marketed for adult-use shall be tested by Independent Testing Laboratories. Caroline's Cannabis will establish and maintain responsible inventory controls and procedures, conduct daily and monthly inventory reviews, and conduct comprehensive annual inventory review. The record of each inventory will include, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory review.

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Operating Policies & Procedures

Maintenance of Financial Records

Caroline's Cannabis will utilize a POS system to maintain business financial records. Caroline's Cannabis will use POS system from IndicaOnline, that will chronicle every activity and sales transaction that occurs. All sales will be recorded accurately and completely and entered in the POS System. Separate accounting practices at the POS will be used for marijuana sales, marijuana product sales, and non-marijuana product sales.

If the POS system should fail or become unavailable for any reason, all sales will be halted, and Commission will immediately be notified. Caroline's will temporarily close until POS system is fully operational and functioning again. Commission will be notified when the POS system becomes available before sales can resume.

Fields to be tracked in the POS System:

- The date and time of each sale
- The retail price of purchased products
- The barcode of each purchased product
- Tax collected for each item

Caroline's Cannabis shall conduct and record a monthly analysis of its POS equipment and sales data. If the analysis determines that software has been installed for the purposes of manipulation or alteration of sales data, the Commission will be notified immediately. The Commission and the DOR may audit and examine POS system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000. Financial information and records will be stored on redundant, secure servers that employ multiple layers of information security and tamper resistance, and under 24-hour video surveillance. Physical records will also be stored in a secure storage room under 24-hour surveillance. All records will be retained for a minimum of (6) six years.

The financial records of Caroline's Cannabis shall be maintained in accordance with generally accepted accounting principles. The following business records will be maintained including:

- Assets and liabilities
- Monetary transactions
- Books of accounts, including journals, ledgers, and supporting document, agreements, checks, invoices, and vouchers.
- Sales records including quantity, form, and cost of marijuana products
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of

value paid to any persons having direct or indirect control over the marijuana establishment.

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Operating Policies & Procedures

Detailed Descriptions of Qualification and Intended Trainings for Agents

Caroline's Cannabis shall apply for Marijuana Establishment Agent registrations for all board members, directors, employees, executives, managers, and volunteers who are associated with the Marijuana Establishment. The Cannabis Control Commission will issue a Marijuana Establishment Agent registration card to each individual determined to be suitable for registration. All individuals shall: be at least 21 years old, never been convicted of an offense involving distribution to minors and be determined to be suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802. Registration cards are valid for one year from the date of issue and shall be renewed on an annual basis upon determination by the Commission.

Caroline's Cannabis Establishment Agents shall carry their registration cards at all times while in possession of marijuana, and while transporting. Caroline's Cannabis will promptly notify the Commission within (5) five business days of any changes to information previously submitted, or upon discovery that a card has been lost or stolen; and within (1) business day after an Agent is no longer associated with the Marijuana Establishment.

Caroline's Cannabis will immediately terminate employment of any Marijuana Establishment Agent who has:

- Diverted marijuana, which shall be reported to law enforcement officials and the Commission;
- Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of any other jurisdiction.

Registered Marijuana Establishment Agents (Staff) will complete training prior to performing job functions.

Training will include: corporate mission, state regulations, operations, products, labeling, record keeping, roles & responsibilities of job function, regulatory compliances, safe cash handling, and security training. Caroline's Cannabis will maintain compliance with training requirements pursuant to 935 CMR 500.105 (2). All Caroline's Cannabis Marijuana Establishment Agents shall attend and successfully complete Responsible Vendor Training in accordance with 935 CMR 500.105(2)(b). Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission. At a minimum, staff will receive (8) hours of on-going training annually.

In accordance with 935 CMR 500.105(2), on or after July 1, 2019, all current owners, managers, and employees shall attend and successfully complete the Responsible Vendor Training Program that are involved in the handling and sale of marijuana. All new employees shall complete the Responsible Vendor Training Program within 90-days of being hired. After initial successful completion of a Responsible Vendor Program, each owner, manager, and employee involved in the handling and sale of marijuana for adult-use shall successfully complete the program once every year thereafter to maintain designation as a Responsible Vendor. Caroline's Cannabis will maintain records/documentation of Responsible Vendor Training Program compliance for four years and make them available to inspection by the Commission and any other licensing authority on request during normal business hours.

Caroline's Cannabis staff will be carefully chosen. A team that is well versed in the legalities of the marketplace and also committed to providing quality products and top customer service. Staff will need to have a basic scientific understanding about the cannabis plant, cannabis products and their effect, and be able to answer a variety of questions that will be asked by consumers. They will also need to be thoroughly familiar with local and state laws and regulations, and willing and able to educate consumers about safe use. Caroline's Cannabis will ensure that all Caroline's Cannabis Marijuana Establishment Agents complete training prior to performing job functions. Training will be tailored to the roles and responsibilities of the job function of each marijuana establishment agent's position.

The following is a list of anticipated agent positions and description of qualifications:

Caroline Frankel-Caroline's Cannabis Marijuana Establishment Licensee, Owner President, CEO, CFO, COO, Board of Directors, and General Manager

Managers-Caroline's Cannabis Store Manager will report to the Retail Marijuana Establishment Licensee, Owner and General Manager Caroline Frankel. Manager must be 21 years or older, able to pass criminal background check, and have at least 3-5 years of management experience. The individual will have a thorough knowledge of the cannabis industry, cannabis plant, products, and state and local regulations that apply to the business. The store manager will oversee all aspects of the Retail Marijuana Establishment. The Managers responsibilities will include, but are not limited to, the following: inventory controls, day-to-day operations, ensuring all limited-access areas are secured, security concerns, cash handling procedures, good neighbor relations, receiving and overseeing vendor orders, customer education and satisfaction, employee training, retail package handling, proper marijuana storage, accurate sale transactions and reporting, and ensuring legal compliance.

Budtenders (Sales Associates)-Budtenders will report to the Manager on duty. Budtenders must be 21 years or older, and able to pass criminal background check. They will directly interact with customers in the process of understanding, selecting, and purchasing cannabis products. These Caroline's Cannabis Marijuana Establishment agents will ensure that consumers are 21 and over with valid identification, and that all sales are accurately and

comprehensively tracked in the POS system. They will receive thorough training in all aspects of marijuana retail sales compliance, and safety requirements. They will also receive certification and ongoing training as required by 935 CMR 500.105. Sales Agents will not have access to the secured marijuana storage area, unless accompanied by a Manager.

Door Greeter-Greeter will report to the Manager on duty. Greeter must be 21 years or older, and able to pass criminal background check. Marijuana Establishment Agent will be responsible for inspecting and validating individuals' proof of identification on entry.

Security-Security personnel will report to the Manager on Duty. Onsite Security personnel must be 21 years or older, and able to pass criminal background check. Onsite security personnel will be responsible for monitoring the premises to ensure that no unauthorized persons are allowed access to the Retail Establishment at any time, and will implement the established security policies and procedures that protect the premises, employees, consumers, and the general public. Security personnel will monitor the retail establishment using line of sight.

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Operating Policies & Procedures

Energy Compliance Plan

Caroline's Cannabis will implement and maintain compliance with the energy efficiency and conservation regulations, pursuant to 935 CMR 500.105(15) and applicable guidance documents. Best Management practices will be used to reduce energy, engage in energy conservation, and mitigate negative environmental impacts.

Energy efficiency will be a key consideration during retail facility upgrades, renovations, and expansions. To reduce energy usage and costs, Caroline's Cannabis will install new energy efficient equipment. Caroline's Cannabis will use a MA Licensed Mechanical Engineer to design and install new energy efficient heating and air conditioning systems with heat recovery ventilator units. New energy efficient LED lighting will be installed. Existing glass store front will be replaced with new double paned insulated energy efficient units. New wall installation will be provided, reducing air leakage and heat loss which will create a more energy efficient workplace and building. Demolition and construction building materials will be separated, recycled and disposed of using licensed trash management company.

Caroline's Cannabis will continue to use the professional services of a MA Licensed Mechanical Engineer to maintain, repair, and identify energy saving opportunities and recommendations, for optimal facility equipment choices based on energy usage. Monthly energy provider (National Grid) statements will be accessed, and needed adjustments will be made based on such data.

Conservation and the reduction of our carbon footprint is a primary objective of Caroline's Cannabis. The principles of "Reduce, Reuse, and Recycle" are implemented throughout the entire company, and we continually look for new and innovative ways to reduce our carbon footprint and use recycled and/or reusable products as the business expands.

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Diversity Plan-Amended 9/21/2020

Company Diversity Goals

Caroline's Cannabis, LLC is a 100% woman owned and operated company committed to promoting, encouraging, and supporting economic empowerment and diversity in market participation. Caroline's Cannabis intends to lead the cannabis community on this front by assembling a diverse workforce consisting of minorities, women, veterans, people with disabilities, and LGBTQ+. To ensure robust employment access and diversity participation at Caroline's Cannabis, priority hiring, training, and advancements will be implemented company wide. Caroline's Cannabis goal is to increase the number of individuals falling into the listed demographics working at Caroline's Cannabis and provide tools to ensure their success while enhancing diversity awareness within culture of the workplace. To promote equity among these groups, Caroline's Cannabis plans on assembling a workforce of 60% women, 30% minorities, 30% veterans, 10% persons with disabilities, and 30% LGBTQ+.

Programs

Diversity Recruitment & Hiring Program-Caroline's Cannabis will effectively market positions, utilize women, veteran and minority job recruitment resources, and local workforce career centers, in an effort to attract and engage previously under-represented well-qualified individuals trying to enter the adult-use marijuana industry. Using recruitment vehicles that effectively communicate the availability of career opportunities to a diverse group of potential employees, who might otherwise not have been aware that such job opportunities exist, will promote applicant pool diversity. Caroline's Cannabis shall post quarterly advertisements in the local newspaper, Worcester Telegram & Gazette, and employment search engine Indeed.com, stating that Caroline's Cannabis is specifically looking to employ minorities, women, veterans, people with disabilities, and LGBTQ+. The advertising of available job opportunities will also not impose unnecessary educational requirements that create barriers to cannabis industry employment. Caroline's Cannabis shall establish a preference for hiring minorities, women, veterans, people with disabilities, and LGBTQ+. Any interest or resumes from the above individuals will be prioritized during the review process for job availabilities. Caroline's Cannabis will not only seek inclusive hiring but will endeavor to retain those hired that may need assistance with workplace training should that be a barrier to continued employment at Caroline's Cannabis.

Diversity Awareness Training Program-Caroline's Cannabis is committed to promoting a corporate culture of inclusion and diversity awareness. All employees, including owners, executives, and managers will be required to participate in *Diversity Awareness Training Sessions* regarding embracing diversity, understanding cultural differences in the workplace, and maintaining an open dialog regarding inclusion, and career advancement. All employees will be required to complete *Diversity Awareness Training* within 90-days of hire, and annually

thereafter. Training material will include: What is Diversity; Legal Overview; Protected categories; The value of diversity, Stereotypes; Breaking down the barriers; Optimizing diversity; Handling Complaints; and laws that apply to diversity.

Measurement

To measure the success of the programs, the following specific measurement metrics will be used and assessed on a quarterly basis:

- Caroline's Cannabis will maintain records of all applicants for positions at the establishment;
- Caroline's Cannabis will count the number of individuals (hired after issuance of license) who are minorities, women, veterans, people with disabilities, and LGBTQ+. This number will be assessed from the total number of individuals hired, to ensure 60% women, 30% minorities, 30% veterans, 10% persons with disabilities, and 30% LGBTQ+ of all individuals fall within diversity plan goal;
- Caroline's Cannabis will document the number of postings in diverse publications or general publications; and
- Caroline's Cannabis will document the number of and type of diversity trainings held or participated.

The data gleaned from the above measurement process will assist Caroline's Cannabis in determining whether its current program is functioning in a manner to achieve its goals. Caroline's Cannabis will know that its programs are working if it is able to meet its goal of a workplace comprised of 60% woman, 30% minorities, 30% veterans, 10% persons with disabilities, and 30% LGBTQ+

Caroline's Cannabis is committed to achieving an equitable balance in the composition of workforce diversity, and as such plans to conduct diversity training, track progress of diversity initiatives, evaluate the plan's progress quarterly, and provide annual analysis of the effectiveness of ongoing diversity strategies and programs. If analysis results identify areas for improvement, corrective action will be taken.

Caroline's Cannabis, LLC acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.