



# Massachusetts Cannabis Control Commission

## Public Record Request

### Marijuana Cultivator

#### General Information:

License Number: MC282190

Original Issued Date: 06/17/2020

Issued Date: 06/17/2020

Expiration Date: 06/17/2021

Payment Received: \$20000      Payment Required: \$20000

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: CNA Stores, Inc.

Phone Number: 781-589-3192      Email Address: rob@cnastores.com

Business Address 1: 57 South Hunt Road      Business Address 2:  
Business City: Amesbury      Business State: MA      Business Zip Code: 01913  
Mailing Address 1: 57 South Hunt Road      Mailing Address 2:  
Mailing City: Amesbury      Mailing State: MA      Mailing Zip Code: 01913

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Disability-Owned Business, Veteran-Owned Business

### 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: 51      Percentage Of Control: 51

Role: Owner / Partner      Other Role:

First Name: Robert      Last Name: DiFazio      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

### Person with Direct or Indirect Authority 2

Percentage Of Ownership: 49      Percentage Of Control: 49

Role: Owner / Partner      Other Role:

First Name: Billie      Last Name: Haggard      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

## ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

## CLOSE ASSOCIATES AND MEMBERS

No records found

## CAPITAL RESOURCES - INDIVIDUALS

### Individual Contributing Capital 1

First Name: Robert      Last Name: DiFazio      Suffix:

Types of Capital: Monetary/Equity      Other Type of Capital:      Total Value of the Capital Provided: \$510000      Percentage of Initial Capital: 51

Capital Attestation: Yes

### Individual Contributing Capital 2

First Name: Billie      Last Name: Haggard      Suffix: Jr.

Types of Capital: Monetary/Equity      Other Type of Capital:      Total Value of the Capital Provided: \$490000      Percentage of Initial Capital: 49

Capital Attestation: Yes

### Individual Contributing Capital 3

First Name: Joy      Last Name: DiFazio      Suffix:

Types of Capital: Monetary/Equity      Other Type of Capital:      Total Value of the Capital Provided: \$510000      Percentage of Initial Capital: 51

Capital Attestation: Yes

## CAPITAL RESOURCES - ENTITIES

No records found

## BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

## DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

## MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 57 South Hunt Road

Establishment Address 2:

Establishment City: Amesbury

Establishment Zip Code: 01913

Approximate square footage of the Establishment: 55950

How many abutters does this property have?: 6

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

Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft

Cultivation Environment: Indoor

### FEE QUESTIONS

Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft    Cultivation Environment: Indoor

### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	CNA_Amesbury_HCA Certification EXECUTED.pdf	pdf	5d5ab9bfd4b61e1ddc08a1ac	08/19/2019
Community Outreach Meeting Documentation	CNA_Amesbury COM Materials.pdf	pdf	5d80e2208470d4229ba46cc9	09/17/2019
Plan to Remain Compliant with Local Zoning	CNA Stores_Plan to Remain Compliant with Local Zoning_Amesbury_Cultivation and Processing.pdf	pdf	5df9597b38abaf57497a9bd2	12/17/2019

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

### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	CNA Stores_Plan for Positive Impact.pdf	pdf	5df95ef55e2d54535a9c116b	12/17/2019
Plan for Positive Impact	Veterans Northeast Outreach Center Letter.pdf	pdf	5df95efc00f72d57285ed5a0	12/17/2019

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

### INDIVIDUAL BACKGROUND INFORMATION

#### Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Robert

Last Name: DiFazio    Suffix:

RMD Association: Not associated with an RMD

Background Question: no

#### Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Billie

Last Name: Haggard    Suffix: Jr.

RMD Association: Not associated with an RMD

Background Question: no

### Individual Background Information 3

Role: Other (specify)

Other Role: Investor

First Name: Joy

Last Name: DiFazio Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### ENTITY BACKGROUND CHECK INFORMATION

No records found

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	CNA Stores - Articles of Organization.pdf	pdf	5d10fe0bc70e2b132b31700a	06/24/2019
Bylaws	CNA Stores_Corporate Bylaws_Executed.pdf	pdf	5d10fe321dae681319cec100	06/24/2019
Secretary of Commonwealth - Certificate of Good Standing	CNA Stores_SoC Cert of Good Standing 12.11.19.pdf	pdf	5df262bd0557385733b3fd08	12/12/2019
Department of Revenue - Certificate of Good standing	CNA Stores_DoR Cert of Good Standing 12.12.19.pdf	pdf	5df96115f76dd253236e118a	12/17/2019

No documents uploaded

Massachusetts Business Identification Number: 001336643

Doing-Business-As Name:

DBA Registration City:

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	CNA Stores_Plan for Obtaining Liability Insurance.pdf	pdf	5d10fec7622b7c1357f7324a	06/24/2019
Business Plan	CNA Stores_Business Plan_Cultivation and Processing.pdf	pdf	5dfa95d3bb37d053183ddd4a	12/18/2019
Proposed Timeline	CNA Stores_Proposed Timeline_Cultivator.pdf	pdf	5dfab8f0f76dd253236e148d	12/18/2019

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	CNA Stores_Inventory Procedures.pdf	pdf	5d110aaf33099617d7946deb	06/24/2019
Quality control and testing	CNA Stores_Quality Control and Testing.pdf	pdf	5d110ad2bbb965134133d85c	06/24/2019
Maintaining of financial records	CNA Stores_Maintaining Financial Records.pdf	pdf	5d110b4b41a4321320f2a13c	06/24/2019
Qualifications and training	CNA Stores_Qualifications and Training.pdf	pdf	5d110b78bbb965134133d862	06/24/2019

Policies and Procedures for cultivating.	CNA Stores_Policies and Procedures for Cultivating.pdf	pdf	5d816083271f0d1dcdf33518	09/17/2019
Prevention of diversion	CNA Stores_Prevention of Diversion.pdf	pdf	5d8161013567ed1db89e3d05	09/17/2019
Record Keeping procedures	CNA Stores_Recordkeeping Procedures.pdf	pdf	5d816120af9d6f1dd58a42c7	09/17/2019
Storage of marijuana	CNA Stores_Storage of Marijuana.pdf	pdf	5d8161348906c11df69cc0a0	09/17/2019
Transportation of marijuana	CNA Stores_Transportation of Marijuana.pdf	pdf	5d8161497e918b22a66c1a54	09/17/2019
Separating recreational from medical operations, if applicable	CNA Stores_Separating Medical from Adult Use Operations.pdf	pdf	5d816baa0473c3226f35dfe4	09/17/2019
Security plan	CNA Stores-Security Plan.pdf	pdf	5d822c503aff472290ba2054	09/18/2019
Diversity plan	CNA Stores_Diversity Plan.pdf	pdf	5df95f1efab70557127ee9ea	12/17/2019
Restricting Access to age 21 and older	CNA Stores_Plan for Restricting Access to Age 21 and Older.pdf	pdf	5dfaa3edbb37d053183ddd93	12/18/2019
Personnel policies including background checks	CNA Stores_Personnel Policies Including Background Checks_Cultivation and Processing.pdf	pdf	5dfaa6bf38f8ab571d6e18e1	12/18/2019

### ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

### COMPLIANCE WITH DIVERSITY PLAN

No records found

### HOURS OF OPERATION

Monday From: 7:00 AM Monday To: 7:00 PM

Tuesday From: 7:00 AM Tuesday To: 7:00 PM

Wednesday From: 7:00 AM    Wednesday To: 7:00 PM

Thursday From: 7:00 AM    Thursday To: 7:00 PM

Friday From: 7:00 AM    Friday To: 7:00 PM

Saturday From: 7:00 AM    Saturday To: 7:00 PM

Sunday From: 7:00 AM    Sunday To: 7:00 PM



**CNA Stores, Inc.**  
**Business Plan**

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## **1. EXECUTIVE SUMMARY**

### **1.1 Mission Statement and Message from the CEO**

CNA Stores, Inc. (“CNA Stores”) is a Marijuana Establishment (“ME”) committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

As a veteran owned company, we aim to bring integrity and commitment to promote the growth of a responsible and legitimate cannabis industry. We will provide premium quality cannabis products, educational support, and an unparalleled experience to all of those we proudly serve.

### **1.2 Product**

In addition to traditional Sativa, Indica, and hybrid cannabis flower, CNA Stores will offer a wide range of products and services that will allow CNA Stores to serve customers with a wide variety of needs. Products CNA Stores intends to offer include, but will not be limited to:

1. CONCENTRATES
2. TOPICAL SALVES
3. CREAMS/LOTIONS
4. PATCHES
5. ORAL MUCOSAL/SUBLINGUAL DISSOLVING TABLETS
6. TINCTURES
7. SPRAYS
8. INHALATION READY TO USE CO2 EXTRACTED OILS
9. PRE-DOSED OIL VAPORIZERS
10. INGESTION CAPSULES
11. EDIBLES

### **1.3 What Drives Us**

CNA Stores goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
  2. Assisting local communities in offsetting the cost of CNA Stores operations within their communities;
  3. Hiring employees and contractors from within the communities served;
  4. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;
  5. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within CNA Stores and the cannabis industry as a whole;
  6. Having a diverse and socially representative pool of employees;
  7. Empower the next generation of entrepreneurs and leaders through hiring, training, and
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- teaching;
8. Running an environmentally friendly ME in the Commonwealth of Massachusetts through the use of efficient cultivation methods; and
  9. Creating branded marijuana products that are safe, effective, consistent, and high quality.
  10. Hiring Service-disabled veterans' employees from the local area and giving them the space and knowledge to flourish professionally within CNA Stores and the cannabis industry as a whole.



## 2. COMPANY DESCRIPTION

### 2.1 Structure

CNA Stores is a Massachusetts domestic for-profit corporation interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the Commonwealth.

CNA Stores will file, in a form and manner specified by the Commission, an application for licensure as a ME consisting of three packets: An Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet.

### 2.2 Operations

CNA Stores' cultivation and processing operations will be located at 57 South Hunt Street, Amesbury. CNA Stores' retail facilities will be located at the following locations:

- Haverhill Location: We will lease a facility located at 558 River Street, Haverhill, MA 01830.
- Amesbury Location: We will lease a facility located at 77 Macy Street, Amesbury, MA 01913
- Location 3: TBD

CNA Stores will utilize the State mandated Metrc program for its seed-to-sale traceability system. CNA will conduct a comprehensive daily inventory audit.

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

CNA Stores will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

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

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

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

CNA Stores will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

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

CNA Stores and CNA Stores agents will comply with all local rules, regulations, ordinances, and bylaws.

## **2.3 Security**

CNA Stores will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Amesbury Police Department. These surveillance cameras will remain operational even in the event of a power outage.

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

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

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

On-site consumption of marijuana by CNA Stores' employees and visitors will be prohibited.

CNA Stores will have security personnel on-site during business hours.

## **2.4 Benefits to the Municipality**

CNA Stores looks forward to working cooperatively with the City of Amesbury to ensure that CNA Stores operates as a responsible, contributing member of the Amesbury community. CNA Stores anticipates establishing a mutually beneficial relationship with Amesbury in exchange for permitting CNA Stores to site and operate in Amesbury. The City stands to benefit in various ways, including but not limited to the following:

- Jobs:
    - An Adult Use Marijuana facility will add a multitude of full-time jobs, in addition to hiring qualified, local contractors and vendors.
  - Monetary Benefits:
    - A Host Community Agreement with significant monetary donations will provide the City with additional financial benefits beyond local property taxes.
  - Access to Quality Product:
    - CNA Stores will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
  - Control:
    - In addition to the Commission, the Amesbury Police Department and other municipal departments will have oversight over CNA Stores' security systems and processes.
  - Responsibility:
    - CNA Stores is comprised of experienced cultivators and professionals who will be thoroughly background checked and will maintain compliance with all rules and regulations at all times.
  - Economic Development:
    - CNA Stores' construction of the facility will revitalize the community and contribute to the overall economic development of the local area.
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## 2.5 Zoning

**Amesbury Location:** The address for CNA Stores, Inc.'s ("CNA Stores") proposed Marijuana Cultivator and Product Manufacturer Establishment is 57 South Hunt Road, Amesbury, MA 01913. CNA Stores, Inc. will remain compliant at all times with the local zoning requirements set forth in the Amesbury's Zoning Bylaw. In accordance with Zoning Bylaw Section XI.02, CNA Stores' proposed Marijuana Product Manufacturing and Cultivation Facility is located in the Medical Marijuana Overlay Zoning District designated for Marijuana Product Manufacturing and Cultivation Facilities.

In compliance with 935 CMR 500.110(3) and Section 6.01.2 of the Amesbury Zoning Bylaw, the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

As required by Amesbury's Zoning Bylaw, CNA Stores will apply for a Special Permit and Site Plan Approval, as applicable, from the Planning Board. CNA Stores will apply for any other local permits required to operate a Marijuana Product Manufacturing and Cultivation Facility at the proposed location. CNA Stores will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Product Manufacturing and Cultivation Facility at CNA Stores' proposed location.

CNA Stores has already attended several meetings with various municipal officials and boards to discuss CNA Stores plans for a proposed Marijuana Product Manufacturing and Cultivation Facility and has executed a Host Community Agreement with Amesbury. CNA Stores will continue to work cooperatively with various municipal departments, boards, and officials to ensure that CNA Stores' Marijuana Product Manufacturing and Cultivation Facility remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

A COMPLETELY NATURAL ALTERNATIVE

### **3. MARKET RESEARCH**

#### **3.1 Industry**

CNA Stores' proposed retail locations are Haverhill and Amesbury with a third location to be identified. Surrounding areas include Merrimac, Haverhill, West Newbury, Newburyport and Salisbury.

#### **3.2 Customers**

In Massachusetts, sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

#### **3.3 Competitors**

CNA Stores' competitors include Healthy Pharms in Georgetown, Stem in Haverhill, Full Harvest Moonz in Haverhill, and Alternative Therapies Group, Amesbury.

#### **3.4 Competitive Advantage**

CNA Stores' competitive advantages over their competition include:

- Self-funded-access to deeper financial resources than the competition can be a major advantage in capital intensive industries.
- Quality-Delivering products and services that are high quality in the eyes of customers.
- Customer Satisfaction-An ability to consistently please customers is important in virtually every industry. Technology has accelerated this effect as many industries are driven by customer reviews.
- Veteran Led- A sense of purpose and values behind your organization that inspires your customers and motivates your employees.

The cannabis industry is known to be highly competitive. CNA Stores possesses several strengths which will separate CNA Stores from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, the discounts offered for the products, and to some extent, the branding of the business.

#### **3.5 Regulations**

CNA Stores is a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

CNA Stores will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. CNA Stores will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

CNA Stores will apply for all state and local permits and approvals required to renovate and operate the facility.

CNA Stores will also work cooperatively with various municipal departments to ensure that the proposed facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation, and security.



## **4. PRODUCT / SERVICE**

### **4.1 Product & Service**

Our core product will be marijuana, which will come in a variety of strains and product types.

### **4.2 Pricing Structure**

CNA Stores' pricing structure will vary based on market conditions. CNA Stores plans to produce products of superior quality and will price its products accordingly.

## **5. MARKETING & SALES**

### **5.1 Growth Strategy**

CNA Stores plans to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. A compelling loyalty program;
4. An exemplary customer in-store experience;
5. A caring and thoughtful staff made of consummate professionals; and

CNA Stores plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

### **5.2 Communication**

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

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

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CNA Stores will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discovery networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat;
5. Opt-in direct communications; and

CNA Stores will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in its retail stores.

### **5.3 Sales**

CNA Stores will sell its product and service by engaging customers with knowledgeable in-store personnel.

CNA Stores will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, CNA Stores will market its products and services to reach a wide range of qualified consumers.

CNA Stores will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors.

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

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#### 5.4 Logo

CNA Stores has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

An image of the logo can be found below:



## **6. TEAM**

### **6.1 General**

CNA Stores has put together a team to implement the operations of the store. CNA Stores intends to create 64 full-time staff positions within the first three years of operations in Haverhill, Amesbury and one additional location.

Our Disabled Veteran-Led Company brings expertise and a unique background in business management, law enforcement, litigation/lobbying, and operational excellence. The unique combination of veterans, business management, law enforcement along with a customer service focus makes our team an ideal fit for the Massachusetts recreational use marijuana program.

As a licensed Marijuana Establishment, we will bring the Massachusetts marijuana community a variety of marijuana products and services. This includes educating the consumer on safe marijuana consumption ranging from marijuana flower, concentrates, edibles, topicals, and educational literature.

The extended experience of our management team along with our previous experience in the business operations will be the foundation on which we continue to build. We are very familiar with all products and processes. We look forward to having the opportunity to bring this experience and knowledge to Massachusetts.

CNA Stores looks forward to becoming an integral part of the Amesbury community and shall offer a safe and secure environment with access to a full line of marijuana products.

We will be primarily focused on veterans programs and charitable activities that help support our cause to bring quality marijuana to adult consumers in the Commonwealth of Massachusetts. As part of our commitment to Amesbury, we will donate a minimum of 100 hours annually to participate in community service activities. These include consumer assistance programs, community outreach programs, and various charitable donations. All will be in the interest of educating and supporting Amesbury's adult use marijuana community.

No individual on the CNA Stores team is a controlling person with over more than three licenses in a particular class of license.

### **6.2 Founders**

#### **Robert DiFazio**

Mr. DiFazio, a service-disabled veteran, started his career in the United States Navy Nuclear Power Program and has spent the last 24 years working in mission critical environments and developing small businesses. As a 15-year resident of Amesbury, Mr. DiFazio successfully built two companies Critical Solutions Group and Critical Power Testing and Maintenance. Mr. DiFazio developed and implemented Data Center solutions to some of the nation's largest Data Center

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and technology companies including: Microsoft, Facebook, Google, TD Bank Financial Group, Fannie Mae, Time Warner Cable, Tesla and many others.

Mr. DiFazio's entrepreneurial spirit led him to developed local small-town commercial property. Mr. DiFazio is Co-Owner of Warming Market in Brunswick, Maine and 100 Main St. in Amesbury, Massachusetts. Warmings Market is a convenience store located in Brunswick Maine and has been in operation since 1946. When the previous owner was looking to retire, we saw the opportunity to keep this Brunswick landmark alive and continue to serve the Brunswick community. Mr. DiFazio also has developed a commercial property located at 100 Main St in Amesbury, Massachusetts. When the previous owner was looking to exit his real estate investments Mr. DiFazio stepped in to turn the old post office built in 1905 into professional office suites. Klondike Enterprise Group was born, and 100 Main St was renovated keeping the same look and feel of the old post office.

Mr. DiFazio holds a Master's Certificate from the Cannabis Training University and has been successfully trained and certified in all areas, including; Cultivation, Extractions, Laws and Regulations, Dispensary Operations, Delivery Service Operations, and Medical Applications.

### **6.3 CEO / COO / CFO**

#### **Chief Executive Officer - Robert DiFazio**

Robert DiFazio, a service-disabled veteran, started his career in the United States Navy Nuclear Power Program and has spent the last 24 years working in mission critical environments and developing small businesses. As a 15-year resident of Amesbury, Mr. DiFazio successfully built two companies Critical Solutions Group and Critical Power Testing and Maintenance. Mr. DiFazio developed and implemented Data Center solutions to some of the nation's largest Data Center and technology companies including: Microsoft, Facebook, Google, TD Bank Financial Group, Fannie Mae, Time Warner Cable, Tesla and many others.

For 11 years Mr. DiFazio was Chief Executive Officer and founder of Critical Solutions Group, a Service-Disabled Veteran Owned Small Business. Critical Solutions Groups data center services include commissioning, design support, construction project management and load bank services. Mr. DiFazio's diverse experience in design, operation and management of data centers enables him to cover every phase of a data center through its life-cycle, from operations and maintenance, to remote management, energy audits, project management and facilities infrastructure training. Mr. DiFazio was responsible for developing and implementing the vision and the strategy of this business until it was acquired by BGIS, a Brookfield Asset Management Company.

Mr. DiFazio's entrepreneurial spirit led him to developed local small-town commercial property. Mr. DiFazio is Co-Owner of Warming Market in

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Brunswick, Maine and 100 Main St. in Amesbury, Massachusetts. Warmings Market is a convenience store located in Brunswick Maine and has been in operation since 1946. When the previous owner was looking to retire, we saw the opportunity to keep this Brunswick landmark alive and continue to serve the Brunswick community. Mr. DiFazio also has developed a commercial property located at 100 Main St in Haverhill Massachusetts. When the previous owner was looking to exit his real estate investments Mr. DiFazio stepped in to turn the old post office built in 1905 into professional office suites. Klondike Enterprise Group was born and 100 Main St was renovated keeping the same look and feel of the old post office.

In conjunction with his business interest, Mr. DiFazio spent considerable time pursuing charitable endeavors. He has been part of an Amesbury, MA Charity called LUNGSTRONG, [www.lungstrong.org](http://www.lungstrong.org). LUNGSTRONG is a non-profit organization committed to funding innovative lung cancer research. To date, LUNGSTRONG has helped fund over \$2,800,000 in lung cancer research. Mr. DiFazio has also participated the Pan-Mass Challenge for last 5 years. The Pan-Mass Challenge brings together thousands of impassioned cyclists, committed volunteers, generous donors and dedicated corporate sponsors. The Pan-Mass Challenge generates more than 50% of the Jimmy Fund's annual revenue and it is Dana Farber's single largest contributor. Over the past 38 years, the Pan-Mass Challenge cyclist have ridden to raise and contribute \$598 million to cancer research.

#### Chief Operations Officer and Chief Financial Officer Billie Haggard

Billie Haggard, a protected-class veteran, started his career in the United States Navy Nuclear Power Program. After 13 years of honorable service, Mr. Haggard has spent the last 18 years working in mission critical environments. Mr. Haggard successfully created operating groups within private equity backed holding companies that later went on to become publicly traded companies. Mr. Haggard has been a senior leader for engineering, construction, security, and facilities departments for some of the nation's largest Data Center and technology companies including: Switch and Data, CoreSite, and Microsoft.

For the last 1.5 years, Mr. Haggard has served as the Director of Corporate Performance at Critical Solutions Group (CSG). At CSG he was responsible for organizational design, back of office support personnel and systems, and strategy to increase the capabilities of the company. In February of 2018, CSG was acquired by Brookfield Asset Management Company (BGIS) and Mr. Haggard was transitioned to BGIS to serve as the Operations Director for its largest critical environment client. Mr. Haggard's diverse experience and extensive leadership roles in critical environment enables him to cover every aspect of a data center from design, construction, to daily facilities operations. From 2015 to 2017, Mr. Haggard served as the Director for the Americas for Microsoft and was responsible for the testing and acceptance for Microsoft's owned and leased data

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centers in North and South America.

Prior to that, Mr. Haggard served as the Senior Vice President and Named Executive Officer at CoreSite from 2009 to 2015. In this role, Mr. Haggard was responsible for the design, construction, maintenance, facilities staffing, and ultimately uptime, reliability and energy efficiency of Core Site's 2.5 million square feet of data center space.

From 2003 until 2009, Mr. Haggard was the Senior Technical Manager at Switch and Data, a provider of network-neutral data centers, where he oversaw all aspects of data center design and management for more than 40 data centers across North America. Prior to joining Switch and Data in 2003, Mr. Haggard held the position of Technical Manager for Lee Technologies, a data center solutions provider, focused upon data center and mission-critical facilities.

Mr. Haggard completed his Bachelor of Science in Business Management and Master of Human Resources at Colorado State University. Additionally, Mr. Haggard held positions of increasing responsibility focused upon nuclear power technology and maintenance during his 13-year career as an officer in the United States Navy. Mr. Haggard was recognized with four Naval Achievement Medals and numerous letters of commendation.

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## **7. FINAL REMARKS**

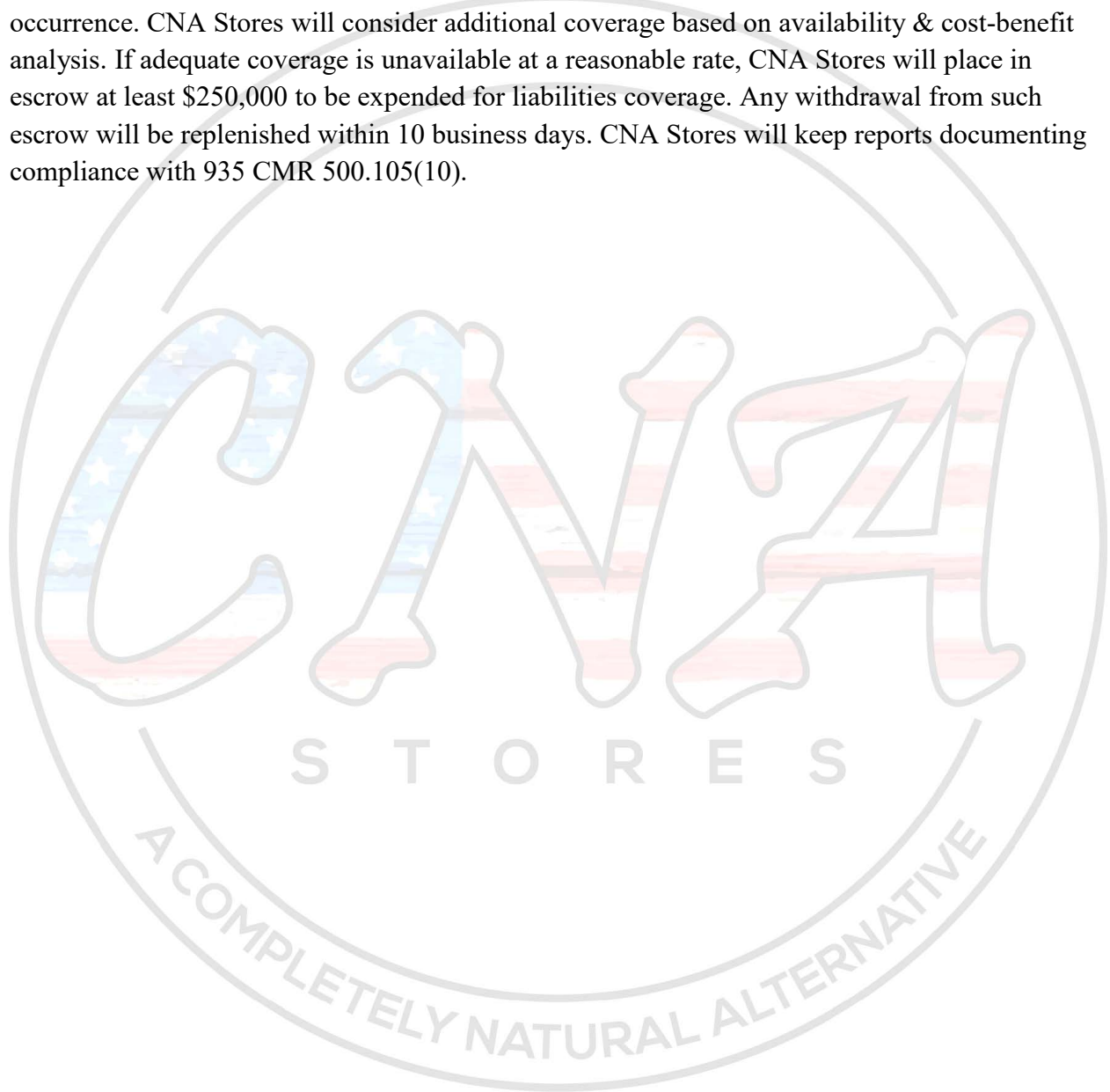
CNA Stores has the experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. CNA Stores' state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both Consumers and staff and will help deter and prevent diversion.

In Massachusetts, cannabis-related sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025. CNA Stores is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, CNA Stores looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits this market will yield.

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### **PLAN FOR OBTAINING LIABILITY INSURANCE**

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



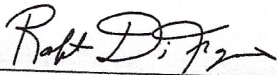


## Host Community Agreement Certification Form

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

### Applicant

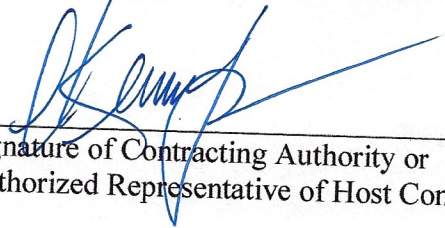
I, Robert DiFazio, (*insert name*) certify as an authorized representative of CNA Stores, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Amesbury (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on July 12, 2019 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, C. Kenneth Gray, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Amesbury (*insert name of host community*) to certify that the applicant and the City of Amesbury (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 12, 2019 (*insert date*).



Signature of Contracting Authority or  
Authorized Representative of Host Community



## Community Outreach Meeting Attestation Form

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

I, Robert DiFazio, (*insert name*) attest as an authorized representative of CNA Stores, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on July 2, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on June 22, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on June 21, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on June 21, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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





# Business & Service

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Are you in need of a ride to AIRPORT, doctor, shopping, or where ever you need to go?  
Call 978-423-9754 OR 878-842-0504

EXPERIENCED Dependable Strong PCA/CNA needed to work in Peabody full time week nights only from 6 pm to 9 pm Monday through Friday to assist women with MS to get ready for bed along with another PCA. Must have valid drivers license, dependable car & references.  
Job is available immediately.  
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sheet rock, stainless steel appliances, white  
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closet and kitchen storage space, good-sized  
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signed parking, storage, and laundry room in a  
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will comprise 6.44 acres +/- with approxi-  
mately 295 feet of road frontage providing  
generous road frontage and an abundance of  
land for lot conformance. Anticipated building  
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Sellers will complete lot division of two city  
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to beaches, highway and train station to Bos-  
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a minimum credit score of 675 to qualify.  
\$1325/mo

Gloucester-Long-Term Apartment Rental In  
Gloucester's historic business district Handi-  
cap Accessible Unit! Located in a modern  
building, this pristine three-room, one-bed-  
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ease of access. This modern and clean unit  
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LEGAL NOTICE OF  
COMMUNITY OUTREACH MEETING  
ON July 2<sup>nd</sup>, 2019 FOR MARIJUANA ESTABLISHMENTS  
PURSUANT TO 935 CMR 500.000

TO: All Abutters to 57 South Hunt Road, Amesbury, MA 01913, all residents within 300 feet of 57 South Hunt Road, Amesbury, MA 01913, and other interested residents or parties.

FROM: CNA Stores, Inc.

SUBJECT OF COMMUNITY OUTREACH MEETING: The Information presented at the Community Outreach Meeting will include 1) that the type of Marijuana Establishment to be located at 57 South Hunt Road, Amesbury, MA 01913, is a "Marijuana Cultivator"; 2) information adequate to demonstrate that the Location will be maintained securely, and steps to be taken by the applicant to prevent diversion to minors; 3) a plan by the applicant to positively impact the community; and 4) information adequate to demonstrate that the location will not constitute a nuisance.

CNA Stores, Inc. will introduce the proposal, will solicit questions and comments from the public and will answer any such questions.

**Date and time of  
Community Outreach  
Meeting:**

**July 2, 2019 at 5:30 pm**

**Location of Meeting:**

**Hampton Inn  
284 Elm Street  
Amesbury, MA 01913**

If you have any questions regarding this Community Outreach Meeting, please contact Robert DiFazio; Email: rob@cnastores.com; Phone: 781-589-3192.

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LEGAL NOTICE OF  
COMMUNITY OUTREACH MEETING  
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2290 0000 3484 5854

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

Certified Mail Fee \$1.10

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

Postmark Here  
DANVERS, MA 01923  
JUN 21 2019

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

2290 0000 3484 5908

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<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

Postmark Here  
DANVERS, MA 01923  
JUN 21 2019

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

7018 2290 0000 3484 5854

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

Certified Mail Fee \$3.50

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

Postmark Here  
DANVERS, MA 01923  
JUN 21 2019

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

7018 2290 0000 3484 5830

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

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

Postmark Here  
DANVERS, MA 01923  
JUN 21 2019

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

7018 2290 0000 3484 5867

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

Certified Mail Fee \$1.10

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

Postmark Here  
DANVERS, MA 01923  
JUN 21 2019

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

7018 2290 0000 3484 4468

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

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$4.05

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DANVERS, MA 01923  
JUN 21 2019

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ATTACHMENT C

### **PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING**

CNA Stores, Inc. (“CNA Stores”) will remain compliant at all times with the local zoning requirements set forth in Amesbury’s Zoning Bylaw. In accordance with Zoning Bylaw Section X1.02, CNA Stores’ proposed Marijuana Product Manufacturing and Cultivation Facility is located in the Medical Marijuana Overlay Zoning District designated for Marijuana Product Manufacturing and Cultivation Facilities.

In compliance with 935 CMR 500.110(3) and Section 6.01.2 of the Amesbury Zoning Bylaw, the property is not located within 500 feet of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12.

As required by Amesbury’s Zoning Bylaw, CNA Stores will apply for a Special Permit and Site Plan Approval, as applicable, from the local Planning Board. In accordance with Section X.J of the Amesbury Zoning Bylaw, a Special Permit shall lapse in two (2) years if a substantial use or construction has not begun under the permit by such date except for good cause.

CNA Stores will apply for any other local permits required to operate a Marijuana Product Manufacturing and Cultivation Facility at the proposed location. CNA Stores will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Product Manufacturing and Cultivation Facility at CNA Stores’ proposed location.

CNA Stores has already attended several meetings with various municipal officials and boards to discuss CNA Stores plans for a proposed Marijuana Product Manufacturing and Cultivation Facility and has executed a Host Community Agreement with Amesbury. CNA Stores will continue to work cooperatively with various municipal departments, boards, and officials to ensure that CNA Stores’ Marijuana Product Manufacturing and Cultivation Facility remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$250.00

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

**Articles of Organization**

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

**Identification Number:** 001336643

**ARTICLE I**

The exact name of the corporation is:

CNA STORES, INC.

**ARTICLE II**

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

**ARTICLE III**

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CNP	\$0.00000	275,000	\$0.00	0

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

**ARTICLE IV**

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

**ARTICLE V**

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

**ARTICLE VI**

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



A. LIMITATION OF DIRECTOR LIABILITY. EXCEPT AS REQUIRED BY APPLICABLE LAW, NO DIRECTOR OF THE CORPORATION SHALL HAVE ANY PERSONAL LIABILITY TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR. THE PRECEDING SENTENCE SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH SUCH PROVISION BECOMES EFFECTIVE. B. INDEMNIFICATION. THE CORPORATION SHALL, TO THE EXTENT PERMITTED BY G.L.C. 156D, INDEMNIFY ALL PERSONS WHO HAVE SERVED OR MAY SERVE AT ANY TIME AS OFFICERS OR DIRECTORS OF THE CORPORATION AND THEIR HEIRS, EXECUTORS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, FROM AND AGAINST ANY AND ALL LOSS AND EXPENSE, INCLUDING AMOUNTS PAID IN SETTLEMENT BEFORE OR AFTER SUIT IS COMMENCED, AND REASONABLE ATTORNEY'S FEES, ACTUALLY AND NECESSARILY INCURRED AS A RESULT OF ANY CLAIM, DEMAND, ACTION, PROCEEDING, OR JUDGMENT THAT MAY HAVE BEEN ASSERTED AGAINST ANY SUCH PERSONS, OR IN WHICH THESE PERSONS ARE MADE PARTIES BY REASON OF THEIR BEING OR HAVING BEEN OFFICERS OR DIRECTORS OF THE CORPORATION. THIS RIGHT OF INDEMNIFICATION SHALL NOT EXIST IN RELATION TO MATTERS AS TO WHICH IT IS ADJUDGED IN ANY ACTION, SUIT OR PROCEEDING THAT THESE PERSONS ARE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY. THE INDEMNIFICATION RIGHTS PROVIDED HEREIN (I) SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR OTHERWISE; AND (II) SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSONS ENTITLED TO INDEMNIFICATION. THE CORPORATION MAY, TO THE EXTENT AUTHORIZED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, GRANT INDEMNIFICATION RIGHTS TO OTHER EMPLOYEES OR AGENTS OF THE CORPORATION OR OTHER PERSONS SERVING THE CORPORATION AND SUCH RIGHTS MAY BE EQUIVALENT TO, OR GREATER OR LESS THAN, THOSE SET FORTH HEREIN. C. PARTNERSHIP. THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW. D. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS. E. SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING. F. AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

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

**ARTICLE VII**

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

**Later Effective Date:   Time:**

**ARTICLE VIII**

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

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

Name: ROBERT DIFAZIO  
No. and Street: 100 MAIN STREET  
City or Town: AMESBURY State: MA Zip: 01913 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	ROBERT DIFAZIO	100 MAIN STREET AMESBURY, MA 01913 USA
TREASURER	BILLIE RAY HAGGARD JR.	100 MAIN STREET AMESBURY, MA 01913 USA
SECRETARY	BILLIE RAY HAGGARD JR.	100 MAIN STREET AMESBURY, MA 01913 USA
DIRECTOR	ROBERT DIFAZIO	100 MAIN STREET AMESBURY, MA 01913 USA
DIRECTOR	BILLIE RAY HAGGARD JR.	100 MAIN STREET AMESBURY, MA 01913 USA

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

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

RETAIL CONSUMER GOODS

**f. The street address (post office boxes are not acceptable) of the principal office of the corporation:**

No. and Street: 100 MAIN STREET  
City or Town: AMESBURY State: MA Zip: 01913 Country: USA

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

No. and Street: 100 MAIN STREET  
City or Town: AMESBURY State: MA Zip: 01913 Country: USA

**which is**

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

**Signed this 13 Day of July, 2018 at 2:18:03 PM by the incorporator(s).** (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

ROBERT DIFAZIO



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:

July 13, 2018 02:16 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**BYLAWS  
OF  
CNA STORES, INC.**

# **BYLAWS OF CNA STORES, INC.**

## **ARTICLE I: GENERAL**

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

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

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

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

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

## **ARTICLE II: SHAREHOLDERS**

**Section 2.01 Place of Meeting.** Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

**Section 2.02 Annual Meeting.** The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

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

**Section 2.03 Special Shareholders' Meetings.** Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

**Section 2.04 Shareholder Nominations and Proposals.** For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

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

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

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

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

**Section 2.05 Notice of Shareholders' Meeting.** Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

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

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



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

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

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

**Section 2.06 Shareholder Approvals.** Notwithstanding any other provision of these Bylaws, the shareholders shall be entitled to exercise their right to approve, by not less than a majority vote of all outstanding shares entitled to vote at a meeting of the shareholders, of the following actions proposed to be taken by the Corporation, its officers or the Board of Directors:

- (a) The formation, acquisition, substantial sale of the assets, merger or disposal of any subsidiary companies of the Corporation;
- (b) The acquisition or disposal of any real property of the Corporation;
- (c) The issuance of a distribution of any profits of the Corporation to the shareholders; and
- (d) Any amendment to any shareholder agreement or other agreement by which the shareholders of the Corporation have consented to be bound with respect to shares or equity securities in the Corporation;

*provided, further,* that notwithstanding any other provision of these Bylaws, the shareholders shall be entitled to exercise their right to approve, by not less than a sixty percent (60%) super-majority vote of all outstanding shares entitled to vote at a meeting of the shareholders, of the following action proposed to be taken by the Corporation, its officers or the Board of Directors:

(e) The issuance of new shares or equity securities in the Corporation or the introduction of new shareholders to the Corporation;

(f) Corporation's purchase of shares or equity securities in the Corporation;

(g) A decision by the Board to change the nature of the business of the Corporation or commencement of a new business by the Corporation;

(h) A substantial sale of the assets of the Corporation or merger or disposal of business by the Corporation;

(i) Borrowing capital in excess of ONE MILLION UNITED STATES DOLLARS (\$1,000,000.00 USD); and

(j) Capital expenditures in excess of ONE MILLION UNITED STATES DOLLARS (\$1,000,000.00 USD).

**Section 2.07 Fixing the Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

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

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

**Section 2.08 Quorum of and Action by Shareholders.** A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one (1) or more classes or series that are entitled, by law or the Articles of Organization, to vote and to be counted together collectively on a matter at a meeting of shareholders.

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

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.

- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

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

#### **Section 2.09   *Reserved***

**Section 2.10   Conduct of Meetings.** The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

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

**Section 2.11   Voting of Shares.** Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

**Section 2.12   Consent of Absentees.** The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 2.13   Voting by Proxy or Nominee.** Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the

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

**Section 2.14 Action by Shareholders Without a Meeting.** Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

### **ARTICLE III: DIRECTORS**

**Section 3.01 Number of Directors; Identity of Initial Directors.** The authorized number of Directors of the Corporation shall be no fewer than two (2) and no greater than five (5) at any time, unless changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. There shall be two (2) initial Directors, who shall be:

- (a) Robert DiFazio; and
- (b) Billie Ray Haggard, Jr.

**Section 3.02 Powers.** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

**Section 3.03 Term of Office.** Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

**Section 3.04 Vacancies and Newly Created Directorships.** Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, from

the death, resignation, disqualification or removal of a Director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 3.05 Removal.** The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

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

**Section 3.06 Resignation.** A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

**Section 3.07 Meetings of Directors.**

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

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

**Section 3.08 Electronic Participation.** Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors

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

**Section 3.09 Quorum of and Action by Directors.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

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

**Section 3.11 Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

**Section 3.12 Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

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

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

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

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

#### **ARTICLE IV: OFFICERS**

**Section 4.01 Positions and Election.** The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

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

**Section 4.02 Removal and Resignation.** Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

**Section 4.03 Powers and Duties of Officers.** The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or

by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

## **ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 5.01 Indemnification of Officers or Directors.** The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

**Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure.** The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Organization or any action taken by the Directors or shareholders of the Corporation.

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

## **ARTICLE VI: SHARE CERTIFICATES AND TRANSFER**

**Section 6.01 Share Certificates.** Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

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

**Section 6.02 Transfers of Shares.** Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer



agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

**Section 6.03 Registered Shareholders.** The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

**Section 6.04 Lost, Stolen, or Destroyed Certificates.** The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## **ARTICLE VII: CORPORATE RECORDS AND INSPECTION**

**Section 7.01 Records.** The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

**Section 7.02 Inspection of Books and Records.** The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

**Section 7.03 Certification and Inspection of Bylaws.** The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

## **ARTICLE VIII: MISCELLANEOUS**

**Section 8.01 Checks, Drafts, Etc.** All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

**Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion.** Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

**Section 8.03 Invalid Provisions.** If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

**Section 8.04 Emergency Management of the Corporation.** In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Organization.

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

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.
- (b) Relocate the principal office or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable manner under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

**Section 8.05 Reports.** The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

**Section 8.06 Advisement of Counsel.** THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

## **ARTICLE IX: AMENDMENT OF BYLAWS**

**Section 9.01 Amendment by Shareholders.** Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Organization.

**Section 9.02 Amendment by Directors.** Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

**CERTIFICATE OF SECRETARY  
OF  
CNA STORES, INC.**

The undersigned, Secretary, hereby certifies that he is the duly elected and acting Secretary of **CNA STORES, INC.**, a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of April 2nd, 2019, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 2nd day of April, 2019.

CNA STORES, INC.

By: Billie Ray Haggard Jr  
Name: Billie Ray Haggard, Jr.  
Title: Secretary

BYLAWS || CNA STORES, INC.  
CERTIFICATE OF SECRETARY



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ROBERT DIFAZIO  
CNA STORES, INC  
57 S HUNT RD # AMESBURY  
AMESBURY MA 01913-4422

### ***Why did I receive this notice?***

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

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

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

### ***What if I have questions?***

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

### ***Visit us online!***

Visit [mass.gov/dor](http://mass.gov/dor) to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief  
Collections Bureau

Use the confirmation code below to print another copy of this letter or to review your submission.  
Confirmation Code: kt3b7d



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: December 11, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**CNA STORES, INC.**

is a domestic corporation organized on **July 13, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 19120274820

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

Processed by:



**CNA Stores, Inc.**

**Diversity Plan**

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## 1. Overview

CNA Stores, Inc. (“CNA Stores”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.<sup>1</sup>

To support such populations, CNA Stores has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in CNA Stores’ operations.

## 2. Goals

In order for CNA Stores to promote equity for the above-listed groups in its operations, CNA Stores has established the following goals:

1. Increase the number of individuals falling into the above-listed demographics in management and executive positions in the establishment and providing tools to ensure their success.
2. Ensure that 50% of our employee base will fall into the above-listed demographics

## 3. Programs

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

1. Develop a Mentoring Program for individuals falling under the above-listed demographics. The Mentoring Program will support four (4) individuals per year, and CNA Stores will provide those individuals with training from the Cannabis Training University to achieve a Masters of Marijuana Certificate. The training will cover topics such as:
  - How To Grow Marijuana
  - Marijuana Cooking & Extractions
  - Marijuana Laws and Regulations
  - Marijuana Dispensary & Delivery Service Management
  - Marijuana as Medicine
  - Becoming a Budtender: Essential Skills Training
2. Participate in two (2) job fairs per year in Haverhill with a focus on identifying individuals falling under the above-listed demographics.

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<sup>1</sup> As per 935 CMR 500.101(1)(c)(8)(k) as promulgated on 11/1/19 and the Commission’s *Guidance on Required Positive Impact Plans and Diversity Plans* as revised 2/25/19. For purposes of this Diversity Plan, CNA Stores is interpreting “[p]eople of all gender identities and sexual orientations” to mean people identifying as LGBTQ.

3. Work with the City of Haverhill's Department of Veterans' Services to advertise employment opportunities tailored to hiring Veterans.
4. Give hiring preference to individuals falling in the above-listed demographics, whereby qualified candidates for open job postings with equal qualifications will be selected if they self-identify as falling within the above-listed demographics.

#### **4. Measurements**

The Chief Operations Officer will administer the Plan and will be responsible for developing measurable outcomes to ensure CNA Stores continues to meet its commitments. Such measurable outcomes, in accordance with CNA Stores' goals and programs described above, include:

1. Documenting that, at a minimum, 50% of our employee base will fall into the above-listed demographics.
2. Documenting the number of open positions posted with the Department of Veterans' Services of Haverhill;
3. Documenting the number of job fairs that CNA Stores participates in Haverhill and the number of individuals falling under the above-listed demographics employed as a result of those job fairs.
4. Providing quarterly reports measuring the effectiveness of our mentoring program and number of individuals engaged in the program.

Beginning upon receipt of CNA Stores' first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, CNA Stores will begin to utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Chief Operations Officer will review and evaluate CNA Stores' measurable outcomes no less than quarterly to ensure that CNA Stores is meeting its commitments. CNA Stores is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

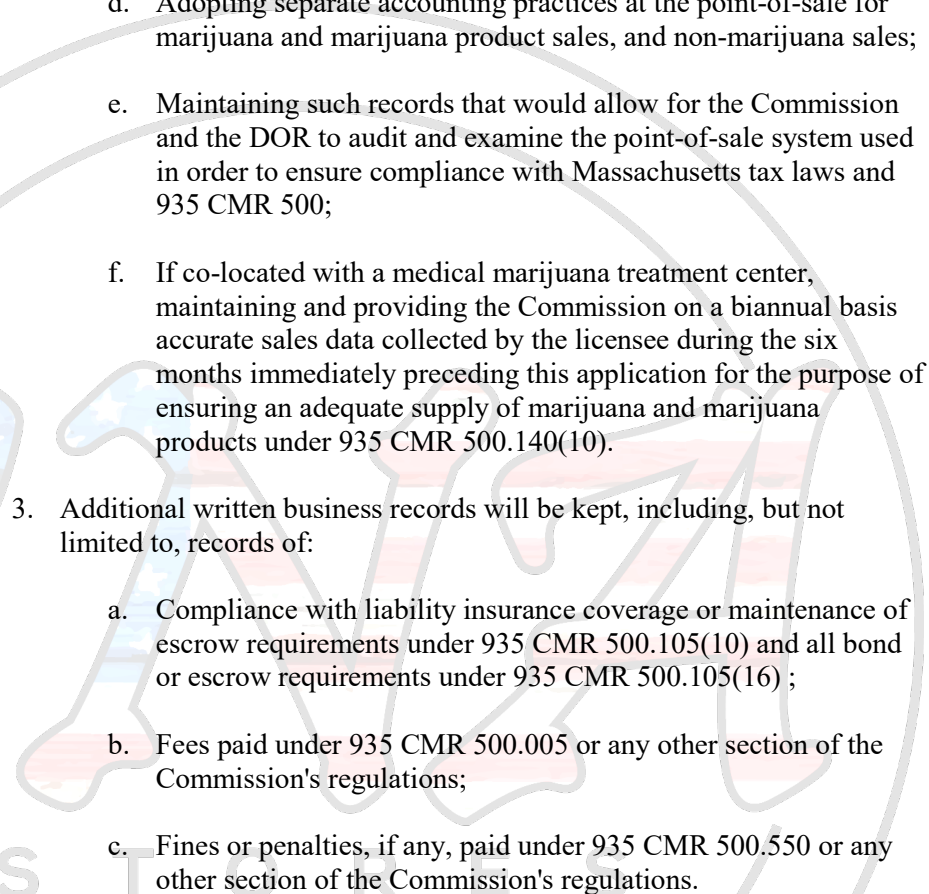
In the event that CNA Stores is not meeting its commitments, CNA Stores will re-evaluate its programs and implement corrective action plan to ensure the commitments are met.

#### **5. Acknowledgements**

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

## **MAINTAINING OF FINANCIAL RECORDS**

- a. CNA Stores INC, ("CNA Stores") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission 's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:
  - i. Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
  - ii. All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
    - 1. Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
      - a. Assets and liabilities;
      - b. Monetary transactions;
      - c. Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
      - d. Sales records including the quantity, form, and cost of marijuana products;
      - e. Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
    - 2. All sales recording requirements under 935 CMR 500.140(6) are followed, including:
      - a. Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
      - b. Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;

- 
- c. Complying with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements;
  - d. Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
  - e. Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500;
  - f. If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
3. Additional written business records will be kept, including, but not limited to, records of:
- a. Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16) ;
  - b. Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations;
  - c. Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

## **PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS**

### **Overview**

CNA Stores, Inc. (“CNA Stores”) will securely maintain personnel records, including registration status and background check records. CNA Stores will keep, at a minimum, the following personnel records:

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

### **Agent Personnel Records**

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

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

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

### **After-Hours Contacts**

Robert DiFazio

Email: [Rob@CNAStores.com](mailto:Rob@CNAStores.com)

Phone: 781-589-3192

Billie Haggard

Email: [Billie@CNAStores.com](mailto:Billie@CNAStores.com)

Phone: 303-552-6225

**Business Hours (Subject to Approval by the Special Permit Granting Authority)**

Monday - Sunday: 7:00 a.m. – 7:00 p.m.

## Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for CNA Stores will undergo a detailed background investigation prior to being granted access to a CNA Stores facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for CNA Stores pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, CNA Stores will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, CNA Stores will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
  - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, CNA Stores will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;

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

### Personnel Policies and Training

As outlined in CNA Stores' Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All CNA Stores agents are required to complete training as detailed in CNA Stores' Qualifications and Training plan which includes but is not limited to the CNA Stores' strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment, and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

CNA Stores will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to CNA Stores operations, which will be reported to the Commission; or

- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.



## QUALIFICATIONS AND TRAINING

- a. CNA Stores will ensure that all employees hired to work at a CNA Stores facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

- b. Qualifications

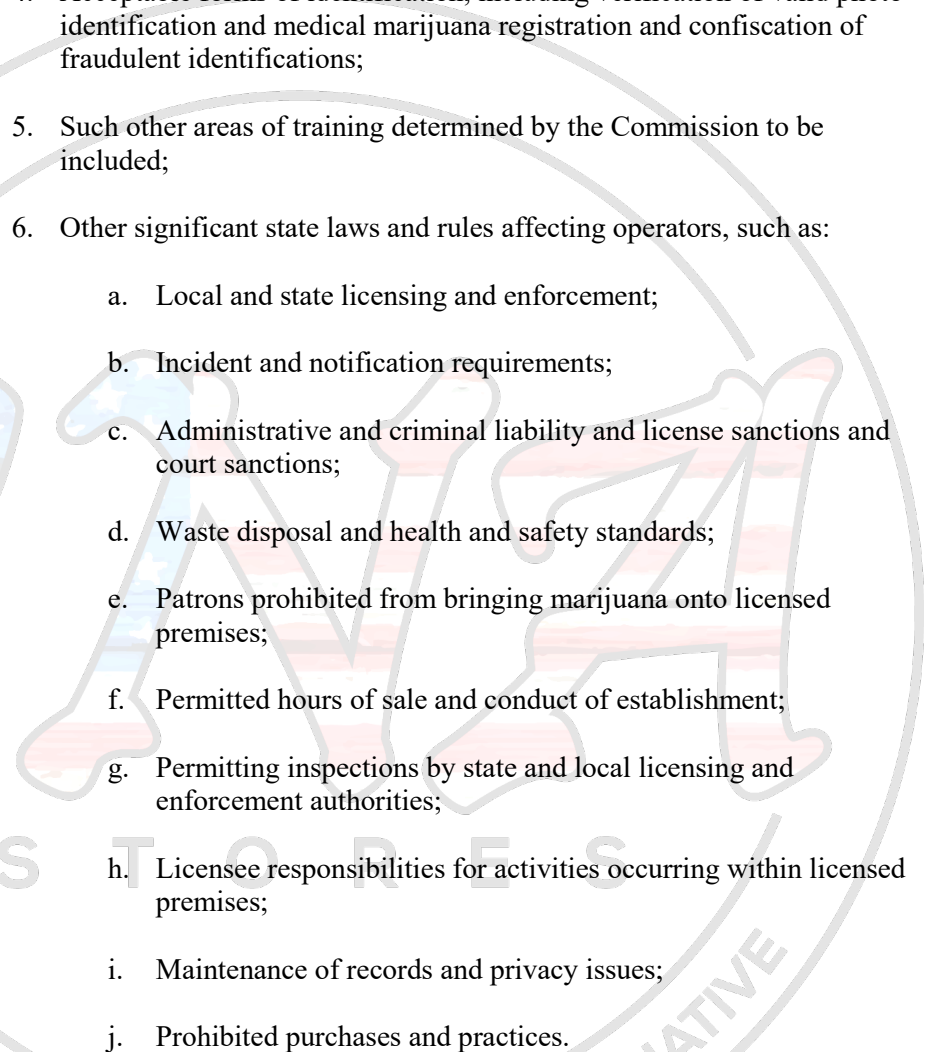
- i. In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a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

jurisdiction, or a military, territorial, or Native American tribal authority.

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

- c. Training

- i. As required by 935 CMR 500.105(2), and prior to performing job functions, each of CNA Stores' agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.
  - ii. All of CNA Stores' current owners, managers, and employees will attend and successfully complete a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents.
  - iii. CNA Stores' new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired.
  - iv. CNA Stores' owners, managers, and employees will then successfully complete the program once every year thereafter.
  - v. CNA Stores will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance.
  - vi. CNA Stores' records of responsible vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.
  - vii. As part of the Responsible Vendor program, CNA Stores' agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:
    - 1. Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;

- 
2. Best practices for diversion prevention and prevention of sales to minors;
  3. Compliance with tracking requirements;
  4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
  5. Such other areas of training determined by the Commission to be included;
  6. Other significant state laws and rules affecting operators, such as:
    - a. Local and state licensing and enforcement;
    - b. Incident and notification requirements;
    - c. Administrative and criminal liability and license sanctions and court sanctions;
    - d. Waste disposal and health and safety standards;
    - e. Patrons prohibited from bringing marijuana onto licensed premises;
    - f. Permitted hours of sale and conduct of establishment;
    - g. Permitting inspections by state and local licensing and enforcement authorities;
    - h. Licensee responsibilities for activities occurring within licensed premises;
    - i. Maintenance of records and privacy issues;
    - j. Prohibited purchases and practices.

## QUALITY CONTROL AND TESTING

### a. Quality Control

#### i. CNA Stores, Inc. ("CNA Stores") will comply with the following sanitary requirements:

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

maintained in a sanitary condition:

9. CNA Stores will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
  10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
  11. CNA Stores will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
  12. CNA Stores' plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
  13. CNA Stores will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
  14. CNA Stores will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
  15. CNA Stores will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.
- ii. CNA Stores' vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).
  - iii. CNA Stores will ensure that CNA Stores' facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

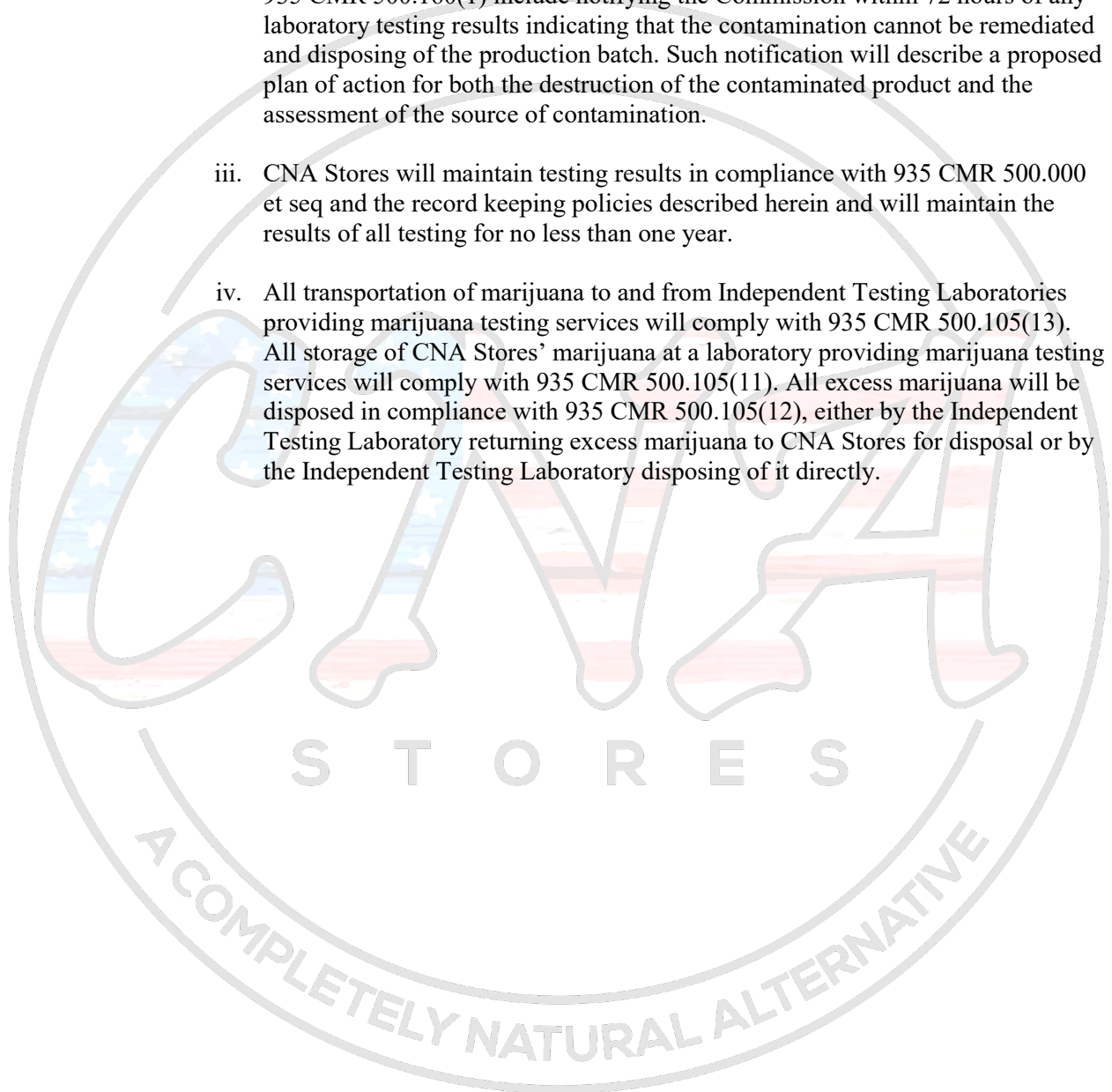
- iv. CNA Stores will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by CNA Stores to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.
- v. Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.
- vi. CNA Stores will process marijuana in a safe and sanitary manner. CNA Stores will process the leaves and flowers of the female marijuana plant only, which will be:
  - 1. Well-cured and generally free of seeds and stems;
  - 2. Free of dirt, sand, debris, and other foreign matter;
  - 3. Free of contamination by mold, rot, other fungus, and bacterial diseases;
  - 4. Prepared and handled on food-grade stainless steel tables; and
  - 5. Packaged in a secure area.
- vii. All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

b. Testing

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

Registered Medical Marijuana Dispensaries published by the DPH.

- ii. CNA Stores' policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
- iii. CNA Stores will maintain testing results in compliance with 935 CMR 500.000 et seq and the record keeping policies described herein and will maintain the results of all testing for no less than one year.
- iv. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of CNA Stores' marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to CNA Stores for disposal or by the Independent Testing Laboratory disposing of it directly.





## **RECORDKEEPING PROCEDURES**

### **General Overview**

CNA Stores, Inc. (“CNA Stores”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of CNA Stores documents. Records will be stored at CNA Stores in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

### **Recordkeeping**

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

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

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



- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - CNA Stores will use seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
  - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
  - Within ten (10) calendar days, CNA Stores will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by CNA Stores for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, CNA Stores will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two CNA Stores agents present during the disposal or handling, with their signatures. CNA Stores will keep disposal records for at least three (3)

years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
  - CNA Stores will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
  - In the event CNA Stores closes, all records will be kept for at least two (2) years at CNA Stores' expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, CNA Stores will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to CNA Stores' operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
  - Security measures in compliance with 935 CMR 500.110;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of CNA Stores' hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
  - Diverted marijuana, which will be reported the Police Department and to the Commission;
  - Engaged in unsafe practices with regard to CNA Stores operations, which will be reported to the Commission; or
  - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of CNA Stores, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on CNA Stores' website.
- Policies and procedures for the handling of cash on CNA Stores premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;

- Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

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

## PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), CNA Stores, Inc. (“CNA Stores”) will only be accessible to individuals and visitors 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, a CNA Stores agent will immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2).

In the event CNA Stores discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). CNA Stores will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

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

## **SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS**

CNA Stores, Inc. (“CNA Stores”) does not intend to cultivate or process medical marijuana at our proposed marijuana establishment. In the event CNA Stores applies for a Registered Marijuana Dispensary (“RMD”) license, we will update the Commission and required documents accordingly.





**CNA Stores, Inc.**

**PLAN TO POSITIVELY IMPACT AREAS  
OF  
DISPROPORTIONATE IMPACT**



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## 1. Overview

CNA Stores, Inc. (“CNA Stores”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, CNA Stores has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact past or present residents of the City of Haverhill.

## 2. Goals

In order for CNA Stores to positively impact past or present residents of the City of Haverhill, CNA Stores has established the following goals:

- a. Devise a program promoting sustainable, socially, and economically reparative practices in the cannabis industry;
- b. Donate annually to the Veterans Northeast Outreach Center of Haverhill, MA; and
- c. Create jobs in in the adult-use cannabis industry for individuals who are past or present residents of the City of Haverhill, with the goal of 25% of staff being past or present residents the City of Haverhill.

## 3. Programs

CNA Stores has developed specific programs to effectuate its stated goals to positively impact past or present residents of the City of Haverhill. Such programs will include the following:

- a. Develop and maintain a social media campaign that promotes sustainable, socially, and economically reparative practices in the cannabis industry. The social media campaign will comply with any and all regulatory requirements including 935 CMR 500.105(4).
- b. Provide a monetary donation to Veterans Northeast Outreach Center of Haverhill in the amount of \$5,000.00.
- c. Give hiring preference to past or present residents of the City of Haverhill, whereby qualified candidates for open job postings with equal qualifications will be selected if they self-identify as past or present residents of Haverhill.

#### **4. Measurements**

The Chief Operations Officer will administer the Plan and will be responsible for developing measurable outcomes to ensure CNA Stores continues to meet its commitments. Such measurable outcomes, in accordance with CNA Stores' goals and programs described above, include:

- a. Documenting all postings of CNA Stores' social media campaign, which will be updated at a minimum of monthly.
- b. Donating a minimum of \$5,000.00 to Veterans Northeast Outreach Center of Haverhill and documenting such donation in accordance with recordkeeping policies and generally accepted accounting principles.
- c. Documenting the number of jobs provided to past or present residents of the City of Haverhill.

Beginning upon receipt of CNA Stores' first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, CNA Stores will begin to utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Chief Operations Officer will review and evaluate CNA Stores' measurable outcomes no less than quarterly to ensure that CNA Stores is meeting its commitments. CNA Stores is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

#### **5. Acknowledgements**

- a. As identified above, CNA Stores intends to donate to Veterans Northeast Outreach Center of Haverhill and acknowledges that Veterans Northeast Outreach Center of Haverhill has been contacted and will receive the donation described herein. CNA Stores has received written confirmation from Veterans Northeast Outreach Center to this effect.
- b. CNA Stores will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- c. Any actions taken, or programs instituted, by CNA Stores will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.





# Veterans Northeast Outreach Center Inc.

10 Reed Street, Haverhill, MA 01830 ~ Telephone 978-372-3626



[www.vneoc.org](http://www.vneoc.org)



[emitchell@northeastveterans.org](mailto:emitchell@northeastveterans.org)

Date: November 4, 2019

TO: Rob DiFazio  
CEO CNA Stores  
57 South Hunt Road  
Amesbury, MA 01913

RE: Donation Offer

Dear Mr. DiFazio,

Thank you for considering Veterans Northeast Outreach Center for your generous donation. It would be a welcome donation that would be used to help support our drug and alcohol addiction treatment program.

We are willing to accept this donation from your organization at this time. We understand that this donation is not being made to obtain an endorsement from Veterans Northeast Outreach Center and is being made as part of your community support activities and your ongoing support of the local veteran population.

Regards,

Chief Edward V. Mitchell, U.S. Navy (Ret)  
Executive Director,  
Veterans Northeast Outreach Center