



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281457
Original Issued Date: 10/25/2018
Issued Date: 09/10/2020
Expiration Date: 10/25/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Commonwealth Cultivation Inc

Phone Number: 860-480-7228 Email Address: bvincent@afsvinsurance.com

Business Address 1: 74 Downing Parkway

Business Address 2:

Business City: Pittsfield

Business State: MA

Business Zip Code: 01201

Mailing Address 1: 36 Centerhill Rd

Mailing Address 2:

Mailing City: Barkhamsted

Mailing State: CT

Mailing Zip Code: 06063

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

To your knowledge, is the existing RMD certificate of registration in good standing?:

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50

Percentage Of Control: 50

Role: Director

Other Role: Chief Executive Officer

First Name: Brian

Last Name: Vincent

Suffix:

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

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 50	Percentage Of Control: 50	
Role: Director	Other Role: Chief Financial Officer	
First Name: Andrew	Last Name: Vincent	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: George	Last Name:	Suffix:	
	Whaling		
Types of Capital: Buildings, Monetary/ Equity, Debt	Other Type of Capital:	Total Value of the Capital Provided: \$500000	Percentage of Initial Capital: 50
Capital Attestation: Yes			

Individual Contributing Capital 2

First Name: Paul	Last Name:	Suffix:	
	Aronofsky		
Types of Capital: Monetary/Equity, Debt, Buildings	Other Type of Capital:	Total Value of the Capital Provided: \$500000	Percentage of Initial Capital: 50
Capital Attestation: Yes			

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Brian	Last Name: Vincent	Suffix:
Marijuana Establishment Name: Commonwealth Cultivation Inc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Pittsfield	Marijuana Establishment State: MA	

Individual 2

First Name: Andrew	Last Name: Vincent	Suffix:
Marijuana Establishment Name: Commonwealth Cultivation Inc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Pittsfield	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 74 Downing Parkway

Establishment Address 2:

Establishment City: Pittsfield

Establishment Zip Code: 01201

Approximate square footage of the Establishment: 37086

How many abutters does this property have?: 15

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

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.

Cultivation Environment:

Indoor

FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Pittsfield Zoning Review.pdf	pdf	5b1cd4b310757543fbca6765	06/10/2018
Community Outreach Meeting Documentation	Community Outreach all pages.pdf	pdf	5b7af028cea8212d4c7b50ab	08/20/2018
Community Outreach Meeting Documentation	Public Notice Documentation.pdf	pdf	5b7af0ab8d67cc394b81b6c6	08/20/2018
Certification of Host Community Agreement	Host Community Agreement 1pg.pdf	pdf	5b7af25303a477392d0a2cdd	08/20/2018

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact.pdf	pdf	5b21bf3ca6220743bfd9cd7e	06/13/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

Other Role:

First Name: Brian

Last Name: Vincent Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

Individual Background Information 2

Role:

Other Role:

First Name: Andrew

Last Name: Vincent 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
Bylaws	Bylaws.w.rofr.stock.pdf	pdf	5b1c54f7a6220743bfd9c9de	06/09/2018
Articles of Organization	Articles of Organization MA.pdf	pdf	5b1c550f5617f143c98ba7e3	06/09/2018
Secretary of Commonwealth - Certificate of Good Standing	Cert of Good Standing Sec of Mass.pdf	pdf	5b1eb22eb47dfe43b93eb554	06/11/2018
Department of Revenue - Certificate of Good standing	Cert of Good Standing Dep Rev.pdf	pdf	5b21c1d55617f143c98babbc	06/13/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Cert of good Standing Secretary.pdf	pdf	5f315b4cf4c60d645c964b21	08/10/2020
Department of Revenue - Certificate of Good standing	Cert of Good Standing DOR.pdf	pdf	5f315b5d0f92b46881fae9e6	08/10/2020
Department of Unemployment Assistance - Certificate of Good standing	Cert of Good Standing Unemployment.pdf	pdf	5f315b6430ca0a689030ef0e	08/10/2020

Massachusetts Business Identification Number: 001308065

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Updated Timeline.pdf	pdf	5f328dfea23bf5686067a51b	08/11/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Diversity plan	CCI Diversity and Inclusion Plan.pdf	pdf	5b1c6ce18d1e3843f1aff63e	06/09/2018
Restricting Access to age 21 and older	Restricted Access to Age 21 and Older .pdf	pdf	5b26f6fae0abb143d3545ea4	06/17/2018
Separating recreational from medical operations, if applicable	Separating Recreational from Medical Operations[1].pdf	pdf	5b27292ab797ff43e7a50226	06/17/2018
Quality control and testing	CCI QC & Testing 61718.pdf	pdf	5b283d1f10757543fbca6fdd	06/18/2018

Policies and Procedures for cultivating.	Cultivation Plan.docx_SH_KKD.pdf	pdf	5b283d4eb47dfe43b93ebd2c	06/18/2018
Security plan	security-mass-Commonwealth-overlays.pdf	pdf	5b283dbe10757543fbca6fe1	06/18/2018
Inventory procedures	CCI Inventory.pdf	pdf	5b2880278d1e3843f1aff26	06/19/2018
Record Keeping procedures	CCI Recordkeeping .pdf	pdf	5b288b868d1e3843f1aff2a	06/19/2018
Prevention of diversion	CCI Prevention of Diversion Final.pdf	pdf	5b288dbae0abb143d354604d	06/19/2018
Storage of marijuana	SOP Storage of Marijuana.pdf	pdf	5b290b1a07462b5064379fb1	06/19/2018
Transportation of marijuana	CCI Secure Transportation of Cannabis_final.pdf	pdf	5b29642fcb211e5050f0fe90	06/19/2018
Maintaining of financial records	Maintaining Financial Records.pdf	pdf	5b29645b719dca50462946b6	06/19/2018
Personnel policies including background checks	CCI Personnel Policies and Background ChecksF.pdf	pdf	5b2a1ae45246fb5032ddec9	06/20/2018
Dispensing procedures	CCI Dispensing Proceduresf.pdf	pdf	5b2a8436cb211e5050f0ff25	06/20/2018
Security plan	MA Commonwealth Security Plan Revised8.21.18.pdf	pdf	5b7c4d7d3774233941393f1b	08/21/2018
Qualifications and training	SOP-CCI MA Hiring Process (Diversity-Affirmative Action)v2[1]9.10.18.pdf	pdf	5b9a0759377423394139583a	09/13/2018
Qualifications and training	Qualifications for CCI Cultivator and Additional Training9.10.18.pdf	pdf	5b9a078aaa953e3937b5b78b	09/13/2018

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: We are still working towards our goal of our positive impact plan. We have been working with local contractors and engineers to get our project off the ground and ready for final inspections and approvals.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: We are still working towards our goal of our positive impact plan. We have been working with local contractors and engineers to get our project off the ground and ready for final inspections and approvals.

HOURS OF OPERATION

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



CITY OF PITTSFIELD

DEPARTMENT OF COMMUNITY DEVELOPMENT, CITY HALL, 70 ALLEN STREET, RM 205, PITTSFIELD, MA 01201

TYPE OF APPLICATION:	Site Plan Review
APPLICANT:	Commonwealth Cultivation, Inc.
OWNER:	Rental Uniform Service of Allentown, Inc.
PROPERTY LOCATION:	74 Downing Industrial Parkway
PROPERTY DESCRIPTION:	37,086 building on 4.021 acre site
ASSESSOR MAP & LOT:	M12-1-511
CURRENT ZONING:	I-G
SURROUNDING USES:	Commercial, industrial, manufacturing
USE REQUESTED:	Marijuana cultivation facility
FILING DATE:	April 17, 2018
MEETING DATE:	May 1, 2018

BACKGROUND

Commonwealth Cultivation, Inc. (“the applicant”) has submitted an application for site plan approval for a marijuana cultivation facility at an existing building at 74 Downing Industrial Parkway. The former Cintas building contains approximately 37,086 square feet of space, which will be retrofitted for cultivation space, offices, storage, and other accessory needs.

The project would require 2 spaces for 3 employees, which at the outset is anticipated to employ 10 persons. There are currently 30 spaces on-site, which per the zoning requirements would accommodate up to 45 employees. The applicant does not propose any significant modifications to the exterior of the building and site beyond maintenance and cleanup activities.

The following analysis is based on the requirements contained in Sections 7.3 and 7.735 of the Zoning Ordinance and the details provided within the application.

ANALYSIS

SECTION 7.304

A site plan, indicating but not limited to the following:

- A. The proposed use or uses of land and buildings, and the proposed location, size and height of the building, including preliminary architectural drawings;**

COMMENT: The applicant has provided detail on the proposed location as well as a survey plan of the site. With no significant changes to the site, the applicant has not submitted any proposed site plans.

B. The location and design of off-street parking and loading areas;

COMMENT: The applicant intends to maintain the existing parking and loading areas, which meet the zoning requirements.

C. All means of vehicular ingress and egress to and from the site onto public streets and the relationship to street circulation;

COMMENT: The property is accessed through two existing curb cuts on Downing Industrial Parkway. The applicant does not propose any changes to the existing layout.

D. Location and type of recreational facilities, if any;

COMMENT: No recreational facilities are proposed in relation to the project.

E. Location of all existing or proposed site improvements, including drains, culverts, retaining walls and fences; description of methods of water supply and sewage disposal, and location of such facilities; location of all proposed water lines, valves and hydrants;

COMMENT: No utility or facility improvements are proposed in conjunction with the use of the space. The Engineering Department has indicated that backflow preventers are present on-site and did not indicate any concerns with the operation of the facility.

F. The proposed outdoor lighting, signs, screening and landscaping.

COMMENT: The applicant has not proposed any exterior improvements except for business signage, new lighting activated by motion sensors, and cleanup of the existing landscaping and building.

SECTION 7.735 MARIJUANA CULTIVATION, MANUFACTURING, PROCESSING; MARIJUANA TESTING AND RESEARCH, REQUIREMENTS:

C. Performance Standards

- 1. No marijuana cultivation, manufacturing, processing use or laboratory testing and research use shall be located within 500 feet (measured from edge of building or occupied space to edge of building or occupied space) of any public or private school providing education in kindergarten or any of grades 1 through 12, any public playground, or licensed daycare.**

COMMENT: This requirement has been met.

- 2. Applications for Site Plan Review shall include a project impact statement which addresses potential impacts of the use on traffic, on-site parking, storm-water runoff, lighting, and landscaping.**

COMMENT: The applicant has included a one-page description of the proposed use of the property. The proposal is to largely operate the property as-is without any significant alterations outside of the adaptive re-use of the interior of the existing building.

SUMMARY

The applicant proposes to operate a marijuana cultivation facility at 74 Downing Industrial Parkway, occupying the entire existing building. No exterior alterations are proposed to the site beyond measures to improve security and site cleanup.

Should the Board approve the site plan application, it may wish to adopt the following findings and conditions:

- 1. The applicant is subject to all other federal, state, and local rules and regulations not specifically covered by the granting of this special permit.*

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, Andrew Vincent, (insert name) attest as an authorized representative of Commonwealth Cultivation 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.

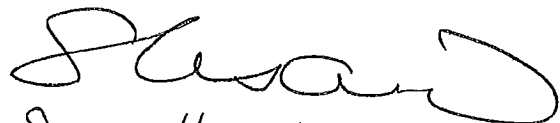
1. The Community Outreach Meeting was held on 5/12/18 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 5/2/18 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 5/2/18 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 5/2/18 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

Commonwealth Cultivation receipt of
Community outreach meeting held 5/12/18
from 10:00 am - 11:30 am.

\$200.⁰⁰ room reservation fee

\$200 cash paid 5/12/18



Samantha Cesario

Supervisor of Youth Services

**NOTICE OF COMMUNITY
OUTREACH MEETING
Commonwealth Cultivation Inc.**

Notice is hereby given that Commonwealth Cultivation Inc. will hold a Community Outreach Meeting on **May 12, 2018** at the **Berkshire Athenaeum Central Libray, 1 Wendell Avenue, Pittsfield, MA 01201** between **10:00-11:30 AM** to discuss the proposed siting of an Adult Use Marijuana Establishment in the Town of Pittsfield.

Commonwealth Cultivation Inc. intends to apply for a license to operate for the following Adult-use Marijuana Establishment license: Marijuana Cultivator; to be located at 74 Downing Parkway, Pittsfield, MA 01201 in accordance with M.G.L. c. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

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

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

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

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the Town Clerk of Pittsfield. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

Commonwealth Cultivation
Andrew Vincent
Vice President
05/02/18

Andrew Vincent

From: nmclean@berkshireeagle.com on behalf of NENI Notices <neninotices@berkshireeagle.com>
Sent: Friday, April 27, 2018 2:57 PM
To: Andrew Vincent
Subject: Re: Public Notice
Attachments: 24874.pdf

Good afternoon Andrew,

Below is the order confirmation with proof for your notice to be published in
THE BERKSHIRE EAGLE ON 05/02/18.

Please read it over and get back to me with any changes and **a credit or debit card number so we can process your notice.**

The cost is \$259.15 and I will need the payment by 2pm on Monday the 30th to make the notice publishable.

You can reach me at 413-496-6260. I take lunch from noon to one.

Your notice will not publish without making a payment.

After we process your payment you will receive one more email, which will be your credit card slip.

PLEASE NOTE: IF YOU DO NOT RESPOND TO THIS PROOF AND ORDER CONFIRMATION THE NOTICE WILL PUBLISH EXACTLY AS THE PROOF IS AND DATES STATED.

**** As part of our service when you place a Legal ad in the Eagle is goes up to the State's required Legal site as well, so its archived and searchable by City/County.**

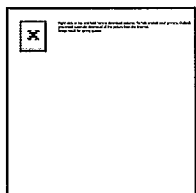
<http://masspublicnotices.org/>

Order Confirmation 24874

Customer:	ANDREW VINCENT	Acc.Id:	213293
Rep:	NM - Nancy Mclean	Ad No:	24874
Order No:		Auth By:	Andrew Vincent
Size:	73.00 X 1.0	Location:	Public Notices BE
Tag Line:	comm outreach Pittsfield 5/12/18		

Schedule	05/02/2018	To	05/02/2018		
Issue	Edition	Rundate	Price	Tax	Total
1	EAG	05/02/2018	259.15	0.00	259.15

No of Issues: 1
Total Pre Tax: 259.15
Total Tax: 0.00
Total inc Tax: 259.15



Nancy McLean

Public Notice Coordinator

New England Newspapers, Inc.

75 South Church Street

Pittsfield, MA 01201

413-496-6260, 1-800-245-0254 opt #3

Please email all notices and responds to:

Berkshire Eagle

neninotices@berkshireeagle.com

Bennington Banner & Manchester Journal

legals@benningtonbanner.com

Brattleboro Reformer

legals@reformer.com

On Fri, Apr 27, 2018 at 2:41 PM, Andrew Vincent <avincent@afsvinsurance.com> wrote:

Hi Nancy,

Attached is the wording for the post. My information is:

Andrew Vincent

77 Halladay Dr

West Suffield, CT 06093

Phone number – 860-921-7317

Let me know if you need anything else.

Thanks,

Andy Vincent

Ahrens, Fuller, St. John, & Vincent Inc.

1699 King Street

Enfield, CT 06082

Phone 860-668-3960

Fax 860-668-4496

avincent@afsvinsurance.com

From: nmclean@berkshireeagle.com [mailto:nmclean@berkshireeagle.com] **On Behalf Of** NENI Notices

Sent: Friday, April 27, 2018 1:37 PM

To: Andrew Vincent

Subject: Re: Public Notice

Good afternoon Andrew,

Please email me your **billing name, address and telephone number,**

along with the **ad text in a Word document.**

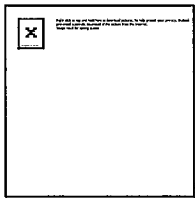
I will set up an account an account for you.

I will email you the proof with the order confirmation and price.

Please proof the notice and then call me with the credit card information.

I will email you the receipt and on the day of publication I will email you the PDF of the tearsheet.

If you have any questions please feel free to email me.



Nancy McLean

Public Notice Coordinator

New England Newspapers, Inc.

75 South Church Street

Pittsfield, MA 01201

413-496-6260, 1-800-245-0254 opt #3

Please email all notices and responds to:

Berkshire Eagle

neninotices@berkshireeagle.com

Bennington Banner & Manchester Journal

legals@benningtonbanner.com

Brattleboro Reformer

legals@reformer.com

On Fri, Apr 27, 2018 at 12:52 PM, Andrew Vincent <avincent@afsvinsurance.com> wrote:

Hi Nancy,

I am hosting a community outreach meeting May 12th for a recreational marijuana establishment in Pittsfield MA and we need put a public notice in the newspaper. We were hoping to have it go out in next week's paper. Could you help me out with this? Also when would we need to have the notice submitted to you to have it put in next week's paper? Any information you could give me I would greatly appreciate it.

Best Regards,

Andy Vincent

860-921-7317


avincent@afsvinsurance.com

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).

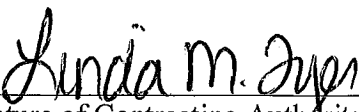
Applicant

I, Andrew Vincent, (insert name) certify as an authorized representative of Commonwealth Cultivation Inc (insert name of applicant) that the applicant has executed a host community agreement with Pittsfield, MA (insert name of host community) pursuant to G.L.c. 94G § 3(d) on 5/18/18 (insert date).


Signature of Authorized Representative of Applicant

Host Community

I, Linda Tyer, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Pittsfield (insert name of host community) to certify that the applicant and City of Pittsfield (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on May 24, 2018 (insert date).


Signature of Contracting Authority or
Authorized Representative of Host Community

Municipal Cost

There has been no costs to the city of Pittsfield as we are still in provisional stage and are not operational.

Plan for Positive Impact

As a natural extension to Commonwealth Cultivation's (CCI) Diversity and Inclusion Plan, our management team believes in building significant outreach efforts with the men and women and families of Pittsfield and adjacent areas. The Commission has identified Pittsfield as one of the designated areas under St. 2017, c.55, An Act To Ensure Safe Access To Marijuana. This provision ensures that people from communities that have been disproportionately harmed by marijuana law enforcement are included in the new legal marijuana industry. This includes Economic Empowerment requiring the Commission to prioritize review and licensing decisions for applicants seeking retail, manufacturing, or cultivation licenses who are able to demonstrate experience in – or business practices that promote – economic empowerment in communities disproportionately impacted by high rates of arrest and incarceration for offenses under state and federal laws, including the Controlled Substances Act.

Creating economic opportunity and CCI's commitment to community involvement are foundation cornerstones of CCI's cultural, community outreach and hiring practices. One of CCI's shareholders, George Whaling, is a keystone contributor to the re-birth of Pittsfield through the purchase, sale, and renovation of properties in the downtown area. Whaling has been a resident of Massachusetts for 27 years and Pittsfield is his home of 21 of those years. Through his public relations efforts regarding Pittsfield outside the state and real estate interests in the municipality, Whaling has been providing economic opportunities through the worst of times in the Berkshire area, specifically Pittsfield.

A recent article in the Berkshire Eagle quotes Hugh Lewis of Katonah, NY relating to his discovery of the "rebirth of Pittsfield" through Whaling's energetic PR." A realtor friend in Hillsdale, NY, provided him with further affirmation when he told him "some interesting things were happening in Pittsfield."

"I've seen Pittsfield at its lowest point when the city was desolate and quiet and drawn down," Lewis said. "There's some interesting energy there that wasn't there the last time I was there. You could see things were coming back to life." ⁽¹⁾

CCI's management team is committed and pledges its involvement in community activities, state and municipal programs that will benefit Pittsfield. To that end, the following Positive Impact Plan is a key action item containing several goals that echo the Commission's goals "to decrease

⁽¹⁾ Dobrowolski, Tony. *Continuing to Invest Downtown: Third Downtown Pittsfield Building Sold in Last Nine Months.* The Berkshire Eagle. April 25, 2018.

the disparities in life outcomes for individuals (affected by disproportionate impact events) and improve the quality of life in areas of disproportionate impact: reduce barriers to entry in the commercial marijuana industry; provide professional and technical services and mentoring for businesses facing systemic barriers; and promote sustainable, socially and economically reparative practices in the commercial marijuana industry” in Pittsfield and surrounding communities.

Commitment to EEOC and AAP

Human Resources shall chair CCI’s Equal Employment Opportunity Committee that shall have responsibility for designing and ensuring the effective implementation of CCI’s Affirmative Action Program (AAP). These responsibilities include, but are not limited to, the following:

1. Developing Equal Employment Opportunity (EEO) policy statements, affirmative action programs and internal and external communication procedures;
2. Assisting in the identification of AAP/EEO problem areas;
3. Assisting management in arriving at effective solutions to AAP/EEO problems;
4. Designing and implementing an internal audit and reporting system that:
 - a. Measures the effectiveness of CCI’s program;
 - b. Determines the degree to which AAP goals and objectives are met; and
 - c. Identifies the need for remedial action.
5. Keeping Management Team abreast of equal opportunity progress and reporting potential problem areas within the Company through quarterly reports;
6. Reviewing the Company’s AAP for qualified minorities and women with all managers and supervisors at all levels to ensure that the policy is understood and is followed in all personnel activities;
7. Auditing the contents of the Company’s bulletin board to ensure compliance information is posted and up-to-date; and
8. Serving as liaison between CCI and enforcement agencies and community/municipal organizations.

Action-Oriented Programs

CCI's management team shall institute action programs to eliminate identified problem areas and help achieve specific affirmative action goals. These programs include:

1. Conducting annual analyses of job descriptions to ensure they accurately reflect job functions;
2. Reviewing job descriptions by department and job title using job performance criteria;
3. Making job descriptions available to recruiting sources and available to all members of management involved in the recruiting, screening, selection and promotion processes;
4. Evaluating the total selection process to ensure freedom from bias through:
 - a. Reviewing job applications and other pre-employment forms to ensure information requested is job-related;
 - b. Evaluating selection methods that may have a disparate impact to ensure that they are job-related and consistent with business necessity;
 - c. Training personnel and management staff on proper interview techniques; and
 - d. Training in EEO for management and supervisory staff;
5. Using techniques to improve recruitment and increase the flow of minority and female applicants. CCI shall undertake the following actions:
 - a. Include the phrase "Equal Opportunity/Affirmative Action Employer" in all printed employment advertisements;
 - b. Place help wanted advertisement, when appropriate, in local minority news media and women's interest media;
 - c. Disseminate information on job opportunities to organizations representing minorities, women and employment development agencies when job opportunities occur;
 - d. Encourage all employees to refer qualified applicants;
 - e. Actively recruit at secondary schools, junior colleges, colleges and universities with predominantly minority or female enrollments; and
 - f. Request employment agencies to refer qualified, interested minorities and women;
6. Ensuring all employees are given equal opportunity for promotion. This is achieved by:
 - a. Posting promotional opportunities;
 - b. Offering counseling to assist employees in identifying promotional opportunities, training and educational programs to enhance promotions and opportunities for job rotation or transfer; and
 - c. Evaluating job requirements for promotion.

Company-wide Volunteerism

Part of the culture within CCI shall include “volunteerism.” Depending on municipality and local priorities, CCI’s management team shall encourage all employees to participate through the company in participating in programs that foster encouragement and education to youth, veteran-related programs, including job placement and housing, and other programs that will be highlighted by civic organizations and municipal projects. Management shall lead by example and the Volunteerism component of CCI shall be discussed at monthly management meetings. CCI’s COO shall work with HR to focus and implement the Volunteerism program.

Commitment to Community

Commonwealth Cultivation Inc. pledges its commitment to foster sustainable, socially and economically reparative practices in Pittsfield and its extended communities by providing fair and equal opportunities for employment in a safe, compliant, diverse workplace. It is CCI’s greatest goal to create a local workforce that participates actively in its community.

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BY-LAWS
OF
COMMONWEALTH CULTIVATION, INC.

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ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 per cent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that

is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

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

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

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the

group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, 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. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

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

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of

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

Section 12. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

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

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and

continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

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

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

ARTICLE II

DIRECTORS

Section 1. 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, its Board of Directors.

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

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an

incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

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

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 10. Notice. Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is

entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Telephone Conference Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the

Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

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

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

Section 19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

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

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on

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

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

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

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

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

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

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

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. President. The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any

decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder,

the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 6. Right of First Refusal. No shareholder of the corporation shall sell, assign, pledge or otherwise transfer (collectively, “transfer”) any of the shares of stock of the corporation or any right or interest therein, whether voluntarily or by operation of law or by gift or otherwise, except by a transfer which meets the following requirements:

If any shareholder (the “Selling Shareholder”) proposes to transfer any shares of stock of the corporation (the “Offered Shares”), then the Selling Shareholder shall first give written notice of the proposed transfer (the “Transfer Notice”) to the corporation. The Transfer Notice shall name the proposed transferee and state the number of Offered Shares, the price per share and all other material terms and conditions of the transfer.

For 15 days following its receipt of such Transfer Notice, the corporation shall have the option to purchase all or any lesser part of the Offered Shares at the price and upon the terms set forth in the Transfer Notice. In the event the corporation elects to purchase all of the Offered Shares, it shall give written notice of its election to the Selling Shareholder within such 15-day period, and the settlement of the sale of such Offered Shares shall be made as provided below in Subsection (d).

If the corporation does not elect to acquire all of the Offered Shares, the corporation shall, within 15 days after receipt of the Transfer Notice, give written notice of its decision to the holders of stock of the corporation other than the Selling Shareholder (“Eligible Shareholders”). Such notice shall state the number of Offered Shares available for purchase. Each Eligible Shareholder shall be entitled to purchase that proportion of the Offered Shares available for purchase as the number of shares of common stock owned by him or her bears to the total number of issued and outstanding shares of common stock of the corporation then owned by all Eligible Shareholders. For this purpose, any shares of convertible preferred stock of the corporation then outstanding shall be treated as if converted into the number of shares of common stock into which such shares may then be converted. Within ten days after mailing of such notice to the Eligible Shareholders, each Eligible Shareholder shall give written notice to the corporation and the Selling Shareholder stating how many shares of his or her pro rata allotment he or she will purchase and how many additional shares he or she will purchase if additional Offered Shares are made available. If an Eligible Shareholder fails to respond in writing within this ten-day period to the notice given by the corporation, the right of such Eligible Shareholder to acquire his or her proportionate part of the Offered Shares of the Selling Shareholder shall terminate. If one or more

Eligible Shareholders do not elect to acquire his or her full pro rata shares of the Offered Shares available, these Offered Shares shall be allocated to each other Eligible Shareholder in the same proportion as the Eligible Shareholder's holdings of common stock bears to the aggregate of all Eligible Shareholders' holdings of common stock (treating all shares of convertible preferred stock as if converted into common stock). If any Eligible Shareholder is thereby given the right to purchase a greater number of Offered Shares than he or she has subscribed for, the excess shall be reallocated to the other Eligible Shareholders on the same proportionate basis described above. The corporation shall allocate and reallocate the shares available according to this procedure, but it shall have discretion to allocate amounts of less than 100 shares as it sees fit in its sole discretion. All allocations and reallocations pursuant to this Subsection (c) must be completed within 14 days after the end of the ten-day period referred to above.

If the corporation and/or Eligible Shareholders elect to acquire all, but not less than all, of the Offered Shares, the corporation shall so notify the Selling Shareholder and settlement shall be made at the principal office of the corporation in cash within 30 days after the corporation receives the Transfer Notice; provided that if the terms of payment set forth in the Transfer Notice were other than cash against delivery of such consideration, the corporation and/or the Eligible Shareholders shall pay for the Offered Shares on the same terms and conditions set forth in the Transfer Notice.

If the corporation and/or the Eligible Shareholders do not elect to acquire all of the Offered Shares, the Selling Shareholder may, within the 90-day period following the expiration of the option rights granted to the corporation and the Eligible Shareholders, transfer the Offered Shares to the proposed transferee or any other purchaser, provided that this sale shall not be on terms and conditions more favorable to the purchaser than those contained in the Transfer Notice. Notwithstanding any of the above, all Offered Shares transferred pursuant to this Section shall be subject to the provisions of this Section in the same manner and to the same extent as before the transfer.

The following transactions shall be exempt from the provisions of this Section:

(a) A shareholder's transfer of any or all of his or her shares either during his or her lifetime or on death by will or intestacy to his or her immediate family or to a trust the beneficiaries of which are exclusively one or more of the shareholder and a member or members of the shareholder's immediate family. "Immediate family" shall mean spouse, lineal descendant, father, mother, brother or sister of the shareholder making the transfer;

(b) A shareholder's bona fide pledge or mortgage of his or her shares with a commercial lending institution;

(c) A corporate shareholder's transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, share exchange, reclassification of shares

or capital reorganization of the corporate shareholder, or pursuant to a sale of substantially all of the stock or assets of a corporate shareholder;

(d) A corporate shareholder's transfer of any or all of its shares to any or all of its shareholders;

A transfer by a shareholder that is a partnership to any or all of its partners or retired partners, or to the estate of any partner or retired partner;

A transfer by a shareholder that is a limited liability company to any or all of its members or retired members, or to the estate of any member or retired member;

A transfer pursuant to an agreement among the shareholder and other shareholder(s) of the corporation providing for "take-me-along" or "co-sale" rights or any stock restriction agreement between the shareholder and the corporation;

A transfer to a person who is already a shareholder of the corporation;

A transfer to the guardian or conservator of the shareholder; and

Any transfer pursuant to an effective registration statement filed by the corporation with the Securities and Exchange Commission;

provided, however, that in any such case, except as otherwise provided in Subsection (j) below, the transferee or other recipient shall receive and hold such shares of stock subject to the provisions of this Section and there shall be no further transfer of such shares of stock except in accordance with this Section.

A shareholder of the corporation shall be deemed to have given a Transfer Notice to the corporation and to have offered to sell all of the shares of stock of the corporation then held by such shareholder:

if such shareholder dies and as a result any transfer of stock is to be made other than as permitted by Subsection (f)(1) above;

if such shareholder applies for or consents to the appointment of a custodian, receiver, trustee or liquidator of any of his or her properties;

if such shareholder admits in writing his or her inability to pay his or her debts as they mature;

if there is a dissolution, termination of existence, liquidation, insolvency or business failure of the shareholder;

if there is a composition or an assignment or trust mortgage for the benefit of creditors by the shareholder;

upon the commencement by or against the shareholder of any proceeding under the United States Bankruptcy Code or any other federal or state bankruptcy, reorganization, receivership, insolvency or other similar law affecting the rights of creditors generally; or

if that shareholder's shares are subject to (i) attachment or execution of a judgment or (ii) any other transfer by court order, operation of law, by gift or otherwise without consideration (other than pursuant to Subsection (f)).

If any offer is deemed to have been made under this Subsection (g), the corporation and/or the Eligible Shareholders may elect to purchase all or any portion of such Offered Shares, and the price to be paid by the corporation and/or the Eligible Shareholders for the Offered Shares so deemed to be offered shall be the most recent valuation for such shares of stock established by the Board of Directors. If the shares are not purchased by the corporation and/or the Eligible Shareholders but are transferred to other parties, the transferred shares shall thereafter be released from all restrictions under this Section.

The corporation may assign its rights to purchase shares of stock in any particular transaction under this Section to one or more persons or entities.

Any sale or transfer, or purported sale or transfer, of securities of the corporation shall be null and void unless the terms, conditions and provisions of this Section are strictly observed and followed.

The foregoing right of first refusal shall terminate upon either of the following dates, whichever shall first occur:

On [_____]; or

Upon the closing of the first public offering of securities of the corporation that is affected pursuant to a registration statement filed with, and declared effective by, the Securities and Exchange Commission under the Securities Act of 1933, as amended (other than an offering registered on Form S-4, Form S-8 or any successor forms) that results in aggregate gross proceeds to the corporation (aggregate sales price to the public less underwriters' discounts) of at least \$[_____]; or

upon the sale of all or substantially all of the shares or business of the corporation, by merger, consolidation, share exchange, sale of assets or otherwise.

The following legend shall be noted conspicuously on the front or back of certificates representing certificated shares of stock of the corporation and shall be contained in the information statement required by Section 6.26(b) of the Massachusetts Business Corporation Act, as amended from time to time, for uncertificated shares of stock of the corporation:

The shares represented by this certificate or described in this information statement are subject to a right of first refusal in favor of the corporation and its other shareholders, as provided

in the **Bylaws of the corporation**, a copy of which can be obtained from the secretary of the corporation.¹

Whenever the neuter, masculine or feminine gender or the plural or singular number is used herein, it shall be deemed to represent whatever gender or number the context or circumstances require.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

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

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

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

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

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

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

¹ Section 6.27(b).

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

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

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

Section 2. Inspection of Records by Shareholders.

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

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

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

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

(3) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

(1) his or her demand is made in good faith and for a proper purpose;

(2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) the records are directly connected with his or her purpose; and

(4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

(a) A shareholder's agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a shareholder's demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

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

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

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

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

"Expenses", includes counsel fees.

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

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

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

Section 2. Indemnification of Directors and Officers.

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

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

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

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

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

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

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

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

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

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

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

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide

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

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

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

Section 7. Application of this Article.

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

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

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

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

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

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with **December 31** in each year.

ARTICLE IX

AMENDMENTS

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

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice

stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

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

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

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

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



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Special Filing Instructions

Articles of Organization

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

Identification Number: 001308065

ARTICLE I

The exact name of the corporation is:

COMMONWEALTH CULTIVATION 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:

THE CORPORATION IS AUTHORIZED TO ENGAGE IN ANY ACTIVITY IN WHICH A BUSINESS CORPORATION MAY LAWFULLY ENGAGE. TO PURCHASE, SELL, OR OTHERWISE ACQUIRE PROPERTY, REAL OR PERSONAL FOR THE PURPOSE OF CARRYING ON ANY BUSINESS OF THE CORPORATION. TO CARRY ON ANY BUSINESS OR OTHER ACTIVITY WHICH MAY BE LAWFULLY CARRIED ON BY A CORPORATION ORGANIZED UNDER THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, WHETHER OR NOT RELATED TO THOSE REFERRED TO HEREINABOVE. TO DO OR CAUSE TO HAVE DONE ANY AND ALL SUCH ACTS AND THINGS AS MAY BE NECESSARY, DESIRABLE, CONVENIENT OR INCIDENTAL TO THE CONSUMMATION OR ACCOMPLISHMENT OF ANY OR ALL OF THE FOREGOING PURPOSES. THE PURPOSES SPECIFIED IN THE FOREGOING CLAUSES SHALL, EXCEPT WHERE OTHERWISE EXPRESSED, BE IN NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM, THE TERMS OF ANY OTHER CLAUSE, BUT THE OBJECTS AND POWERS SPECIFIED IN EACH OF THE FOREGOING CLAUSES OF THIS ARTICLE SHALL BE REGARDED AS INDEPENDENT PURPOSES. TO CARRY ON THE BUSINESS OF OWNING, MANAGING AND OPERATING ANY LAWFUL BUSINESS AND GENERALLY TO TAKE, LEASE, PURCHASE, OR OTHERWISE ACQUIRE AND TO OWN, USE, HOLD, SELL, CONVEY, EXCHANGE, LEASE, MORTGAGE, WORK, CLEAR, IMPROVE, DEVELOP, DIVIDE AND OTHERWISE HANDLE, MANAGE, OPERATE, DEAL IN AND DISPOSE OF REAL ESTATE. TO DO EVERYTHING NECESSARY, SUITABLE AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES, OR THE ATTAINMENT OF ANY OF THE OBJECTS, OR THE FURTHERANCE OF ANY OF THE POWERS HEREINABOVE SET FORTH, EITHER ALONE OR IN ASSOCIATION WITH OTHER CORPORATIONS, FIRMS OR INDIVIDUALS; AND TO DO EVERY OTHER ACT OR THING INCIDENTAL OR APPURTENANT TO OR GROWING OUT OF OR CONNECTED WITH THE AFORESAID BUSINESS. NOTWITHSTANDING ANYTHING CONTAINED IN THESE ARTICLES OF INCORPORATION TO THE CONTRARY, THE COMPANY WILL NOT ENGAGE IN THE CULTIVATION OF MARIJUANA OR CANNABIS OR ANY OTHER ACTIVITY WHICH WOULD REQUIRE THE APPROVAL FROM EITHER THE DEPARTMENT OF PUBLIC HEALTH OR THE CANNABIS CONTROL COMMISSION WITHOUT FIRST OBTAINING LICENSURE.

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	20,000	\$0.00	1,000

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.

1. AUTHORITY OF DIRECTORS TO CREATE NEW CLASSES AND SERIES OF SHARES. THE BOARD OF DIRECTORS, ACTING WITHOUT THE SHAREHOLDERS, MAY (A) RECLASSIFY ANY ISSUED SHARES OF ANY AUTHORIZED CLASS OR SERIES INTO ONE OR MORE EXISTING OR NEW CLASSES OR SERIES, AND (B) CREATE ONE OR MORE NEW CLASSES OR SERIES OF SHARES, SPECIFYING THE NUMBER OF SHARES TO BE INCLUDED THEREIN, THE DISTINGUISHING DESIGNATION THEREOF AND THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS APPLICABLE THERETO, PROVIDED THAT THE BOARD OF DIRECTORS MAY NOT APPROVE AN AGGREGATE NUMBER OF AUTHORIZED SHARES OF ALL CLASSES AND SERIES WHICH EXCEEDS THE TOTAL NUMBER OF AUTHORIZED SHARES SPECIFIED IN THE ARTICLES OF ORGANIZATION APPROVED BY THE SHAREHOLDERS. 2. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS. 3. PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 6.40 OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. 4. SHAREHOLDER VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS. THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE SHARES IN A VOTING GROUP ELIGIBLE TO VOTE ON A MATTER SHALL BE SUFFICIENT FOR THE APPROVAL OF THE MATTER, NOTWITHSTANDING ANY GREATER VOTE ON THE MATTER OTHERWISE REQUIRED BY ANY PROVISION OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS. 5. SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTI

ON REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING. 6. AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS 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: THOMAS J HAMEL ESQ
No. and Street: 31 WENDELL AVENUE
City or Town: PITTSFIELD State: MA Zip: 01201 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	BRIAN VINCENT	36 CENTER HILL ROAD BARKHAMSTEAD, CT 06063 USA
TREASURER	ANDREW VINCENT	77 HALLADAY DRIVE WEST SUFFIELD, CT 06093 USA
SECRETARY	BRIAN VINCENT	36 CENTER HILL ROAD BARKHAMSTEAD, CT 06063 USA
VICE PRESIDENT	ANDREW VINCENT	77 HALLADAY DRIVE WEST SUFFIELD, CT 06093 USA
DIRECTOR	BRIAN VINCENT	36 CENTER HILL ROAD BARKHAMSTEAD, CT 06063 USA
DIRECTOR	ANDREW VINCENT	77 HALLADAY DRIVE WEST SUFFIELD, CT 06093 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:

CULTIVATION OF PLANTS

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

No. and Street: 31 WENDELL AVENUE
City or Town: PITTSFIELD State: MA Zip: 01201 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: 31 WENDELL AVENUE
City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

which is

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

Signed this 16 Day of January, 2018 at 3:30:46 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.)*

THOMAS J HAMEL

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:

January 16, 2018 03:29 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



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

William Francis Galvin
Secretary of the
Commonwealth

Date: June 08, 2018

To Whom It May Concern :

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

COMMONWEALTH CULTIVATION INC

is a domestic corporation organized on **January 16, 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: 18060167830

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

Processed by:



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

mass.gov/dor

Letter ID: L1028224128
Notice Date: June 12, 2018
Case ID: 0-000-452-578



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

COMMONWEALTH CULTIVATION INC
74 DOWNING PKWY
PITTSFIELD MA 01201-3882

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, COMMONWEALTH CULTIVATION 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) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Diversity and Inclusion Plan

Located in the heart of the Berkshires, Pittsfield, Massachusetts, Commonwealth Cultivation, Inc. (CCI) is committed to a Diversity and Inclusion Plan for its workplace. The management team recognizes the work environment that fosters diversity and acceptance of cultural and ethnic differences from the rank and file workers through its management team brings strength, multi-faceted vision and added creativity to every day decision-making processes. More importantly, CCI's management team sees our job is to get the most capable people to the starting gate. There is no discrimination when it comes to seeking the skilled candidates for the job opportunities offered at CCI.

Our management team recognized early in the site selection process the town of Pittsfield and surrounding region are populated with progressive thinking communities with active leadership who work to develop and improve diversity and education. Interesting to note that in January of this year, *The Berkshire Eagle* published a letter to the editor entitled, "Our Diversity is Source of Strength, Power." The article was written by a 9th generation American whose family has been farming in the Berkshires since the 1700s and speaks to the culture of the Berkshire region, the expectation that our citizens come from a "melting pot of color and culture where no one race, religion, ethnicity, orientation or identity has power to destroy or degrade another." ⁽¹⁾ The very region CCI chooses to call "home" is built on a strong foundational belief that equality in the workplace is an expectation.

Additionally, Pittsfield's current Mayor Linda Tyer and the entire Pittsfield administrative management supports an active diversity plan within the city and is committed to "opening up opportunities to the cities minority populations." ⁽²⁾ In a public meeting (March 22, 2017) with local NAACP President Dennis Powell, Mayor Tyer, her administrative staff as well as representatives from the public-school system and the chairman of the Affirmative Action Committee reported on the progress of ever-increasing diverse employment figures within the city for both Hispanic and African Americans. Public school representatives pointed to the facilitation of cultural diversity trainings for age-related and cultural topics for all age groups integrated into school curricula as well as extended learning workshops.

Pittsfield, MA ranked a B+ in Diversity in Niche's 2018 Best Places to Live ⁽³⁾ with the comment that the area saw strong improvement trending in Diversity since 2016. It is this cooperative effort between community and administration that strengthens the members of the potential workforce.

(1) Russell, Elizabeth. "Our Diversity is Source of Strength, Power." *The Berkshire Eagle*. Pittsfield, MA. 01-16-18.

(2) Daniels, Tammy. "Pittsfield Committed to Diversity But Work Still to Be Done." *The Berkshire Eagle*. Pittsfield, MA. 03-22-17.

(3) Niche's 2018 Best Places. <https://www.niche.com//places-to-live/rankings/methodology//.5-15-18>.

Current Management Diversity

CCI is fortunate to have a female horticulturist with compliance and regulatory training as a keystone to their cultivation planning, training and implementation. Receiving her B.S. in Public Health in 2014, Rebecca Brady, CCI's cultivation manager brings 5 years-experience growing nutrient dense organic vegetables supplying local communities in a fast-paced, regulated perishable food crop market. Brady feels that public access to safe, quality consumables are a necessity for a healthy population and education as to how food and herb crops are grown is paramount to the success of cannabis cultivation. Brady's knowledge and experience in growing organic food crops and understanding clean growing techniques for human consumption fits sweetly into CCI's plan for pharma-grade cannabis production. Brady will manage cultivation and work with HR to train her team in safe, compliant, cannabis production.

Overview of Local Synergies

CCI's goals and employment objectives are concurrent with the municipality and population in which we serve. As an employer in the Pittsfield community, we see ourselves as an important link in the economic and educational success of our region. Our management team has contacted or has lifetime contacts within local administrative strata from education to public works in the county and/or municipality of Pittsfield seeking information regarding Veterans' programs, Minority Business Support groups (for third-party vendor employment), and extended learning programs sponsored by the school system to further support CCI's efforts to develop our local employment pool.

Cognizant of the difficulties minority men and women may have entering the medical marijuana industry, CCI is committed to fostering, cultivating and preserving culture diversity and inclusion in our company and working within our greater community. CCI recognizes that our most valuable asset is our human resources. The collective sum of the individual differences, life experiences, knowledge, creativity, innovation, self-expression, unique capabilities and talent that our employees bring to their work represents a significant part of not only our culture, but our success.

Massachusetts' Cannabis Control Commission through G.L. c.10 §77(c) authorizes the chair of the Cannabis Advisory Board to appoint a subcommittee on the cannabis market participation to develop recommendations on women, minority and veteran-owned businesses, local agriculture and growing cooperatives. CCI's management team through the leadership of our Human Resources officer, will keep current with all state suggestions, mandates, and requests to proliferate information regarding recruitment and training of minorities for job opportunities. Again, working through the Pittsfield administrative offices as well as civic leadership organizations.

CCI's Diversity Objectives

- To create a workforce that reflects the age, education, racial, cultural, religious, and sexual orientation demographics of the Berkshire region and State.
- To procure and contract goods and services from local vendors, especially those who are approved, registered minority businesses.
- To create a workplace environment that accepts and encourages inclusion of all people and ideas.
- To provide open communication between employees and management.
- To conduct an annual audit and report on CCI's Diversity and Inclusion Plan to be made available to all employees and the State Cannabis Control Commission (CCC).

CCI's diversity initiatives cover: our practices and policies on recruitment and selection; selection of service providers and partners; compensation and benefits; professional development and training; promotions; transfers; social and recreational programs; layoffs; terminations; and the ongoing development of a work environment built on the premise of gender and diversity equity that encourages and enforces:

- Respectful communication and cooperation between all employees.
- Teamwork and employee participation Work/life balance through flexible work schedules to accommodate employees' varying needs.
- Employer and employee contributions to the communities we serve to promote a greater understanding and respect for diversity.
- Equal pay for equal work.
- Implement, oversee, and enforce the Diversity and Inclusion policies set by the Company.
- Oversee the implementation of CCI's Affirmative Action Program.
- Act as the primary liaison between CCI's employees and management in matters concerning diversity and inclusiveness.
- Act as the primary liaison among agencies regarding diversity and inclusion in the workplace.

Human Resources

CCI's Human Resource Department will be extremely busy and the management team realizes as we begin to ramp-up our labor needs, we will include an administrative assistant to help our HR manager keep abreast of all the in-house programs, solicitation and advertisement of job availability and training, as well as regular conversations with the various city and county administrations related to special interest groups, minorities, etc.

In addition to their daily administrative and employee counseling, safety administration functions, CCI's Human Resources shall:

- o Implement, oversee, and enforce the Diversity and Inclusion policies set by the Company.
- o Oversee the implementation of CCI's Affirmative Action Program.
- o Conduct regular audits and draft reports.
- o Act as the primary liaison between CCI's employees and management in matters concerning diversity and inclusiveness.
- o Act as the primary liaison among agencies regarding diversity and inclusion in the workplace.

Third-Party Contract Vendors

CCI's HR Department shall work with our procurement personnel to seek approved vendors from the local minority small business pool to fulfill any third-party contracting needs for goods and services, i.e. uniform and protective clothing/equipment (PPE) procurement and maintenance, cleaning non-secured office areas, repair and maintenance of company transportation vehicles, etc.

Getting the Word Out

CCI shall have a website that serves as a primary resource for the advertisement of employment opportunities within our organization. Applicants may apply online or bring information to our facility. This site shall be linked to other local and regional job boards as well as larger job-search engines on the Internet.

Hard copies of CCI job and training opportunities shall also be distributed through community contacts, public service groups, minority business and veterans' associations as well as community-advertised training workshops.

CCI shall work with radio stations and other media outlets to recruit minorities for job opportunities.

CCI's management team will have a liaison to the local community Veteran's Association as well as any group who assists other minority business owners, training programs, etc. to ensure linking them to our employment opportunities.

CCI shall promote and/or work with our local Community Board to ensure the mandate of improving impacted communities is met and that the community voice is heard. Neighborhood associations, elected officials, and others should participate in an effort to reach areas that the Cannabis Control Commission cannot reach.

CCI shall work with local and regional administrative authorities to develop training programs for the development of the workforce. Also, participate in developing accreditation standards for the completion of levels of training specific to job skills related to the industry.

CCI shall cooperate in the collection of data for the State and local municipality as it applies to filling positions and jobs related to the labor fulfillment needs for all aspects of our business – includes: horticultural labor, security, management, clerical, etc.

Commonwealth Cultivation, Inc. is pleased to have the opportunity to develop a unique business in Pittsfield where our team, our company philosophy mirrors our community. To echo Pittsfield's Director of Personnel Michael Taylor, "True diversity is achieved not just by ensuring candidates from various backgrounds are hired, it's ensuring a culture that once they're here, we're going to make sure that they thrive and that they feel like they're equally contributing and are accepted members of our organization."⁽¹⁾

⁽¹⁾ Daniels, Tammy. "Pittsfield Committed to Diversity But Work Still to Be Done." *The Berkshire Eagle*. Pittsfield, MA. 03-22-17.

Restricting Access to Age 21 and Older

According to Boston Globe staff writer, Joshua Miller, The Massachusetts House of Representatives overwhelmingly passed a bill Wednesday, 09 May 2018 (vote 147-4) that would raise the minimum legal sales age of tobacco from 18 to 21 and set the minimum vaping age at 21.⁽¹⁾

“This bill seeks to reduce tobacco use and nicotine addiction among youth by restricting access to tobacco and vapor products for anyone under 21,” said Representative Kate Hogan, the House chair of the Legislature’s public health committee.⁽²⁾

Pursuant to 935 CMR: 500.105 (4-7), Commonwealth Cultivation, Inc. shall abide by these laws regulating the packaging and labeling of all products with appropriate warnings and restrictions as to purchasing age restrictions as applicable. CCI is a business-to-business cultivator whose brand and marketing targets shall be limited to those MA license holders who purchase materials for resale or processing.

The State’s move to raise the minimum legal sales age for tobacco products and vaping to 21 is a broad, sweeping legislation that affects packaging and product communications at every supply channel within the industry. 935 CMR 500.105(4)(a)(1-6) clearly defines the advertising and marketing permitted practices Massachusetts shall allow -- from logo creation to label warnings including use of language and capitalization. It is clear the State wants no confusion as far as establishing who may purchase adult use products and CCI ensures their wholehearted compliance.

- CCI’s logo shall be free of any marijuana or marijuana culture-type references, medical symbols, images, related paraphernalia, or colloquial references to cannabis pursuant to 935 CMR 500.105(4)(a)(1).
- CCI anticipates being active in the community of Pittsfield. The management and team pledges to withhold any branding, advertising, or marketing items, signage, etc. charitable, fundraising-type events, unless the event is reasonably expected to have at least 85% of the attendees are 21 or older. CCI would request from the sponsoring committee that the age data be determined by a reliable audience demographic source.
- Our website will have a verification page regarding age of 21 or older before anyone may access the site.

⁽¹⁾ Miller, Joshua. *House Strongly Endorses Raising Tobacco Sales Age to 21*. Boston Globe. May 9, 2018. <https://www.bostonglobe.com/metro/2018/05/09/lawmakers-move-again-raise-tobacco-age/I3GLFP51Y6mt0wQJ548xZI/story.html>.

⁽²⁾ Ibid

- CCI's marketing, advertising and PR campaigns shall be limited to wholesale, business-to-business relationships as we shall be cultivating marijuana for sales to State (MA) license holders involved in processing or retail adult use markets. However, as responsible business owners, CCI's sales and marketing team shall vet the customer base to ensure our product is being shipped to compliant parties who comply with the Restricted Access legislation, advertising and marketing regulations set forth by the State.
- CCI's marketing and advertising practices shall be age conscious in the development and publishing of any marketing materials or advertisements so as not to engage or encourage use in individuals younger than 21 years old, i.e.:

(1) There shall be no comic or cartoon characters used on packaging or labeling, or on our website;

(2) All marketing, branding and advertising materials shall include the statement: "Please Consume Responsibly" in a conspicuous manner on the front of the advertisement and contain a minimum of two warnings in their entirety (shown below) in a conspicuous manner on the face of the advertisement:

(a) "This product may cause impairment and may be habit forming;"

(b) "Marijuana can impair concentration, coordination and judgement. Do not operate a vehicle or machinery under the influence of this drug;"

(c) "There may be health risks associated with consumption of this product;"

(d) "For use only by adults 21 years of age or older. Keep out of reach of children;"

(e) "Marijuana should not be used by women who are pregnant or breastfeeding."

- All branding, advertising, marketing and public relations (PR) materials for CCI shall include the following warning, including the capitalization, in accordance with M.G.L. c 94G § 4(a^{1/2})(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 (2) hours or more. In case of accidental ingestion, contact poison control hotline 1-800-22-1222 or 911. This product may be illegal outside of MA.”

- CCI shall not engage in branding, advertising, and marketing in any manner that may be deemed deceptive, false or misleading or creating impressions directly or by ambiguity or omission;

CCI shall support all local and State mandates and educational programs targeting awareness of the restriction of access to individuals 21 and older. CCI shall work with their customer-base to strengthen their marketing and advertising campaigns educating consumers regarding adult use marijuana and regulations affecting same.

Separating Recreational from Medical Operations, If Applicable

Commonwealth Cultivation, Inc. (CCI) shall operate as a business-to-business supplier of wholesale Cannabis to RMD's and licensed extraction companies. CCI does not have a medical cannabis cultivation license, therefore this section of the application is not applicable.

Commonwealth Cultivation's Overview of Quality Control and Testing

Quality Assurance Pre-Licensing Report

Pre-Licensing Report, Duties and Responsibilities

Commonwealth Cultivation Inc. ("CCI") shall develop good documentation practices (GDP) defining requirements for all documents that affect the acceptability of materials, processes or products. The Quality Assurance Person (QAP) of CCI shall supervise implementation of GDP and is responsible for assuring that all personnel involved in generating, completing or reviewing data are trained in the requirements of GDP. All documentation generated in the course of business will be permanent, legible and accurate. All entries will be made promptly, be complete and clearly represent the activities executed. All records will include sufficient detail to demonstrate compliance with the established procedures and allow an event, activity or process to be easily reconstructed at a later date. The GDPs are described in CCI's SOPs on which staff and contractors shall train and regularly review.

The QAP will sign and date a document that includes a CV in respect to the proposed licensed activities and the requirements of 935 CMR 500.000. Included with this documentation will be a report establishing that the buildings, equipment, and proposed sanitation program to be used in conducting the proposed activities will comply with the requirements of the regulations.

The following cultivation discussion provides a discourse of technologies, methodology, facility design and functional descriptions, equipment, specific protocols and company philosophy that are the core of the entity, Commonwealth Cultivation, Inc. The Company's expectation of its employees shall be the safe, sanitary and fair-minded professional philosophy practiced at all times in the daily manufacture of critical compounds from Cannabis plants to produce superior quality, efficacious products. The QAP ensures the development of this philosophy through consistent reminders and enforcement of a clean, sanitary facility and promoting individual ownership of culture by setting the example of wearing personal protective clothing and equipment (PPE) daily or when warranted.

GMP Discussion

CCI is committed to serving its customers and providing Cannabis products to address consumer needs and desires. CCI shall grow Cannabis that provides the optimal consumer experience and encourage a commitment to healthy lifestyles and mindfulness of well-being. To this end, the following precepts shall apply:

- GMP manufacturing validated SOP's
- Cleaning and process performance validation
- Developing qualified and validated cultivation methods
- Ensuring safe, sanitary grow, harvest and drying operations
- Installing pharmaceutical GMP quality systems
- Performing daily Good Manufacturing Practices (GMPs)

- Performing and preparing Quality audits and supplier qualification for manufacturers of supplies and intermediates
- Developing protocols for corrective and preventative actions (CAPA) and process and product risk mitigation strategies
- Creating and submitting Batch sheets and Batch record review
- Testing all Cannabis products through a licensed analytical lab prior to sale to RMD's

CCI will operate according to a pharmaceutical grade model of cultivation and harvest to bring the highest quality and most efficacious Cannabis products to the Massachusetts population.

Enabling GMP Operations

Equipment used in the cultivation of Cannabis products by CCI shall be designed to ensure suitability for intended use, maintenance, calibration, and validation of computerized systems utilized for the manufacture of Cannabis. Operations will principally follow the GMP Guidelines Q7A subsection A (Design and Construction), subsection B (Equipment Maintenance and Cleaning), subsection C (Calibration), and subsection D (Computerized Systems). Process Validation to verify manufacture of quality Product will principally follow FDA GMP Guidelines as per Q7A Section XII, "Validation", subsection A (Validation Policy), subsection B (Validation Documentation), subsection C (Qualification), subsection D (Approaches to Process Validation), subsection E (Process Validation), subsection F (Periodic Review of Validated Systems), and subsection G (Cleaning Validation).

All areas used by CCI shall have adequate work areas and equipment for the intended task. The facility shall have sufficient space, a clean environment, appropriate construction, lighting, ventilation, heating, cooling, plumbing, washing and sanitation. Equipment will not contaminate products or otherwise react with, add to, or be absorbed by product and will be properly maintained, calibrated, cleaned, and sanitized at appropriate intervals.

CCI will have procedures that describe the handling, review, acceptance, and control of material used in the cultivation of Cannabis. All materials, equipment and facilities used in production of the crops shall be traceable to source and product batches and be lot number controlled through Metrc software.

Third-Party Analytical Laboratory Testing

An independent third-party lab licensed by Cannabis Control Commission shall be engaged (935 CMR 500,160(1)). All CCI products shall receive a certificate of analysis.

Labs shall be in compliance with the DPH publication *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana Infused Products*, as amended November 2016. The laboratories will be testing cannabis materials utilizing the following methods:

- Identity Methods: methods used to define the identity of components in a sample such as the API, cannabinoid profile, or impurities in the product.

- Content Methods: methods used to define the content (amount) of component(s) in a sample, for example, a method to determine the total concentration in mg/mL of API in a product manufacturing intermediate.
- Limit Assay: methods primarily used for cleaning assays; used to demonstrate that specified component(s) are below a specified threshold.
- Impurity Assays: identity methods and/or content methods in nature use to establish identification and amount of impurities in product.

The testing of CCI's environmental media (e.g. soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

CCI's SOPs regarding testing, record keeping, destruction and recall shall include the Company response to any test receiving results indicating contaminant levels above acceptable limits as established in the DPH protocols. (935 CMR 500.160(1). CCI shall notify the Commission within 72 hours of any lab testing results indicating the contamination cannot be remediated and disposing of the production batch. Notification shall be from both CCI and the Independent Laboratory, separately and directly. The notification for CCI shall describe the SOP for destruction and the assessment of the source of contamination.

Quality Assurance shall retain the results of all testing for 2 years, both in Metrc on secure server and hard copies.

SOPs, Gas Codes, Safety in the Workplace

The CCI team developed a robust set of standard operating procedures (SOPs) that are fully auditable, compliant and certified as cGMP by a nationally approved third-party compliance and oversight association - Foundation of Cannabis Unified Standards (FOCUS) affiliated with the American Society for Testing and Materials (ASTM).⁽²⁾ FOCUS is an international organization working to unify the push for standardization of compliance for medical marijuana production.

In addition, the team's experience amongst the staff is reflected in their strong foundations of professionalism. The individualized SOPs cover all aspects of the handling of Cannabis, including cultivation, storage, packaging, labeling, handling, tracking, transfer of products containing Cannabis and Cannabis waste. The SOPs are heavily oriented toward Quality Assurance, Safety/Maintenance, and Cultivation. The staff shall have an SOP for every piece of equipment for our trained operators and maintenance and employee safety in the Cultivation Area.

Clean, Safe Work Environment

Of paramount importance is a clean, safe environment, sterilized, and segregated from other plant processes where critical tasks related to this maintenance are performed daily. The SOPs will reflect this emphasis in the daily functions. All enclosures are well ventilated. Any flammable solvent storage shall be outside and in certified storage receptacles. Only clean chemicals or small

volume containers used in processes occurring daily will be kept inside the facility in designated safe areas, i.e. chemical storage.

No organic solvents or highly flammable or toxic compound shall be used. CCI shall maintain proper chemical storage and operational permits as well as complying with all regulations and passing inspection for any applicable fire, safety, and building codes pertaining to the use and storage of the equipment.

The facility shall operate a fully compliant, air filtered environment in accordance with NFC division B 4.1.7.3.4.1.7; Ventilation section 4.1.7.1.

All equipment shall be maintained and serviced on a regular basis as per Calibration and Maintenance SOP. Safety is always first at Commonwealth Cultivation, Inc.

General SOPs, Sanitation, Training and Implementation

Sanitation shall be required at all times. The facility will enact good sanitation practices, cGMP's, and food safety procedures. Surfaces shall be sanitized every day and during work change, equipment cleaned with isopropyl (99%) alcohol or other sanitization agent. The floors mopped and walls bleached/sanitized weekly, or as needed; rubber mats cleaned and pressure washed weekly. Employees will be educated and tested on the standards for safe and sanitary execution of any applicable cultivation processes, including any applicable food safety standards conducted on an annual basis.

CCI's SOPs shall be available both in hard copy and Intranet site for employees. The hard copies will be in HR, Break Room, and Cultivation Area. Management and employees shall create a culture of compliance that incorporates following procedures, 'start clean, stay clean' sanitation, and attitude of workforce equality.

Processes and procedures for sanitization and inspection of cannabis for contamination and damage start with "start clean, stay clean" The delivery area will be kept clean and sanitized following SOPs written to cover same. Equipment and surfaces, including floors, counters, walls and ceilings, shall be cleaned and sanitized as frequently as necessary to protect against contamination. Litter and waste shall be properly disposed and the systems for waste disposal shall be maintained to prevent the litter and waste from becoming a source of contamination in areas in which Cannabis may be exposed. Hand-washing facilities shall be located in cultivation areas and where good sanitary practices require employees to wash and sanitize their hands. Any employee working in direct contact with Cannabis is subject to the same restrictions and regulations as food handlers.

Cannabis shall be stored correctly in sanitary, environmentally controlled areas that are secure and surveilled. The facility will verify that all incoming or dispensed products will be tested for potency and contaminants prior to dispensing of Cannabis or plant products. All products will have a "test passed" signature, as well as a test passed, marked passed in the Metrc system for validation.

SOPs for Specific Events

SOPs also cover specific protocols relating to events requiring specified actions and reports, i.e. recall, adverse reaction, reporting diversion or theft, and destruction of product. For instance, specific regulations detailed in the SOP for Destruction of Product to be witnessed in the presence of at least two persons who are qualified to witness the destruction. They are required to sign off on the destruction of Cannabis products. Employees responsible for witnessing destruction of Cannabis products will have a checklist of procedures in order to ensure proper documentation practices/destruction and sign off. All the above is recorded in the Metrc software.

Product Quality

CCI shall validate the quality of each batch produced by testing and daily observations of the curing product:

- Determine the quality and ‘expiration’ date of the final distributed cannabis product. The expiration date will be validated and stable under the specified storage conditions (light, temperature and humidity);
- Identify the shelf-life and expiration date of cannabis;
- Validate crop quality by ongoing observation, testing according to a schedule determined by the QAP; and
- Specify storage conditions once the cannabis is packed for shipment, during transport, at the dispensing facility, in the consumer’s home, and for samples retained for future testing.

The CCI stability testing plan will consist of accelerated stability @ 40 °C 75% Relative Humidity (“RH”) for up to six months and long-term room temperature stability @ 25 °C 60% RH for 3, 6, 9 months and yearly thereafter. Based upon the product or cannabinoid concentrate characteristics alternate storage conditions, ICH guidelines may be utilized. Quality testing requirements will be defined in a written protocol and include:

- Sample size and test intervals based on statistical criteria for each attribute examined to assure valid product quality and expiration dating;
- Storage conditions for samples retained for testing;
- Reliable, meaningful and specific test methods; and
- An adequate number of batches of each product, shall be tested to determine an appropriate expiration date.

The goals of the CCI team are to produce the finest quality Cannabis crops for the RMD in the safest possible environments for human health and safety. This extends from the RMD to the consumer. CCI is fortunate to have licensed cultivators in their network and potential customer-base to work together to bring a new era of wellness to the Massachusetts population.

Record Keeping Policy and Procedures

Flowing like a stream, record keeping touches every part of the cultivation process from beginning intake of the first seed or clone in propagation through to the shipment of the product to customers. In other words, record keeping does not sleep, nor does it stop unless it is programmed to stop. This process touches all people, product, production, through all the supply chains and operational processes right into the hands of the customer. Record keeping is the life-blood of a business and therefore, must be monitored regularly and only key personnel and trained data technicians are allowed to input into the State approved system - Metrc.

Metrc is a compliance management solution used by regulatory bodies for the oversight of the marijuana industry in each state where Metrc is deployed. It is a cloud-hosted online reporting system used by licensed medical marijuana businesses to manage and report supply chain activities as required by MA regulations. Metrc is a seed-to-sale software meeting all the requirements for the assignment of the 16-digit barcode identifying tracking number following the seed through its entire “life-span” until its essence becomes sold as product

CCI recognizes that all written required records are subject to State inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, in addition to the following:

- (1) Writing operating procedures as required by 935 CMR 500.105(1);
- (2) Inventory records as required by 935 CMR 500.105(8);
- (3) Seed-to-sale tracking records for all marijuana products pursuant to 935 CMR 500.105(5)(e);
- (4) Personnel records:
 - (a) Job descriptions for each employee and volunteer positions, if applicable as well as organizational charts consistent with the job descriptions;
 - (b) Personnel record for each employee. Records to be kept for at least 12 months after termination of the individual’s affiliation with CCI and shall include at a minimum:
 - (i) all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - (ii) documentation of verification of references;
 - (iii) the job description or employment contract includes duties, authority, responsibilities, qualifications, and supervision;
 - (iv) documentation of all required training, including training regarding privacy and confidentiality requirements, and signed statement of the individual indicating the date, time, and place he or she received said training and the topic/s discussed including the name and title of presenters;
 - (v) documentation of periodic performance evaluations;

- (vi) a record of disciplinary action taken; and
 - (vii) notice of completed responsible vendor and eight-hour related duty training;
 - (c) A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - (d) Personnel policies and procedures; and
 - (e) All background check reports obtained in accordance with 935 CMR 500.030
5. Business records, which shall include manual and computerized records of:
- (a) Assets and liabilities;
 - (b) Monetary transactions;
 - (c) Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - (d) Sales records including the quantity, form, and cost of marijuana; and
 - (e) Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with CCI, including members of non-profit organization, if applicable;
 - (f) Waste disposal record as required pursuant 935 CMR 500.105(12);
 - (g) Should CCI close, all records must be kept for at least two years at the expense of the Marijuana Establishment (CCI) and in a form and location acceptable to the Commission.

Software, IT, and Redundant Storage

Commonwealth Cultivation, Inc. (CCI) shall keep both manual/tablet notes as well as data entry into the Metrc software as it relates to all things grown, maintained, packaged, shipped, destroyed, etc. Field notes from receiving seeds or clones, irrigation/fertigation rates on crops, will be written in a log for that department and entered into the CCI's inventory tracking software at the end of the shift - two copies, one written hard copy the other electronic. The hard copies will be kept in the Departments' binders at the computer desks. All raw data is signed off and dated by a team supervisor prior to entering into the Metrc.

CCI's data system will be housed on in-house secure sequel (SQL) servers. A backup system shall be installed for both redundancy and employee accountability, i.e. Amazon S-3 Cloud used by Bristol-Myers Squibb, NASDAQ, Redfin, etc., as it is HIPAA (the [U.S. Health Insurance Portability and Accountability Act \(HIPAA\)](#)) compliant. This shall allow CCI to leverage the secure AWS environment to process, maintain, and store protected information and provide compliant archival storage space where management can monthly scan and upload our manually retrieved data. All information contained in the binders shall be stored in their original state for four years in a safe records room area on-site.

An example of a CCI data sheet in the harvesting department is on the following page.

Dry Weight Worksheet											
Strain	Harvest Date	Wet Wt.	Initials		Waste Wt	Initials	Date		Dry Wt	Inven mgr	Date
AC/DC	1/1/2018	2000g	rg		500g	rg	1/1/2018		400 g	kk	1/10/2018
Og Kush	1/3/2018	3560	rg		700g	rg	1/3/2018		650g	kk	1/13/2018

Of course, some of the raw data sheets may be written in black ink as some areas may record data by hand, rather than tablet.

Metric was developed and released for “cannabis-specific” tracking, inventory management and cultivation systems. It has an excellent track record in the private growing sector and has been used for government agencies seeking to track inventories for government-licensed business, i.e. grow-ops, dispensaries, State licensees.

The Metric reporting module can generate daily reports for CCI’s inventory, acquisitions, harvests, sales, disbursements, and disposals. These records are kept indefinitely. Whether receiving product or harvesting, the system can keep full record of who is providing the marijuana and or marijuana-infused products. The System will record any of the following – dates of transfers and transactions, batch numbers, quantity, product weight, usable amount in each infused product and the agent’s registration card number. This information may be pulled at any time period in the reporting module.

And, of course, this system may be customized specific to workflow or SOPs.

Inventory, IT Oversight and Supervisory Responsibilities

CCI will be extremely particular on whom is trained to enter information into Metric. Initially, the IT director will be in charge of oversight of the software and the install with the help of the on-site Metric field representative whom are contracted for the set-up and site “hand-holding” until IT feels fully educated and confident. IT and the Metric training team will train management personnel either on-site or via electronic means, i.e. Skype in the functions of the product. In each department, ideally, there will be at least one ‘super-user’ who is allowed access to all functions for report generation. Data entry will be restricted to those employees and areas that are involved with input from their particular department, only. In other words, a shipping technician would not have authority to sign-in to a cultivation area to manipulate data.

The following is a sample of basic data that would be tracked in everyday record keeping:

1. The number, weight and type of seeds
2. The number of immature medical marijuana plants.

3. The number of medical marijuana plants.
4. The number of medical marijuana products ready for sale.
5. The number of damaged, defective, expired or contaminated seeds, immature medical marijuana plants, medical marijuana plants and medical marijuana products awaiting disposal.

Monthly reports on inventory records shall be evaluated by the various department managers as part of comprehensive inventory reviews to examine every aspect of the medical marijuana growth progress monitoring fertigation as it relates to CBD, THC, THCA, etc. levels, dry weight yields vs. harvest weight, disease and/or insect pressure observed, etc. These comparisons will be done and discussed on a regularly scheduled (monthly) Quality Assurance meeting. In addition, there will be a semi-annual comprehensive inventory review of seeds, immature medical marijuana plants, medical marijuana plants and medical marijuana product in storage for future sale.

Equipment, Operation and Maintenance Records

CCI working credo is “Start Clean, Stay Clean.” The equipment and areas in which we work will be maintained to the highest FDA standards of cleanliness with documented logs and checklists daily. Maintenance records are much easier to keep when the equipment requires only minor repairs and that is what regular respect to our systems and machinery will provide.

The Sanitation Program will meet or exceed the standards set forth for cGMPs in food handling and the USDA Sanitation Performance Standards outlined in the compliance guide where applicable to medical marijuana. CCI shall adopt and train all employees and contractors on the CCI General Sanitation SOP which documents procedures for:

- Sanitation procedures
- Housekeeping practices
- Pre-operational assessment
- Training
- Monitoring
- Accurate record keeping

Each area of CCI’s Indoor will have a specific sanitation SOP. CCI’s facility equipment and surfaces, including floors, counters, walls and ceilings, shall be cleaned and sanitized according to SOP in such a manner and with adequate frequency to protect against contamination. CCI will only use sanitizing agents registered by the United States Environmental Protection Agency in accordance with the instructions printed on the label. Equipment and utensils shall be designed and of such material and workmanship as to be capable of being adequately cleaned.

Equipment Records

All equipment operations and cleaning will be performed following written SOPs developed with technical and quality experts. All equipment use will be logged with user name, date, time and the

batch number of the product processed with the equipment. Equipment and facilities will be tagged according a lock out / tag out system for equipment and facilities under repair / not working. The equipment / facility tagging at shall follow a classification system with four classes; ready for use, in use, in cleaning, under repair / not working.

Additional safety guidelines will be for specific hazards such as:

- ASME certification for all equipment operating under pressure or vacuum
- UL certified electrical equipment

Equipment maintenance and cleaning schedules and procedures will be established for the preventative maintenance of the equipment. Written SOPs will detail the procedures for equipment cleaning and its subsequent release for use in the production of medical marijuana and medical marijuana products. Cleaning procedures will contain sufficient detail to enable operators to clean each type of equipment in a reproducible and effective manner. These procedures will include:

- Assignment of responsibility for cleaning of equipment;
- Cleaning and sanitation schedules;
- A complete description of the methods and materials, including specification of the cleaning agents to be used;
- If required, instructions for disassembling and reassembling equipment to ensure proper cleaning;
- Instructions for the storage and protection of clean equipment from contamination prior to use;
- Inspection of equipment for cleanliness immediately before use;
- Establishing the maximum time that may elapse between the completion of processing and equipment cleaning;
- Instructions for documenting equipment cleaning.

Pesticide Application Records

Commonwealth Cultivation, Inc. (CCI) is aware and shall cooperate with the Commission and the Department of Agriculture to routinely inspect for and enforce the requirements of Pesticide ownership, record keeping, application, storage, and disposal. All records may be inspected at any time.

As with all recordkeeping, this is a redundant process and both the manually written observations as well as the data entered into Metrc and shall be made on a daily basis, complete with supervisor oversight and sign-off.

The Pesticide Applicator will maintain a record of each application of any pesticide recording the following:

- (1) The date of application and time the application was completed;

- (2) The location of the application including zone, block or section of plants treated;
- (3) Size of the area treated (total bench or floor space);
- (4) The product name of each pesticide used (with active ingredient);
- (5) If warranted by use of a federal controlled pesticide, the log would also include the USEPA product registration number. This is not a likely event as this requirement is unnecessary for products exempted under Section 25 of the Federal Insecticide, Fungicide, and Rodenticide Act (7 USCA 136w);
- (6) The total amount of every pesticide used in ounces, pounds, gallons, or liters applied to a treated area;
- (7) Dosage rate of application for all pesticides used;
- (8) Include the names of individuals who mixed and applied the pesticides with their permit or certification numbers and, supervisor credentials, if involved;
- (9) A complete pesticide and chemical registry book shall be kept on site with Material Safety Data Sheets (MSDS) and copies of pesticide labels;

The records described above shall be completed and posted in Metrc within 24 hours of the completion of the pesticide application and maintained for at least 4 years. This record shall be made immediately available to the Commission or authorized agents, medical personnel, and/or first responders in the case of emergency.

Inspection and Testing of Security Equipment

Daily

CCI shall deploy network monitoring software to monitor the health of the storage hard drives, IP-based security devices, encoders, switches, UPS devices, door controllers and electronic access control. This software provides real-time analytics and can pinpoint faults, bottlenecks and performance issues within all IP-based security technologies. The system will provide alarms and messaging to the appropriate stakeholders. This system will optimize efficiency and allow CCI to make fact-based planning decisions.

The intrusion system (sensors and components) will be visually inspected daily prior to opening and closing the facility. The visual inspection will entail inspection for cracked housings, frayed or loose wires and evidence of tampering.

CCI will keep all security equipment in full operating order and will test such equipment no less than monthly at each manufacturing facility that is operated under the registered organization's registration. Records of security tests will be maintained for four years and made available to the Commission's compliance officer or law enforcement agencies upon request.

Monthly

A designated Security Officer, or technician from the contracted security company, will conduct monthly stay behind tests so that each sensor can be tested for functionality and detection design. The designated Security Officer will document this inspection on the Security Device Testing, Inspection and Service Record Log form.

Annual Testing and Review

A designated technician from the contracted security company, will conduct a full system test so that each security alarm sensor, camera, electronic access control module can be tested for functionality and performance. A designated Security Officer will escort and document this inspection. The contracted security vendor will provide a comprehensive report on findings of the test and any system alterations made if needed.

Records Retention and Records

Per CCI's policies, several security related records and documentation are subject to record keeping storage requirements. These records will be stored in a secure location within the confines of the security command center. These are:

- 2 years of video surveillance imagery storage records in a format easily accessed for investigatory purposes
- 2 years of security system inspection, service, alteration and maintenance inspection records
- 2 years of documentation of authorized employees and vendors allowed to access any security and surveillance monitoring or storage areas
- 2 years of copies of the Transportation Manifests

These records will be archived in a locked file cabinet within the security command room. The security command room is a limited access area where access is limited to select persons. The records will be stored and disposed of per the organizations Record keeping Policy.

Inspection / Servicing / Alteration Protocols

CCI's security systems and equipment will be properly inspected, serviced, tested and/or altered to the requirements of the regulations in order to ensure its continuous and effective operation. Records shall be maintained for the inspection, servicing, and the individuals who completed the work as defined in the Operations Equipment Maintenance SOP.

The following apply regarding the inspection, servicing or alteration of, and the upgrade to, the site's security and surveillance systems.

- The systems shall be inspected and all devices tested monthly by a qualified alarm system vendor or on-site Facilities Manager and/or a qualified surveillance system vendor, as approved by the Commission.

- The grower shall conduct maintenance inspections once every month and ensure that all necessary repairs, alterations and upgrades are made for the proper operation of the systems.
- The grower shall retain at the facility, for at least 4 years, records of all inspections, servicing, alterations and upgrades performed on (3) the systems. The records shall be made available to the Commission and its authorized agents within two (2) business days following a request.

In the event of a mechanical malfunction of the security or surveillance system that exceeds an 8-hour period, the grower/processor shall notify the Commission immediately and, with Commission approval, provide alternative security measures that may include closure of the facility.

Visitor Information

Visitor management for cultivation facilities is highly regulated by Massachusetts and CCI not only adheres to the state law and regulation, but supersedes those regulations by installation of advanced electronic access control, detailed policy and procedure and staff training.

CCI's cultivation facility is NOT open to the general public. Only visitors who are properly authorized are permitted on company premises. Authorization is granted *only* to those individuals requiring access to the facility for the purpose of growing, processing or testing of medical marijuana. Visitors MUST be 18 years or older to be on premises. It is policy that all visitors make prior arrangements with expected time and date of arrival, including purpose of visitation with an employee of CCI. The employee expecting visitation from an approved visitor must notify the receptionist or security officer of expected arrival and purpose of visit. Visitors that have not made prior arrangements with staff will not be admitted.

Upon arrival in the reception area at Commonwealth Cultivation, Inc., the visitor will be in an area referred to as a "man trap." This is simply an architectural feature that does not allow anyone to see beyond the reception window area. Any doors are locked and shut, the only way out is through the door they entered. The reception employee is responsible for collecting any data from the visitor at the time of their appointment. If this visitor is a guest of CCI's, all the information regarding why and whom they shall meet will be pre-entered into the Visitor Log. They will be checked against their identification and released to the employee, operator or principal who is serving as host. If it is a government official or inspector, there should be an appointment on file and again, the identification and badge shall be checked and the information entered before releasing the visitor to their host.

Visitor Procedure

1. A visitor must announce themselves via a video/intercom by stating their name and purpose for visit.
2. Prior to entry, the security officer or receptionist will check the name against expected visitors for arrival.
3. Entry is granted remotely (if the reception area contains restricted access technology with dual authentication access control into Limited Access Areas) or by a face-to-face meet and greet.

4. Only one (or more if affiliated with the same organization/purpose) is permitted in at a time: approved visitors enter, unauthorized people are prohibited from entry (anti-tailgating).
5. The visitor shall sign into a Visitor Log with the following information:
 - i. Full name (printed)
 - ii. Reason for visit
 - iii. Person visiting
 - iv. Area of visit
 - v. Date of visit
 - vi. Time of arrival
 - vii. Time of departure
 - viii. Visitor identification badge number
 - ix. Escort assigned
 - x. Acknowledgment of rules
 - xi. Visitor signature line (Print, Signature and Date)
6. The visitor must present a government issued identification card with photo.
7. CCI employees checking in the visitor must confirm the identity of the visitor and compare the government photo identification to the name and signature in the Visitor Log.
8. A photocopy and scan of the visitor's government issued photo identification must be made. The photocopy must be retained with the Visitor Log attached to the provided, marked area.
9. A Visitor Identification badge will be issued to the visitor and must be worn in a conspicuous place on the front of their person to easily be seen by CCI staff. The badge will contain the following information
 - i. Name of the visitor
 - ii. Company represented
 - iii. Badge number
 - iv. Facial photograph of the visitor
 - v. Date and time
10. While in the facility, the visitor shall be escorted AT ALL TIMES by an assigned staff member.
11. The visitor is PROHIBITED from coming into contact of any marijuana plant (at any stage of growth) or any marijuana plant waste.
12. Upon completion of the visit, the visitor must sign out of the Visitor Log and return the Visitor Identification Badge. The returned Visitor Identification Badge is to be attached to the photocopy of the visitor's government issued photo identification.

This policy and procedure help to protect our employees and property, guard confidential information against theft and diversion, and reduce potential distractions and disturbances.

Visitor Record Management

CCI shall maintain the visitors log for 4 years so that it is available for review by the Commission, State or Local law enforcement, and other State or Local government officials upon request if necessary to perform the government officials' functions and duties. The log will include the following:

- a. Full name (printed)
- b. Reason for visit

- c. Person visiting
- d. Area of visit
- e. Date of visit
- f. Time of arrival
- g. Time of departure
- h. Visitor identification badge number
- i. Escort assigned
- j. Acknowledgment of rules
- k. Visitor signature line (Print, Signature and Date)

A photocopy and scan of the visitor's government issued photo identification will be made and the photocopy will be retained with the Visitor Log attached to the provided, marked area.

Shipping and Transportation Records

Pursuant to 935 CMR: 500.105 (13) CCI will contract with a third-party State approved marijuana transport for the shipping of marijuana from the growing facility to licensed customers within MA who are engaged in processing/manufacturing of extracted product, edibles, or dried buds.

Manifests shall be generated from the Metrc system and completed in triplicate, with the original manifest remaining with the originating Marijuana Establishment (CCI), a second copy provided to the destination Marijuana Establishment upon arrival, and a copy to be kept with the licensed marijuana establishment's agent during transportation and returned to CCI or Transporter upon completion of the shipment. This hard copy to be retained at CCI for at least 1 year and available for Commission examination upon request.

Prior to transport, the manifest shall be securely transmitted to the destination licensed customer by email or fax.. The manifest shall be maintained within the vehicle during the entire transportation process, until the delivery is completed.

The manifest shall be printed from information generated from Metrc to include all the requirements pursuant to 935 CMR: 500.105(f)(3)(a-m).

Commonwealth Cultivation, Inc. is committed to excellence in record keeping as it will be our benchmark for the season ahead. The management team recognizes the need for accurate data reporting and recording in production, personnel, operations, cultivation, transportation, financials, safety and security. These processes shall become a part of CCI's culture so that record keeping and data collection becomes second-nature in the daily routine.

Maintaining Financial Records

In today's complex world economy and the new frontiers of this rapidly expanding niche cannabis industry, it is difficult for operators to manage a cultivation enterprise, profitably. With the governmental sanctions on the banking industry, the owners and operators of Commonwealth Cultivation, Inc. (CCI) are well aware that financing and liquidity is the sole responsibility of the corporate members. There is not too much control an owner or manager may exercise over the big variables, i.e. weather or the federal government's lack of support with FDIC monies for credit lines, but the power to monitor the cultivation facility's financial performance and dedicated cash flow management is a big step in decision-making as to how CCI's leadership can navigate the tough variables.

The first and most important step in taking control of CCI's financial well-being is keeping accurate financial records. This is the barometer of CCI's business. Historically, there are three main reasons why operators should keep good financial records.

- (1) First, good financial records are essential for reporting income tax returns. Without accurate records, an operator can under-pay or over-pay on taxes. This situation may cause an unexpected IRS audit. Not exactly the kind of experience one looks forward to and certainly requires a herculean preparation effort in terms of time and money.
- (2) Secondly, accurate and complete records are essential in obtaining financing - investors. There is no "line of credit" from any bank that is federally insured. CCI and its investors shall receive both monthly sales reports, and quarterly balance sheets, income, and cash flow statements to monitor CCI's fiscal health.
- (3) Finally, accurate financial records combined with production data are important in making decisions about CCI's direction. Having the information contained in an accurate record keeping system helps the C-level management and investing team make decisions about how to operate more efficiently and profitably.

CCI's Chief Financial Officer shall have oversight of all financial records. The company's controller shall work with Human Resources (HR), department managers, and Information Technology director (IT) in collecting data on departmental costs/spending and maintain financial records having the appropriate level of detail depending upon the complexity of the day-to-day business. These records provide essential information on a timely basis. This is CCI's in-house accounting team.

CCI's shall have the following basic components in their record keeping system: (1) a business checking account to handle business transactions; (2) an income ledger by calendar month; (3) an expense ledger by calendar month; (4) an inventory ledger for physical counting and valuation; (5) a depreciation schedule for pro-rating original costs of assets; (6) a balance sheet to determine net worth; (7) an income statement to determine net profit or loss; (8) a cash flow statement to measure flow of funds.

In addition to our in-house accounting team, CCI shall also employ a third-party accounting firm who shall be responsible for the oversight of tax preparation and quarterly reports. For CCI's day-to-day record keeping, we shall use a commercially available software package, i.e. QuickBooks,

Maintaining Financial Records

Quicken, PCMars, Red Wing. Regardless, CCI shall use the most compatible record keeping software that is compatible with our third-party accounting firm. Most software packages range in price from \$30 to \$1000.

CCI shall employ a third-party payroll company. HR in cooperation with department managers shall be in charge of collecting the time cards and entering the information to be transmitted to the payroll company, i.e. Mass Advantage, Eagle Payroll, etc. Management of employee money reporting, accounting of leave time, 401K/retirement savings, and health benefits shall fall to HR and our in-house staff.

CCI's financial record keeping shall be available for inspection by the State upon request. All records shall be kept on-line and on secure sequel servers in-house. CCI's team would also welcome any involvement in State sponsored workshops or programs that bring about more state chartered financial institutions that would assist our industry in a more accurate, efficient cash flow for day-to-day operations rather than an impediment to this fledging economy.

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Dear Employee:

It is my pleasure to welcome you to The Company. You are a member of an organization that prides itself on professionalism, honesty, integrity, and service to our customers and our communities. Our mission statement clearly states “quality first.” It is this simple pledge that everything we do is based upon the quality and care given to produce the best cannabis product for our customers.

This handbook is a general guide we hope will help you understand how you and the Company work together toward The Company’s shared success. We ask you take the time to read it and familiarize yourself with our company philosophy, policies, and practices.

Thank you for joining our team. We hope your experience here will be stimulating, exciting and rewarding.

Best wishes,

Brian Vincent

Brian Vincnet, CEO

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

About This Handbook

This handbook contains general statements about current Company policies. These statements are offered as guidelines for managers, supervisors, and employees. This handbook should not be construed as creating any kind of implied contract not to terminate except for just cause or in any other way undermine our at-will status as set forth elsewhere in this handbook.

The Company may revise, add to, delete, and interpret any of the policies, procedures, benefits, and other material contained in this handbook at any time. The Company may also, at its sole discretion, depart from policy from time to time.

The Company has an "employment-at-will" relationship with its employees. This means that as a member of the staff, you are free to leave The Company at any time, with or without reason, and that The Company has the same right to terminate your employment or change any working conditions at any time with or without advance notice. This employment-at-will relationship can only be changed by written agreement signed by the Company president and you. No implied contract concerning any employment-related decision or working conditions can be established by any other statement, conduct, policy, or practice. Some examples of employment-related decisions or working conditions include, but are not limited to: hiring, discharge, discipline, work assignments, promotion, safety, scheduling, and related wage changes. This handbook and all other policies and procedures of The Company are intended to be consistent with The Company's employment-at-will philosophy.

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Mission Statement

The Company recognizes the positive impact of cannabis for consumer seeking relief for a wide scope of health issues and our team is dedicated to our pledge that the customer is always first. Cannabis cultivation as a newly regulated industry in the State requires our utmost oversight to produce the best product for our customer-base. The Company is committed to excellence in every phase of its operation from cultivation to sale. The Company will continue to improve its position through the application of principled, financially sound business practices.

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Corporate Objectives for the Work Place

- ❖ Cater to our customers' wide scope of issues by offering a complete range of exceptional products and services.
- ❖ Maintain a highly professional staff who understand and respond to customers' needs in a friendly, personal manner.
- ❖ Provide a safe and secure work environment.
- ❖ Provide a workplace with open communication between employee and management.
- ❖ Create a "sense of place" in an environment in which employee's contributions to our success are well-recognized.
- ❖ Present educational, recreational, and social programs that will enhance the quality of life in the larger community.
- ❖ Provide the highest possible return on investment to our shareholders.
- ❖ Expect high standards of performance from all members of the Company team.
- ❖ Accept excellence as our only standard of production.
- ❖ Hold ourselves and team members to the highest standard of ethical behaviors.

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Equal Opportunity and Harassment Policies

It is Company policy to provide equal employment opportunities for all applicants and employees. The Company does not unlawfully discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, medical condition, disability, veteran status, marital status, sexual orientation, or any other legally protected classification. The Company also makes reasonable accommodations for disabled employees. Finally, The Company prohibits the harassment of any individual/s on any of the aforementioned listed.

This policy applies to all areas of employment, including recruitment, hiring, training, promotion, compensation, benefits, transfer and social and recreational programs.

For purposes of this policy, impermissible harassment includes verbal, physical, and visual harassment; solicitation of sexual favors; unwelcome sexual advances; and creating or maintaining an intimidating or hostile work environment. Any employee who violates this policy is subject to discipline up to and including termination.

Employees may raise concerns and make reports of illegal discrimination or harassment without fear of reprisal. Any employee who retaliates against another employee who reports illegal discrimination or harassment, or who assists in an investigation of illegal discrimination, is subject to discipline up to and including termination.

It is the responsibility of every manager and employee to adhere to this policy.

Harassment Policy Definitions

Harassment is unwelcome or unsolicited verbal, physical, or sexual conduct which is made a term or condition of employment. It is used as the basis for employment decisions, or creates an intimidating, hostile, or offensive working environment. Examples of what may be considered harassment, depending on the facts and circumstances, include, but are not limited to, the following:

1. **Verbal Harassment:** Derogatory or vulgar comments regarding a person's race, sex, religion, ethnic heritage, physical appearance, or distribution of written or graphic material having such effects. All employees should be mindful of the fact that not everyone shares the same likes and dislikes. This is true especially when dealing with verbal conduct. All employees should use common sense when telling jokes, choosing radio stations, sharing information that may be considered prejudicial or racially-biased.
2. **Physical Harassment:** Hitting, pushing, or other aggressive physical conduct, or threats to take such action.
3. **Sexual Harassment:** Unwelcome or unsolicited sexual advances, demands for sexual favors, or other visual, verbal or physical conduct of a sexual nature.

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Discrimination is treating one person or group differently than others based upon that person's or group's membership in any legally protected classification.

Complaint and Investigation Procedure

If you have a complaint of harassment or discrimination at work by anyone, including supervisors, co-workers, or visitors, you must promptly notify your supervisor. If you feel that your supervisor is not the appropriate person to notify, you are to report your complaint to the Human Resources Department. No retaliatory action will be taken against any employee who raises a complaint of harassment or discrimination, or who participates in the investigation of any such complaint. We will promptly conduct an appropriate thorough investigation of any such complaint. Where warranted, we will discipline any employee found to have engaged in harassment and/or discrimination, up to and including termination of employment, will issue appropriate remedies, and will take efforts to prevent any further occurrences.

We shall treat harassment and discrimination complaints very seriously, but we cannot do anything about it unless you report it.

Any employee who becomes aware of any harassment or discrimination should report the matter to their supervisor or the Human Resources Department. If a supervisor observes such harassment or discrimination, he or she must take immediate action to stop it and report the activity to the Human Resources Department.

We will utilize special privacy considerations in investigating harassment and discrimination complaints. The identity of the charging party and the person accused will be kept as confidential as an effective investigation will allow. We will also retain confidential documentation of all allegations and investigations.

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Communication Policy

The Company embraces a management policy of encouraging a relaxed environment with employees by leaving the managers' and administrative staff's "Door Open" to encourage informal interaction and enhanced communication. This open communication supports The Company's commitment that managers and supervisors listen and respond to all employee concerns.

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Employee Complaint and Concern Resolution Procedure

Despite the best efforts and good intentions of employees and management, circumstances sometimes occur as a result of misunderstandings, differences of opinion or interpretation of a policy or procedure. Many times these types of problems can only be resolved after the facts and circumstances are reviewed by higher level of management. Whenever you have a problem or complaint, please discuss it with your supervisor. Your supervisor will investigate the situation, make a determination and give you an answer as soon as practicable, usually within five (5) working days. The procedures set forth in this policy apply to any and all employee problems and complaints, and are not limited to issues arising from harassment or discrimination scenarios.

If you are not satisfied with your supervisor's response, and/or disposition of the matter, you should contact the Human Resources Department within Ten (10) working days. At this point, the employee shall prepare in written form and provide to the Human Resources Department, the following information:

- a. The Location, Division, and/or Department where the employee works;
- b. A summation of the grievance, including the date of the alleged occurrence;
- c. The relief sought; and
- d. The decision rendered by the employee's supervisor to date.

The Company's Human Resources Department office will provide assistance upon request in preparing and typing of the written statement. The Director of Human Resources will investigate and conduct an independent investigation reviewing all pertinent facts and circumstances, make a determination and provide a response in writing as soon as practicable, usually within Ten (10) working days.

If this decisions does not satisfy the complaint, an appeal may be formalized to the Complaint Resolution Committee consisting of Two (2) company employees. Such appeal must be presented to the committee within five (5) working days. The Director of Human Resources will provide assistance, if desired, in preparing and typing the Notice of Appeal. The committee shall consider the matter within five (5) working days and render its decision as soon as practicable, usually within five (5) working days thereafter.

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Arbitration Procedure

Any and all disputes, controversies or claims not settled in accordance with the foregoing Resolution Procedures which arise from or related to the employment relationship, whether alleging breach of contract, tort violations, violations of state or federal statutory and/or regulatory rights, public policy, or any other theory, to the broadest extent possible shall be submitted to final and binding arbitration under the then existing rules of the American Arbitration Association. By way of example only, such claims include, but are not limited to, claims arising under Title VII of the Civil Rights Act of 1964 as amended, the Americans with Disabilities Act, the Age Discrimination in Employment Act; the Labor Code, the Fair Labor Standards Act, the Family Medical Leave Act and other statutory or regulatory laws. Employee and employer acknowledge that by agreeing to this provision and by executing the Agreement to Arbitrate they are waiving their right to have disputes heard in court or by a jury. This provision shall provide the exclusive remedy.

Employment with The Company is expressly "at-will," therefore, either the Company or you may terminate your employment, at any time with or without cause or advance notice.

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Your Employment at The Company

The Company's relationship with their employees is that of an "at-will" employment meaning that as a member of the staff, you are free to leave at any time with or without reason, and the Company has the same right to terminate your employment or change any working conditions at any time with or without advance notice. This employment-at-will relationship can only be changed by written agreement signed by the Company president and you.

Summary of Application Process

Generally speaking, an application for employment is completed by each applicant and may be followed by interviews, reference checks, and a full background check. If offered a job, the applicant could be asked to submit to a drug-screening test by a company-designated health care provider, depending on the type of role.

Hiring of Relatives

The employment of relatives in the same area of an organization may cause serious conflicts and actual or perceived problems with favoritism and employee morale. In addition to claims of partiality in treatment at work, personal conflicts from outside the work environment can be carried into day-to-day working relationships.

Relatives of persons currently employed by The Company may be hired if they will not be working directly for, or supervising a relative, or will not be occupying a position in the same line of authority within the organization. This policy applies to any relative, higher or lower in the organization, who has the authority to review employment decisions. Employees cannot be transferred into such a reporting relationship.

If the relative relationship is established after employment, the individuals concerned will decide who is to be transferred. If that decision is not made within 30 calendar days, management will decide.

In other cases where a conflict or the potential for conflict arises, even if there is no supervisory relationship involved, the parties may be separated by reassignment or terminated from employment, based upon management discretion.

For the purposes of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.

Immigration Law Compliance Hiring

The Company is committed to employing only United States citizens and aliens authorized to work in the United States. The Company does not unlawfully discriminate on the basis of citizenship or national origin.

In compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete the Employment Eligibility Verification form I-9 and

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present documentation establishing identity and employment eligibility. Former employees who are rehired must also complete the form as required by law. Adhering to federal employment law the employee must submit their I-9 documents no later than three business days of start day. If employee has not provided I-9 documents within three days of work suspension or termination of work can result.

Personnel Files Access

The Company maintains a personnel file on each employee. The file typically includes such information as the employee's job application, resume, training records, performance appraisals, salary increases, and other relevant documentation.

Personnel files are considered the property of The Company and access is restricted. Only supervisors and management with legitimate reason may have access to these files, unless other access is required by law. Employees wishing to review their own files must contact the Human Resources Manager. With reasonable advance notice, employees may review their own files in the presence of the Human Resources Manager.

It is the responsibility of each employee to promptly notify the Company of any changes in personnel data, such as emergency contact information, address and/or phone number changes, dependent status, and other relevant information.

Employment Categories: Regular Full Time

A regular full-time employee is one who is regularly scheduled to work a standard number of hours year-round based on that employee's location and department. Regular full-time status makes you eligible for paid holidays, vacation time off, and approved leave of absence. Regular full-time employees may be dismissed, laid off, or have their hours reduced at any time without notice or stated cause.

Seasonal or Part-Time

Seasonal and part-time employees are employees who are not scheduled to work year-round. Seasonal employees may be eligible for various benefits after the standard waiting period for enrollment, but are not eligible for paid holidays, vacation, or paid leave of any kind.

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Layoff and Recall Procedures

Because of the cyclical nature of our business there are times when layoffs are necessary. If a layoff should become necessary, the following procedure will be followed.

A. Layoffs

Step One: The Company will ask for volunteers in each crew.

Step Two: Persons to be laid-off will be selected according to the operational needs of the Company, balanced with the employee's seniority, the employee's overall work record, including, but not limited to performance and discipline record. An expected date of recall will be given at the time of layoff.

Seniority shall be considered a weighted factor in layoff and recall situations provided an employee's overall performance is satisfactory. Employees who possess special job skills may be held on longer regardless of seniority.

It is the responsibility of laid-off employees to provide the Company with an address **and telephone number** at the time of the layoff where the employee can be reached should a recall become necessary prior to the expected date given at the time of layoff.

B. Recalls

1. Under normal conditions the Company will expect employees on inactive status (laid-off employees) to contact the office shortly before the expected recall date to find out the exact date to report back to work.
2. Recalls will be done from the Company by contacting the Employee by the telephone number provided at the time of layoff.
3. Recalls will be done in phases based on the operational needs of the Company combined with other factors as set forth below.
 - ❖ Phase I: Work is assigned to the Company's employees with the most seniority on a volunteer basis. Operational needs not met with volunteers will be met through general recall.
 - ❖ Phase II (First General Recall): The first general recall will be Company-wide based on the operational needs of the Company balanced with employee's overall work record, including but not limited to performance and discipline record. Operational needs dictate and therefore, the Company will recall employees who possess the required skills for the job(s) to be performed according to the quantity of work available based on their seniority provided their overall work record is satisfactory.

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- ❖ Phase III (Second General/Seasonal Recall): The second general or seasonal recall will be accomplished utilizing the criteria and procedures in Phase II.
- 4. In situations where work becomes available prior to the expected recall date given to the employee at the time of layoff, employees possessing the necessary job skills will be contacted at their last known telephone number for recall purposes.
- 5. An employee who “opts-out” of the first general recall will be recalled on the next scheduled phase of recalls. An employee can only opt-out one time.
- 6. An employee who does not show up to work when properly notified, within one day after the start of work will be considered a voluntary quit.
- 7. Seniority is defined as an employee's length of unbroken service with the Company on a seasonal basis and is further based on the employee's most recent date of hire.

Loss of Seniority: Whatever seniority an employee has shall be lost for the following reasons:

1. Resignation;
2. Failure to finish the season;
3. Discharge for cause;
4. Abandonment of employment (i.e., three (3) days absent no-call/no-show);
5. Failure to report to work at the end of an approved leave of absence;
6. Failure to notify the Company of and/or to provide sufficient documentation explaining any unexcused absence from work;
7. Securing other employment while on leave of absence; and/or
8. Failure to respond to recall notification.

Once seniority is lost, re-hire is at the sole discretion of the Company.

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Compensation and Work Schedule

Compensation

The Company has designed a compensation system intended to foster excellence. The Company strives to establish pay levels that stimulate the individual's desire to achieve the highest success rate on the performance of the SOPs for their particular work area. The Company's goal is to attract excellent staff.

Terminations/Final Pay

If an employee is terminated by the company they will be given the paystub on or before the next business day. If the employee resigns then final pay will be released with the next regular payday.

Pay Periods

Paychecks are distributed weekly on Fridays. If the payday falls on a holiday, checks will be distributed after the normal payday. Direct Deposit is offered to all employees.

Scheduling

Your work schedule will depend on the needs of the department to which you are assigned. It is the responsibility of each employee to know his or her working hours and notify a supervisor of scheduling conflicts.

Cross-Training Policy

It is Company policy to maintain maximum flexibility in its operations. To accomplish this goal, we have implemented a cross-training policy. This policy is intended to benefit the Company by providing flexibility in work assignments and to benefit employees by providing you with the opportunity to learn different skills and jobs to maximize your opportunity for promotion through a demonstration of the ability to adapt and perform well in the variety of work needed in the Company's operations.

Under this policy, the Company rotates employees among job classifications in order to train each employee to perform all of the types of production and harvest skills required in the Company's operations. Accordingly, you can expect to move between different types of work. As you move between classifications and job functions, you will be trained in each type of work and informed as to the performance expectations in each job. No employee is tied to a single job classification and may be expected to perform in any capacity at any time as needed.

By avoiding specialization and maximizing flexibility, the Company can adapt to constantly changing business conditions and operational needs. If you have questions about the cross-training program, please contact the Human Resources Department.

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Time Clock and Recording

In order for the Company to calculate your pay, you must keep and submit accurate time records. The method of keeping and submitting time records will vary depending upon your position.

All employees will be assigned a company-issued identification badge with photo identification and barcode for employee number. Employees must punch scan in and out at the beginning and end of their shifts, for meal breaks and whenever leaving work before the end of their shifts. A time card is a legal document and must not be tampered or destroyed. Corrections or missed scans must be timely submitted in writing and approved by your supervisor or other authorized personnel. Scanning a badge for a fellow employee or falsifying your time card in any way is dishonest and may lead to immediate termination.

Lost identification cards should be reported to HR immediately.

Rest and Meal Breaks

Employees are authorized and permitted to take ten minutes of net rest time for each four hours worked, or major fraction thereof. Breaks are to be taken, as far as practical, in the middle of the work period. The exact scheduling of your rest breaks will depend upon your shift schedule, so please consult your supervisor for your precise break schedule. There is no rest break, if your total work time on any given day is less than 3.5 hours. Rest breaks are paid time. Rest breaks may not be used to extend meal breaks, or be stored up to use at the end of your shift. No supervisor or employee is permitted to encourage you or pressure you to skip, delay, or otherwise forego an authorized rest break. If you feel that anyone is pressuring you to give up your right to rest breaks, please report it immediately to the Human Resources Department. You may not skip or delay a rest break without signing a waiver form. If you choose to skip or delay a rest break, you must sign the form, which will be provided by your supervisor.

Employees receive and are required to take a meal break of 30 minutes after working 4 hours, but before working 5 hours. Meal breaks will be set by your supervisor. Meal breaks are unpaid time. You are required to take all scheduled meal breaks and may not skip, delay, or shorten your meal break for any reason. Violation of this policy may subject you to discipline up to and including discharge.

Rest and meal breaks may only be taken in designated areas.

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Inclement Weather

Employees are expected to report for work at scheduled times regardless of the weather. If inclement weather prevents traveling to work, telephone your supervisor before the scheduled hour of arrival.

Overtime Pay

As provided by law, non-exempt employees receive overtime pay for hours worked beyond certain, pre-defined limits. Non-exempt employees must obtain approval in advance by their supervisor prior to working overtime, and are paid in accordance with state and federal laws.

Employees shall be paid time and one-half of the regular rate of pay for any work in excess of: (1) forty hours per workweek; (2) twelve hours per workday, or (3) twelve consecutive hours without regard to the starting and ending time of the workday (excluding duty free meal periods), whichever calculation results in the greater payment of wages.

A workweek is defined as any consecutive seven-day period starting with the same calendar day and hour each week. A workweek is a fixed and recurring period of 168 hours, seven consecutive twenty-four hour periods, and is typically established by the employer. Hours worked in two or more workweeks shall not be averaged for computation of overtime.

Under state and federal law, exempt employees are salaried executive, professional, and administrative employees, and outside contractors, are exempt from the law requiring payment for overtime work. Exempt employees are responsible for working as many hours as necessary to get the job done and are not entitled to overtime pay.

Performance Evaluation

To assess job performance, evaluations will be reviewed periodically. These reviews may occur as frequently as deemed necessary by the Company. A positive evaluation does not guarantee a pay increase.

Promotions

The Company may fill existing vacancies through promotions from within the organization when consistent with operational considerations and applicant qualifications.

Most job openings will be announced internally, through postings on company bulletin boards & email. Employees are welcome to apply for open positions for which they are qualified.

The Company reserves the right to fill positions using any method it deems appropriate.

Reviewing Pay Status

At its sole discretion, The Company will decide whether and when to provide wage or salary increases. Pay increases are not guaranteed for any reason but may be given based on merit or promotion, subject to thorough evaluation of each employee's performance, and/or operational considerations.

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Time Off

Vacation

All full-time employees (salary and hourly) accrue vacation credit for each full week of service (counting from the employee's date of full-time hire) in which the employee is actively employed and in a paid status.

Accrual of vacation is based on length of service with the Company as follows:

Accrual Rate

YEARS OF SERVICE PER ANNUM MAXIMUM ACCRUAL**

First year of service	1 week
2 nd to 9 th year of service	2 weeks
10+ years of service	3 weeks

**NOTE: Production calculated on a 40 hour work week.

Facility operations calculated on a 40 hour work week.

Administrative, Management and Office Staff calculated on a 40 hour work week.

Normally, vacation leave should be taken following the year in which it was earned, however, may be taken sooner at the discretion of the Company. Employees may accumulate vacation pay benefits up to a specified amount on their number of years of service. Employees will not earn any additional vacation pay benefits at any time when they have accumulated the maximum amount for their years of service as indicated above.

At no time will employees be paid for vacation without taking time off work. Employees whose employment is terminated will be paid all accrued vacation pay, including pro-rated amount of vacation pay based on their length of service up to the date of termination.

Vacation pay will be calculated on the basis of the employee's current hourly wage for the hours he or she is normally scheduled to work in a work week. A scheduled holiday occurring during a vacation is regarded as a holiday and not as a day of vacation.

Employees must arrange their vacation schedule with their supervisor. The company reserves the right to schedule vacations in a manner which allows production to be maintained at its normal level and provides ample coverage for periods of heavy workloads.

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Holidays

Regular full-time employees are eligible for eight (8) paid holidays per year: New Year's Day, Memorial Day, Easter, Fourth of July, Labor Day, Thanksgiving Day, Day after Thanksgiving, and Christmas Day.

The actual dates of observance are as stated by the Company. If a holiday occurs while a regular full-time employee is on vacation, the employee will be paid for the holiday and will not use a vacation day for that day.

Personal Time

Each full-time employee is entitled to one (1) personal day per quarter, which is cumulative beginning January 1 of each year and must be used within the calendar year.

Leave of Absence

Leave will be granted at discretion in accordance with the requirements of applicable state and federal law. In order to take leave under the Federal and Massachusetts Family Leave laws, an employee must have completed at least 12 months of service and have worked 1,250 hours in the last 12 months.

Where possible, requests for leave of absence or extensions to leave should be submitted in writing to your immediate supervisor using a "Request for Leave of Absence" form, which may be obtained from the Human Resources Manager. The form should be submitted 30 days prior to the commencement of the leave period. The supervisor will recommend approval or denial and forward the request to the Human Resources Manager who will make the final decision as to whether or not leave will be granted. All employees on approved leave are required to report any change of status in their need for a leave or of their intention to return to work to the Human Resources Manager. Failure to return within three working days following a leave of absence will be treated as a voluntary quit and no benefits will accrue after the return date.

All leaves of absence are on an unpaid basis. For employees taking leave that is not governed by the state and/or federal family/medical leave law, health insurance premiums for the employee and that portion usually paid for dependent coverage will be paid by the Company for the next calendar month following the beginning of an approved leave of absence. After the employer has made that payment, it is then the employee's responsibility to pay all COBRA premiums for the balance of the leave for coverage to remain in effect. An employee should make arrangements for the payment of insurance premiums before going on leave. Employees taking leave covered by the family/medical leave laws will receive the health insurance benefits they would have received had they continued working at the Company up to 12 weeks.

Efforts will be made to keep a position open during the time an employee is on a leave of absence. However, a position upon return from a leave of absence will not be guaranteed unless otherwise required by law.

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All leaves are subject to the requirements above. Additional requirements for particular leaves are as outlined below.

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Medical, Parental or Family Leave

The Company uses the rolling method for purposes of calculating Medical, Parental, or Family Leave.

Medical Leave (up to 12 weeks over a 12-month period)

Eligible employees who are unable to work because of a serious health condition or disability may be granted medical leave. The Company requires written certification of an employee's need for medical leave, both before the leave begins, and on a periodic basis thereafter, by the employee's health care provider. Before returning to work, the employee must submit written verification from a doctor that the employee is capable of resuming his or her job duties. Medical leaves, when medically necessary, may be taken on an intermittent basis, but must be scheduled to minimize disruption of operations, if possible, and may require a temporary job transfer.

Any employee (regardless of period of employment or hours worked) actually disabled by pregnancy, childbirth, or related medical conditions, may for the period of time actually disabled, take a leave of absence for a period of up to four months. (Part-time employees will be allowed such leave on a pro rate of proportional basis.) Such leave may be taken as an intermittent leave or by reduced work schedule and, if so, only the amount of leave actually taken will be counted toward the four months to which the employee is entitled. Upon her request, if medically advisable, an employee affected by pregnancy may transfer to an available alternative position which is less strenuous or hazardous or which would reasonably accommodate her intermittent leave or necessary reduced work schedule. Medical certification is required to justify any such transfer. Any employee taking a pregnancy disability leave exceeding 4 months will be deemed to have voluntarily resigned their employment with the Company as long as no other leave time is available to her.

Parental Leave (up to 12 weeks during a 12-month period)

Female employees, when not disabled by pregnancy or childbirth (see above), and male employees may be granted a parental leave of absence to care for a child upon birth or upon placement for adoption or foster care.

Family Care Leave (up to 12 weeks over a 12-month period)

Employees may be granted a family care leave of absence for the purpose of caring for a child, spouse, or parent who has a serious health condition. The Company requires certification of the family member's serious health condition both before the leave begins and on a periodic basis thereafter by the employee's health care provider. Family leaves, when medically necessary, may be taken on an intermittent basis, but must be scheduled to minimize disruption of operations, if possible.

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Additional Rights/Obligations under Family/Medical Leave Laws

Family or medical leave includes: (1) Care for a child upon birth or upon placement for adoption or foster care; (2) Care for a parent, spouse, or child with a serious health condition; or, (3) When an employee is unable to work because of a serious health condition.

Employees who want to take family, parental or medical leave must provide The Company at least 30 days notice of the need for leave, if the need for leave is foreseeable. If the employee's need is not foreseeable, the employee should give as much notice as is practical. In addition, employees who need leave for their own or a family member's serious health condition must provide medical certification of the serious health condition. The Company may require a second or third opinion at the employer's expense, and, when the leave is a result of the employee's own serious health condition, a fitness for duty report to return to work. The Company may deny/delay leave to employees until proper notice and/or medical certification is given.

In addition, The Company will reinstate an employee returning from family, parental or medical leave to the same or equivalent position with equivalent pay, benefits, and other employment terms. Certain highly compensated key employees may be denied reinstatement when necessary to prevent "substantial and grievous economic injury" to The Company's operations.

The employee's use of family, parental or medical leave will not result in the loss of any employment benefit that accrued prior to the start of the employee's leave.

Family/medical leave laws do not affect any federal or state law prohibiting discrimination or supersede any state or local law or collective bargaining agreement which provides greater family or medical leave rights.

The U.S. Department of Labor is authorized to investigate and resolve employee complaints of violations of the federal Family and Medical Leave Act. An eligible employee may also bring a civil action against the employer for violations. The Department of Fair Employment and Housing enforces the Massachusetts Family Care and Medical Leave Act.

Employees on medical or family care leave of absence (other than pregnancy disability leave) will be required to use all accrued vacation time, holidays, and sick leave.

Employees on pregnancy disability leave may use personal, vacation, or sick days while on leave.

Employees on parental care leave must use any personal or vacation days while on leave.

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Bereavement Leave

Regular full-time employees may take up to three days of paid leave in the event of a death of an immediate family member. Immediate family is defined as spouse, mother, father, brother, sister, son, daughter, domestic partner. Employees may be required to provide proof.

Military Leave

The Company observes all applicable laws concerning military leave and re-employment rights following military training and service.

Jury or Witness Duty

All employees shall be granted leave for jury or witness duty as required by law. The Company offers up to two days pay for this service per year when accompanied by the necessary documentation from the court.

Personal Leave

Employees may wish to take extended time off from work for personal reasons and such leave is not covered by other specific policies. In limited situations, depending upon the circumstances, including company business considerations, your overall job performance, length of service, and reasons for the request, the Company may, grant you an unpaid leave of absence for a pre-specified period. You must present a written request well in advance.

During this unpaid leave period, The Company will continue to pay its share of health insurance premiums. The employee will be required to pay the portion of premiums which, prior to leave, had been deducted from pay. At the time the leave is approved, a payment schedule will be arranged.

The Company makes no assurances your position will be available upon your return. Seniority, vacation and other company benefits are not accrued while on leave.

Other Employee Benefits

This summary is not intended to describe the benefits fully. Employees should read the terms of any applicable benefit plan copies of which are available from the Human Resources Department. If there is any inconsistency between the summary and the benefit plan, the terms of the benefit plan prevail. These benefits may be changed, added to, or deleted from time to time as determined appropriate by the Company and as permitted by applicable law.

Regular full-time employees become eligible for health benefits after a standard waiting period for enrollment. These benefits, which could include medical, dental, life, and vision insurance may require a contribution by the employee and are optional. The Company also offers a 401(K) plan in which employees may enroll after a standard waiting period.

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Workers Compensation Insurance

As required by law, employees are covered by Workers' Compensation Insurance, which provides benefits for injuries or illnesses that occur as a result of your employment with the Company. An employee must immediately report any work-related injury or illness to a company supervisor, regardless of how slight it is. The supervisor will ensure that the employee receives appropriate medical attention from the Company's designated medical provider. The name and address of that provider is posted on company bulletin boards. Unless the employee has notified the Company in writing before incurring an injury or illness that he or she has a personal physician, the Company will not pay for services rendered by another medical provider.

An employee who does not promptly report an injury or illness is subject to disciplinary action.

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Responsibilities to the Company

Respect the Environment

All employees are expected to:

- ❖ Comply with all environmental laws and regulations.
- ❖ Promote the conservation of energy and natural resources.
- ❖ Work diligently to protect the environment on the job.

Confidentiality

The company's pricing policies, sources for merchandise, customer lists, and other information that is not available to the public is considered confidential, proprietary information and/or "trade secrets" which must be kept confidential and not shared with others outside the Company. Violation of this policy may result in termination and/or prosecution.

Attendance and Punctuality

All employees are expected to report to work at the assigned time on each assigned day of work. If unable to report to work on time, you are required to telephone your supervisor or another company officer with a full explanation. Repeated failure to report to work on time, or poor attendance, may result in dismissal.

Generally, an unacceptable attendance record is when an employee is tardy or absent 6 or more times in a year. If an employee is tardy or absent 6 or more times in a year, the employee may be subject to discipline up to and including termination. Excused absences will be given consideration.

If an employee is absenting for three or more consecutive days due to illness or injury, the Company may require a physician's statement verifying that the employee was unable to work for medical reasons and a release to return to work. An employee who fails to report to work after three days is considered to have quit, unless he or she has contacted his or her direct supervisor or Human Resources Manager.

Work Attire and Safety

As a The Company employee, you are the Company's representative to the public and your appearance reflects the company's professional image. Cleanliness, neatness, good personal hygiene and appropriate dress are expected of staff at all times. If you are hired to be a part of cultivation or extraction department, you will be assigned appropriate Personal Protective Equipment (PPE) for your job. Employees assigned to an area requiring PPE must wear clean PPE at all times during work hours engaged in the area where the PPE is required. PPE includes, but is not limited to use of eye protection, respiratory protection, and ergonomic supports such as back braces. Cultivation PPE will include medical grade coveralls, shoe covers, and beard and hair covers where necessary.

Unacceptable clothing for office personnel includes, but is not restricted to, tank tops, cut-off shorts, short shorts, sweat pants, overly revealing clothing. Employees appearing for work inappropriately dressed shall be sent home and will not be compensated for time away from work.

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Using Cell Phones While Driving

Don't even think about it.

Personal Phone Calls on Premises

The telephone is a vital and necessary part of our business. Use of company telephones for personal reasons should be minimal and occur only when genuinely necessary.

Personal cellular telephone use is strictly prohibited during work time. During work hours, cellular telephones are turned off to avoid disruption of work. However, the Company understands that emergencies may arise requiring your family or others to reach you. Your supervisor will provide you with a card containing emergency contact numbers. Please provide these numbers to anyone who may need to reach you in the event of emergency. If an emergency arises, they should call the emergency contact number. Your supervisor will be contacted immediately, and he or she will notify you and enable you to make contact with the necessary parties.

Smoking

Smoking is strictly prohibited in company vehicles, offices, restrooms, greenhouses, or other indoor spaces. Smoking is only permitted outside in the properly regulated space. Violation of this policy may result in disciplinary action or termination.

Inspections and Searches on Company Premises

The Company believes that maintenance of a workplace free of drugs, alcohol and other harmful materials is vital to the health and safety of its employees and to the success of the Company. The Company intends to protect against the unauthorized removal of company property, diversion of any stage of plant material and assure its access at all times to company property, records, documents and files. Accordingly, The Company established this policy concerning inspections and searches for prohibited materials and company property on company premises. This policy applies to all employees.

Definitions:

- a) *Prohibited materials* means firearms or other weapons, explosives and/or hazardous materials or articles, illegal drugs or other controlled substances, drug-related paraphernalia, alcoholic beverages, or company property that you are not authorized to have in your possession.
- b) *Company premises* includes all premises and locations owned or leased by The Company including parking lots, locker rooms, break areas. Inspections or searches for company property and/or prohibited materials may include your office, desk, file cabinet, closet or similar places where you may place personal possessions, whether or not such places are locked. Inspections or searches for prohibited materials may also include your locker; your vehicle (when on company premises), pockets, purse, briefcase, lunch box, or other item of personal property that you are wearing or

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carrying while on company premises.

- c) *Reasonable suspicion* includes a suspicion that is based on specific personal observations such as an employee's manner, disposition, muscular movement, appearance, behavior, speech, breath or odor, information provided to management by an employee, by law enforcement officials, by a security service or device, or by other persons believed to be reliable or a suspicion that is based on other surrounding circumstances.
- d) *Possession* means having the substance or property on one's person or otherwise under one's control.

Inspection and Search Procedures

- a) In order to have access to company property at all times and employees may not always be available to produce various documents, records, files or other items of company property that are properly in your possession when they are needed in the ordinary conduct of the Company's business, the right to conduct a routine inspection or search, at any time, for company property.
- b) Inspections or searches for prohibited materials on company premises will be conducted whenever the Company has reasonable suspicion to believe an employee may be in possession of such materials in violation of this policy.
- a) If an employee is found to be in possession of prohibited materials in violation of this policy and/or in violation of other related guidelines, they are subject to discipline, up to and including discharge, regardless of the reason for conducting the search or inspection.
- b) Failure to cooperate with a search or inspection based on reasonable suspicion of possession of prohibited materials, The Company may take that refusal into consideration in determining appropriate disciplinary action. Discipline will be based on all available information, including the information giving rise to the reasonable suspicion.

Care of Company Equipment

Employees are responsible for the proper care and use of all The Company equipment and materials. Employees may be disciplined for repairs and/or replacement required as a result of employee negligence.

Solicitation

Solicitation by employees during working time is prohibited. Distribution of materials by employees during working time or in working areas is prohibited. No soliciting, peddling, or trespassing on company property is allowed by persons not employed by The Company.

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Conflict of Interests

Employees are expected to make every effort to avoid conflicts of interest with the Company. The nature of business relationships requires employees be objective and ethical in associating with fellow staff and as well as customers, suppliers and other vendors.

You may not accept employment with a business that is in any way a competitor of The Company nor may you, for yourself or a third party, sell or solicit orders for the purchase of any of the goods, products, or services that The Company produces.

Parking

Employees must park in designated employee parking areas. The company assumes no responsibility for damage to personal vehicles.

Company Business Travel

Employees using their own vehicles for company business will be reimbursed at the IRS published per mile rate for business use of a personal automobile. The IRS currently defines business use as the miles driven between two business locations. Mileage must be logged and turned into your supervisor every two weeks for reimbursement. Employees are responsible for all costs related to ownership and maintenance of their vehicles and any other costs incurred while operating the vehicles. Employees using their own vehicles for company business must also provide proof of insurance.

If you travel overnight for business, all reasonable costs of transportation, lodging, personal telephone calls, and meals (three per day) are reimbursable. Some employees may be subject to a pre-determined reimbursement program for these expenses.

Grievances

Problems can arise from time to time in any job. Difficulties may develop in relationships with other staff, and misunderstandings might occur regarding company policies, procedures, and work conditions. Concerns about any aspect of work should be first discussed with your supervisor.

If your supervisor is unable to resolve the matter, or if you believe good reason exists for not initially discussing the concerns with your supervisor, please contact Human Resources. The Procedure for Resolution of Employee Problems and Complaints set forth under the Company's policy against discrimination and harassment applies to all employee grievances.

The Company encourages employees to pursue resolution of any grievance through Company procedures. If you have any questions about how to use the established grievance procedures, please contact Human Resources.

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Email Policy

The Company email is used for The Company purposes only. The high-security nature of our business prohibits any type of online “surfing” or personal emails outside the normal parameters of work. The Company maintains the ability to monitor any message transmitted over the electronic mail system. No email is without scrutiny or traceability and the Company reserves the right to access all electronic mail messages. Employees should not assume that such messages are confidential or that access by the employer or its designated representative will not occur.

Abuse of internet access or electronic mail beyond the parameters of everyday business on The Company’s secure servers will result in termination.

Public use computers will be available in the break rooms or the conference area for personal use during breaks.

Conduct Leading to Reprimand

1. Fighting, threatening, intimidating, coercing, sexual or racial harassment, using abusive or defamatory language, or any action which creates a hostile work environment or endangers the health or safety of any fellow employee or supervisor.
2. Insubordinate conduct, refusal or failure to follow a reasonable instruction of authorized personnel.
3. Any attempt to divert cannabis material.
4. Any attempt to cover-up an error/s in labeling or breach of a specific safety, cultivation, or extraction SOP.
5. Non-compliance with job duties as described in employee job description.
6. Possession of alcohol, narcotics, cannabis-related products on premises.
7. Consumption of alcohol, narcotics, or cannabis-related products on premises.
8. Possession of firearms on premises whether permitted by “carry license “or not.

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Disciplinary Action

The Company has established procedures for dealing with disciplinary matters.

Violations of the Rules and Regulations can result in disciplinary action ranging from a verbal warning to termination, at management's discretion. There is a standard series of disciplinary steps the Company follows, however, in certain circumstances your conduct may lead to immediate termination

When disciplinary action is used, the severity of discipline will be determined in light of the facts and circumstances of each individual case. Each incident shall be considered in light of a variety of factors, including:

- ❖ The seriousness of the crime or violation of work code;
- ❖ The employee's work record
- ❖ The nature of any previous incidents;
- ❖ The general practice as it relates to the incident

Discipline shall follow these steps:

1. **VERBAL WARNING** - Verbal warnings are generally given for first time minor offenses. A written notation of this warning will be put in the employee's personnel file.
2. **WRITTEN WARNING** - Written warnings are generally given for more serious first-time offenses, repeat violations after a verbal warning, or additional verbal warnings. This will be presented to the employee by the Human Resources Manager. The reasons for the action will be discussed with the employee. The employee will be asked to sign and is required to sign, the written warning, not admitting guilt, but acknowledging receipt of the warning. This will be placed in the employee's personnel file.
3. **SUSPENSION** - Suspensions are generally given for serious first-time offenses, repeat violations after verbal or written warnings, or additional violations. The Company may impose a suspension at any time it is warranted. It is not necessary for the Company to give a prior verbal or written warning prior to a suspension. This action will be written and placed in the employee's file. The written document will include the reason(s) for such action, the days in which the employee is to be off work and the return date. The employee is required to sign the suspension notice, not admitting guilt, but to acknowledge receipt of the notice. The Company retains the right to determine the number of days off and the specific days to be taken.
4. **TERMINATION** - Termination shall generally be imposed for repeated violations but can be imposed for first-time offenses. A written termination notice shall be given to the employee giving the reason for such action and will be placed in the employee's personnel file. The employee will be asked to sign and is required to sign the termination notice, not admitting guilt, but to acknowledge receipt of the notice.

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Resignation

Resignation is the voluntary termination of employment at the will of the employee.

Abandonment

An employee who fails to report for work without calling or giving notice for three consecutive days will be considered terminated.

Exit Interview

Whatever the reason for leaving, employees may be asked to participate in an exit interview to be conducted by a management-level employee of the Company. We encourage you to take this opportunity to share some of the positive and negative aspects about working with the Company.

Health Insurance Post-Exit

Under federal law (COBRA), you, your spouse, and/or eligible dependents, under certain circumstances, may be eligible to continue coverage at your expense after coverage would otherwise have terminated. You are also eligible for health insurance portability with proof of health insurance coverage from one employer to the next. A certificate of Group Health Plan Coverage will be provided to you upon termination of employment or change in coverage. Contact the Human Resources Manager for further details.

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Safety Policy

The Company is committed to providing safe working conditions for all its employees and compliance with all current and applicable state and federal occupational health, safety and environmental laws. The Company will develop the operations, procedures, and policies needed to provide such conditions. Employees are trained to work safely on their jobs and are expected to work safely at all times. Employees should report unsafe working conditions promptly to their supervisor. The Company will maintain the best practical safety programs, it will seek input from all employees in an effort to establish an effective training program. The program will also include recognition of employees who consistently work in a safe manner.

The company has created an Injury and Illness Prevention Program to achieve our safety and accident prevention goal of zero incidents.

- ❖ Safety Director appointed to develop and administer safety policies and procedures in cooperation with managers and production staff.
- ❖ Maintains ongoing programs at all levels to identify employee health and safety risks. The Company shall make efforts to ensure all employees clearly understand all facets of company health and safety programs and how they directly affect them and their duties.
- ❖ Trains employees on both general and job-specific hazards.
- ❖ Makes control and elimination of health and safety risks a priority in company financial and business plans and budgets.
- ❖ Controls and reduces employee exposure to all known occupational health and safety risks and attempts to lower exposure levels as quickly as government regulations, technology, and economic feasibility allow.
- ❖ Provides programs to encourage employees to identify, control, and eliminate occupational health and safety risks.
- ❖ Plans, designs, and constructs all future facilities to provide a safe work environment.
- ❖ Recognizes that, despite every effort, the basic responsibility for employee health and safety rests with the individual. It is a condition of employment for all employees to conduct their work in a safe and healthful manner.

Compliance

The Company complies with all applicable legal requirements regarding safety and occupational health. As the rules and regulations are so extensive, each employee is encouraged to consult with his or her supervisor about any questions.

Periodic compliance and SOP reviews shall be conducted to ensure all company facilities are within legally required standards.

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Environmental Considerations

The Company shall follow the provisions of any applicable environmental regulations as they relate to occupational health and safety to prevent the development of harmful environmental conditions. The Company cooperates with federal, state, and local efforts to clean up hazards if we were directly involved in such practices before the harmful conditions became known.

Company Property

Each employee is responsible for the safe operation of all company tools, equipment, machinery, vehicles, or other company property in his or her charge.

The Company will provide for proper care and maintenance of company property, but each employee should report any malfunction to his or her immediate supervisor. The supervisor shall investigate and take the necessary steps to correct the malfunction as soon as possible.

The supervisor has the authority to prohibit any vehicle or equipment from being used if it places an employee in imminent danger.

Protective Equipment

Employees are required to wear all appropriate protective equipment at the proper times and in the proper environments. Failure to wear required protective equipment may result in a verbal or written reprimand. Repeated offenses may result in suspension or dismissal. The Company is legally bound to make sure each employee complies with this policy. It will be strictly enforced by all supervisors.

Penalties for Safety Violations

Each safety rule has a specific class of penalty attached to it (e.g., Class A or B). The following is a brief description of each class of offense:

- ❖ Class A Offense: See Discharge section.
- ❖ Class B Offense: Violations that have a lesser degree of punishment that follow the disciplinary action described as follows:

1st offense: Verbal warning

2nd offense: Written warning

3rd offense: Suspension or dismissal

Any manager who observes an employee in violation of one of the safety rules is required to fill out a violation report, copies of which will be put in the employee's personnel file and the safety violation file. In the case of a written warning, the violation report will be signed by both the employee and the manager.

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Safety Training Program

The Company maintains that increasing and emphasizing safety awareness is a corporate goal. By increasing awareness, hazards, risks and, ultimately, accidents will be decreased. Increasing safety awareness is accomplished through improved training as outlined in the following safety program:

- I. Safety meetings will regularly be held. All managers will meet to discuss one safety topic, review all accidents and near accidents, discuss methods to prevent these accidents, and suggest future safety topics.
- II. Safety meetings will be conducted in each department by management or a guest speaker. Employees will discuss safety topics, review accidents and near accidents, discuss methods to prevent these accidents and suggest future safety topics.
- III. All managers will be responsible for promoting safe work habits. If a manager witnesses an employee practicing unsafe work habits, the employee will receive disciplinary action as explained in Penalties for Safety Violations section.

General Safety Rules

1. Employees will be issued safety glasses, as appropriate, upon employment and be required to use these glasses when there is a probability of eye injury from flying materials. This includes during the use of all gas-powered equipment.
2. Employees are required to wear ear protection when operating loud equipment for long periods of time (e.g., backpack blowers). Earplugs are provided, but it is the employee's responsibility to acquire these items from inventory.
3. There will be no alcoholic beverages or illegal drugs allowed on company premises.
4. No personal stereos will be allowed during the workday unless permitted by your supervisor. (Class B offense)
5. Manufacturer equipped safety items are not to be removed from company premises or tampered with. (Class B offense)

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6. It is the employee's responsibility to report equipment malfunctions. Never operate equipment that does not appear safe. Report this immediately to your supervisor
7. All motorized transportation vehicles should be turned off and not idled.
8. Never leave running equipment unattended.
9. Horseplay, scuffling, and other acts that may have an adverse effect on the safety of the employees are prohibited.
10. Never load or unload equipment without assistance, unless the vehicle is equipped with an electric tailgate. If you are lifting other heavy materials, use proper lifting practices only. Never lift equipment or material over 50 pounds without assistance from a fellow employee.

When safety items (e.g., safety glasses, ear plugs) are issued to an employee, it is the employee's responsibility to care for each item. In the event any safety item is misplaced, it will be the employee's responsibility to request replacement of this item. There will be extra items available, but it is the employee's responsibility to request replacement. Employees who misplace or fail to care for safety items may be disciplined.

On the Job Injury

In the event of an on-the-job injury, employees are required to follow the following procedures: Failure to comply with any of these policies could result in disciplinary action up to and including termination as well as the loss of any benefits for which you might be eligible.

1. In a life-threatening emergency **call 911 as soon as possible**. If you do not have access to a phone, radio the main office and they will call 911 and notify your supervisor.
2. In a non-life-threatening emergency, contact a supervisor. A supervisor will determine if the injury is severe enough to require professional medical attention. You will be directed to the nearest medical facility, if the injury requires immediate attention. If the injury is less severe, you will be directed to an appropriate facility for care.
3. After a supervisor or company safety manager is notified by our company doctor of the expected time of recovery or the seriousness of the injury, it will be determined if you will be required to report daily to the office for light duty or rest at home.
4. An Employee Injury Report will be completed immediately after the injury, including witnesses to the injury who shall also complete a statement regarding the injury. These forms may be obtained from the supervisor or HR Department.
5. Depending on the severity of the accident and the circumstances causing each

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accident, the injured employee may be required to submit to a post-accident drug and alcohol test. Failure to submit, whether a refusal or a failure for any reason to immediately report to the testing location, shall result in immediate termination of employment.

6. It is imperative you follow all instructions set by the Company doctor and return to work only after providing the Company with a doctor's release.

Vehicle and Equipment Safety

Authorized and trained employees only may operate company vehicles, including over-the-road vehicles and other pieces of power equipment. Unauthorized operation of power equipment may lead to dismissal of both the employee and the employee's supervisor.

Drivers of all vehicles must observe federal, state, and local laws in the operation of the vehicles. If a vehicle is subject to Department of Transportation regulations, the driver must be certified or qualified under all applicable DOT regulations. The Company complies with any testing requirements mandated by the Department of Transportation.

All accidents involving company equipment and/or vehicles must be reported immediately to your supervisor. Likewise, any moving traffic violations, both on and off duty, must be reported. Failure to do so can lead to termination of employment.

Care of Vehicles, Carts, and Equipment

It is the responsibility of the assigned driver/crew foreperson to see that vehicles and equipment assigned to the crew receive regular standard maintenance. In addition, the assigned driver/crew foreperson is responsible for small tools issued to the crew.

Vehicles must be operated safely and maintained properly. Common sense, courtesy and proper vehicle maintenance are the responsibilities of all company vehicle operators.

The department manager will periodically inspect all department vehicles to ensure that they are being properly maintained and kept clean.

Vehicle Safety Rules

The Company believes that transportation of its employees is a critical issue that demands effective management, sound operating procedures and trained people. Disruptions in this system can lower company efficiency and cause accidents. Therefore, any manager who observes an employee in violation of one of the vehicle safety rules is required to file a safety violation report that will be signed by both the employee in question and the manager. Copies of the report will be put in the employee's personnel file and the safety violation file.

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All employees must adhere to the following policies:

1. All employees who are selected to drive company vehicles must provide a valid driver's license. Never drive a vehicle without a valid driver's license. All drivers must possess any applicable certifications and licenses.
2. Seat belts are worn at all times
3. All employees ride in the cab of the vehicle, never in the bed of a truck.
4. Daily maintenance items are checked before leaving the Company premises. This checklist includes, but not limited to:
 - ❖ Headlights
 - ❖ Brake lights
 - ❖ Backup lights
 - ❖ Turn signals
 - ❖ Tire wear
 - ❖ Brakes and horn
 - ❖ Emergency brake
 - ❖ Mirror adjustment

What to Do When You Have an Accident

1. Stop at once and investigate.
2. Protect the scene. Use warning devices. Get help from bystanders. Turn off all engines. No smoking. Guard against fire.
3. Assist injured persons. Don't move them unless absolutely necessary. Summon ambulance if needed.
4. Get help. Use nearby phone or radio the office to notify the police. Give location and nature of accident. Notify the Company.
5. Identify yourself and the Company. Show license and registration on request.
6. Be courteous. Make no statement about the accident except to police or insurance company representative.
7. Fill out and check off all applicable information on a vehicle accident report form located inside the glove box. This accident report form shall be kept in every vehicle at all times.
8. In case of serious injury, report accident to the nearest urgent treatment center or hospital immediately.

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

Chemical Safety Procedures

The company is committed to providing a healthy and safe work environment. It is a matter of company policy to provide our employees with information about hazardous materials on the work site through our hazard communication program which includes container labeling, information and training.

List of Hazardous Materials and Dangerous Work Areas

The Company provides a listing of all hazardous materials as well as signage indicating dangerous work and storage areas in the cultivation and extraction areas. Your departmental supervisor will make you aware of these areas by showing you the signage and reviewing container labels and material safety data sheets. Copies of material safety data sheets for all hazardous materials to which employees may be exposed are readily accessible to employees in the work area during each work shift.

Employee Training

Employees are to attend a training session on hazardous materials when applicable at the time of employment, and then as new hazardous materials are introduced. The training session will cover the following:

- ❖ An overview of the hazard communication requirements
- ❖ A review of the chemicals presents in the workplace operations.
- ❖ The location and availability of our written hazard communication program, a list of hazardous materials, and MSDS.
- ❖ Methods and observation techniques that may be employed to detect the presence or release of hazardous materials in the work area.
- ❖ Observation techniques to identify potential health and safety hazards in the work zone.
- ❖ How to lessen or prevent exposure to hazardous workplace materials by using good work practices, personal protective equipment, etc.
- ❖ Emergency procedures to follow if employees are exposed to hazardous materials.
- ❖ An explanation of our hazard communication program, including how to read labels and material safety data sheets to obtain appropriate hazard information.

When a new type of product is introduced into a work area or the chemical composition of a product changes, a supervisor will review the above items as they are related to the new materials.

Non-Routine Tasks

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

Periodically, employees are required to perform non-routine tasks. Prior to starting work on such projects, each affected employee will be informed by their supervisor about hazards to which they may be exposed and appropriate protective and safety measures.

Chemical Container Disposal Policy

When disposing of any container that held a hazardous material (i.e., hazardous materials are defined as any substance that requires a material safety data sheet and the label contains such words as "danger," "caution," "warning," etc.), it is necessary to triple rinse each container and recycle the rinse water. If the container is not to be reused (e.g. post-emergent herbicide) then a hole is to be put in the bottom so the container cannot be retrieved and used by an unsuspecting person. If you have any questions about whether a container or material needs special attention, see your supervisor.

First Aid Chemical Exposure Information

Chemicals may enter the body in three ways:

1. Through the mouth (orally);
2. Through the skin and eyes (dermatological);
3. Through the lungs (by inhalation).

In all cases of suspected chemical exposure, employees refer to the product label and the material safety data sheets (MSDS) for decontamination procedures along with the above first aid procedures.

In all cases of exposure to chemicals, **notify your supervisor and get professional medical help as soon as possible.**

Exposure to the skin or eyes - wash immediately with large quantities of water. The Company provides an eye wash station within the headhouse. If in the cultivation area and need immediate relief, use slowly running water out of a hose.

Exposure via inhalation – remove victim to fresh air immediately. Apply artificial respiration, if necessary.

Any non-licensed employee who is found to be handling chemicals without the direct supervision of a certified applicator or technician will be in violation of company policy.

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

When mixing and handling pesticides or other materials, always consult product label for required PPE.

First Aid Kits

First aid kits are located in the following areas:

- ❖ Shipping
- ❖ Extraction Area
- ❖ Headhouse
- ❖ Greenhouse Bays (??- ??)
- ❖ Shop

Emergency Spill Response Instructions

1. Stop the leak, if possible.
Close valves, tape leaky hoses, etc.
2. Contain any spilled material if possible
Use hazard pillows to stop flow of material to sewers, storm drains, etc.
3. Use radio to contact base

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

Employee Acknowledgement Form

I understand that this handbook does not imply or constitute a contract or employment agreement between the Company and me. I have received the Handbook and I understand that it is my responsibility to read and comply with the policies contained in this handbook and any revisions made to it.

I understand that I work at the Company “at will,” meaning I am free to leave my employer at any time, with or without reason, and that the Company has the same right to terminate my employment or change my working conditions at any time with or without advance notice. This employment-at-will relationship can only be changed by written agreement signed by the company president and me. The staff handbook and all other policies and procedures of the Company are intended to be consistent with the employment-at-will philosophy.

I understand this Handbook contains general statements about current company policy and the Company retains the right to revise or modify the terms, information, policies, and benefits at its sole discretion and at any time.

I understand the Company may, at its sole discretion, depart from policy from time to time.

I understand that if I have knowledge, either direct or indirect, of harassment or discrimination in any form, I am obliged to report the circumstances immediately to my supervisor or to the Human Resources Manager.

I understand the Company requirements and expectation regarding attendance and hours of work. I also realize that, if necessary, I may be assigned evening and/or weekend hours as part of my work schedule.

I understand that I should consult with my supervisor regarding any questions I may have about company policies and practices.

Employee Signature:

Date:

Employee Name Printed:

Witness Signature:

Date:

Commonwealth Cultivation, Inc. Personnel Policies and Background Check

Employee Background Checks

All candidates will be required to submit the following forms to the State and receive approval from the Cannabis Control Commission prior to being offered a position within the company.

1. IVES form 4506-T
2. A copy of Driver's license
3. Release authorization form
4. Disclosure and acknowledgement form

Copies of Forms are attached in the pages directly following.



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF PUBLIC SAFETY AND SECURITY
Department of Criminal Justice Information Services 200
Arlington Street, Suite 2200, Chelsea, MA 02150
TEL: 617-660-4640 | TTY: 617-660-4606 | FAX: 617-660-5973
MASS.GOV/CJIS



This form is not to be faxed. Please return form to organization.

**Criminal Offender Record Information (CORI)
Acknowledgement Form**

To be used by organizations using consumer reporting agencies to conduct CORI checks for employment, volunteer, subcontractor, licensing, and housing purposes.

The Cannabis Control Commission is registered under the
(Organization)

provisions of M.G.L. c.6, § 172 to receive CORI for the purpose of screening current and otherwise qualified prospective employees, subcontractors, volunteers, license applicants, current licensees, and applicants for the rental or lease of housing. The Cannabis Control Commission has authorized

(Organization)

Creative Services, Inc. to submit CORI checks

(Consumer Reporting Agency)

to the Massachusetts Department of Criminal Justice Information Services (DCJIS) on its behalf.

As a prospective or current employee, subcontractor, volunteer, license applicant, current licensee, or applicant for the rental or lease of housing, I understand that a CORI check will be submitted for my personal information to the DCJIS. I hereby acknowledge and provide permission to Creative Services, Inc.

(Consumer Reporting Agency)

to submit a CORI check for my information to the DCJIS. This authorization is valid for one year from the date of my signature. I may withdraw this authorization at any time by providing The Cannabis Control Commission

(Organization)

with written notice of my intent to withdraw consent to a CORI check. I also understand that this form is a CORI acknowledgement form and I am entitled to additional consumer reporting disclosure forms under the Fair Credit Reporting Act. If I have not received those disclosures, I should contact The Cannabis Control Commission

(Organization)

to request this information.

FOR EMPLOYMENT, VOLUNTEER, AND LICENSING PURPOSES ONLY:

I also understand that the

Creative Services, Inc., on behalf of

(Consumer Reporting Agency)

The Cannabis Control Commission may conduct

(Organization)

subsequent CORI checks within one year of the date this Form was signed by me.

By signing below, I provide my consent to a CORI check and affirm that the information provided on Page 2 of this Acknowledgement Form is true and accurate.

Signature of CORI Subject

Date



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF PUBLIC SAFETY AND SECURITY
Department of Criminal Justice Information Services
200 Arlington Street, Suite 2200, Chelsea, MA 02150
TEL: 617-660-4640 | TTY: 617-660-4606 | FAX: 617-660-5973
MASS.GOV/CJIS



SUBJECT INFORMATION

Please complete this section using the information of the person whose CORI you are requesting.
The fields marked with an asterisk (*) are required fields.

* First Name: _____ Middle Initial: _____

* Last Name: _____ Suffix (Jr., Sr., etc.): _____

Former Last Name 1: _____

Former Last Name 2: _____

Former Last Name 3: _____

Former Last Name 4: _____

* Date of Birth (MM/DD/YYYY): _____ Place of Birth: _____

* Last **SIX** digits of Social Security Number: _____ -- _____ ☐ No Social Security Number

Sex: _____ Height: _____ ft. _____ in. Eye Color: _____ Race: _____

Driver's License or ID Number: _____ State of Issue: _____

Father's Full Name: _____

Mother's Full Name: _____

Current Address

* Street Address: _____

Apt. # or Suite: _____ *City: _____ *State: _____ *Zip: _____

SUBJECT VERIFICATION

The above information was verified by reviewing the following form(s) of government-issued identification:

Verified by: _____ *Print Name of Verifying Employee*

Signature of Verifying Employee

Date

SUBJECT VERIFICATION BY NOTARY PUBLIC

On this ____ day of _____, 20____, before me, the undersigned notary public, personally appeared _____
(name of document signer), proved to me through satisfactory evidence of identification, which were
(type of document), to be the person whose name is signed on the preceding or attached document,
and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

Notary Public

My Commission Expires On

(seal)

DISCLOSURE AND ACKNOWLEDGMENT

[IMPORTANT -- PLEASE READ CAREFULLY BEFORE SIGNING ACKNOWLEDGMENT]

DISCLOSURE REGARDING BACKGROUND INVESTIGATION

The Cannabis Control Commission ("the Commission") may obtain information about you from a consumer reporting agency, a consumer credit reporting agency, and/or an investigative consumer reporting agency for licensure purposes. Thus, you may be the subject of a "consumer report," "consumer credit report," and/or an "investigative consumer report" (consumer report) obtained for licensing purposes, which may include information about your character, general reputation, personal characteristics, and/or mode of living, and which can involve personal interviews with sources such as your neighbors, friends, or associates. These consumer reports may be obtained at any time after receipt of your authorization and, if you are licensed by the Cannabis Control Commission, and throughout your licensure to the extent authorized by the Commission and permitted by law.

You have the right, upon written request made within a reasonable time after receipt of this notice, to request disclosure of the nature and scope of any consumer report. Please be advised that the nature and scope of the most common form of consumer report obtained with regard to applicants for licensure is an investigation into your civil and criminal history conducted by Creative Services, Inc., 64 Pratt Street, Mansfield, MA 02048, (800) 536-0093 / (508) 339-5451, http://www.creativeservices.com/html/privacy_policy.html. The scope of this notice and authorization is all-encompassing; allowing the Commission to obtain from any outside organization all manner of consumer reports now and, if you are licensed, throughout the course of your license as directed by the Cannabis Control Commission. As a result, you should carefully consider whether to exercise your right to request disclosure of the nature and scope of any consumer report.

New York applicants or employees only: You have the right to inspect and receive a copy of any consumer report requested by the Commission by contacting the consumer reporting agency identified above.

ACKNOWLEDGMENT

I acknowledge receipt of the DISCLOSURE REGARDING BACKGROUND INVESTIGATION and A SUMMARY OF YOUR RIGHTS UNDER THE FAIR CREDIT REPORTING ACT and certify that I have read and understand both of those documents.

California applicants or employees only: By signing below, you also acknowledge receipt of the DISCLOSURE REGARDING BACKGROUND INVESTIGATION PURSUANT TO CALIFORNIA LAW.

New York applicants or employees only: By signing below, you also acknowledge receipt of the NEW YORK STATE CORRECTION LAW - ARTICLE 23-A, Licensure and Employment of Persons Previously Convicted of One or More Criminal Offenses.

Applicant (print name): _____

Applicant (signature): _____ Date: _____

Request for Transcript of Tax Return

- ▶ **Do not sign this form unless all applicable lines have been completed.**
▶ **Request may be rejected if the form is incomplete or illegible.**
▶ **For more information about Form 4506-T, visit www.irs.gov/form4506t.**

OMB No. 1545-1872

Tip. Use Form 4506-T to order a transcript or other return information free of charge. See the product list below. You can quickly request transcripts by using our automated self-help service tools. Please visit us at IRS.gov and click on "Get a Tax Transcript..." under "Tools" or call 1-800-908-9946. If you need a copy of your return, use **Form 4506, Request for Copy of Tax Return**. There is a fee to get a copy of your return.

1a Name shown on tax return. If a joint return, enter the name shown first.	1b First social security number on tax return, individual taxpayer identification number, or employer identification number (see instructions)
2a If a joint return, enter spouse's name shown on tax return.	2b Second social security number or individual taxpayer identification number if joint tax return
3 Current name, address (including apt., room, or suite no.), city, state, and ZIP code (see instructions)	
4 Previous address shown on the last return filed if different from line 3 (see instructions)	

5 If the transcript or tax information is to be mailed to a third party (such as a mortgage company), enter the third party's name, address, and telephone number.

Creative Services, Inc. 64 Pratt Street; Mansfield, MA 02048 Participant # 0000300880 Mailbox: JGOOTKIND

Caution: If the tax transcript is being mailed to a third party, ensure that you have filled in lines 6 through 9 before signing. Sign and date the form once you have filled in these lines. Completing these steps helps to protect your privacy. Once the IRS discloses your tax transcript to the third party listed on line 5, the IRS has no control over what the third party does with the information. If you would like to limit the third party's authority to disclose your transcript information, you can specify this limitation in your written agreement with the third party.

6 Transcript requested. Enter the tax form number here (1040, 1065, 1120, etc.) and check the appropriate box below. Enter only one tax form number per request. ▶ _____

- a Return Transcript**, which includes most of the line items of a tax return as filed with the IRS. A tax return transcript does not reflect changes made to the account after the return is processed. Transcripts are only available for the following returns: Form 1040 series, Form 1065, Form 1120, Form 1120-A, Form 1120-H, Form 1120-L, and Form 1120S. Return transcripts are available for the current year and returns processed during the prior 3 processing years. Most requests will be processed within 10 business days ☐
- b Account Transcript**, which contains information on the financial status of the account, such as payments made on the account, penalty assessments, and adjustments made by you or the IRS after the return was filed. Return information is limited to items such as tax liability and estimated tax payments. Account transcripts are available for most returns. Most requests will be processed within 10 business days . . . ☐
- c Record of Account**, which provides the most detailed information as it is a combination of the Return Transcript and the Account Transcript. Available for current year and 3 prior tax years. Most requests will be processed within 10 business days ☐
- 7 Verification of Nonfiling**, which is proof from the IRS that you **did not** file a return for the year. Current year requests are only available after June 15th. There are no availability restrictions on prior year requests. Most requests will be processed within 10 business days . . . ☐
- 8 Form W-2, Form 1099 series, Form 1098 series, or Form 5498 series transcript.** The IRS can provide a transcript that includes data from these information returns. State or local information is not included with the Form W-2 information. The IRS may be able to provide this transcript information for up to 10 years. Information for the current year is generally not available until the year after it is filed with the IRS. For example, W-2 information for 2011, filed in 2012, will likely not be available from the IRS until 2013. If you need W-2 information for retirement purposes, you should contact the Social Security Administration at 1-800-772-1213. Most requests will be processed within 10 business days . . . ☐

Caution: If you need a copy of Form W-2 or Form 1099, you should first contact the payer. To get a copy of the Form W-2 or Form 1099 filed with your return, you must use Form 4506 and request a copy of your return, which includes all attachments.

9 Year or period requested. Enter the ending date of the year or period, using the mm/dd/yyyy format. If you are requesting more than four years or periods, you must attach another Form 4506-T. For requests relating to quarterly tax returns, such as Form 941, you must enter each quarter or tax period separately.

____ / ____ / ____ / ____ / ____ / ____ / ____ / ____ / ____ / ____

Caution: Do not sign this form unless all applicable lines have been completed.

Signature of taxpayer(s). I declare that I am either the taxpayer whose name is shown on line 1a or 2a, or a person authorized to obtain the tax information requested. If the request applies to a joint return, at least one spouse must sign. If signed by a corporate officer, 1 percent or more shareholder, partner, managing member, guardian, tax matters partner, executor, receiver, administrator, trustee, or party other than the taxpayer, I certify that I have the authority to execute Form 4506-T on behalf of the taxpayer. **Note:** This form must be received by IRS within 120 days of the signature date.

☒ **Signatory attests that he/she has read the attestation clause and upon so reading declares that he/she has the authority to sign the Form 4506-T.** See instructions.

Phone number of taxpayer on line 1a or 2a

Sign Here

Signature (see instructions)	Date
Title (if line 1a above is a corporation, partnership, estate, or trust)	
Spouse's signature	Date

Section references are to the Internal Revenue Code unless otherwise noted.

Future Developments

For the latest information about Form 4506-T and its instructions, go to www.irs.gov/form4506t. Information about any recent developments affecting Form 4506-T (such as legislation enacted after we released it) will be posted on that page.

General Instructions

Caution: Do not sign this form unless all applicable lines have been completed.

Purpose of form. Use Form 4506-T to request tax return information. You can also designate (on line 5) a third party to receive the information. Taxpayers using a tax year beginning in one calendar year and ending in the following year (fiscal tax year) must file Form 4506-T to request a return transcript.

Note: If you are unsure of which type of transcript you need, request the Record of Account, as it provides the most detailed information.

Tip. Use Form 4506, Request for Copy of Tax Return, to request copies of tax returns.

Automated transcript request. You can quickly request transcripts by using our automated self-help service tools. Please visit us at IRS.gov and click on "Get a Tax Transcript..." under "Tools" or call 1-800-908-9946.

Where to file. Mail or fax Form 4506-T to the address below for the state you lived in, or the state your business was in, when that return was filed. There are two address charts: one for individual transcripts (Form 1040 series and Form W-2) and one for all other transcripts.

If you are requesting more than one transcript or other product and the chart below shows two different addresses, send your request to the address based on the address of your most recent return.

Chart for individual transcripts (Form 1040 series and Form W-2 and Form 1099)

If you filed an individual return and lived in:

Mail or fax to:

Alabama, Kentucky, Louisiana, Mississippi, Tennessee, Texas, a foreign country, American Samoa, Puerto Rico, Guam, the Commonwealth of the Northern Mariana Islands, the U.S. Virgin Islands, or A.P.O. or F.P.O. address	Internal Revenue Service RAIVS Team Stop 6716 AUSC Austin, TX 73301
Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Utah, Washington, Wisconsin, Wyoming	855-587-9604
Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia	Internal Revenue Service RAIVS Team Stop 6705 P-6 Kansas City, MO 64999
	855-821-0094

Chart for all other transcripts

If you lived in or your business was in:

Mail or fax to:

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Florida, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, Wyoming, a foreign country, American Samoa, Puerto Rico, Guam, the Commonwealth of the Northern Mariana Islands, the U.S. Virgin Islands, or A.P.O. or F.P.O. address	Internal Revenue Service RAIVS Team P.O. Box 9941 Mail Stop 6734 Ogden, UT 84409
Connecticut, Delaware, District of Columbia, Georgia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia, Wisconsin	855-298-1145
	Internal Revenue Service RAIVS Team P.O. Box 145500 Stop 2800 F Cincinnati, OH 45250
	855-800-8015

Line 1b. Enter your employer identification number (EIN) if your request relates to a business return. Otherwise, enter the first social security number (SSN) or your individual taxpayer identification number (ITIN) shown on the return. For example, if you are requesting Form 1040 that includes Schedule C (Form 1040), enter your SSN.

Line 3. Enter your current address. If you use a P.O. box, include it on this line.

Line 4. Enter the address shown on the last return filed if different from the address entered on line 3.

Note: If the addresses on lines 3 and 4 are different and you have not changed your address with the IRS, file Form 8822, Change of Address. For a business address, file Form 8822-B, Change of Address or Responsible Party — Business.

Line 6. Enter only one tax form number per request.

Signature and date. Form 4506-T must be signed and dated by the taxpayer listed on line 1a or 2a. The IRS must receive Form 4506-T within 120 days of the date signed by the taxpayer or it will be rejected. Ensure that all applicable lines are completed before signing.



You must check the box in the signature area to acknowledge you have the authority to sign and request the information. The form will not be processed and returned to you if the box is unchecked.

Individuals. Transcripts of jointly filed tax returns may be furnished to either spouse. Only one signature is required. Sign Form 4506-T exactly as your name appeared on the original return. If you changed your name, also sign your current name.

Corporations. Generally, Form 4506-T can be signed by: (1) an officer having legal authority to bind the corporation, (2) any person designated by the board of directors or other governing body, or (3) any officer or employee on written request by any principal officer and attested to by the secretary or other officer. A bona fide shareholder of record owning 1 percent or more of the outstanding stock of the corporation may submit a Form 4506-T but must provide documentation to support the requester's right to receive the information.

Partnerships. Generally, Form 4506-T can be signed by any person who was a member of the partnership during any part of the tax period requested on line 9.

All others. See section 6103(e) if the taxpayer has died, is insolvent, is a dissolved corporation, or if a trustee, guardian, executor, receiver, or administrator is acting for the taxpayer.

Note: If you are Heir at law, Next of kin, or Beneficiary you must be able to establish a material interest in the estate or trust.

Documentation. For entities other than individuals, you must attach the authorization document. For example, this could be the letter from the principal officer authorizing an employee of the corporation or the letters testamentary authorizing an individual to act for an estate.

Signature by a representative. A representative can sign Form 4506-T for a taxpayer only if the taxpayer has specifically delegated this authority to the representative on Form 2848, line 5. The representative must attach Form 2848 showing the delegation to Form 4506-T.

Privacy Act and Paperwork Reduction Act Notice.

We ask for the information on this form to establish your right to gain access to the requested tax information under the Internal Revenue Code. We need this information to properly identify the tax information and respond to your request. You are not required to request any transcript; if you do request a transcript, sections 6103 and 6109 and their regulations require you to provide this information, including your SSN or EIN. If you do not provide this information, we may not be able to process your request. Providing false or fraudulent information may subject you to penalties.

Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation, and cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file Form 4506-T will vary depending on individual circumstances. The estimated average time is: **Learning about the law or the form**, 10 min.; **Preparing the form**, 12 min.; and **Copying, assembling, and sending the form to the IRS**, 20 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making Form 4506-T simpler, we would be happy to hear from you. You can write to:

Internal Revenue Service
Tax Forms and Publications Division
1111 Constitution Ave. NW, IR-6526
Washington, DC 20224

Do not send the form to this address. Instead, see *Where to file* on this page.

Release Authorization

I hereby authorize, without reservation, Creative Services, Inc. of 64 Pratt Street, Mansfield, MA 02048-1927, (800) 536-0093 or (508) 339-5451 and its agents to conduct a full investigation into my background and activities at any point after this authorization and, if licensed, throughout my licensure as directed by the Cannabis Control Commission. Therefore, I hereby authorize the release of any and all information pertaining to me, documentary or otherwise, as requested by any appropriate employee, agent or representative of Creative Services, Inc. I understand that during this background investigation process and in accordance with the Fair Credit Reporting Act, a "consumer report," "consumer credit report," and/or "investigative consumer report" (consumer report) information may be obtained concerning my character, general reputation, personal characteristics, and mode of living. The nature and scope of my investigation may include but is not limited to employment, credit, education, criminal, and driving history. I release all courts, probation departments, selective service boards, employers, educational institutions, banks, credit bureaus, financial and other institutions, law enforcement and local, state (including the Minnesota Bureau of Criminal Apprehension), and federal government agencies without exception, both foreign and domestic to furnish any and all background information (including, but not limited to, driving and/or motor vehicle records) requested by Creative Services, Inc. I understand that this information may be transmitted electronically and authorize such transmissions. I agree that a photocopy of this release shall be accepted with the same authority as the original.

CSI's Privacy Policy can be found at http://www.creativeservices.com/html/privacy_policy.html or obtained by request to the above address.

California, Minnesota, and Oklahoma applicants or employees only: Please check this box if you would like a copy of the consumer report if one is prepared on you? <input type="checkbox"/>																																		
If currently employed, may we contact your current employer?																				<input type="checkbox"/> YES <input type="checkbox"/> NO <input type="checkbox"/> N/A														
<div></div>																																		
(Last Name)																																		
<div></div>																																		
(First Name)															(Middle Name)																			
<div></div>																																		
(Other Names) In the space above, list all other NAMES <i>(including maiden or married names)</i> utilized during the previous 7 years and/or used when obtaining any degrees or certifications.																																		
Cell Phone: (____) _____ - _____ Home Phone: : (____) _____ - _____																																		
Email address:																																		
Current Address:															<div></div>																			
City & State:															Zip Code:										<div></div>									
Social Security Number:*															Date of Birth: * MM/DD/YYYY										<div></div>									
Driver's License Number:*															State of Issue:										<div></div>									
Signature:										<div></div>															Date:					<div></div>				

• **Social security numbers, dates of birth, and drivers' license numbers are requested to ensure accurate retrieval of records.**

•Please refer to page 2 for required notarization

Release & Authorization

Authentication of Signature by Notary Public

On this _____ day of _____, 20____, before me, the undersigned notary public, personally appeared _____ (name of document signer), proved to me through satisfactory evidence of identification, which were _____, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he) (she) signed it voluntarily for its stated purpose.

Notary Public

My Commission Expires On

CCI	STANDARD OPERATING PROCEDURE Staff Recruitment and Selection DATE ISSUED: MAY 2018	PAGE: 1/11 VERSION: 1
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1. PURPOSE:

The purpose of this procedure is to outline Commonwealth Cultivation, Inc.'s (CCI) best practices to attract a talented, diverse applicant pool and train their agents (employees) pursuant to 935 CMR 500.105(2)(b), Responsible Vendor Program.

2. SCOPE:

This procedure applies to all positions and all hire prospects making application to CCI.

3. RESPONSIBILITIES:

Human Resources (HR) shall be responsible for ensuring that defined position qualifications are advertised in job postings that shall be circulated to the local job market, community colleges, universities as well as through specialized placement websites dealing with particular skill sets that may not be readily available locally. When possible, CCI shall hire locally and train to achieve skill sets desired if the individual is willing to go through workshop and on-site training.

CCI shall participate in the state created third-party training/educational program- Responsible Vendor Program (RPV) - which is modeled on the CO program of the same name. “(2) Marijuana Establishment Agent Training. (a) Marijuana Establishments shall ensure that all marijuana establishment agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum must include a Responsible Vendor Program under 935 CMR 500.105(2)(b). At a minimum, staff shall receive eight hours of on-going training annually.”

4. PROCEDURE:

4.1. Identify Vacancy and Evaluate Need

4.1.1. Senior staff shall provide information as to their HR needs. HR will align staff skill sets, initiatives, and goals for departmental and individual growth. Proper planning and evaluation of the need will lead to hiring the correct person for the role and team.

4.1.2. New Position:

- Evaluate and consider strategic goals within the department and the company. Are there upcoming changes that will impact the need for the new role?
- Conduct a quick analysis of the department's skill sets to determine if there may be any gaps. Evaluate what core skills are needed now and those that may be needed in the future.

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- HR and Departmental Manager will conduct a job analysis to determine if a new hire is needed or upgraded skill sets for agents/employees in-house.
- Replacement: When attrition occurs, replacing the vacancy is the typical response, however, consider the following before advertising to fill:
 - a. Conduct Job Analysis in order to tailor the position to fit the current role as it has evolved. Has the classification changed? Are the skill sets different from the original hire?
 - b. Review the role to decide if there are any changes needed as certain tasks and responsibilities performed by the previous person may not or should not be performed by the new hire.
 - c. Evaluate any changes needed for the following:
 - Skill level required performing tasks
 - Tasks carried out by previous employee
 - Tasks to be removed or added or transferred
 - Supervisory or lead responsibility
 - Budget responsibility, if applicable
 - Work hours
 - Need for role

4.2. Develop Position Description

4.2.1. A position description is the core of successful hiring. It is used to develop the interview environment, questions, interview evaluations, reference checking questions. A well written position posting should:

- Provide a first impression of CCI to the candidate;
- Clearly articulate responsibilities and qualifications to attract the best suited candidates;
- Serve as documentation to prevent and protect against discrimination complaints by providing written evidence that decisions were made on rational business needs;
- Improve retention as the expectations of the job is made clear at the outset;
- Optimize search engine results by ensuring job postings rank high in candidate search results when searching online;

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- Identifies tasks, work flow, and accountability enabling the department to grow;
- Assists in establishing measurable performance objectives;
- Used for career planning and training providing clear distinction between levels of responsibilities and competencies required;
- Used as a benchmark to assist in internal and external equity;

4.2.2. Identify Duties and Responsibilities Prior to developing the job description; the departmental manager should identify the following:

- General Information
- Position Purpose
- Essential Functions
- Minimum Requirements
- Preferred Qualifications

4.2.3. General Information Basic position and pay information will need to be determined to assist with the development of the job description and job classification. This information will be different for each position being recruited:

- Payroll for title and associated pay scale
- Working Title — Market titles should be recognizable and common to various industries as most job seekers search for commonly referred to market titles when conducting online job searches
- Other necessary items on description include:
 - Department Name
 - Department Head
 - Supervisor Name
 - Title Codes and Full-Time Equivalent numbers of employees supervised

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- Special Requirements and Conditions: Specific requirements job seekers must possess or complete in order to be hired (e.g. background check, valid driver's license, etc.)

4.3. Develop Recruitment Plan

4.3.1. Each position requires a documented Recruitment Plan approved by CCI's HR. A carefully structured recruitment plan maps out the strategy for attracting and hiring the best-qualified candidate and helps to ensure an applicant pool, which includes women and under-represented groups, including veterans and individuals with disabilities

4.3.2. In addition to the placement goals the plan contains, advertising channels are needed achieve those goals. The recruitment plan is typically developed by HR in conjunction with the Department head, i.e. lead grower, head grower.

4.3.3. Recruitment plan elements:

- Posting Period - Minimum posting requirements are as follows:
 - 10 business days from date posted beginning the next business day
 - Management/Senior Professional 15 business days from date posted beginning the next business day
 - "Open until filled" is an option, which allows the posting to remain open and viewable on the career site until filled. This option is recommended for all recruitments.
 - Continuous Recruitment - To be used only for on-going recruitment, such as lab assistants, custodial support, etc.
 - Placement Goals - Review Placement Goals and develop recruitment plan, which will assist in reaching those goals
 - Placement Goals should include outreach efforts to veterans and individuals with disabilities.
 - Make use of the following for advertising and networking to get the most out of your Recruitment Plan:

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- Additional Advertising Resources
- Diversity Agencies
- Resume Banks

4.4. Select Search Committee

4.4.1. To ensure applicants selected for interview and final consideration are evaluated by more than one individual to minimize the potential for personal bias, a selection committee is formed.

4.4.1.1 HR should make an effort to appoint a search committee who represents a diverse cross section of the staff. A member of the committee will be appointed as the Affirmative Action and Compliance Liaison who will monitor the affirmative action aspects of the search committee.

4.4.1.2 Under-represented groups and women are to have equal opportunity to serve on search committees and special efforts should be made to encourage participation.

4.4.1.3 Departments that lack diversity in their own staff should appoint staff outside the department to search committees or develop other alternatives to broaden the perspective of the committee.

4.4.2. For positions frequently recruited and utilize a search committee, the mix of search committee members should change frequently as well to minimize the risk of “group think” or collective bias.

4.4.3. HR will determine the size (no more than 6) and composition of the committee based on the nature of the position. It is highly recommended the committee members include:

- At least one individual who has a strong understanding of the role and its contribution to the department;
- A job specialist (technical or functional);
- An individual who will interact closely with the position and/or serves as a main customer.

4.4.4. Search committee members must ensure no conflict of interest in relation to the applicants under consideration and must never be individuals who may have interest in the position

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4.4.5. Search committee members should ensure they are well equipped for their role in the recruitment process to ensure fairness and compliance and make use of educational materials provided by HR.

- Recruitment Advertising & Affirmative Action webinar
- Diversify and Train the Search Committee tutorial
- Applicant Pool Statistics & Creating Diverse Applicant Pools tutorial

4.5. Post Position and Implement Recruitment Plan

4.5.1. Every effort should be made to ensure the accuracy of the job description and posting text. It may not be possible to change elements of a position once posted because it may impact the applicant pool.

- The requisition for job posting is created by HR manager and approved by the COO.
- Upon COO approval, HR will post the position.
- Applications can be reviewed once the minimum number of posting days has been reached.

4.6. Review and Development of the Short List

4.6.1. Once the position has been posted, candidates may apply via CCI's website-based job board. Candidates will complete an electronic application for each position (resume and cover letter are optional).

4.6.2. All applicants must be reviewed and considered. It is recommended all search committee members review all Applicants to ensure more than one person assesses their qualifications and that individual opinion or biases are avoided. Alternatively, HR may perform this function.

4.6.3. A phone screen may be conducted to obtain information such as availability, salary requirements, special position requirements (e.g. ability to perform shift work), ascertain minimum requirements and other preliminary information to assist the search committee with their review.

4.6.4. Upon the search committee's review of the applicants, the Chair will review all search committee comments and develop the short list.

4.6.5. Once the short list has been determined, if the short list is deemed to represent a sufficiently diverse applicant pool, the short list will be approved.

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4.6.6. Once approved, the applicants can then be contacted for interviews.

4.6.7. If the shortlist is not sufficiently diverse in light of the department's placement goals, one option might be to review the existing applicant pool to evaluate any additional qualified applicants prior to reviewing applicants who are expressions of interest status.

4.6.8. If it is determined the expressions of interests are to be reviewed, the Search Committee Chair or Chair's Associate may move those in the expression of interest status to the applicant pool, in one or more batches on certain date(s) and time(s), as needed to achieve a sufficiently diverse and qualified pool. All expressions of interest candidates moved to the applicant pool are to be reviewed by the search committee.

4.7. Interview

4.7.1. The interview is the single most important step in the selection process. It is the opportunity for CCI and the prospective employee to learn more about each other and validate information provided by both.

4.7.2. Once the short list is approved by the HR, the interview process can begin. It is important to properly prepare for the interview as this is the opportunity to evaluate the skills and competencies and validate the information the applicant has provided in his/her application and resume. Choose one or two questions from each minimally required skill and competency to develop interview questions. Review the applicant's application or resume and make note of any issues.

4.7.3. If interviewee requests an accommodation, contact HR for a Disability request.

4.7.4. The Committee Chair should determine the following:

- Format of the interview and order of questions
- Questions to be asked of all applicants and the weight assigned
- Who is going to ask which questions?
- Whether a work sample should be submitted
- The optimum start date for the position
- Any other details applicants may need about the role that were not noted in the position description

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4.7.5. Prior to the conducting interviews, the Search Committee members will be provided the applicants' resume packets. HR or the Search Committee Chair will provide the committee with interview questions and evaluation tools.

4.7.6. Panel Interviews

4.7.6..1. At the start of the interview, introductions of the HR manager and panel members, including names and job titles/roles, are given. Next, the HR manager should outline the format of the interview so that the candidate is aware of what is going to happen.

4.7.6..2. A typical format might be:

- Introductions of each panel member
- A brief description of the role they are being interviewed for
- Description of how the interview panel will conduct the interview (i.e. each member alternates the questions and all will take notes)
- The candidate gives an overview of his/her experience.
- Each panel member provides his/her questions at the conclusion of the interview.
- The interviewee is given time at the end to ask questions.
- The interviewee is informed of the next step, i.e. will be contacted either by phone or in writing of the outcome.
- Thank the candidate for coming and ensure someone shows the candidate out.

4.7.7. Virtual Interviews

4.7.7.1 To reduce travel costs and time associated with interviewing out of area applicants, virtual interviews can provide an alternative method to in-person interviews.

4.7.7.2 Guidelines for conducting virtual interviews are as follows:

- To ensure fairness and equity in the interview process, it is recommended out of area applicants are provided an opportunity to interview in the same manner as local applicants during each stage of the interview process.
- Departments may elect to cover the travel costs associated with out of area applicant interviews but are not required to do so.

4.7.8. After the Interview

4.7.8.1 Upon completion, committee members will complete the evaluation of the candidates and forward their selection with comments to HR manager.

4.7.8.2 Scoring rubrics may be used at the HR manager's discretion.

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4.7.8.3 Applicants are to be notified via the posted information on the document describing the parameters of selection and notification.

4.8. Select the Hire

4.8.1. Once the interviews have been completed, the committee will meet to discuss the interviewees. Committee members will need to assess the extent to which each meet their selection criteria.

4.8.2. Documentation should demonstrate your selection decision. Documentation is required in order to comply with EEOC requirements. As one of the most critical steps in the process, it is important to keep the following in mind:

- The best candidate for the position was chosen based on qualifications.
- The candidate will help to carry out the Department's missions.

4.8.3. Reference Verification

4.8.3.1 The purpose of a reference check is to obtain information about a candidate's behavior and work performance from prior employers that could be critical to your decision, regardless of their skills, knowledge, and abilities.

4.8.3.2 Reference checks should be conducted on the finalist(s) prior to making an offer.

4.8.3.3 All applicants are to be informed (during or after the interview) should they be a finalist; an offer would be contingent upon a reference from their current supervisor.

4.9. Finalize Recruitment

4.9.1. Prior to initiating the offer, it is recommended that one more check of the selection process be completed as follows:

- Review the duties and responsibilities of the position and ensure they were accurately described and reflected in the job description and interview process.
- Review selection criteria used to ensure they were based on the qualifications listed for the position.
- Confirm interview questions clearly matched the selection criteria.

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- Confirm all applicants were treated uniformly in the recruitment, screening, interviewing, and final selection process.

4.9.2. Initiating the Offer

- Once a final check of the selection process has been completed and the final applicant has been determined, HR reports the information to the COO.
- The Committee Chair or designee makes the offer to the finalist.
- A verbal offer of employment and the finalist's verbal acceptance creates a contractual relationship – therefore, ensure the offer has been approved prior to verbally offering the position

4.9.3. Acceptance

- Once an offer has been accepted, the HR manager arranges for offer letter to be sent.
- The HR manager contacts those individuals interviewed and not selected by phone or letter. If contact is made by phone, ensure the conversation is documented.
- Upon notification of the recruitment being closed, HR will close the Job Posting.

5. APPENDICES:

Attachments follow.

6. DOCUMENT HISTORY

Effective Date	Version	Change Reason and Description
May 2018	1	New

More information on attachments that follow

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New Employee GPP Training Checklist

Employee Name: _____ Date : _____

Training Area	Trainee Signature / Date:	Trained By Signature / Date:
QA policies and procedures for Medical Marijuana production		
Good Production Practices		
Good Recordkeeping Practices		
Overview of Manufacturing Operations & Facility		
Personnel Health & Hygiene		
Gowning Procedures		
Deviation reporting		
Change Control procedures		
SOP Review	Trainee Signature / Date:	Review Verified Signature / Date:
Review of SOPs related to employee's functional area (list required SOPs):		
Other related training:		

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TRAINING RECORD

Date :

Training Objective:

Trainer: _____ **Signature:** _____

Training Procedure:

ie. Facilitated /Independent Review/Group

Trainees:

Printed Name	Signature

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New Employee GPP Training Overview

The important concepts to communicate to new CCI employees are:

1. The new employee will be working with marijuana that is subject to regulation and laws that determine how they are handled and accounted for. These are called Good Production Practices or GPPs. GPPs cover all aspects of producing, packaging, labeling, and storing marijuana. Including the following:
 - QA policies and procedures for Medical Marijuana production
 - Good Production Practices
 - Good documentation Practices
 - Overview of Manufacturing Operations & Facility
 - Personnel Health & Hygiene
 - Gowning Procedures
 - Deviation reporting
 - Change control procedures
2. The company has generated approved, written procedures called Standard Operating Procedures or SOPs, which state how each job should be done so that all activities are in compliance with GPPs.
3. The employee must follow the SOPs at all times.
4. The new employees will be trained by experienced employees and work with them until they are confident of their ability to perform the operations.
5. They will be required to read all relevant SOPs and sign that they have read and understood them and commit to following them. If they have any doubt about how to carry out a process, they should refer back to the SOPs and read them again.
6. If there are discrepancies between what the SOP says and what is actually being done, the employee should bring it to the attention of their supervisor so that the discrepancy can be resolved either by retraining or official revision of the SOP.
7. Employees will sign or initial for all jobs they have performed, preferably in black ink, as soon as they have been completed. They will be responsible for ensuring they are in compliance with all SOPs when completed.
8. Employees must correct signed/initialed entries using proper techniques – cross out errors, enter correct information, and initial the correction. No white out or multiple cross-outs are acceptable – you should be able to see the original information to determine what the error was.
9. The facility must be maintained in neat and orderly condition. If debris or other disorderliness is observed, it is the responsibility of the employee to ensure it is corrected, either personally or by alerting another responsible employee or his/her supervisor. Rules for food and beverages must be adhered to.

Qualifications for CCI Cultivator and Additional Training

While the CCI team is diverse in their backgrounds the members comprise a highly qualified group. Brian Vincent and Andrew Vincent have a successful track record for running a business and have done well for themselves in the insurance field. Brian and Andrew will manage the product sales, business expenses, and the general management of the company.

The Vincent brothers have secured key leaders in the Cannabis industry with skill sets in cultivation, extraction, operational management, and education. Both COO Chris Bock and Shane Hutto, cultivation and processing consultant, are described below with respect to their experience, education, and philosophies. Bock, Hutto and the CCI team recognize and appreciate the MA requirement of detailed qualifications and intended training for marijuana establishment agents who shall be employees. Pursuant to 935 CMR 500.105(2)(b), CCI shall participate in the state created third-party training/educational program- Responsible Vendor Program (RPV) - which is modeled on the CO program of the same name. Both Bock and Hutto are familiar with this program and support the unified effort to bring all MA Marijuana Establishments into compliance for the production of a clean, food-grade product for consumers: “(2) Marijuana Establishment Agent Training. (a) Marijuana Establishments shall ensure that all marijuana establishment agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum must include a Responsible Vendor Program under 935 CMR 500.105(2)(b). **At a minimum, staff shall receive eight hours of on-going training annually.”**

CCI shall comply with the tenets of the RPV and commit to full compliance on the training and education set forth by the Commission in July of 2018:

- Marijuana Establishments shall ensure that all Marijuana Establishment Agents complete training prior to performing job functions.
- Training shall be tailored to the roles and responsibilities of the job function of each Marijuana Establishment Agent, and at a minimum must include a responsible vendor program modeled after Colorado’s responsible vendor program.
- At a minimum, staff shall receive 8 hours of on-going training annually.
- Additional or different requirements tailored to the roles and responsibilities of their job function
- Document that the hourly training has occurred
- Social use Cannabis Awareness and Response Education program should be incorporated into training program
- Vendors shall be certified by the Commission
- Ensuring that training is available online

CCI shall ensure their employees meet and exceed the minimum eight-hour annual training as well as being trained and coached on and offsite by team leaders, Bock and Hutto. In addition, as described below, agents/employees will have the opportunity to train in CO.

Chris Bock, COO, is an experienced Cannabis cultivator having performed in California and Colorado in legal markets. He shall run the day-to-day tasks of cultivation operations from seed to packaging. Chris shall manage the cultivation staff as well. His experience in the medical cannabis industry began in 2008 as grower technician in a five-farm Cannabis Collective in Northern California. Initially, his responsibilities included ensuring all components of the operation were compliant with California Proposition 215 from seed to harvest. His educational background allowed him to identify many inefficient cultivation practices that affected profits including labor and nutrient costs, pest and mold deterrence, harvest management, and plant yield/quality.

After his first year, he was promoted to Head Cultivator. Under his direction, total operating costs were reduced by implementing environmentally sustainable nutrient and watering systems. The collective saw an increase in overall plant yield while maintaining labor costs of the previous year. Streamlined harvest techniques resulted in reliable product consistency, generating additional revenue via new clientele.

When Colorado became the first state to legalize recreational marijuana in 2012, he moved back to his home in Denver to further develop his skills in this groundbreaking market. The flourishing industry exposed him to many innovative techniques and resources, allowing him to spend the following 6 years systematically testing and improving his craft.

Working in the burgeoning California and Colorado markets instilled in Chris an appreciation for the effects that legalized marijuana has on individual consumers and local industry. Massachusetts' position as the first state on the Eastern seaboard to go live with retail sales presents an opportunity for a uniquely qualified team to set the standard model for quality recreational marijuana in the region.

CCI contracted Shane Hutto, owner of Horticultural Solutions and The Training Fields from Wheat Ridge, Colorado. Shane is a world renown cannabis grower and extractor and shall serve as an on-site crop advisor making frequent visits to the site and providing facility performance and operational audits for the staff, crop health, and all operational systems. Shane will monitor the facility on a daily basis remotely using the integrated environmental control system (Hoogendoorn) as well as the cameras to provide oversight on all levels. Until the MA Responsible Vendor Program "gets legs," members of the CCI cultivation team will have the opportunity for instruction and competency-based skill learning onsite and offsite at The Training Fields in Denver. The Training Fields currently manages a 45,000-square foot high tech greenhouse facility licensed in Denver, CO and is managed by Hutto and his staff of experienced horticulturalists including a nationally recognized horticultural teacher and curriculum writer. The comprehensive training will include facility maintenance, propagation, transplanting, crop support, plant health, irrigation, plant development, nutrition/fertilization, environmental control, ripening, pest management, disease management, harvesting, trimming, drying, curing, packaging, and storage.

The synergies of the CCI team leadership will serve to motivate and inspire the future marijuana agents/employees. The team believes in clean-room cultivation techniques and to strive for pest-free production. The product shall be food or pharmaceutical grade product and the operational philosophy of all involved shall be to create a culture of compliance, safety, education and creation of superior quality consumer products.