



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR281517
Original Issued Date: 01/21/2020
Issued Date: 01/21/2020
Expiration Date: 01/21/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: D2N2,LLC Federal Tax Identification Number EIN/TIN: [REDACTED]
Phone Number: 413-717-6277 Email Address: Dnorman@calyxberkshire.com
Business Address 1: 307 Main Street Business Address 2:
Business City: Great Barrington Business State: MA Business Zip Code: 01230
Mailing Address 1: 307 Main Street Mailing Address 2:
Mailing City: Great Barrington Mailing State: MA Mailing Zip Code: 01230

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Woman-Owned Business

PRIORITY APPLICANT

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

RMD INFORMATION

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

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Date generated: 03/30/2020

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50 Percentage Of Control: 50

Role: Owner / Partner Other Role:

First Name: Donna Middle Name: Last Name: Norman Suffix:

Gender: Female User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 50 Percentage Of Control: 50

Role: Owner / Partner Other Role:

First Name: Debra Middle Name: Last Name: Nosenzo Suffix:

Gender: Female User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role:

First Name: Sean Middle Name: Last Name: Norman 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 4

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role:

First Name: John Middle Name: Last Name: Nosenzo 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: Donna Middle Name: Last Name: Norman Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$250000 Percentage of Initial Capital: 50

Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Debra Middle Name: Last Name: Nosenzo Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$250000 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

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 307 Main Street

Establishment Address 2:

Establishment City: Great Barrington

Establishment Zip Code: 01230

Approximate square footage of the establishment: 1900

How many abutters does this property have?: 3

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Calyx HCA Certification Form.pdf	pdf	5b8c04e84e62492d8f345320	09/02/2018
Community Outreach Meeting Documentation	Outreach notice.pdf	pdf	5b8c051089bc002d9918b481	09/02/2018
Plan to Remain Compliant with Local Zoning	Calyx Berkshire Site Plan 12.18.18.pdf	pdf	5c2a449b21b7c17a8fe2e763	12/31/2018
Community Outreach Meeting Documentation	GB OUTREACH MTG.pdf	pdf	5c2a44ac7341b97aa3732563	12/31/2018
Community Outreach Meeting Documentation	D2N2, LLC Outreach Attestation Form.pdf	pdf	5d648c968906c11df69c8671	08/26/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	CCC United Way signed June 2019.pdf	pdf	5d648e0d8906c11df69c8675	08/26/2019
Other	EFC Signed Letter June2019.pdf	pdf	5d648e2332375f1de7f6cb3b	08/26/2019
Plan for Positive Impact	D2N2, LLC Positive Impact Plan 9.24.19.pdf	pdf	5d93a1d54e842f1b123bb22f	10/01/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Donna Middle Name: Lynn Last Name: Norman Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Debra

Middle Name: Last Name: Nosenzo Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Board Member

Other Role:

First Name: John

Middle Name: Last Name: Nosenzo Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Board Member

Other Role:

First Name: Sean

Middle Name: Last Name: Norman 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
Secretary of Commonwealth - Certificate of Good Standing	Cert Good Standing - D2N2, LLC.pdf	pdf	5beb82ccbcba00d7d74b115	11/13/2018
Department of Revenue - Certificate of Good standing	D2N2 LLC MassTax Rev Cert Good Standing.pdf	pdf	5c0f00a94b318f178325c62b	12/10/2018
Articles of Organization	D2N2 LLC Operating Agreement.PDF	pdf	5c2519cf8f456971f8451624	12/27/2018

No documents uploaded

Massachusetts Business Identification Number: 001258377

Doing-Business-As Name: Calyx Berkshire Dispensary

DBA Registration City: Great Barrington

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan to Obtain Liability Insurance.pdf	pdf	5c2a233ea2404e71ee7e598f	12/31/2018
Proposed Timeline	Calyx Timeline Updated.pdf	pdf	5d5c963c816d7b225d156acb	08/20/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Restricting Access to age 21 and older 12.18.18.pdf	pdf	5c1e8f2e550ac07ab72ad7a8	12/22/2018
Security plan	Security plan 12.18.18.pdf	pdf	5c1e8f806f99f37acbf2ff80	12/22/2018
Prevention of diversion	Prevention of diversion 12.18.18.pdf	pdf	5c1e900372d0047a89d84373	12/22/2018
Storage of marijuana	Storage of marijuana 12.18.18.pdf	pdf	5c1e905821b7c17a8fe2df84	12/22/2018
Inventory procedures	Inventory procedures 12.18.18.pdf	pdf	5c1e90e37341b97aa3731d4d	12/22/2018
Quality control and testing	Quality control and testing 12.18.18.pdf	pdf	5c1e9139dbf9ca7aade2d359	12/22/2018
Dispensing procedures	Dispensing procedures 12.18.18.pdf	pdf	5c1e91e5550ac07ab72ad7ac	12/22/2018
Personnel policies including background checks	Personnel policies including background checks 12.18.18.pdf	pdf	5c1e924f3fb3fc7ac189253f	12/22/2018
Record Keeping procedures	Record Keeping procedures 12.18.18.pdf	pdf	5c1e92f76f99f37acbf2ff84	12/22/2018
Maintaining of financial records	Maintaining of financial records 12.18.18.pdf	pdf	5c1e936c72d0047a89d84377	12/22/2018
Qualifications and training	Qualifications and training 12.18.18.pdf	pdf	5c1e9622e96db37a99be3b7c	12/22/2018
Personnel policies including background checks	Emergency Contacts 8.20.19.pdf	pdf	5d5c991bc544c91e011c4a93	08/20/2019
Transportation of marijuana	Transportation of marijuana 8.26.19.pdf	pdf	5d647de6c544c91e011c579a	08/26/2019
Dispensing procedures	Dispensing procedures 8.26.19.pdf	pdf	5d64801132375f1de7f6cb23	08/26/2019
Plan for obtaining marijuana or marijuana products	Plan for obtaining marijuana or marijuana products 8.26.19.pdf	pdf	5d64882f3567ed1db89e0376	08/26/2019
Diversity plan	D2N2, LLC Diversity Plan 12.9.19.pdf	pdf	5deec65160e3b57a3dd6130	12/09/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 8:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 8:00 PM
Saturday From: 10:00 AM	Saturday To: 8:00 PM
Sunday From: 10:00 AM	Sunday To: 8:00 PM



CALYX BERKSHIRE DISPENSARY

Category: Retail Cannabis Dispensary

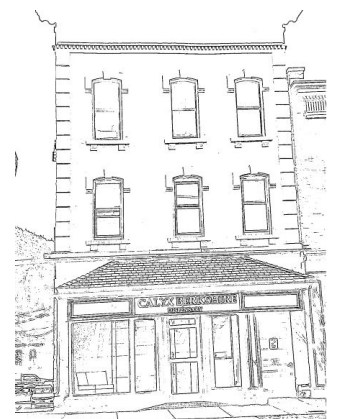
Date Created:

May 2018 (Modified Dec 2018)

Description

Calyx Berkshire Dispensary is a Berkshire County brand that will provide an unparalleled consumer shopping experience. Beginning with our flagship store in Great Barrington, Massachusetts customers will enjoy shopping in a beautiful environment that inspires relaxation, creativity and comfort.

Our knowledgeable Budtenders will navigate and guide our customers through our vast product variety featuring locally sourced products along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.



Executive Summary

Company Summary

Who are we and what is a Calyx?

Calyx Berkshire Dispensary is a women owned cannabis retail store that will provide an unparalleled Adult Recreational experience. The Calyx is the female part of the Cannabis plant. All flowering plants have calyxes, but the calyxes of female Cannabis plants are coveted commodities.

Our vision is to provide our customers a life that is full of relaxation, relief and fun. We are focused on delivering quality products, at an affordable price. Our product selection will be tailored towards the Berkshire lifestyle.

Our dispensary will be located in the center of town on Main Street in Great Barrington, Massachusetts. The store is well positioned, and it matches the ideal picture of a community store. Although the business is launching with just one outlet in Great Barrington, we have plans to open other stores in Berkshire County in Massachusetts.

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced products along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more. In keeping with our brand, our budtenders will mostly be women. We feel that women are nurturing by nature and very compassionate. Our customer service and attention will set us apart from our competition. We plan on sourcing products from other women owned companies.

Calyx Berkshire Dispensary is organized as a Limited Liability Company (LLC) and will be led by Donna Norman, who will serve as CEO / Owner.

Products & Services

Aside from the dispensing of cannabis plant material and concentrates which is our core product, Calyx Berkshire Dispensary will sell a wide range of additional Cannabis Infused products such as edibles and topicals. We will also engage in the sale of accessories and supplies related to concentrate delivery methods.

Calyx Berkshire Dispensary will ensure that all our customers are given first class treatment whenever they visit our store. We have a CRM software that will enable us to manage a one-on-one relationship with our customers no matter how large our customer base grows.

Our mission: To provide high quality cannabis to customers with a product and service they can trust. To build our brand on the core values of customer service and care, hospitality, highest standards of quality, honesty, integrity and community outreach.

Vision: Be one of the first Women owned cannabis dispensary in Berkshire County, Massachusetts.

Goal: Our primary goal is to educate and provide a local and safe environment to dispense cannabis and cannabis products. Our vision is to provide our customers a life that is full of relaxation, relief and fun.

Management: Our owners have several years' experience and will develop strong vendor relationships and many strategic partnerships extending nationally and covering all areas of the Cannabis Industry. We already have a wholesale network in place.

Market Opportunities

Over 60% of the U.S. population now lives in states that have legalized some form of cannabis use and sales, illustrating the rising acceptance of cannabis nationwide and highlighting the industry's immense potential for future growth.

The passage of initiatives in California, Nevada, Massachusetts, Maine, Michigan (2018), Missouri (2018),

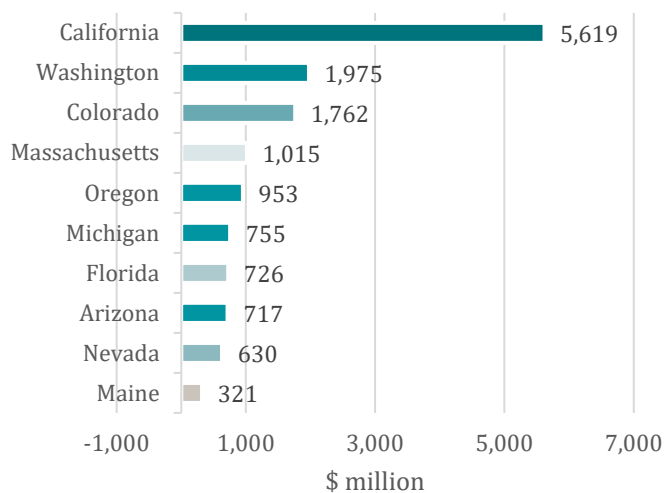


Figure 1. Medical and recreational cannabis sales in top states, 2020

Florida, Arkansas, Montana, North Dakota, Oklahoma (2018), Utah (2018) and West Virginia will add \$7.4 billion to the 2021 market forecast bringing the overall market projection for legal adult-use and medical sales in North America to \$24.5 billion by 2021. That brings the compound annual growth rate (CAGR) to 28%.

In 2016, Massachusetts residents voted to legalize recreational cannabis. State legislators worked hard to create the framework for dispensaries to begin selling recreational marijuana. The first

stores opened up on November 20, 2018.

Massachusetts cannabis market only in recreational part is expected to become a \$1 billion industry by 2020. Research from multiple marijuana data and investment firms predict Massachusetts can become such a travel destination. If correct, an influx of tourists to Massachusetts can expand the economic impact of this legislation far beyond simply the marijuana industry.

Regulated recreational cannabis sales were set to begin in Massachusetts in July 2018 but the rollout was delayed. As of December 22, 2018, a total of five recreational marijuana stores should be up and running.

Executive Summary

Start-up Summary

The business will be fully funded with \$500,000. This will include total capital cost of over \$400,000, leaving nearly \$100,000 as working capital.

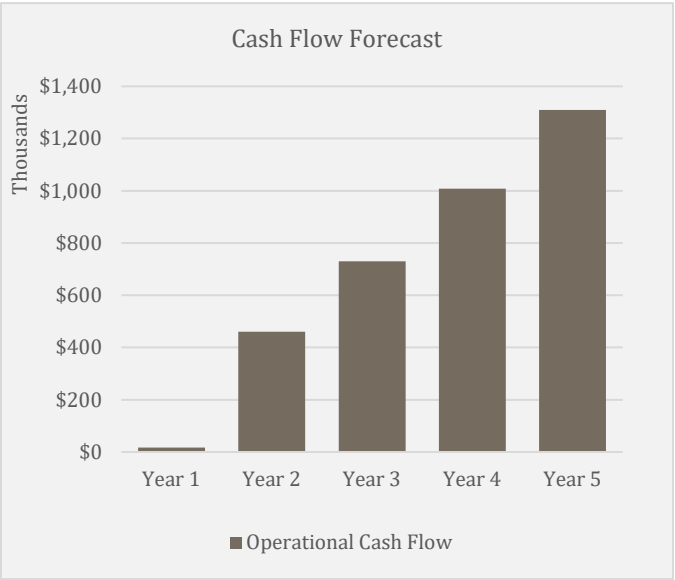
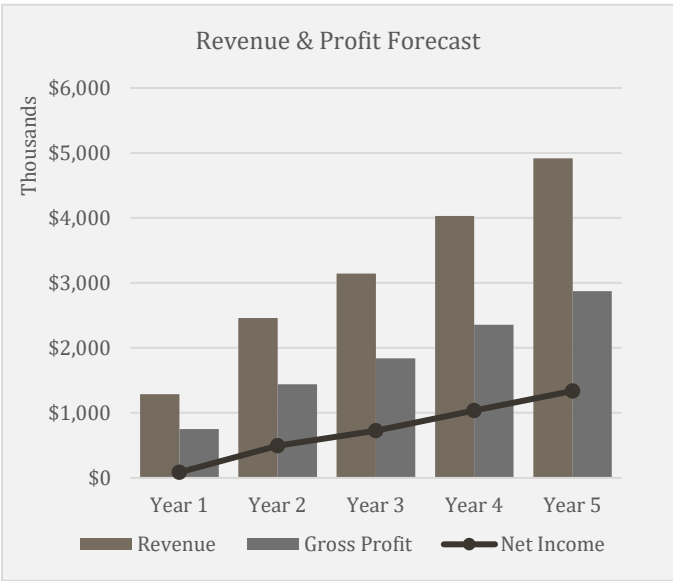
Table 1. Start-up expenses, \$

\$	Quarter 1	Quarter 2	Quarter 3	Quarter 4
CAPEX				
Land & Development	0	0	0	0
Space improvements including finishing/painting, kitchen, office space, bathrooms, etc.	85,050	0	0	0
Security system including multiple camera feeds and metal/weapons detectors	31,000	0	0	0
Furniture, Display Counters, Refrigerators, Freezers, Multiple POS/ Cash Registers, Registration Computer, Commercial Label Printer, Storage Hardware and Shelving	34,650	0	0	0
Cost for Computer Software (Accounting Software, Payroll Software, CRM Software, Microsoft Office, QuickBooks Pro)	6,300	0	0	0
Other	0	0	0	0
Other	0	0	0	0
Other	0	0	0	0
Other	0	0	0	0
Other	0	0	0	0
OPEX				
Direct Costs	68,569	126,693	155,302	183,910
Initial & General Costs	76,500	1,500	1,500	1,500
Operating Expenses, including salaries	43,346	60,697	70,793	74,928
Marketing & Sales Expenses	21,185	31,778	40,942	45,525
Misc.	1,332	2,133	2,340	2,547
Total	367,933	222,802	270,877	308,409
Required Investments=	500,000			

Financial Summary

Calyx Berkshire Dispensary will fund its startup costs largely through personal savings and private investments.

From a total investment of \$500,000, Calyx Berkshire Dispensary is expected to generate nearly \$2,000,000 million in gross revenues with net income of nearly \$1,287,344 million in Year 2, its first full year of operations. Revenues are expected to grow to nearly \$3.2 million in Year 3 and \$4.9 million in Year 5, with net income of nearly \$1.3 million in Year 5.



After the first year of operations, it is expected that Calyx Berkshire Dispensary will be able to trim expenses through realizing business efficiencies, gaining operational experience and industry knowledge.

Direct and Indirect Social Impacts

Calyx Berkshire Dispensary will create more than 10-15 new jobs in Berkshire county our first year. Our company also intends to support various community non-profit organizations with annual donations of \$10,000.00.

Table 2. Taxes flow, \$

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
Federal Tax	158,103	302,236	385,921	495,183	603,504	158,103	302,236
State Tax	21,196	69,460	96,932	133,097	168,777	21,196	69,460
Community programs	77,241	147,656	188,541	241,920	294,840	77,241	147,656

Executive Summary

<u>Executive Summary</u>	<u>1</u>
Company Summary.....	1
Market Opportunities	2
Start-up Summary	3
Financial Summary	4
<u>Market Overview.....</u>	<u>7</u>
Global Market.....	7
North American Cannabis Market.....	8
The U.S. Cannabis Market.....	9
Target Market.....	11
U.S. Cannabis Retail Market.....	12
SWOT Analyses.....	13
<u>Marketing Strategy.....</u>	<u>15</u>
Marketing Plan.....	15
Target Customers	16
Sales Forecast.....	17
<u>Operating Plan.....</u>	<u>19</u>
Dispensary Location.....	19
307 Main Street.....	19
Great Barrington, MA	19
Physical Security Plan.....	20
Tracking Solution.....	22
<u>Organizational Structure.....</u>	<u>25</u>
Ownership	26
<u>Financial Plan</u>	<u>29</u>
Funding analysis	29
Direct and Operating Expense Breakdown.....	30
Profit & Loss Forecast.....	32
Cash Flow Statement.....	33
Balance Sheet	34
Main Ratios.....	35
<u>Appendix.....</u>	<u>37</u>



Market Overview

Market Overview

Global Market

Spending on legal cannabis worldwide is expected to hit \$57 billion by 2027, while cannabis market in the United States and Canada is estimated to be about \$46.5 billion and other \$10.5 billion would go to other markets. The recreational cannabis market will cover about 67% of the spending while medical cannabis will take up the remaining 33%.

The global legal cannabis market amounted to \$9.5 billion in 2017, growing by 37 percent on the year, according to the report “The Road Map to a \$57 Billion Worldwide Market”¹. The largest market was the United States, which totaled \$8.5 billion. It was followed by Canada with \$600 million. Analysts predicts the overall cannabis market for legal adult-use and medical sales in North America to reach \$24.5 billion by 2021. That brings the compound annual growth rate (CAGR) to almost 28%, however the largest growth rate is predicted within the rest-of-world markets, from \$52 million spent in 2017 to a projected \$2.5 billion in 2027.

According to a report provided by Energias Market Research, the global medical cannabis market is projected to increase in value from \$8.28 billion in 2017 to \$28.07 billion in 2024 and at a CAGR of 19% from 2018 to 2024.

Key Trends:

- The initial decision by many U.S. states and Canada to create medical-only cannabis regulations prompted many other countries to act similarly while legalization of adult recreational use in California and Canada triggered a second wave of legalizing laws internationally to increase access to medical cannabis.
- South America countries have the most liberal medical cannabis programs. Led by Brazil, Argentina, Peru and Uruguay, the South American medical cannabis market may grow from \$125 million in 2018 to \$776 million in 2027.
- Germany is ready to become the leader of the European cannabis market, and Italy is expected to be second with \$1.2 billion in sales by 2027. Some form of medical cannabis is now legal in 22 countries in Europe.
- Australia’s legal cannabis market is forecast to grow from \$52 million in 2018 to \$1.2 billion in 2027, the 5th largest in the world.
- Israel has a small population and a long history of legal medical cannabis use. It continues to be a leader over the years in the development of cannabis pharmaceuticals.

¹ <https://arcviewgroup.com/research/reports/>

North American Cannabis Market

Legal cannabis market reached \$9.2 billion in North America in 2017, according to a new report from cannabis industry analysts Arcview Market Research, in partnership with BDS Analytics². That represents an unprecedented 33% increase over 2016.

The report further forecasts the entire legal cannabis market in North America to reach \$24.5 billion in sales – a 28% annual growth rate by 2021 – as more countries and states legalize cannabis for recreational use and existing markets mature and will grow to \$47.3 billion six years later.

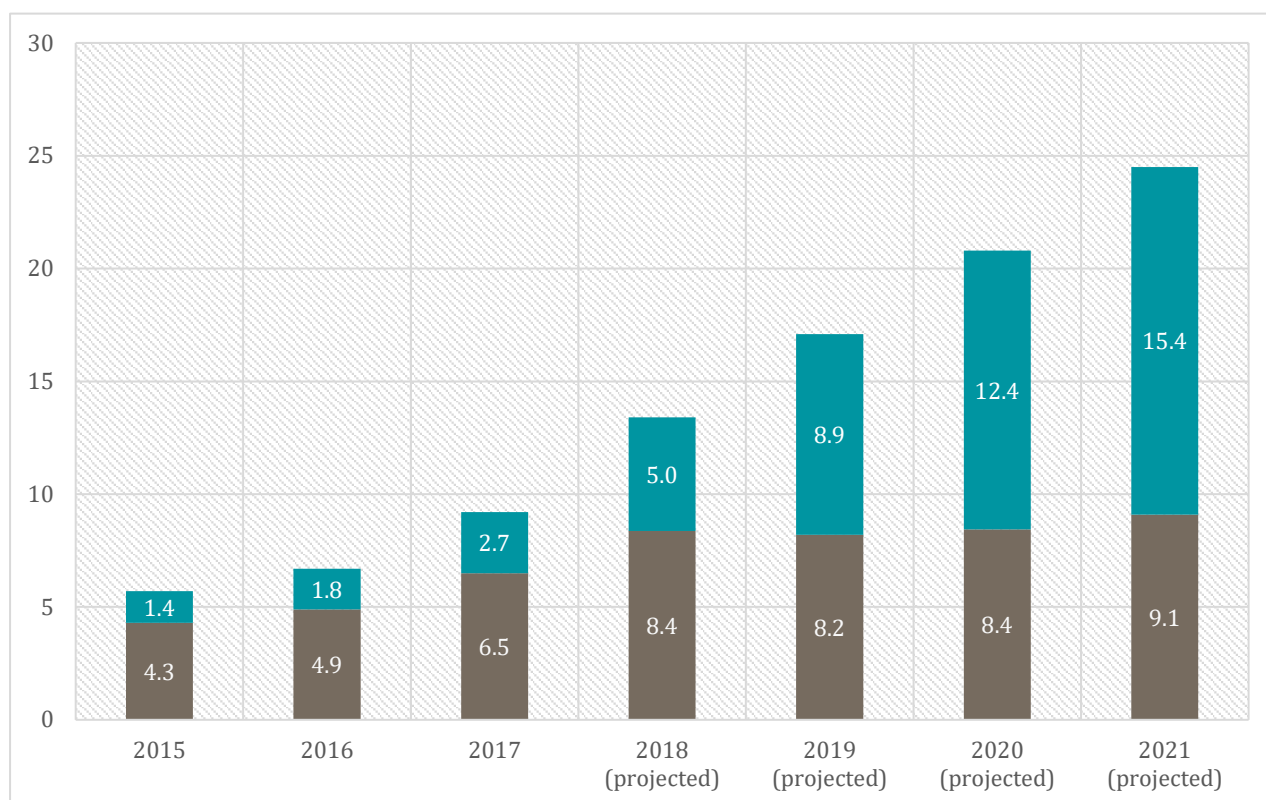


Figure 2. Medical and recreational cannabis sales forecast, billion \$

² <https://bdsanalytics.com/>

The U.S. Cannabis Market

Although the use of cannabis is illegal under the federal law and the federal government classifies cannabis as a schedule 1 drug, more than 60% of the U.S. states have legalized it in some form. Most states legalized it only for medical purposes, but ten states – Alaska, California, Colorado, Maine, Michigan (2018), Nevada, Massachusetts, Oregon, Vermont and Washington – have gone further, legalizing the recreational use.

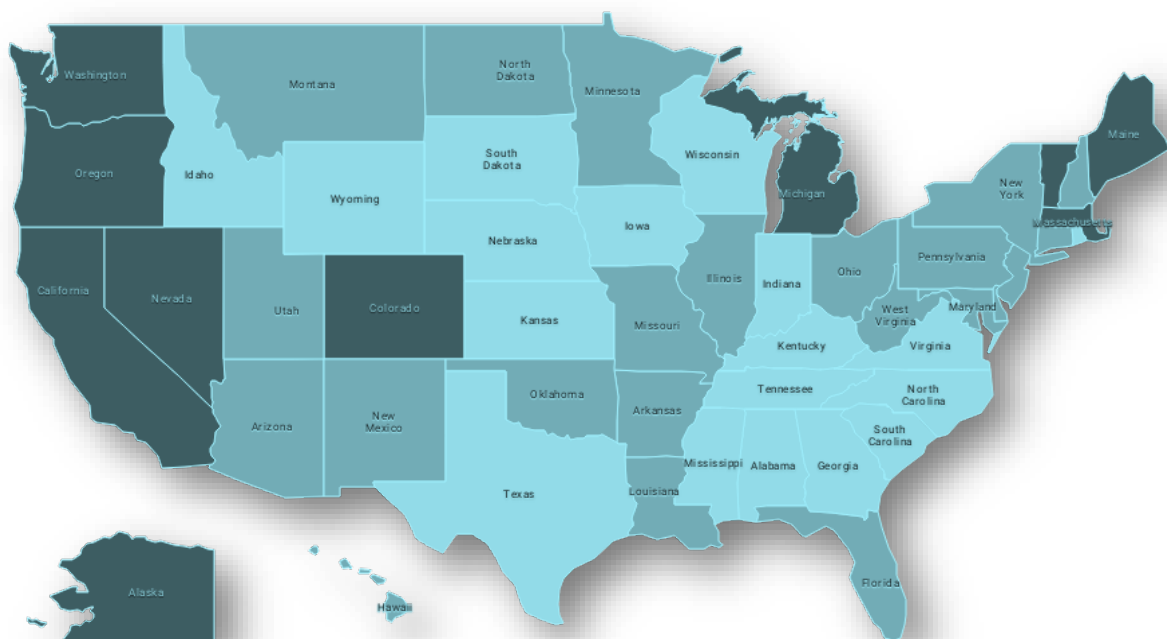
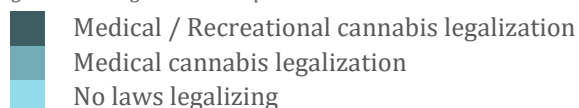


Figure 3. U.S. legalization map



As a result, at November 2018, there are 32 States that allow cannabis for medical use, 16 States allow Cannabidiol (CBD), 10 States and the District of Columbia allow cannabis for recreational use.

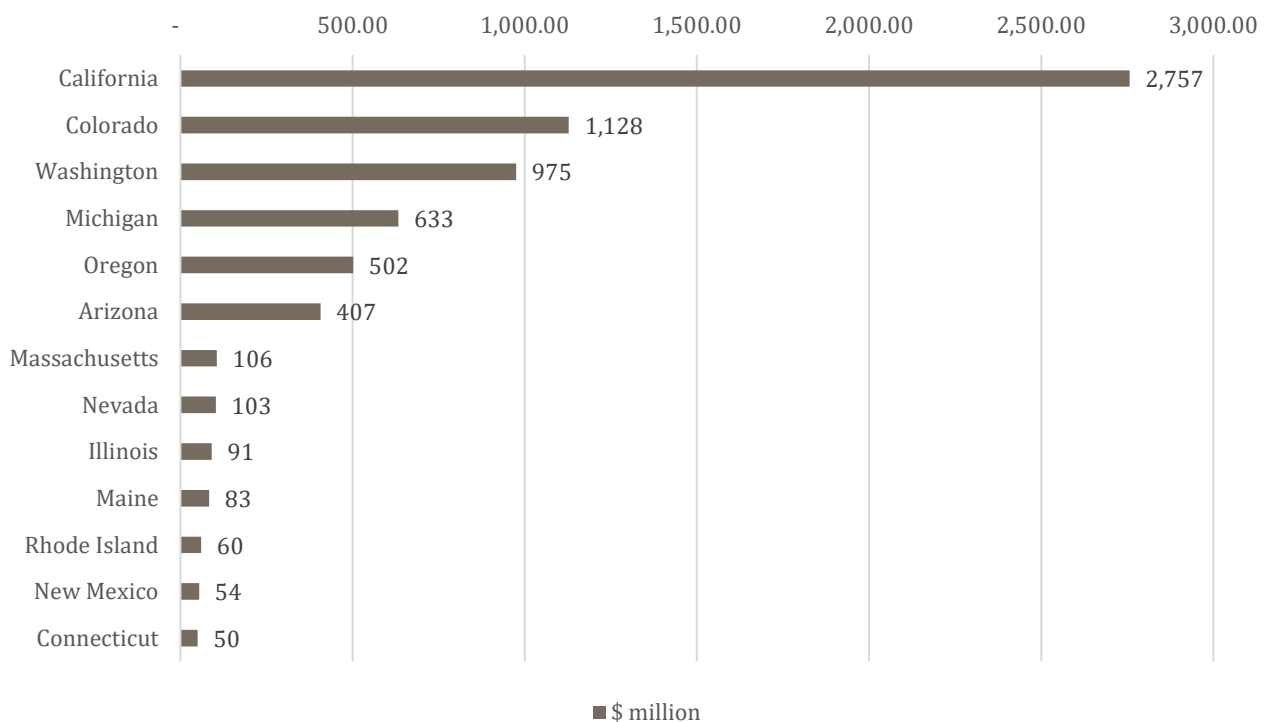


Figure 4. Medical and recreational cannabis sales in top states, 2017

There are about 10,000 active licenses for cannabis businesses in the U.S., according to Statista³. This includes cultivation, extraction and manufacturing, retail, distribution and testing licenses.

The industry employed 121,000 people in 2017. If cannabis market continues its growth trend, the number of workers in that industry could reach 292,000 by 2021, according to BDS Analytics.

³ <https://www.statista.com/statistics/596641/us-cannabis-businesses-number/>

Target Market

On December 28, 2016, the Massachusetts state legislature voted to delay sales of recreational marijuana for six months. Originally, licensing for cannabis shops was set to begin on January 1, 2018, under the measure, but the delay set by legislators moved the date and first retail marijuana establishments opened in Massachusetts on November 2018.

On October 31, 2018, there are 61,724 (up from 19,000 in early 2016) people who have gotten medical cannabis cards that allow them to use cannabis legally to treat a variety of ailments. They are served by 42 dispensaries. It is expected over 700,000 customers potentially interested in using of a recreational cannabis.

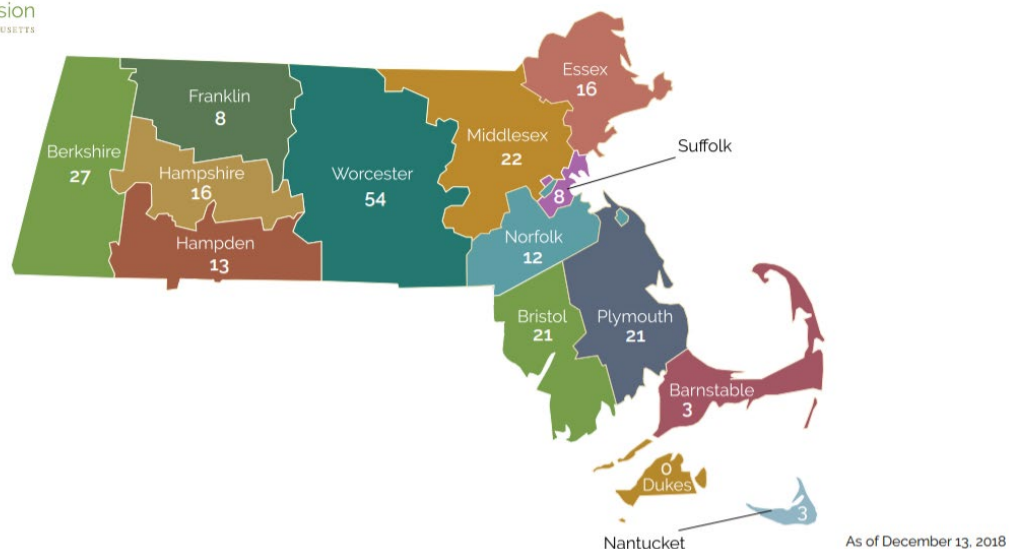
Massachusetts cannabis market only in recreational part is expected to become a \$1 billion industry by 2020. Research from multiple marijuana data and investment firms predict Massachusetts can become such a travel destination. If correct, an influx of tourists to Massachusetts can expand the economic impact of this legislation far beyond simply the marijuana industry.

Cannabis Taxes

Under the new law, recreational marijuana is taxed 17 to 20 percent. The baseline tax is 17 percent, which is determined from a combination of a 6.25 percent sales tax and a 10.75 percent special excise tax on adult use. But cities and towns can choose to add a three percent tax on top of the 17 percent, tallying up to a 20 percent tax on retail cannabis.

Recreational Licensing

With a total of 2,233 license applications, including 98 retailer, 72 cultivator and 40 manufacturer licenses. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.



Cannabis Control Commission (CCC) Deadlines

<i>March 15, 2018</i>	CCC shall promulgate rules and regulations for the issuance of licenses.
<i>April 1, 2018</i>	Accept applications for licenses.
<i>April 1-15, 2018</i>	Review applications of operating medical establishments and businesses that demonstrate experience in or business practices that promote economic empowerment in communities disproportionately impacted, for grant or denial of license.
<i>May 1, 2018</i>	Independent Testing Laboratory regulations and rules promulgated.
<i>June 1, 2018</i>	Regulations for Nantucket and Duke counties promulgated.
	CCC received first applications including 51 the most completed to review.
<i>November 20, 2018</i>	First Retail Marijuana Establishments opened in Massachusetts.

Cannabis stores sold about \$2.22 and \$2.59 million worth of cannabis products during the first and the second weeks accordingly, according to figures released by the Cannabis Control Commission.

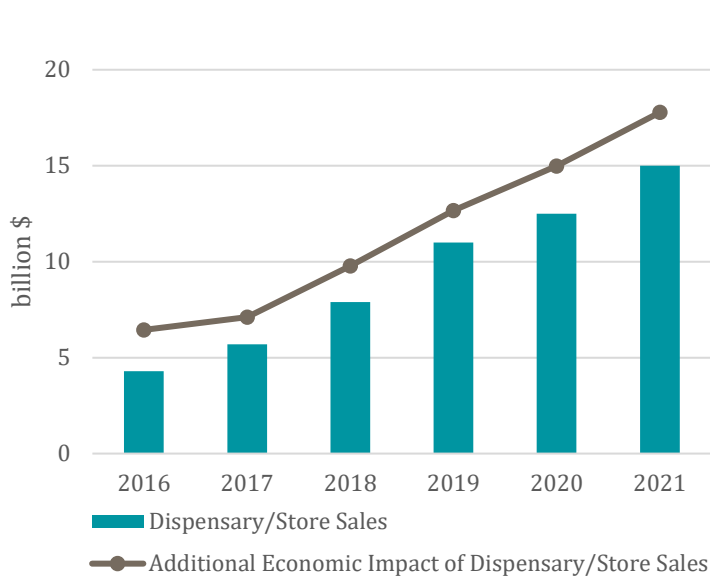


Figure 5. Cannabis retail industry economic impact

of MMJ markets in Maryland and Hawaii. At the same time, fledging medical marijuana programs in states such as Illinois, Nevada and New York could post impressive growth last year.

The expected growth comes after a solid 2016, when recreational cannabis sales jumped by 80% to hit \$1.8 billion. Colorado and Washington led the charge, while Oregon's adult-use market posted strong sales gains in its first full calendar year of operation. The industry also saw a spike in medical marijuana sales last year, as patient counts rose in new MMJ states and continued climbing in mature markets like Arizona and Michigan.

The increase in retail sales over the next five years will provide a substantial economic boost for the United States. The total economic output from legal cannabis will grow 150% from \$16 billion in 2017

U.S. Cannabis Retail Market

BDS Analytics estimates that the retail sector owed \$1 billion in state taxes in 2016 and owes another \$1.4 billion for 2017.

In 2017, overall cannabis sales in the United States at the retail level to soar by 31.5%, hitting \$5.7 billion on the back of continued growth in existing recreational cannabis markets.

In fact, rec sales are expected to surpass medical next year for the first time ever. Medical marijuana sales also are expected to buoy the industry, fueled in part by the expected launch

to \$40 billion by 2021, according to the “US Legal Cannabis: Driving \$40 Billion Economic Output” report released by Arcview Market Research, in partnership with BDS Analytics.

The level of sophistication and involvement among investors in the marijuana industry varies quite widely, as some belong to cannabis-specific venture capital firms while others have taken a material interest in a friend or family member’s cannabis business. For example, only a handful of investors in our survey indicated they intend to invest over \$25 million in cannabis companies, whereas a large portion of respondents plan to invest less than \$20,000.

But in general, more investors are pumping money into the cannabis industry than ever before, and they’re also increasing the size of their capital placements. The average investor/investment firm involved in the cannabis industry has placed \$450,000 in cannabis companies.

SWOT Analyses

S	W	O	T
<ul style="list-style-type: none">• Building of dependable relationships with cultivators and manufactures across Massachusetts• Diversified, Strategic Partnerships• Extensive industry knowledge	<ul style="list-style-type: none">• Enhanced risk of banking / financial / IRS scrutiny• Difficulties with finding employees• High starting capital• Competitive market	<ul style="list-style-type: none">• High growth industry• Growing interest and demand for natural cannabis products• A potential significant drop in wholesale pricing• Open additional stores as towns lift bans and moratoriums	<ul style="list-style-type: none">• Enforcement of federal law• Possible cannabis law changing• Indicators of a slowed global economy• Large companies entering the market



Marketing Strategy & Implementation

Marketing Strategy

Marketing Plan

Because cannabis is illegal under federal law, state governments and online advertising platforms are placing strict rules on how companies can market their products.

Google, Facebook and Twitter all have advertising policies that restrict the promotion of the sale of cannabis. Google's policy prohibits ads that promote "substances that alter mental state for the purpose of recreation." Facebook restricts any "illegal, prescription, or recreational drugs." And Twitter bans "illegal drugs" as well as substances that cause "legal highs." Instagram and Facebook have decided to go a step further by removing pages of cannabis related businesses.

The most effective strategies for legal marijuana companies are direct marketing at industry conferences and other events, building communities around marijuana -related concerns such as health and wellness. The marketing and sales strategy of Calyx Berkshire Dispensary will be based on generating long-term personalized relationships with growers and manufactures.

Marketing and advertising campaign includes:

- Meeting with growers and manufacturers
- E-mail Marketing
- Advertising and articles in the thematic Magazines, including:
 - Cannabis Now
 - 420 Magazine
 - Marijuana Venture
 - MG Magazine
- Business events and conferences
- Business and industry associations
- Brand development
- Brochures
- Website development with search engine optimization
 - Keywords
 - Fresh content
- Platforms and Directories

Table 3. Cannabis business directories

WEEDMAP https://weedmaps.com/	Marijuana dispensary/store finder on the planet. With over 7,750 listings throughout the U.S., Canada, and Europe.	WeedMaps has 7.96 million total visits each month.
LEAFY https://www.leafly.com/	Leafy is a cannabis information resource for finding the right strains and products. Services include: cannabis finder, online store, branding, doctors' portal.	Leafy has 226.27 thousand total visits each month.

Target Customers

Aside from the cannabis which is our core product, Calyx Berkshire Dispensary will retail a wide range of Cannabis Infused products to customers who are based in Berkshire County and every other city where our stores will be opened. We will also engage in the sale of accessories such as pipes, lighters, apparel, etc.

Calyx Berkshire Dispensary will ensure that all our customers are given first class treatment whenever they visit our store. We have a CRM software that will enable us to manage a one-on-one relationship with our customers no matter how large our customer base grows.

We will be incorporating SEO marketing in our plan to grow our customer base as well.

Sales Forecast

Assumptions

During the first year, Calyx Berkshire Dispensary intends to launch sales of our product line and it is expected to generate \$1.3 million in revenue.

From the second year Calyx Berkshire Dispensary will generate income from \$3,500-\$7,000 a day for the first few months with increasing to about \$20,000 a day within 1-2 years of the dispensary/store Grand Opening.

From the third year Calyx Berkshire Dispensary expects a healthy annual increase in retail revenue.

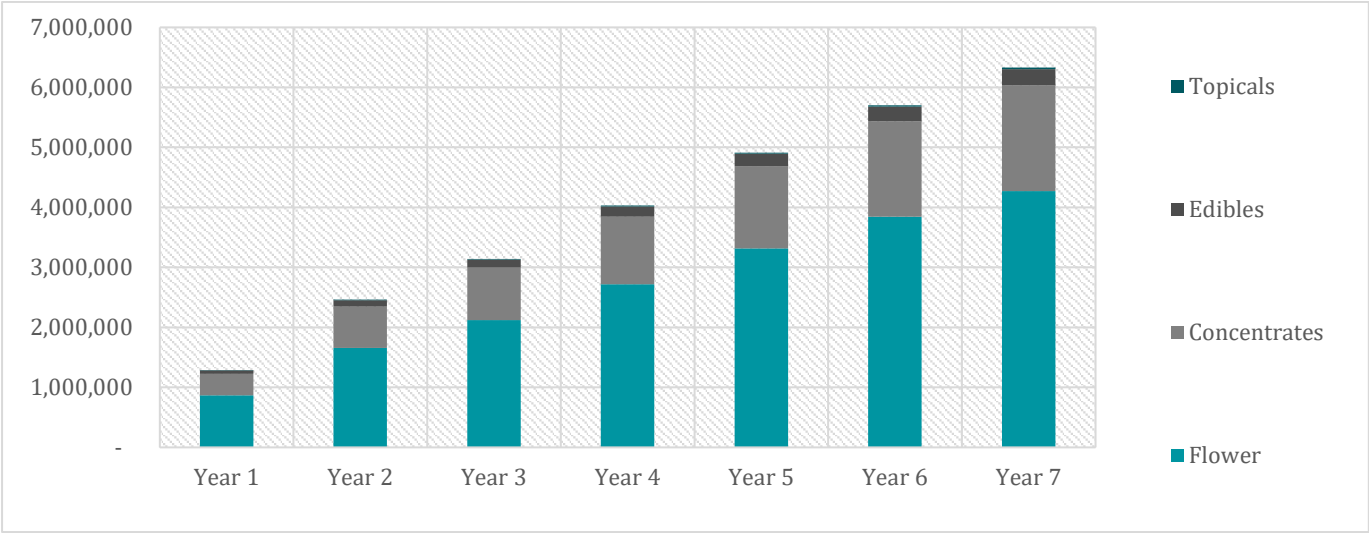


Figure 6. Sales forecast, \$

Table 4. Sales Forecast for first three years, \$

\$	Flower	Concentrates	Edibles	Topicals	Other
Year 1	868,230	359,111	54,548	5,455	0
Year 2	1,659,742	686,490	104,277	10,428	0
Year 3	2,119,307	876,572	133,150	13,315	0
Year 4	2,719,322	1,124,746	170,847	17,085	0
Year 5	3,314,174	1,370,784	208,220	20,822	0
Year 6	3,845,291	1,590,461	241,589	24,159	0
Year 7	4,270,185	1,766,202	268,284	26,828	0



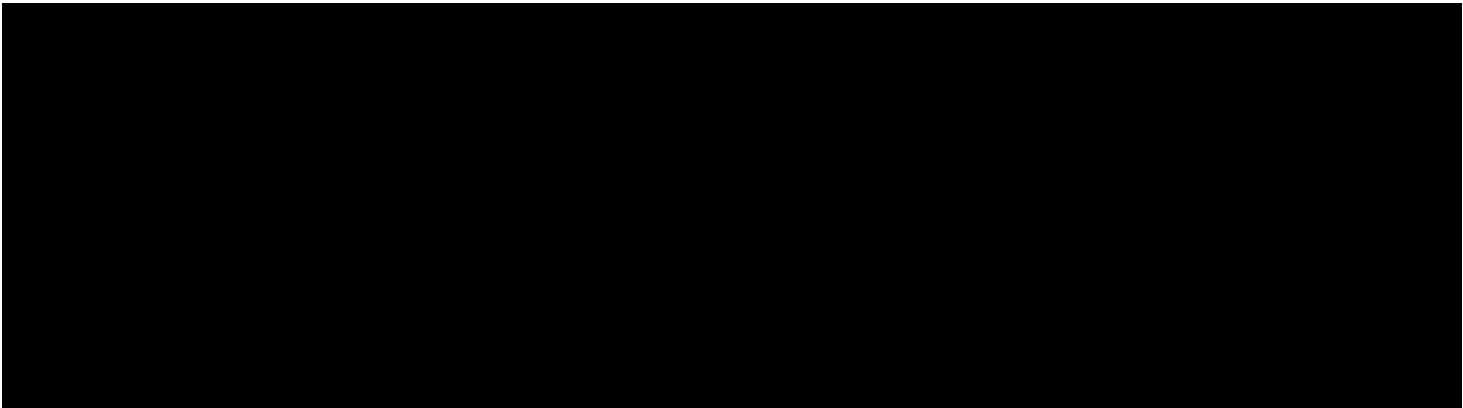
Operating Plan

Operating Plan

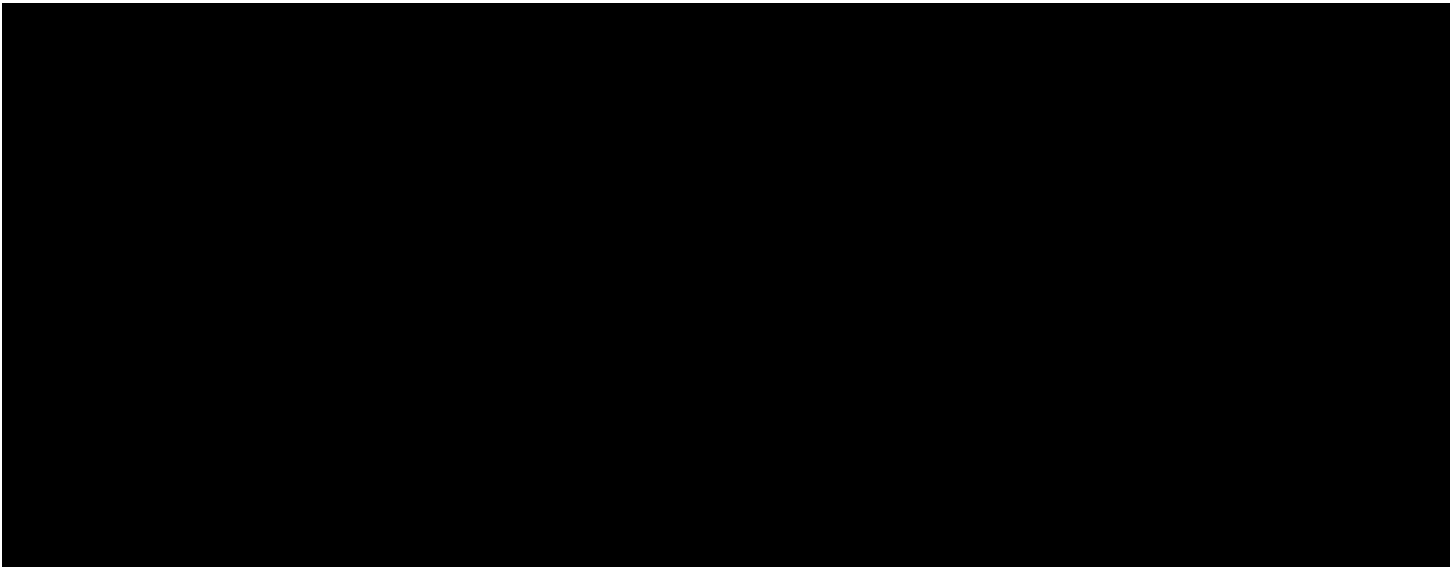
Dispensary Location
307 Main Street
Great Barrington, MA



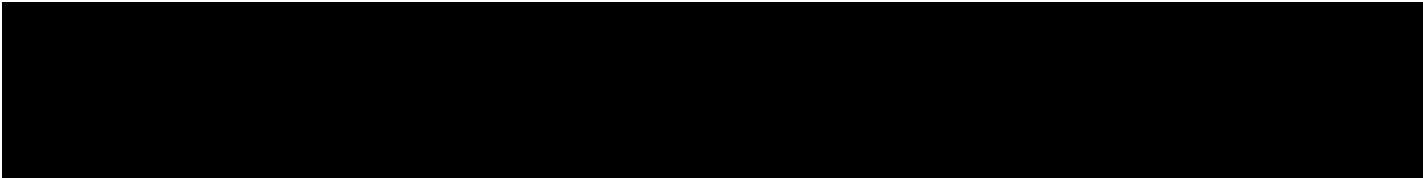
Physical Security Plan



Customers Access



Internal Access-Point Control



Limited Access to Secured Areas and Visitors

Calyx Berkshire Dispensary has a limited access areas. Calyx Berkshire Dispensary ensures that the secured areas are accessible only to licensee, licensee representatives, and authorized personnel, service personnel or distributors.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15 frames per

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

[REDACTED]

Fire Security

Calyx Berkshire Dispensary will comply with all local fire code requirements. Fire Prevention is a vital aspect of our safety. As part of Calyx Berkshire Dispensary's commitment to the safety of our employees, we have developed a comprehensive Fire Plan to address how fires will be prevented and managed/contained if they do occur. Knowing that people are our most valuable resources, all employees will be trained and required to conduct themselves with consistent due diligence to prevent fires from occurring.

Tracking Solution

Calyx Berkshire Dispensary intends to use special tracking solution by Proteus 420, which will allow us to remain compliant while helping to identify key data points to streamline and optimize inventory management at each phase of the operation: transportation, lab testing and dispensing.

Transport Manifests – Creating, submitting, and storing compliant transportation manifests noting vehicle, driver, and cargo contained for regulatory review.

Product Details – Product details for the inventory items, printing key information directly on the labels including ingredients, potency results, plus a reactive expiration date that can lock a product if it's past expiration.

Inventory Management – Analyzing the sales data to optimize the dispensary/store inventory to the customers.

Data Driven CRM – Proteus 420 Customer Relationship Management (CRM) tools to reward loyal customers and referrals. Setup targeted email and text campaigns based on customer's favorite products, last visit date, purchase history, birthdays and more.



Organizational Structure

Organizational Structure

Calyx Berkshire Dispensary is a business that will be built on a solid foundation. From the outset, we have decided to recruit only qualified people to man various job positions in our company. We are quite aware of the rules and regulations governing the cannabis industry of which cannabis dispensing falls under which is why we decided to recruit experienced and qualify employees as foundational staff of the organization.

Figure 7. Organizational structure

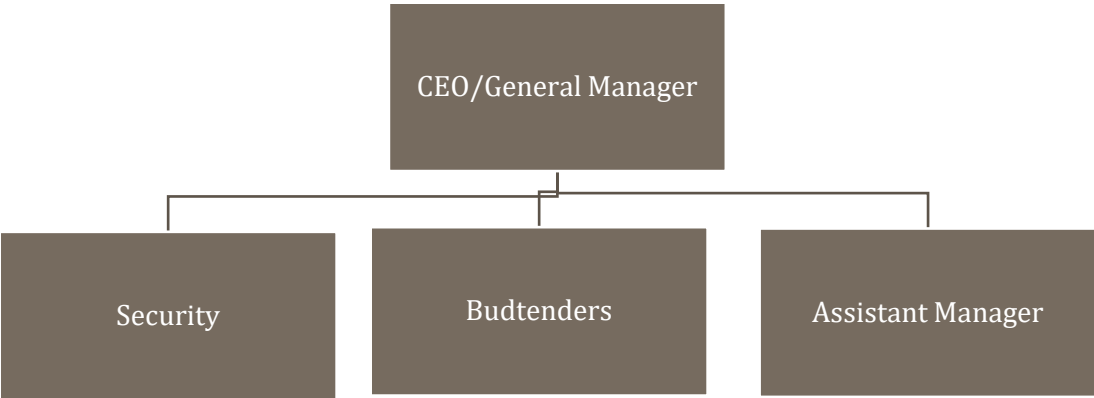


Table 5. Personnel plan

Position	Annual Salary
CEO/General Manager	75,000
Assistant Manager / Shift Lead	47,960
Budtenders	93,600
Security	31,200

Ownership

We are locally owned. Calyx Berkshire is 100% self-funded -- no outside investors.

Donna Norman, Founder and CEO

I have over 30 years as a business woman in several fast moving industries -- Publishing, Video Game Development and Investment Banking. I am a testament to tenacity, vision and compassion. I am a cannabis advocate who participates at various conferences and a member of Women Grow, a Denver-based network that has chapters across the United States. I have my completed Master Certification Program with CTU (a Cannabis University).

This is an exciting time and we are creating a new industry. I plan on utilizing my skills from other industries and growing our company while making a name in the Cannabis industry. I plan on transforming how the community feels about cannabis and the dispensary experience. With my vast experience on Operations and Event planning, I am truly excited about becoming a vibrant corporate neighbor in Great Barrington. I have been married for 32 years and have one daughter who is a nurse and resides in New York City.

Debra Nosenzo

As a registered nurse, Debra Nosenzo has spent her work life focused on patient care. In the last decade Debra experienced firsthand her father's pain and suffering as her father battled with terminal lung cancer. She grew frustrated being unable to provide him with alternative therapies available in other states. Her personal goal is to provide consumers access to cannabis products to improve their quality of life.

Sean Norman

Sean Norman has long history working in the Healthcare industry. For the last 30 years he has driven a strong track record of results and execution excellence. He is a Healthcare executive with measured success in development of strategic partnerships, with a myriad of experience and adaptability which make him uniquely suited to being a pioneer in the constantly changing cannabis industry. He earned a Bachelor of Science degree in Financial Management & Marketing from SUNY, Brockport. Sean enjoys all the Berkshires has to offer including hiking, skiing and fishing.

Organizational Structure

John Nosenzo

John Nosenzo has spent his entire career in the healthcare industry. Starting as a licensed pharmacist and then transitioning to global commercial leadership positions in multi-billion dollar pharmaceutical and diagnostic companies. One thing has remained a constant - his focus on the patient. Having lost his father to illness at an early age and seen his mother suffer from a chronic disease his mission has been to deliver solutions that allow a patient to achieve a better quality of life.

He holds an MBA in Marketing/Management from Adelphi University and an undergraduate degree, BS Pharmacy from St. John's University.

On a personal note, John has been married for 36 years and has two grown daughters. He has been a Berkshire resident for the past 12 years and during the winter season, you can find him on the slopes at Butternut.



Financial Plan

Financial Plan

Funding analysis

Company intends to raise \$500,000 for 5 years with ROI 15% and profit share 5%. First repayment will start from 11th month.

Table 6. Long-term debt schedule, \$

Long-term Debt	1	2	3	4	5	6
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	0	0	0	0	0	0

Long-term Debt	7	8	9	10	11	12
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	0	0	0	0	0	0

Long-term Debt	13	14	15	16	17	18
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	0	0	0	47,829	51,149	10,141

Long-term Debt	19	20	21	22	23	24
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	57,788	61,108	14,840	67,747	71,067	19,540

Long-term Debt	25	26	27	28	29	30
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	55,764	82,268	22,746	82,268	82,268	22,162

Long-term Debt	31	32	33	34	35	36
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	82,268	82,268	22,162	82,268	82,268	22,162

Long-term Debt	37	38	39	40	41	42
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	91,702	114,886	37,950	114,886	114,886	37,950

Long-term Debt	43	44	45	46	47	48
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	114,886	114,886	37,950	114,886	114,886	37,950

Long-term Debt	49	50	51	52	53	54
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	123,826	147,010	53,245	147,010	147,010	53,245

Long-term Debt	55	56	57	58	59	60
Long-Term Debt Beginning Balance	0	0	0	0	0	0
Long-Term Debt Repayment	0	0	0	0	0	0
Long-Term Debt Ending Balance	0	0	0	0	0	0
ROI	0	0	0	0	0	0
Profit Share (Investors)	147,010	147,010	53,245	147,010	147,010	53,245

Direct and Operating Expense Breakdown

Direct Costs

Table 7. Direct costs, \$

\$	Year 1	Year 2	Year 3	Year 4	Year 5
Products Purchase					
Flowers	214,741	410,507	524,171	672,574	819,700
Concentrates	149,342	285,487	364,536	467,742	570,061
Edibles	29,093	55,614	71,013	91,119	111,051

Financial Plan

Topicals	2,909	5,561	7,101	9,112	11,105
Other	0	0	0	0	0
Delivery Costs					
Delivery costs	0	0	0	0	0
Fuel	0	0	0	0	0
Other delivery costs	0	0	0	0	0
Other Direct Costs					
Other direct costs	0	0	0	0	0
Other direct costs	0	0	0	0	0
Other direct costs	0	0	0	0	0
Taxes					
State/City/County Cannabis Business Tax (% of gross receipts)	138,389	264,551	337,802	433,440	528,255
Total	534,473	1,021,721	1,304,624	1,673,987	2,040,172

Operating Expenses

\$	Year 1	Year 2	Year 3	Year 4	Year 5
G&A Expenses - Initial & General Costs					
Legal Fees & Licensing for setting up	37,800	0	0	0	0
Other Initial costs	50,400	0	0	0	0
Other Initial costs	12,600	0	0	0	0
Licensing renewal and other legal fees	0	25,200	25,200	25,200	25,200
Professional Services, Commercial Insurance	6,000	6,000	6,000	6,000	6,000
G&A Expenses - Retail					
Other G&A Expenses	0	0	0	0	0
Building Renting	49,500	54,000	54,000	54,000	54,000
Security & Surveillance	9,433	10,290	10,290	10,290	10,290
Building Maintenance and utilities	6,738	7,350	7,350	7,350	7,350
Other G&A Expenses	0	0	0	0	0
Other G&A Expenses	0	0	0	0	0
Other G&A Expenses	0	0	0	0	0
Other G&A Expenses	0	0	0	0	0
Property Taxes	0	0	0	0	0
Community Service (% of gross receipts)	10,000	10,000	10,000	10,000	10,000
SG&A Expenses - Marketing & Sales Expenses					
Marketing Expenses, including PR, Branding, Online and Offline advertising	1650	55,125	36,750	24,500	18,375
Other Marketing & Sales Expenses	0	0	0	0	0
Brokers and Sellers Fees	0	0	0	0	0
SG&A Expenses - Misc.	10,814	14,021	15,147	17,203	19,543
Salaries & Benefits	252,230	278,256	281,351	284,447	287,542
Total	580,130	597,898	624,628	670,910	723,140

Profit & Loss Forecast

Business's revenue is projected to grow significantly for the first two years' timeframe. The yearly projections are in the table below:

Table 8. Income Statement, \$

	\$	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7
Revenue		1,287,344	2,460,938	3,142,344	4,032,000	4,914,000	5,701,500	6,331,500
COGS - Cost of Goods Sold		534,473	1,021,721	1,304,624	1,673,987	2,040,172	2,367,122	2,628,683
Gross Profit		752,870	1,439,217	1,837,720	2,358,013	2,873,828	3,334,378	3,702,817
% of revenue		58%	58%	58%	58%	58%	58%	58%
SG&A Expenses								
G&A Expenses - Initial & General Costs		106,800	31,200	31,200	31,200	31,200	31,200	31,200
G&A Expenses - Retail		142,911	219,296	260,181	313,560	366,480	413,730	451,530
SG&A Expenses - Marketing & Sales Expenses		147,630	161,406	146,126	136,972	133,942	137,038	140,133
Senior Management Salaries & Benefits		171,975	171,975	171,975	171,975	171,975	171,975	171,975
IT Salaries & Benefits		0	0	0	0	0	0	0
Other Salaries & Benefits		0	0	0	0	0	0	0
SG&A Expenses - Misc.		10,814	14,021	15,147	17,203	19,543	21,905	23,795
Total SG&A Expenses		580,130	597,898	624,628	670,910	723,140	775,848	818,634
Operating Income (EBITDA)		172,740	841,319	1,213,092	1,687,103	2,150,688	2,558,530	2,884,184
% of revenue		13%	34%	39%	42%	44%	45%	46%
Depreciation and Amortization		10,056	10,056	10,056	10,056	10,056	10,056	10,056
Earnings Before Interest & Taxes (EBIT)		162,685	831,263	1,203,036	1,677,048	2,140,633	2,548,474	2,874,128
Interest Expense		0	0	0	0	0	0	0
Earnings Before Taxes (EBT)		162,685	831,263	1,203,036	1,677,048	2,140,633	2,548,474	2,874,128
Income Tax		171,118	368,737	482,164	629,347	774,755	904,097	1,007,522
Net Income		(8,433)	462,527	720,872	1,047,701	1,365,878	1,644,377	1,866,606
% of revenue		-1%	19%	23%	26%	28%	29%	29%

Cash Flow Statement

The cash flow projections show that business will have sufficient cash to support the activity. The following table presents a view of projected cash flow of the business.

Table 9. Cash Flow Statement, \$

\$	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7
Net Income	(8,433)	462,527	720,872	1,047,701	1,365,878	1,644,377	1,866,606
Cash Flow from Operations							
Depreciation	10,056	10,056	10,056	10,056	10,056	10,056	10,056
Change in Receivables	(77,656)	(45,938)	(7,656)	(36,750)	(36,750)	(32,813)	(26,250)
Change in Inventory	(47,702)	(28,949)	(6,059)	(23,159)	(23,159)	(20,678)	(16,542)
Change in Accounts Payable	47,702	28,949	6,059	23,159	23,159	20,678	16,542
Total Cash Flow from Operations	(76,033)	426,645	723,272	1,021,007	1,339,184	1,621,620	1,850,412
Cash Flow from Investing							
Capital Expenditures (CAPX)	(163,800)	0	0	0	0	0	0
Other	0	0	0	0	0	0	0
Total Cash Flow from Investing	(163,800)	0	0	0	0	0	0
Cash Flow from Financing							
Revolver Issuance / (Repayment)	0	0	0	0	0	0	0
Long-Term Debt Issuance / (Repayment)	0	0	0	0	0	0	0
Paid in Capital	500,000	0	0	0	0	0	0
Drawings (profit share)	0	(401,210)	(720,872)	(1,047,701)	(1,365,878)	(1,644,377)	(1,866,606)
Total Cash Flow from Financing	500,000	(401,210)	(720,872)	(1,047,701)	(1,365,878)	(1,644,377)	(1,866,606)
Total Change in Cash	260,167	25,435	2,400	(26,694)	(26,694)	(22,757)	(16,194)
Beginning Period Cash	0	260,167	285,602	288,001	261,307	234,613	211,856
Ending Period Cash	260,167	285,602	288,001	261,307	234,613	211,856	195,662

Balance Sheet

The balance sheet shows healthy growth of net worth and strong financial position.

Table 10. Balance Sheet, \$

	\$	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7
Assets								
Current Assets								
Cash		260,167	285,602	288,001	261,307	234,613	211,856	195,662
Receivables		77,656	123,594	131,250	168,000	204,750	237,563	263,813
Inventory		47,702	76,651	82,711	105,869	129,028	149,706	166,248
Total Current Assets		385,525	485,847	501,962	535,177	568,391	599,125	625,723
Long Term Assets								
Property Plant & Equipment (PPE), gross		163,800	163,800	163,800	163,800	163,800	163,800	163,800
Accumulated Depreciation of PPE		(10,056)	(20,112)	(30,167)	(40,223)	(50,279)	(60,335)	(70,390)
PP&E, net		153,744	143,688	133,633	123,577	113,521	103,465	93,410
Total Assets		539,270	629,535	635,595	658,754	681,912	702,590	719,132
Liabilities								
Current Liabilities								
Accounts Payable		47,702	76,651	82,711	105,869	129,028	149,706	166,248
Total Current Liabilities		47,702	76,651	82,711	105,869	129,028	149,706	166,248
Long Term Liabilities		0	0	0	0	0	0	0
Total Liabilities		47,702	76,651	82,711	105,869	129,028	149,706	166,248
Equity								
Paid-in Capital/Drawings		500,000	98,790	(622,082)	(1,669,783)	(3,035,661)	(4,680,038)	(6,546,644)
Retained Earnings		(8,433)	454,094	1,174,966	2,222,667	3,588,545	5,232,922	7,099,528
Current Period Retained Earnings		491,567	552,884	552,884	552,884	552,884	552,884	552,884
Total Equity		491,567	552,884	552,884	552,884	552,884	552,884	552,884
Total Liabilities and Equity		539,270	629,535	635,595	658,754	681,912	702,590	719,132

Main Ratios

The return on equity ratio (ROE) measures how much the owner and investors earn for their investment in the company. The higher the ratio percentage, the better return is. In general, financial analysts consider return on equity ratios in the 15-20% range as representing attractive levels of investment quality. As we can see ROE for our project is higher and in average draw up 40%.

Return on assets (ROA) gives an idea as to how efficient management is at using its assets to generate earnings.

Profitability ratios are a class of financial metrics that are used to assess a business's ability to generate earnings as compared to its expenses and other relevant costs incurred during a specific period of time.

Table 11. Main Ratios for five years

Ratio Analysis	Year 2	Year 3	Year 4	Year 5	Avg. (2-5 years)	Avg (3-5 years)
Return on Equity	88.6%	130.4%	189.5%	247.0%	163.9%	189.0%
Return on Assets	79.1%	114.0%	161.9%	203.8%	139.7%	159.9%
Financial Leverage	1.12	1.14	1.17	1.21	1.16	1.18
Correction Factor	1.00	1.00	1.00	1.00	1.00	1.00
Return on Assets						
Return on Sales	18.8%	22.9%	26.0%	27.8%	23.9%	25.6%
Asset turnover	4.21	4.97	6.23	7.33	5.68	6.18
Profitability						
Gross margin	58.5%	58.5%	58.5%	58.5%	58.5%	58.5%
SG&A as % of Sales	24.3%	19.9%	16.6%	14.7%	18.9%	17.1%
Operating Margin	33.8%	38.3%	41.6%	43.6%	39.3%	41.1%



Appendix

PLAN TO OBTAIN LIABILITY INSURANCE

This document highlights how Calyx Berkshire Dispensary ("CBD") plans to obtain Liability Insurance from Wheeler and Taylor Insurance Company located in Pittsfield, MA. We currently have secured a business relationship with Wheeler and Taylor, as they have provided us with our bond sufficient to cover the dismantling and winding down of our Marijuana Establishment.

- Calyx Berkshire Dispensary plans to obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(J)(2) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.
- Reports documenting compliance with 935 CMR 500.105(J) shall be made in a manner and form determined by the Commission pursuant to 935 CMR 500.

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, DONNA NORMAN, (insert name) certify as an authorized representative of Calyx Berkshire Dispensary (insert name of applicant) that the applicant has executed a host community agreement with Great Barrington (insert name of host community) pursuant to G.L.c. 94G § 3(d) on 6/21/18 (insert date).



Signature of Authorized Representative of Applicant

Host Community

I, STEPHEN BANNON, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for GREAT BARRINGTON (insert name of host community) to certify that the applicant and Town of GREAT BARRINGTON (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on June 21, 2018 (insert date).



Signature of Contracting Authority or
Authorized Representative of Host Community



CALYX BERKSHIRE
DISPENSARY

Who are we and what is a Calyx?

We are proud to be a Women owned Cannabis Dispensary
Located at 307 Main Street in Great Barrington, Massachusetts.

The Calyx is the female part of the Cannabis plant.
All flowering plants have calyxes, but the calyxes of female
Cannabis plants are coveted commodities.

*The calyx is the base of the flower
that holds everything together, just like a woman.*

About

Calyx Berkshire Dispensary is a Cannabis retailer

- Our store will be located at 307 Main Street, Great Barrington
- In store sales
- No delivery
- No onsite consumption
- By right, no special permit required. Zoning bylaws were passed at the town meeting in May that allows our store at our location. We are required to go through a site plan review with the planning board. No local licensing required in Great Barrington, only with the State.
- Our location is not within 200 feet of a K-12 school

Security Plan

Our store at 307 Main Street will be fully compliant in accordance with Cannabis Control Commission state regulations. We look forward to sharing our security plan and procedures with the Great Barrington Police Chief and Fire Department.



[Redacted text block]



[Redacted text block]



[Redacted text block]



[Redacted text block]



[Redacted text block]

Diversion Prevention

- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]

No Nuisance

- ▶ We understand the importance of being a good neighbor and being a part of the community. We are dedicated to preserving the integrity of Main Street and will work together with the town to address any concerns.
- ▶ We are providing the town with a Community Impact Fee of 3% of our sales revenue to be used to mitigate any impact we may have.
- ▶ We have a parking lot directly behind our store and have 4 reserved spots.
- ▶ Should we have a line in front of our store, we will manage the line with either buzzers or phone app to enable customers to walk/shop in town.

Positive Impact

- ▶ Jobs – We will provide good paying jobs and will do our best to hire local.
- ▶ Excise Tax – We will remit to the town a 3% tax on all sales of recreational cannabis.
- ▶ Calyx Berkshire will donate at least \$10,000 per year to local non-profit organization
- ▶ We plan on leading through example, transparency, compliance and education
- ▶ Educating customers on the safe and responsible consumption of cannabis is essential to the success of our business.

Women Owned

Encourage small business owners, especially **women**.

In the Cannabis industry, women are making huge strides. There is a sisterhood movement happening throughout the country. I am a member of Women Grow (chapters in 45 cities) which connects, educates, and empowers women in all segments of the cannabis industry.

There's an innate recognition of women's ability to heal. When somebody comes in and needs a compassionate ear, and needs somebody to listen and guide them towards the best cannabis product for them—I think woman's rightful place is as healers.



CALYX BERKSHIRE

DISPENSARY

***We wish to educate, create, and change
the way you think about Cannabis.***

Notice is hereby given that a **Community Outreach Meeting** for a proposed **Marijuana Establishment** is scheduled for **6/25/18 at 6:00pm EST at Fairfield Inn & Suites, located at 249 Stockbridge Road, Great Barrington, MA 01230.** The proposed Retailer is anticipated to be located at 307 Main Street, Great Barrington, MA 01230. There will be an opportunity for the public to ask questions.

6/18/18

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, Donna Norman, (insert name) attest as an authorized representative of D2N2, LLC (DBA, Calyx Berkshire) (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 June 25, 2018 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on June 18, 2018 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on June 15, 2018 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on June 15, 2018 (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.

Attachment (A)

Notice is hereby given that a **Community Outreach Meeting** for a proposed **Marijuana Establishment** is scheduled for **6/25/18 at 6:00pm EST** at **Fairfield Inn & Suites**, located at **249 Stockbridge Road, Great Barrington, MA 01230**. The proposed Retailer is anticipated to be located at **307 Main Street, Great Barrington, MA 01230**. There will be an opportunity for the public to ask questions.
6/18/18



Donna Norman <dnorman@calyxberkshire.com>

Classified Ad Confirmation

2 messages

Attachment (A)

classifieds@newenglandnewspapers.com <classifieds@newenglandnewspapers.com>
 To: dnorman@calyxberkshire.com

Thu, Jun 14, 2018 at 4:17 PM

New England Newspapers, Inc.

The Berkshire Eagle • The Bennington Banner • The Brattleboro Reformer • The Manchester Journal
 75 South Church St., Pittsfield, MA 01201 • (413) 447-7311 • (800) 245-0254

Advertising Receipt

NORMAN, DONNA
 P.O. BOX 343
 OTIS, MA 01253

Cust#:213646
 Ad#:26899
 Phone#:732-546-7488
 Date:06/14/2018

Salesperson: MELODIE SINOPOLI
 1.0 x 16.00

Classification: Public Notices BE

Ad Size:

Advertisement Information:

Description	Start	Stop	Ins.	Cost/Day	Total
Berkshire Eagle	06/18/2018	06/18/2018	1	56.80	56.80

Payment Information:

Date: 06/14/2018 Order#: 26899 Type: CreditCard

Total Amount: 56.80

Tax: 0.00

Total Payments: 56.80

Amount Due: 0.00

Thank you for your business!

Ad Copy

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for 6/25/18 at 6:00pm EST at Fairfield Inn & Suites, located at 249 Stockbridge Road, Great Barrington, MA 01230. The proposed Retailer is anticipated to be located at 307 Main Street, Great Barrington, MA 01230. There will be an opportunity for the public to ask questions.
 6/18/18

26899.pdf
 17K

Donna Norman <dnorman@calyxberkshire.com>
 To: Donna Norman <dnorman@calyxberkshire.com>

Sun, Aug 18, 2019 at 2:03 PM

<https://mail.google.com/mail/u/0?ik=81f18a56c4&view=pt&search=all&permthid=thread-f%3A1603280510472081297&simpl=msg-f%3A160328051047...> 1/2



Attachment (B)

Donna Norman <dnorman@calyxberkshire.com>

Outreach Notice

Donna Norman <dnorman@calyxberkshire.com>

Fri, Jun 15, 2018 at 12:13 PM

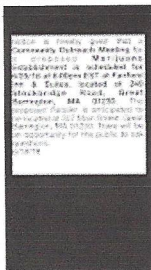
To: Ed Abrahams <EDforGB@gmail.com>, "jtabakin@townofgb.org" <jtabakin@townofgb.org>

Good afternoon Jennifer,

I hope this email finds you well. I have scheduled my Community Outreach Meeting for Monday, June 25th (see notice below which will be in Monday's paper). I have contacted my abutters to inform them of this meeting.

Please confirm receipt of the meeting notice. Have a lovely weekend.

Kind regards,
Donna Norman
Calyx Berkshire



IMG_2231.PNG
290K



Attachment (C)

Donna Norman <dnorman@calyxberkshire.com>

Outreach Notice

Donna Norman <dnorman@calyxberkshire.com>

Fri, Jun 15, 2018 at 11:37 AM

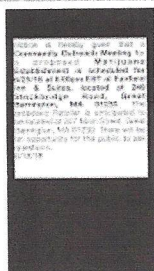
To: "dlarochelle@cainhibbard.com" <dlarochelle@cainhibbard.com>

Good morning Dennis,

Thank you for reaching out to me via my website. I have scheduled my Community Outreach Meeting for Monday, June 25th (see notice below which will be in Monday's paper). If you are unable to attend, I would love to meet you over the next couple of weeks in person to introduce myself.

Please confirm receipt of the meeting notice. Have a lovely weekend.

Kind regards,
Donna Norman
Calyx Berkshire



IMG_2231.PNG
290K



**Town of Great Barrington
Planning Board**

PB SPR 2
Rev. March 2014

Site Plan Review Decision

FOR PLANNING BOARD USE ONLY

INSTRUCTIONS TO PLANNING BOARD

Complete this form to record a Site Plan Review decision of the Planning Board. Sign the form, and make 3 copies of the completed form. File the original with the Town Clerk. File one copy, with attached plans, with the Building Inspector. Send one copy to the Applicant and retain one copy for the Town Planner / Planning Board file.

APPLICATION INFORMATION

Application Number 90-18 Initial Filing Date 11/21/2018

Applicant Name Donna Norman - D2N2, LLC

Site Address 307 Main Street, Great Barrington, MA

Application for: For a marijuana retail establishment per Sections 3.1.4, 7.18, and 10.5 of the Zoning Bylaw, and Site Plan application materials

PLANNING BOARD DECISION

By its vote of 5 in favor and 0 opposed, on 12/13/2018 (date), the Planning Board

- ☐ approved
☒ approved with conditions
☐ denied

The conditions of approval, if any, are as follows:

1. Prior to commencing retail sales operations, the Operator shall submit to the Town Planning Dept. the final License(s) approved / issued by the Massachusetts Cannabis Control Commission.

Certificate of Occupancy. A Certificate of Occupancy shall be issued for this project only if the project has been completed per the approved Site Plan and its conditions, if any.

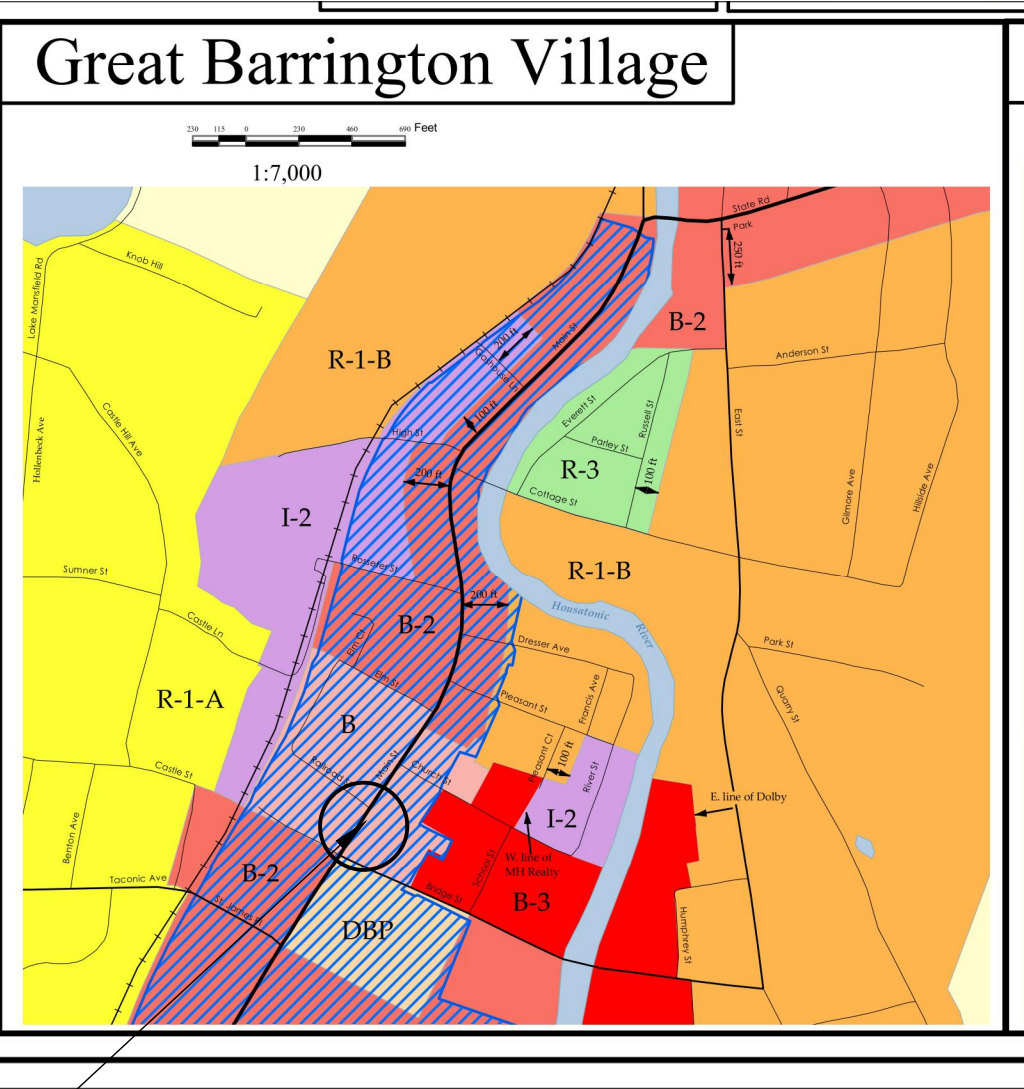
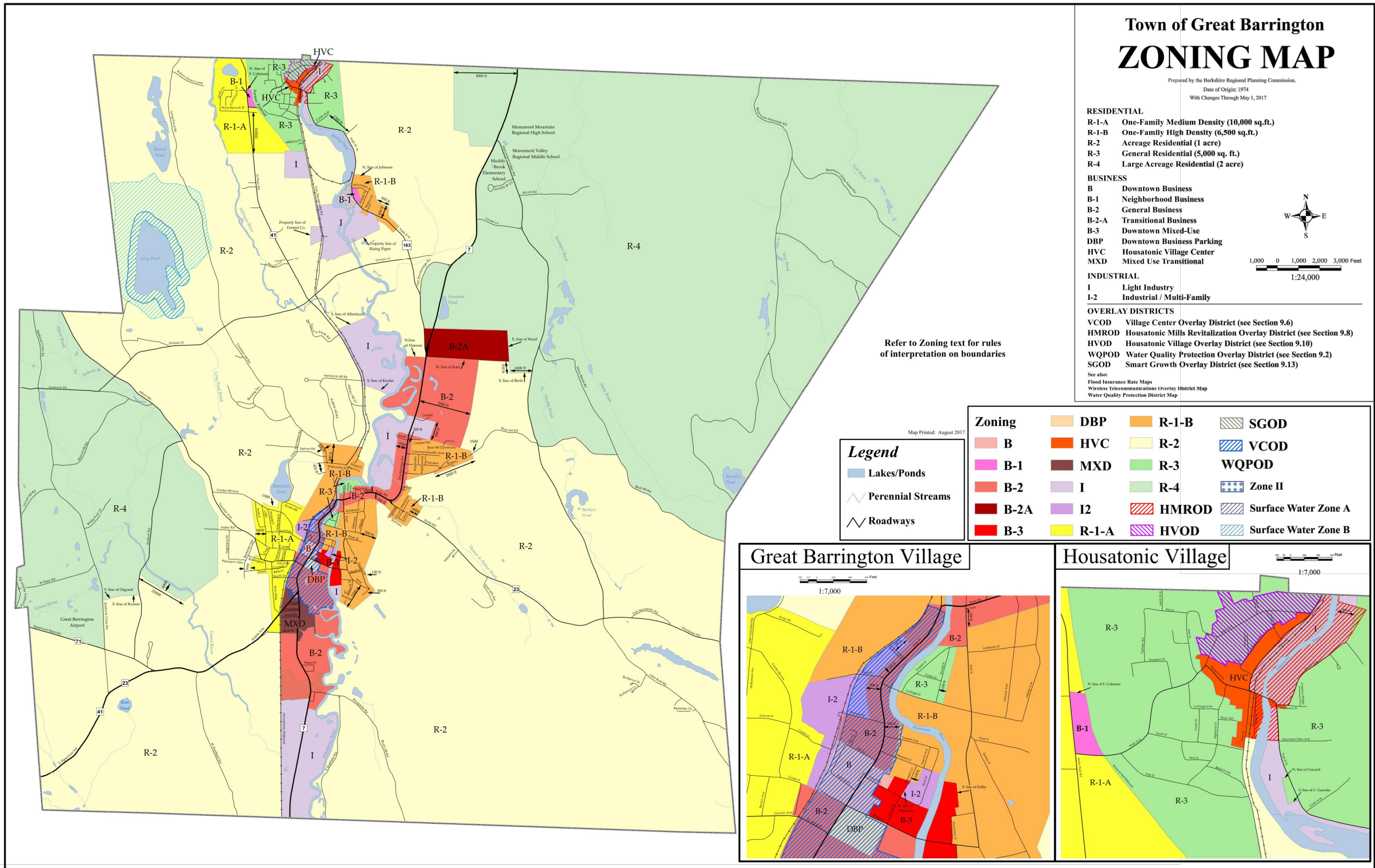
Lapse. The Applicant is hereby notified that, per 10.5.6 of the Zoning Bylaw, Site Plan approval shall lapse after one year from the grant thereof if a substantial use thereof has not sooner commenced except for good cause. Such approval may, for good cause, be extended in writing by the Board upon the written request of the applicant.

Signed

Date 12/17/2018

Title:

Town Planner



Town of Great Barrington Zoning Bylaw

Permitted Use	ZONING DISTRICT ¹																ADDITIONAL APPLICABLE REGULATIONS
	R1A	R1B	R2	R3	R4	B	HVC	B1	B2	B2A	B2X	B3	MXD	I	I2		
C. Office, retail and consumer service establishments																	
(1) Banks and other financial institutions	N	N	N	N	N	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y		
(2) Fast-food eating establishments	N	N	N	N	N	SB	SB	N	SB	N	SB	N	SB	N	N	See also 7.7, 7.9	
(3) Fuel storage and sales, excluding motor vehicle fuel stations	N	N	N	N	N	SB	N	N	SB	N	N	N	SB	SB	SB		
(4) Garages, public	N	N	N	N	N	SB	SB	N	SB	N	SB	SB	SB	SB	SB	See also 9.7	
(5) Garden centers, including associated landscaping services	N	N	N	N	N	Y	Y	N	Y	Y	Y	Y	Y	Y	Y		
(6) General service establishment	N	N	N	N	N	SB	Y	N	Y	N	Y	SB	Y	Y	Y		
(7) Greenhouses, commercial, on less than 5 acres, provided that no heating plant for a greenhouse shall be within 50 feet from any side or rear lot line	N	N	Y	N	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y		
(8) Hotels	N	N	N	N	N	SB	SB	N	SB	SB	SB	SB	SB	SB	SB	See also 7.10	
(9) Institutional administrative offices or planned professional office developments or research centers, provided that in R2 & R4 Districts such uses are subject to special requirements	N	N	SB	N	SB	SB	SB	N	SB	SB	SB	SB	SB	SB	SB	See also 7.13	
(10) Kennel	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	SB	See also 7.17	
(11) Large-scale commercial development	N	N	N	N	N	Y	SB	SB	SB	N	N	SB	N	SB	SB	See also 7.9, 7.12, 9.6	
(12) Lumberyards	N	N	N	N	N	SB	N	N	SB	N	N	SB	SB	SB	SB		
(13) Marijuana Establishment, Retail and Medical Marijuana Treatment Center	N	N	N	N	N	Y	Y	N	Y	N	Y	Y	N	Y	N	See also 7.18.	

SECTION 3.0 USE REGULATIONS

9

PERMITTED USES TABLE – SECTION 3

APPLICATION CONFORMS WITH THE FOLLOWING ZONING AND SITE PLAN REGULATIONS

ZONING DISTRICT

B - BUSINESS, 
VCOD - VILLAGE CENTER OVERLAY DISTRICT

APPLICABLE ZONING SECTIONS

3.0 USE REGULATIONS:
PROPOSED USE ALLOWED AS OF RIGHT (B DISTRICT, VCOD, RETAIL - SECTION 3.0 TABLE OF PERMITTED USES, ITEM 13

7.18 MARIJUANA ESTABLISHMENTS AND MEDICAL MARIJUANA TREATMENT CENTERS

9.6 VILLAGE CENTER OVERLAY DISTRICT

- 9.6.1
1. FOSTERS MIX OF USES
 2. ENCOURAGES PEDESTRIAN ACTIVITY
 3. PRESERVES HISTORIC CHARACTER
 4. ENCOURAGES ECONOMIC REVITALIZATION
 5. PROMOTES MIXED-USE BUILDING

9.6.11 PARKING REQUIREMENTS. PARKING REQUIREMENTS IN SECTION 6.1 DO NOT APPLY IN THE VCOD, EXCEPT AS PROVIDED IN THIS SECTION.

1. FOR PERMITTED USES IN EXISTING BUILDINGS IN THE B DISTRICT, INCLUDING THOSE THAT ARE REMODELED BUT NOT SUBSTANTIALLY EXPANDED, THERE SHALL BE NO OFF-STREET PARKING REQUIRED. NOT APPLY
2. FOR PERMITTED USES IN EXISTING BUILDINGS IN THE OTHER UNDERLYING DISTRICTS THAT ARE NOT SUBSTANTIALLY EXPANDED AS DEFINED IN THIS SECTION, EXCEPT FOR ANY BUILDING GREATER THAN 10,000 SQUARE FEET, PARKING IS REQUIRED AS FOLLOWS: (A) THE SAME NUMBER OF EXISTING OFF-STREET PARKING SPACES MUST BE RETAINED; (B) ADDITIONAL OFF-STREET OR OFF-SITE PARKING IS NOT REQUIRED. NOT APPLY
3. FOR PERMITTED USES IN NEW BUILDINGS OR EXISTING BUILDINGS THAT ARE SUBSTANTIALLY EXPANDED AS DEFINED IN THIS SECTION OR ANY BUILDING GREATER THAN 10,000 SQUARE FEET... NOT APPLY

10.5. SITE PLAN REVIEW
10.5.5 APPROVAL CRITERIA

- ITEMS 1-8 :
1. MINIMIZE THE VOLUME OF CUT AND FILL, THE NUMBER OF REMOVED TREES 6" CALIPER OR LARGER, THE LENGTH OF REMOVED STONE WALLS, THE AREA OF WEED AND VEGETATION DISPLACED, THE EXTENT OF STORMWATER FLOW INCREASE FROM THE SITE, SOIL EROSION, AND THREAT OF AIR AND WATER POLLUTION. MOSTLY NOT APPLICABLE OR MINIMUM IMPACT. LANDSCAPE IMPROVEMENTS ARE PROPOSED.
 2. MAXIMIZE ACCESSIBILITY AND PEDESTRIAN AND VEHICULAR SAFETY, BOTH ON THE SITE AND ACCESSING AND EXITING THE SITE. (AMENDED 5-1-17 ATM, ART. 17) SITE FULLY ACCESSIBLE. PARKING LINES TO BE PROVIDED INCLUDING HC
 3. MINIMIZE OBSTRUCTION OF SCENIC VIEWS FROM PUBLICLY ACCESSIBLE LOCATIONS. HELPED BY REMOVAL OF EXTERIOR COOLER AND NEW FENCING CLOSER TO BUILDING
 4. MINIMIZE VISUAL INTRUSION BY CONTROLLING THE VISIBILITY OF PARKING, STORAGE, OR OTHER OUTDOOR SERVICE AREAS VIEWED FROM PUBLIC WAYS OR PREMISES RESIDENTIALLY USED OR ZONED. NOT APPLICABLE
 5. MINIMIZE GLARE FROM HEADLIGHTS, MINIMIZE LIGHT GLARE INTO THE NIGHT SKY, AND MINIMIZE OVERSPILL INTO ADJACENT PROPERTIES. "DARK SKY" COMPLAINT FIXTURES PROPOSED
 6. MINIMIZE UNREASONABLE DEPARTURE FROM THE CHARACTER, MATERIALS, AND SCALE OF BUILDINGS IN THE VICINITY, AS VIEWED FROM PUBLIC WAYS AND PLACES. MATERIALS PROPOSED DO NOT DEPART FROM CHARACTER OR SCALE OF CONTEXT
 7. MINIMIZE CONTAMINATION OF GROUNDWATER FROM ON-SITE WASTE-WATER DISPOSAL SYSTEMS OR OPERATIONS ON THE PREMISES INVOLVING THE USE, STORAGE, HANDLING, OR CONTAINMENT OF HAZARDOUS SUBSTANCES. NOT APPLICABLE
 8. ENSURE COMPLIANCE WITH THE PROVISIONS OF THIS ZONING BYLAW, INCLUDING PARKING AND LANDSCAPING. WILL COMPLY

7.18 MARIJUANA ESTABLISHMENTS AND MEDICAL MARIJUANA TREATMENT CENTERS

7.18.1 Purposes. To provide for the placement of Marijuana Establishments and Medical Marijuana Treatment Centers in recognition of and accordance with G.L.c.94I, Medical Use of Marijuana, and G.L. c.94G, Regulation of the Use and Distribution of Marijuana Not Medically Prescribed, in suitable locations in Great Barrington, in order to minimize potential adverse impacts of such facilities.

7.18.2 Definitions. Terms are defined in Section 11 and in the applicable governing statutes and regulations, including said chapters 94I and 94G of the General Laws and the regulations of the Cannabis Control Commission.

7.18.3 Site Plan Review Required. All proposed Marijuana Establishments and Medical Marijuana Treatment Centers shall be subject to Planning Board Site Plan Review as set forth in Section 10.5.

7.18.4 Locational Requirements. Marijuana Establishments may be located in accordance with Section 3.1.4, Table of Use Regulations, except as follows:

1. No Marijuana Establishment or Medical Marijuana Treatment Center may be located closer than 200 feet from a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12.
2. The distance in paragraph 1 is to be measured in a straight line from the nearest point of the property line of the proposed Marijuana Establishment or Medical Marijuana Treatment Center and the nearest point of the property line of the protected uses stated above in paragraph 1.
3. The Selectboard may, by special permit pursuant to Section 10.4, authorize a deviation from this distance requirement if it finds the Marijuana Establishment or Medical Marijuana Treatment Center will not be detrimental to a protected use.
4. Other types of marijuana establishments licensed by the Massachusetts Cannabis Control Commission may be permitted in accordance with the appropriate use category in the Table of Use Regulations.

7.18.5 Physical Requirements. In addition to pertinent requirements of implementing regulations of the Massachusetts Cannabis Control Commission, Marijuana Establishments and Medical Marijuana Treatment Centers shall comply with the following:

1. All aspects of a Marijuana Establishment or Medical Marijuana Treatment Center relative to the acquisition, cultivation, possession, processing, sales, distribution, dispensing, or administration of marijuana, products containing marijuana, marijuana accessories, related supplies, or educational materials shall take place at a fixed location within a fully enclosed building or fenced area dedicated to the cultivation of marijuana and shall not be visible from the exterior of the business.
2. No unprotected storage of marijuana, related supplies, or educational materials is permitted.
3. Marijuana not grown inside a securable structure shall be enclosed within a six (6) foot fence, and inasmuch as possible the plants shall be screened from view, at grade, from a public way or from a protected use.
4. No outdoor cultivation of marijuana shall be allowed within fifty (50) feet of any property line.

7.18.6 Use Regulations. In addition to pertinent requirements of implementing regulations of the Massachusetts Cannabis Control Commission, Marijuana Establishments and Medical Marijuana Treatment Centers shall comply with the following:

1. Uses under this Section may only consist of the uses and activities permitted by their definition as limited by state law.
2. No marijuana shall be smoked, eaten or otherwise consumed or ingested on the premises, unless specifically authorized by the Town pursuant to G.L. 94G.
3. Retail sales of marijuana products and opening of the premises to the public shall not occur earlier than 8:00 AM or later than 11:00 PM.
4. Additional regulations may be imposed as Site Plan Review or Special Permit conditions.

7.18.7 Submittal Requirements. Above and beyond the standard application for Site Plan Review, an application under this section shall include the following:

1. Copies of all required Marijuana Establishment or Medical Marijuana Treatment Center licenses or registrations issued to the applicant by the Commonwealth of Massachusetts and any of its agencies for the facility;
2. Evidence that the applicant has site control and the right to use the site for a facility in the form of a deed, valid lease, or purchase and sale agreement, and a signed statement from the property owner;
3. In addition to what is normally required in a site plan pursuant to Section 10.5, submittal shall also include details showing all signage, exterior proposed security measures for the premises, including cameras, lighting, fencing, gates and alarms, etc. ensuring the safety of employees and patrons and to protect the premises from theft or other criminal activity

7.18.8 Discontinuance of Use
1. Any Marijuana Establishment or Medical Marijuana Treatment Center permitted under this section shall be required to remove all material, plants, equipment and other paraphernalia in compliance with implementing regulations of the Cannabis Control Commission prior to expiration of its operating license or permit issued by the Commonwealth of Massachusetts or immediately following revocation or voiding of such license or permit.



Architect
Housatonic Architectural Services, LLC
Diego Gutierrez, Architect
PO Box 287
Housatonic MA 01236
413-854-8955
housyarch@outlook.com

Interior Design
WILLIAM CALICARI
INTERIOR DESIGN
85 MAIN STREET
GREAT BARRINGTON, MA 01230
TEL: 413.528.5659 FAX: 413.528.5014
WWW.WILLIAMCALICARI.COM

Owner
D2N2, LLC
PO Box 343,
Otis, MA 01253
Donna Norman, Owner

Project
CALYX BERKSHIRE
DISPENSARY
307 Main Street
Great Barrington, MA 01230

SHEET NAME
Title Sheet
Project Narrative, List of Drawings
Locus, Aerial and Site Plan

REV
DATE
29 NOV 2018
SCALE

As Noted

SHEET
Z1.0

Operating Agreement

D2N2, LLC, a Massachusetts Limited Liability Company

THIS OPERATING AGREEMENT of D2N2, LLC (the "Company") is entered into as of the date set forth on the signature page of this Agreement by each of the Members listed on Exhibit A of this Agreement.

A. The Members have formed the Company as a Massachusetts limited liability company under the Limited Liability Company Act. The purpose of the Company is to conduct any lawful business for which limited liability companies may be organized under the laws of the commonwealth of Massachusetts. The Members hereby adopt and approve the articles of organization of the Company filed with the Massachusetts State Secretary.

B. The Members enter into this Agreement to provide for the governance of the Company and the conduct of its business, and to specify their relative rights and obligations.

ARTICLE 1: DEFINITIONS

Capitalized terms used in this Agreement have the meanings specified in this Article 1 or elsewhere in this Agreement and if not so specified, have the meanings set forth in the Limited Liability Company Act.

"Agreement" means this Operating Agreement of the Company, as may be amended from time to time.

"Capital Account" means, with respect to any Member, an account consisting of such Member's Capital Contribution, (1) increased by such Member's allocated share of income and gain, (2) decreased by such Member's share of losses and deductions, (3) decreased by any distributions made by the Company to such Member, and (4) otherwise adjusted as required in accordance with applicable tax laws.

"Capital Contribution" means, with respect to any Member, the total value of (1) cash and the fair market value of property other than cash and (2) services that are contributed and/or agreed to be contributed to the Company by such Member, as listed on Exhibit A, as may be updated from time to time according to the terms of this Agreement.

"Exhibit" means a document attached to this Agreement labeled as "Exhibit A," "Exhibit B," and so forth, as such document may be amended, updated, or replaced from time to time according to the terms of this Agreement.

"Member" means each Person who acquires Membership Interest pursuant to this Agreement. The Members are listed on Exhibit A, as may be updated from time to time according to the terms of this Agreement. Each Member has the rights and obligations specified in this Agreement.

"Membership Interest" means the entire ownership interest of a Member in the Company at any particular time, including the right to any and all benefits to which a Member may be entitled as provided in this Agreement and under the Limited Liability Company Act, together with the obligations of the Member to comply with all of the terms and provisions of this Agreement.

"Ownership Interest" means the Percentage Interest or Units, as applicable, based on the manner in which relative ownership of the Company is divided.

"Percentage Interest" means the percentage of ownership in the Company that, with respect to each Member, entitles the Member to a Membership Interest and is expressed as either:

A. If ownership in the Company is expressed in terms of percentage, the percentage set forth opposite the name of each Member on Exhibit A, as may be adjusted from time to time pursuant to this Agreement; or

B. If ownership in the Company is expressed in Units, the ratio, expressed as a percentage, of:

(1) the number of Units owned by the Member (expressed as "MU" in the equation below) divided by

- (2) the total number of Units owned by all of the Members of the Company (expressed as "TU" in the equation below).

$$\text{Percentage Interest} = \frac{MU}{TU}$$

"Person" means an individual (natural person), partnership, limited partnership, trust, estate, association, corporation, limited liability company, or other entity, whether domestic or foreign.

"Units" mean, if ownership in the Company is expressed in Units, units of ownership in the Company, that, with respect to each Member, entitles the Member to a Membership Interest which, if applicable, is expressed as the number of Units set forth opposite the name of each Member on Exhibit A, as may be adjusted from time to time pursuant to this Agreement.

ARTICLE 2: CAPITAL CONTRIBUTIONS, ADDITIONAL MEMBERS, CAPITAL ACCOUNTS AND LIMITED LIABILITY

2.1 Initial Capital Contributions. The names of all Members and each of their respective addresses, initial Capital Contributions, and Ownership Interests must be set forth on Exhibit A. Each Member has made or agrees to make the initial Capital Contribution set forth next to such Member's name on Exhibit A to become a Member of the Company.

2.2 Subsequent Capital Contributions. Members are not obligated to make additional Capital Contributions unless unanimously agreed by all the Members. If subsequent Capital Contributions are unanimously agreed by all the Members in a consent in writing, the Members may make such additional Capital Contributions on a pro rata basis in accordance with each Member's respective Percentage Interest or as otherwise unanimously agreed by the Members.

2.3 Additional Members.

A. With the exception of a transfer of interest (1) governed by Article 7 of this Agreement or (2) otherwise expressly authorized by this Agreement, additional Persons may become Members of the Company and be issued additional Ownership Interests only if approved by and on terms determined by a unanimous written agreement signed by all of the existing Members.

B. Before a Person may be admitted as a Member of the Company, that Person must sign and deliver to the Company the documents and instruments, in the form and containing the information required by the Company, that the Members deem necessary or desirable. Membership Interests of new Members will be allocated according to the terms of this Agreement.

2.4 Capital Accounts. Individual Capital Accounts must be maintained for each Member, unless (a) there is only one Member of the Company and (b) the Company is exempt according to applicable tax laws. Capital Accounts must be maintained in accordance with all applicable tax laws.

2.5 Interest. No interest will be paid by the Company or otherwise on Capital Contributions or on the balance of a Member's Capital Account.

2.6 Limited Liability; No Authority. A Member will not be bound by, or be personally liable for, the expenses, liabilities, debts, contracts, or obligations of the Company, except as otherwise provided in this Agreement or as required by the Limited Liability Company Act. Unless expressly provided in this Agreement, no Member, acting alone, has any authority to undertake or assume any obligation, debt, or responsibility, or otherwise act on behalf of, the Company or any other Member.

ARTICLE 3: ALLOCATIONS AND DISTRIBUTIONS

3.1 Allocations. Unless otherwise agreed to by the unanimous consent of the Members any income, gain, loss, deduction, or credit of the Company will be allocated for accounting and tax purposes on a pro rata basis in proportion to the respective Percentage Interest held by each Member and in compliance with applicable tax laws.

3.2 Distributions. The Company will have the right to make distributions of cash and property to the Members on a pro rata basis in proportion to the respective Percentage Interest held by each Member. The timing and amount of distributions will be determined by the Members in accordance with the Limited Liability Company Act.

3.3 Limitations on Distributions. The Company must not make a distribution to a Member if, after giving effect to the distribution:

A. The Company would be unable to pay its debts as they become due in the usual course of business; or

B. The fair value of the Company's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Company were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of Members, if any, whose preferential rights are superior to those of the Members receiving the distribution.

ARTICLE 4: MANAGEMENT

4.1 Management.

A. **Generally.** Subject to the terms of this Agreement and the Limited Liability Company Act, the business and affairs of the Company will be managed by the Members.

B. **Approval and Action.** Unless greater or other authorization is required pursuant to this Agreement or under the Limited Liability Company Act for the Company to engage in an activity or transaction, all activities or transactions must be approved by the Members, to constitute the act of the Company or serve to bind the Company. With such approval, the signature of any Members authorized to sign on behalf of the Company is sufficient to bind the Company with respect to the matter or matters so approved. Without such approval, no Members acting alone may bind the Company to any agreement with or obligation to any third party or represent or claim to have the ability to so bind the Company.

C. **Certain Decisions Requiring Greater Authorization.** Notwithstanding clause B above, the following matters require unanimous approval of the Members in a consent in writing to constitute an act of the Company:

- (i) A material change in the purposes or the nature of the Company's business;
- (ii) With the exception of a transfer of interest governed by Article 7 of this Agreement, the admission of a new Member or a change in any Member's Membership Interest, Ownership Interest, Percentage Interest, or Voting Interest in any manner other than in accordance with this Agreement;
- (iii) The merger of the Company with any other entity or the sale of all or substantially all of the Company's assets; and

- (iv) The amendment of this Agreement.

4.2 Officers. The Members are authorized to appoint one or more officers from time to time. The officers will have the titles, the authority, exercise the powers, and perform the duties that the Members determine from time to time. Each officer will continue to perform and hold office until such time as (a) the officer's successor is chosen and appointed by the Members; or (b) the officer is dismissed or terminated by the Members, which termination will be subject to applicable law and, if an effective employment agreement exists between the officer and the Company, the employment agreement. Subject to applicable law and the employment agreement (if any), each officer will serve at the direction of Members, and may be terminated, at any time and for any reason, by the Members.

ARTICLE 5: ACCOUNTS AND ACCOUNTING

5.1 Accounts. The Company must maintain complete accounting records of the Company's business, including a full and accurate record of each Company transaction. The records must be kept at the Company's principal executive office and must be open to inspection and copying by Members during normal business hours upon reasonable notice by the Members wishing to inspect or copy the records or their authorized representatives, for purposes reasonably related to the Membership Interest of such Members. The costs of inspection and copying will be borne by the respective Member.

5.2 Records. The Members will keep or cause the Company to keep the following business records.

- (i) An up to date list of the Members, each of their respective full legal names, last known business or residence address, Capital Contributions, the amount and terms of any agreed upon future Capital Contributions, and Ownership Interests, and Voting Interests;
- (ii) A copy of the Company's federal, state, and local tax information and income tax returns and reports, if any, for the six most recent taxable years;
- (iii) A copy of the articles of organization of the Company, as may be amended from time to time ("Articles of Organization"); and

- (iv) An original signed copy, which may include counterpart signatures, of this Agreement, and any amendments to this Agreement, signed by all then-current Members.

5.3 Income Tax Returns. Within 45 days after the end of each taxable year, the Company will use its best efforts to send each of the Members all information necessary for the Members to complete their federal and state tax information, returns, and reports and a copy of the Company's federal, state, and local tax information or income tax returns and reports for such year.

5.4 Subchapter S Election. The Company may, upon unanimous consent of the Members, elect to be treated for income tax purposes as an S Corporation. This designation may be changed as permitted under the Internal Revenue Code Section 1362(d) and applicable Regulations.

5.5 Tax Matters Member. Anytime the Company is required to designate or select a tax matters partner or partnership representative, pursuant to Section 6223 of the Internal Revenue Code and any regulations issued by the Internal Revenue Service, the Members must designate one of the Members as the tax matters partner or partnership representative of the Company and keep such designation in effect at all times.

5.6 Banking. All funds of the Company must be deposited in one or more bank accounts in the name of the Company with one or more recognized financial institutions. The Members are authorized to establish such accounts and complete, sign, and deliver any banking resolutions reasonably required by the respective financial institutions in order to establish an account.

ARTICLE 6: MEMBERSHIP - VOTING AND MEETINGS

6.1 Members and Voting Rights. The Members have the right and power to vote on all matters with respect to which the Articles of Organization, this Agreement, or the Limited Liability Company Act requires or permits. Unless otherwise stated in this Agreement (for example, in Section 4.1(c)) or required under the Limited Liability Company Act, the vote of the Members holding at least a majority of the Voting Interest of the Company is required to approve or carry out an action.

6.2 Meetings of Members. Annual, regular, or special meetings of the Members are not required but may be held at such time and place as the Members deem necessary or desirable for the reasonable management of the Company. A written notice

setting forth the date, time, and location of a meeting must be sent within a reasonable period of time before the date of the meeting to each Member entitled to vote at the meeting. A Member may waive notice of a meeting by sending a signed waiver to the Company's principal executive office or as otherwise provided in the Limited Liability Company Act. In any instance in which the approval of the Members is required under this Agreement, such approval may be obtained in any manner permitted by the Limited Liability Company Act, including by conference call or similar communications equipment. Any action that could be taken at a meeting may be approved by a consent in writing that describes the action to be taken and is signed by Members holding the minimum Voting Interest required to approve the action. If any action is taken without a meeting and without unanimous written consent of the Members, notice of such action must be sent to each Member that did not consent to the action.

ARTICLE 7: WITHDRAWAL AND TRANSFERS OF MEMBERSHIP INTERESTS

7.1 Withdrawal. Members may withdraw from the Company prior to the dissolution and winding up of the Company (a) by transferring or assigning all of their respective Membership Interests pursuant to Section 7.2 below, or (b) if all of the Members unanimously agree in a written consent. Subject to the provisions of Article 3, a Member that withdraws pursuant to this Section 7.1 will be entitled to a distribution from the Company in an amount equal to such Member's Capital Account.

7.2 Restrictions on Transfer; Admission of Transferee. A Member may not transfer any Membership Interests, whether now owned or later acquired, unless Members holding all of the Percentage Interests not subject to transfer consent to such transfer. A person may acquire Membership Interests directly from the Company upon the written consent of all Members. A Person that acquires Membership Interests in accordance with this Section 7.2 will be admitted as a Member of the Company only after the requirements of Section 2.3(b) are complied with in full.

ARTICLE 8: DISSOLUTION

8.1 Dissolution. The Company will be dissolved upon the first to occur of the following events:

- (i) The vote of the Members holding at least a majority of the Voting Interest of the Company to dissolve the Company;

- (ii) Entry of a decree of judicial dissolution under Section 44 of the Massachusetts Limited Liability Company Act;
- (iii) At any time that there are no Members, unless and provided that the Company is not otherwise required to be dissolved and wound up, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining Member, the legal representative of the last remaining Member agrees in writing to continue the Company and (i) to become a Member; or (ii) to the extent that the last remaining Member assigned its interest in the Company, to cause the Member's assignee to become a Member of the Company, effective as of the occurrence of the event that terminated the continued membership of the last remaining Member;
- (iv) The sale or transfer of all or substantially all of the Company's assets;
- (v) A merger or consolidation of the Company with one or more entities in which the Company is not the surviving entity.

8.2 No Automatic Dissolution Upon Certain Events. Unless otherwise set forth in this Agreement or required by applicable law, the death, incapacity, disassociation, bankruptcy, or withdrawal of a Member will not automatically cause a dissolution of the Company.

ARTICLE 9: INDEMNIFICATION

9.1 Indemnification. The Company has the power to defend, indemnify, and hold harmless any Person who was or is a party, or who is threatened to be made a party, to any Proceeding (as that term is defined below) by reason of the fact that such Person was or is a Member, officer, employee, representative, or other agent of the Company, or was or is serving at the request of the Company as a director, Governor, officer, employee, representative or other agent of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise (each such Person is referred to as a "Company Agent"), against Expenses (as that term is defined below), judgments, fines, settlements, and other amounts (collectively, "Damages") to the maximum extent now or hereafter permitted under Massachusetts law. "Proceeding," as used in this Article 9, means any threatened, pending, or completed action, proceeding, individual claim or matter within a proceeding, whether civil, criminal,

administrative, or investigative. "Expenses," as used in this Article 9, includes, without limitation, court costs, reasonable attorney and expert fees, and any expenses incurred relating to establishing a right to indemnification, if any, under this Article 9.

9.2 Mandatory. The Company must defend, indemnify and hold harmless a Company Agent in connection with a Proceeding in which such Company Agent is involved if, and to the extent, Massachusetts law requires that a limited liability company indemnify a Company Agent in connection with a Proceeding.

9.3 Expenses Paid by the Company Prior to Final Disposition. Expenses of each Company Agent indemnified or held harmless under this Agreement that are actually and reasonably incurred in connection with the defense or settlement of a Proceeding may be paid by the Company in advance of the final disposition of a Proceeding if authorized by a vote of the Members that are not seeking indemnification holding a majority of the Voting Interests (excluding the Voting Interest of the Company Agent seeking indemnification). Before the Company makes any such payment of Expenses, the Company Agent seeking indemnification must deliver a written undertaking to the Company stating that such Company Agent will repay the applicable Expenses to the Company unless it is ultimately determined that the Company Agent is entitled or required to be indemnified and held harmless by the Company (as set forth in Sections 9.1 or 9.2 above or as otherwise required by applicable law).

ARTICLE 10: GENERAL PROVISIONS

10.1 Notice. (a) Any notices (including requests, demands, or other communications) to be sent by one party to another party in connection with this Agreement must be in writing and delivered personally, by reputable overnight courier, or by certified mail (or equivalent service offered by the postal service from time to time) to the following addresses or as otherwise notified in accordance with this Section: (i) if to the Company, notices must be sent to the Company's principal executive office; and (ii) if to a Member, notices must be sent to the Member's last known address for notice on record. (b) Any party to this Agreement may change its notice address by sending written notice of such change to the Company in the manner specified above. Notice will be deemed to have been duly given as follows: (i) upon delivery, if delivered personally or by reputable overnight carrier or (ii) five days after the date of posting if sent by certified mail.

10.2 Entire Agreement; Amendment. This Agreement along with the Articles of Organization (together, the "Organizational Documents"), constitute the entire

agreement among the Members and replace and supersede all prior written and oral understandings and agreements with respect to the subject matter of this Agreement, except as otherwise required by the Limited Liability Company Act. There are no representations, agreements, arrangements, or undertakings, oral or written, between or among the Members relating to the subject matter of this Agreement that are not fully expressed in the Organizational Documents. This Agreement may not be modified or amended in any respect, except in a writing signed by all of the Members, except as otherwise required or permitted by the Limited Liability Company Act.

10.3 Governing Law; Severability. This Agreement will be construed and enforced in accordance with the laws of the commonwealth of Massachusetts. If any provision of this Agreement is held to be unenforceable by a court of competent jurisdiction for any reason whatsoever, (i) the validity, legality, and enforceability of the remaining provisions of this Agreement (including without limitation, all portions of any provisions containing any such unenforceable provision that are not themselves unenforceable) will not in any way be affected or impaired thereby, and (ii) to the fullest extent possible, the unenforceable provision will be deemed modified and replaced by a provision that approximates the intent and economic effect of the unenforceable provision and the Agreement will be deemed amended accordingly.

10.4 Further Action. Each Member agrees to perform all further acts and execute, acknowledge, and deliver any documents which may be reasonably necessary, appropriate, or desirable to carry out the provisions of this Agreement.

10.5 No Third Party Beneficiary. This Agreement is made solely for the benefit of the parties to this Agreement and their respective permitted successors and assigns, and no other Person or entity will have or acquire any right by virtue of this Agreement. This Agreement will be binding on and inure to the benefit of the parties and their heirs, personal representatives, and permitted successors and assigns.

10.6 Incorporation by Reference. The recitals and each appendix, exhibit, schedule, and other document attached to or referred to in this Agreement are hereby incorporated into this Agreement by reference.

10.7 Counterparts. This Agreement may be executed in any number of counterparts with the same effect as if all of the Members signed the same copy. All counterparts will be construed together and will constitute one agreement.

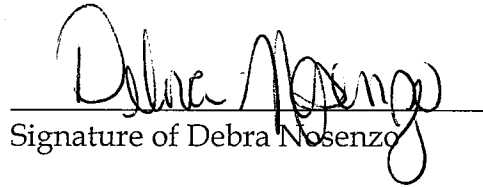
[Remainder Intentionally Left Blank.]

IN WITNESS WHEREOF, the parties have executed or caused to be executed this Operating Agreement and do each hereby represent and warrant that their respective signatory, whose signature appears below, has been and is, on the date of this Agreement, duly authorized to execute this Agreement.

Dated: 12-26-18

A handwritten signature in cursive script, appearing to read "Donna Norman", written over a horizontal line.

Signature of Donna Norman

A handwritten signature in cursive script, appearing to read "Debra Nosenzo", written over a horizontal line.

Signature of Debra Nosenzo

EXHIBIT A
MEMBERS

The Members of the Company and their respective addresses, Capital Contributions, and Ownership Interests are set forth below. The Members agree to keep this Exhibit A current and updated in accordance with the terms of this Agreement, including, but not limited to, Sections 2.1, 2.3, 2.4, 7.1, 7.2, and 10.1.

Members	Capital Contribution	Percentage Interest
Donna Norman Address: 123 Sequena Drive Otis, Massachusetts 01253	\$250,000.00	50%
Debra Nosenzo Address: 123 Sequena Drive Otis, Massachusetts 01253	\$250,000.00	50%

EXHIBIT B
OFFICERS

Officers of the Company are set forth below.

Name of Officer

Donna Norman

Debra Nosenzo

Title

Chief Executive Officer

Chief Financial Officer



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

mass.gov/dor

Letter ID: L0809645696
Notice Date: December 5, 2018
Case ID: 0-000-414-211



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



DONNA NORMAN
D2N2, LLC
123 SEQUENA DR
OTIS MA 01253-6926

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, D2N2, LLC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 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



William Francis Galvin
Secretary of the Commonwealth

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

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **DONNA NORMAN, DEBRA NOSENZO RN**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **DONNA NORMAN, DEBRA NOSENZO RN**

I also certify that the names of all managers listed in the most recent filing are: **DONNA NORMAN, DEBRA NOSENZO RN**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

in accordance with the provisions of Massachusetts General Laws Chapter 156C on January 30, 2017.

D2N2, LLC

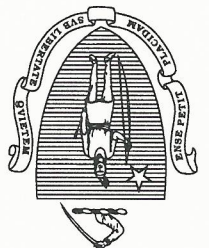
I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

TO WHOM IT MAY CONCERN:

November 1, 2018

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

William Francis Galvin
Secretary of the
Commonwealth



[Emergency Contact Listing](#)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Chief Chief William Walsh Jr.

Great Barrington Police Dept

413-528-0306 (911)

Fire Chief Charles Burger

Great Barrington Fire Dept

413-528-0788 (911)

[REDACTED]

[REDACTED]

[REDACTED]

Overview of Personnel Policies Including Background Checks

Calyx Berkshire Dispensary ("CBD") will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. CBD will keep, at a minimum, the following personnel records:

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

Written Policies

CBD's written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et. Seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, and compliance hotline.

Standard Employment Practices

Calyx Berkshire Dispensary values the contributions of its management and staff positions. CBD will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and developing a culture that values a diversity proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement

The organization will be structured in a relatively flat manner, with promotional opportunities available to agents. Participation in training and bi-annual performance evaluations will be implemented and critical to any promotions or pay increases.

Investigations

CBD will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to comply with 935 CMR 500.000 et. seq.

Designated Outside Counsel

CBD may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve months after termination of the agent's affiliation with CBD and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);

- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

Hiring and Recruitment

CBD's Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or whether specific positions need to be created in response to company needs. CBD's hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:

- Equal Employment Opportunity Commission (EEOC) Compliance;
- CBD's Diversity Plan and Community Initiatives;
- CBD's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- State and Federal Minimum Wage Requirements; and
- Non-Disclosure and Non-Complete Agreements

Standards of Conduct

CBD is committed to maintaining an environment conducive to the health and well-being of consumers and agents. It is CBD's mission to provide a professional workplace free from harassment and discrimination for agents. CBD will not tolerate harassment or discrimination based on sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination based on any protected trait or characteristic is contrary to CBD's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;

- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Agents are expected to maintain the highest degree of professional behavior. All harassment or discrimination by agents is strictly prohibited. Further, harassing or discriminatory behavior of non-agents directed at CBD agents or consumers also is condemned and will be promptly addressed.

Violence and Weapons in the Workplace

Any and all acts of violence in the workplace will result in immediate dismissal of the agent, consumer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted on site by agents, consumers, or other parties. Agents found carrying weapons on CBD property will be immediately terminated. Consumers found carrying weapons on the premises will be asked to leave and the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

The required Uniform attire for registered agents at CBD varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Business Hours for Calyx Berkshire Dispensary

Monday:	10:00am – 8:00pm
Tuesday:	10:00am – 8:00pm
Wednesday:	10:00am – 8:00pm
Thursday:	10:00am – 8:00pm
Friday:	10:00am – 8:00pm
Saturday:	10:00am – 8:00pm
Sunday:	10:00am – 8:00pm

Job Classifications

Positions at CBD are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the Chief Executive Officer is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

Mandatory Meetings and Community Service Requirement

There will be a mandatory reoccurring company-wide meeting on a monthly basis. All required personnel will be notified of their required attendance. Certain personnel, such as house-keeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Calyx Berkshire Dispensary requires each of its agents to complete 8 hours of community service annually. Employees are reminded monthly about their Community Service Requirement by the HR Director. When a CBD agent completes community service, they must fill out the Community Service form before submitting it to HR for recordkeeping.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at 6-month intervals thereafter. A written synopsis must be provided to, and signed by, the agent under review. Reviews must be retained in each agent's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the agent's overall performance.

Leave Policies

CBD leave policies will comply with all state and federal statutes. All full-time agents will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least 2 weeks in advance and approved by the agent's department manager. CBD will determine which holidays will be observed and which departments will not be required to work. CBD will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

CBD anticipates observing the following holidays:

- New Year's Day;
- Thanksgiving
- Christmas Day

Disciplinary Policies and Procedures

Calyx Berkshire Dispensary's discipline policies and procedures are designed to provide a structured corrective action process to prevent and improve a recurrence of undesirable behavior and/or performance issues. The steps outlined below of CBD's discipline policy and procedure have been designed consistent with CBD's organizational values, best practices, and employment laws.

CBD reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on CBD's organization.

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an agent to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the agent the nature of the problem or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of a Step 1 meeting. The agent will be asked to sign the written documentation. The agent's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, CBD recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager will meet with the agent and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the agent of his or her continued failure to meet performance and/or conduct expectations. A formal performance improvement plan ("PIP") requiring the agent's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the agent may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the written warning.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the agent from the workplace. When immediate action is necessary to ensure the safety of the agent or others, the immediate supervisor may suspend the agent pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, the agent may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws.

Nonexempt/hourly agents may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt agents is reserved for serious workplace safety or conduct issues. The Human Resources Director will provide guidance so that the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the agents if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, CBD will try to exercise the progressive nature of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, CBD reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, agents may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Director and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding agent discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between CBD and its agents.

Appeal Process

Agents will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the agent performance and/or conduct issues while allowing for an equitable solution.

If the agent does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

The agent will be provided copies of all progressive discipline documentation, including all performance improvement plans. The agent will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the agent's official personnel record.

Separation of Employment

Separation of employment can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an agent separates from CBD, his or her supervisor must contact the Human Resources Director to schedule an exit interview, typically to take place on agent's last workday.

Types of Separation

1. Resignation

Resignation is a voluntary act initiated by the agent to end employment with CBD. The agent must provide a minimum of two weeks' notice prior to resignation. If an agent does not provide advance notice or fails to actually work the remaining two weeks, the agent will be ineligible for rehire and will not receive accrued benefits. The resignation date must not fall on the day after a holiday.

2. Retirement

An agent who wishes to retire is required to notify his or her department director and the Human Resources Director in writing at least one month before planned retirement date. It is the practice of CBD to give special recognition to agents at the time of their retirement.

3. Job Abandonment

An agent who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the agent's normal shift on the second day. The department manager will notify the Human Resources Director at the expiration of the second workday and initiate the paperwork to terminate the agent. Agents who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire.

4. Termination

Agents of CBD are employed on an at-will basis, and the company retains the right to terminate an agent at any time.

5. Reduction in Workforce

An agent may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Agents who are laid off may not appeal the layoff decision through the appeal process.

6. Release

Release is the end of temporary or seasonal employment. The Human Resources Director, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating agent will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be on the agent's last day of work or other day, as mutually agreed upon.

Return of Property

The separating agent must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return some

items may result in deductions from final paycheck. An agent will be required to sign an agreement to deduct the costs of such items from the final paycheck.

Termination of Benefits

An agent separating from CBD is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the agent must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless agent requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Agents will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former agents who have left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Director, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the Human Resources Director or designee prior to rehiring a former agent. Rehired agents begin benefits just as any other new agent. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or agent who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation

As an employer, CBD believes that it is in the best interest of both the organization and CBD's agents to fairly compensate its workforce for the value of the work provided. It is CBD's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.

3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at CBD, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by CBD.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that CBD is staffed with highly-qualified, fully-competent agents and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each agent's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for CBD will undergo a detailed background investigation prior to being granted access to a CBD facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as agents for CBD pursuant to 935 CMR 500.100 and will be used by the Security Director, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI
- Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), CBD will consider:
 - a) All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b) All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c) Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, CBD will:
 - a) Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b) Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, CBD will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, or incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
 - c) Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- Upon adverse determination, CBD will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of

their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.

- After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by CBD along with any legal notices required.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to submit to background screenings as may be required by CBD or the Commission.

Education & Training Plan

Working with Human Resources, the General Manager is responsible for developing and training all dispensary agents under the purview of our Chief Compliance Officer. The GM is the dispensary's Designated Representative responsible for establishing and overseeing our training program.

Training is led by the Human Resources Director ("HRD"), with assistance as needed from designated Calyx Berkshire Dispensary agents. Training is tailored to the responsibilities of each job function and may include modules developed and taught by Subject Matter Experts ("SME"), including legal counsel, representatives from the Americans for Safe Access Cannabis Care Certification program, public safety, or OSHA. Our plan meets all training requirements for dispensary agents, and our GM ensures that each new agent receives the basic and foundational training outlined below before dispensing marijuana and marijuana products, in compliance with 935 CMR 500.

Training records are signed by the agent and HR to verify completion of each designated module, and also the course instructor. HR will maintain detailed training records in each agent's record reflecting the date, topic and course content, training materials, continuing education credits, and instructor's name. These logs are kept during employment and for at least 12 months after separation and will be available to the Commission upon request.

Training materials are reviewed by the GM and HRM for relevance and accuracy on a rolling schedule.

Substantive Training Content and Hours per Module

All employees are subject to 3 levels of mandatory training:

- Basic Training (BT) – minimum of 4 hours for all New Hires, and 2 hours annually thereafter. BT addresses Standard Operating Procedures (SOP), our employee handbook, and safety and non-discrimination policies. It will also cover topics related to state and federal marijuana laws, safe handling of product, and other topics required by the Commission.

- Foundational Training (FT) – minimum of 8 hours for all new hires. and covers dispensing, inventory tracking, security, methods of administration, qualifying conditions, regulatory inspection preparedness, and maintaining a dispensary employee license.
- Continuous Training (CT) – minimum of 8 hours annually, covering topics of

Training modules are designed to focus and enhance both general and specific knowledge. Results on written assessments will be considered for job advancement.

Foundational Training (FT) & Continuous Training (CT) Modules

Module 1 *Massachusetts Regulations*

- FT on regulations governing marijuana and marijuana products, including awareness of legal requirements for maintaining one's status as licensed dispensary employee, and regulatory inspection preparedness.
- CT on legal updates and other topics required by the Commission.

Module 2 *Compliance*

- FT focusing on CBD's inventory tracking system, recordkeeping, confidentiality, and compliance.
- CT on compliance updates and other topics required by the Commission

Module 3 *Dispensary Transactions & Safe Handling*

- FT covering developments in the field of marijuana and marijuana products; job-specific training such as acceptable identification and counterfeit detection.
- CT includes guidelines for refusing to provide marijuana and marijuana products to individuals who appear to be impaired; overview of common hazards; current health and safety standards and dispensary best practices.

Module 4 *Security*

- FT on security SOPs, including the proper use of security measures and controls for prevention of diversion, theft or loss of marijuana and marijuana products.
- CT includes warning signs of possible theft, specific robbery response techniques, conflict resolution techniques and diversion detection techniques.

Module 5 *Safety & Preparedness Protocols*

- FT on regulatory inspection preparedness and law enforcement interaction, emergency management, evacuation procedures and safety, and first aid.
- CT focus for on-the-job safety and security.

Elective training will also be offered for employees who wish to improve their skills in specific categories. Elective courses will be offered through self-study methods such as virtual workshops and internet courses and seminars. Elective courses will not count towards the state mandated 16-hour minimum training but will be considered in the employee's annual performance review by Applicant.

Sources of Training Materials

Our GM is responsible for creating all training modules in conjunction with our HRD. Training materials may also be created and taught by outside SMEs, depending on the topics and requirements. CBD may

hire the services of a full-service educational company to provide a broad range of training solutions and tools exclusively for the marijuana industry (with approval from the Commission).

Complaint Procedure

Calyx Berkshire Dispensary's policy provides that every agent, regardless of position, is treated with respect and in a fair and just manner at all times. In keeping with this policy, all persons will be considered for employment, promotion or training in the basis of qualifications without regard to race, color, age, religion, sex, national origin, sexual orientation, disability or veteran status.

CBD encourages an open and frank atmosphere in which any problem, complaint, suggestion, or question receives a timely response from CBD supervisors and management.

CBD does its best to ensure fair and honest treatment of all agents. We expect supervisors, managers, and employees to treat each other with mutual respect. We encourage agents to give positive and constructive criticism to each other.

If one disagrees with CBD rules of conduct, policies, or practices, they can state their concerns through the problem resolution procedure described in this policy. They will not be penalized, formally or informally, for making a complaint as long as it is done in a reasonable, business-like manner. They will also not be penalized for using this problem resolution procedure.

If a situation occurs when one believes that a condition of employment or a decision that affects them is not fair, they are encouraged to use the following problem resolution steps:

1. Present the problem to the supervisor after the incident occurs. If the supervisor is unavailable or you believe it would be inappropriate to discuss it with the supervisor, it may be presented to any other member of management.
2. The supervisor responds to the problem during discussion or after consulting with appropriate management, when necessary. The supervisor documents the discussion.
3. Present the problem to the Human Resources Director if the problem is not resolved.
4. The Human Resources Director counsels, advises, and helps assess the resolution options in collaboration with the agent and managers, if necessary.
5. If one feels that no resolution has been found with the assistance of the Human Resources Director, the problem may be presented to the GM in writing.
6. The GM reviews and considers the problem. The GM informs the agent of the decision and forwards a copy of the written response to the Human Resources Director for the agent's personnel report. The GM has full authority to make any adjustment that is determined to be appropriate to resolve the problem.

Not every problem can be resolved to total satisfaction. However, CBD believes that honest discussion and listening to one another will build trust between employees and management and help make CBD a better place to work.

Community Giving - Agents

The Human Resources Manager and Dispensary Manager will follow this policy in accordance with standards that have been set forth for community giving. Calyx Berkshire Dispensary (“CBD”) cares deeply about the communities we serve and welcomes the opportunity to give back through internal and external donation requests. While CBD has a calendar which specifies donation recipients to each month, staff are encouraged to bring forth requests so that CBD can donate or sponsor causes that are important to the staff. Below is the step-by-step process when considering a community donation request from staff.

Each staff member that wishes to request funds for a community donation, sponsorship, etc. must fill out the Community Donation Request Form completely. It will then be sent to the requestor’s supervisor and Human Resources Director for consideration.

When considering a community donation, the Human Resources Director must consider the following:

- Is the request at least one month prior to the date?
- Is it a non-profit?
- Is it a political or religion organization?
- Does the charity’s mission align with CBD values?
- Has this person had a request granted in the past year?

Once the Human Resources Director has reviewed the donation request form, they will then confer with the agent’s supervisor.

- If it is a large sponsorship, the request will then be passed along to the General Manager for consideration. It will be the responsibility of the General Manager to follow-up with the requestor.
- If it is a donation or a smaller sponsorship (tabling for a small event) the Human Resources Director may present the request to the CEO for approval.
 - If approved, the Human Resources Director will communicate the approval to the person that requested it and it will be their responsibility to work with the Controller for payment, logistics of tabling, etc.
 - If denied, the Human Resources Director will communicate the reason for denial to the person that requested it.

All requests are placed in the Community Requests section of the HR folder for our records.

Overview of Dispensing Procedures

[REDACTED]

[REDACTED]

[REDACTED]

Counter Transactions

Sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale. CBD will only sell inventory that is capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. CBD will not sell any marijuana or marijuana products containing nicotine. In the event a CBD agent determines an individual would place themselves or the public at risk, the agent can exert their right refuse to sell any marijuana or marijuana products to the consumer.

It is CBD's policy to conduct sales transactions in a manner that is effective for dispensary operations, consumer service excellence, and in full compliance with the regulations outlined by the Commission. Only authorized personnel can access marijuana and marijuana products. No product shall be open, tasted, sampled or otherwise consumed on site. No samples (no free marijuana or marijuana products and no paraphernalia) will be available at CBD's dispensary.

To ensure safety for all products and employees, items are kept out of reach of the consumer until a sale is complete. Marijuana or marijuana products will never be left unattended, and the CBD agent will never turn their back on the consumer; agents are trained to keep a peripheral view or have a coworker watch the counter even when attention is required mid-transaction. Marijuana packages and marijuana products are to never be opened. If the member wants to smell or handle the products, a sample jar may be provided.

Point of Sale

The following sales procedure will be followed for all transactions:

1. When the age-verified consumer approaches the counter, the CBD employee behind the counter will warmly greet them and ask how CBD can serve them today.
2. Once the consumer decides on a product, the marijuana or marijuana product is placed on the counter, in its sealed packaging, to display in front of the consumer. The agent will discuss all product information with the consumer to assist in decision making.
3. Once a final selection has been made, the CBD agent will enter each item into the POS system. Each item is barcoded with the item number and the serial number. First the agent scans the item barcode followed by the serial number barcode.
4. For an item without a working barcode, agents are trained to troubleshoot the matter. When the agent cannot successfully troubleshoot the issue, they ask for assistance from a manager. Items should not be overridden. During this process, if an unfamiliar notification is received, employees should not attempt anything and immediately consult a manager.
5. After an item is scanned successfully, it is placed in the designated plastic bin out of the member's reach before moving on to the next item.
6. After every item has been entered, the agent will review the purchase aloud with the consumer before taking payment to ensure accuracy.
7. Only once it is confirmed that the customer agrees with items selected, payment will be processed.
 - a. If a completed transaction must be voided, a manager will be notified. Dispensary Managers are the only staff allowed to conduct an override or void a transaction. Under no circumstances may a CBD employee use a manager's password for any reason.
 - b. Any marijuana or marijuana product that leaves the dispensary may not be returned, even if an error occurred and it was the Calyx Berkshire agent's fault.

Accepting Credit/Debit Card Payments:

If the consumer pays with a credit or debit card, the CBD agent ensures that the consumer's name is the name on the card. If the consumer would like to use another person's card, they must bring the card authorization form to the cardholder to fill out. A consumer may only use another individual's credit or debit card after this process is completed. If the consumer pays with their own card, the agent may

swipe the consumer's card. If the magnetic strip on the card is damaged or cannot be read by the system, the agent manually enters the consumer's card number.

To accept payment on a credit card, complete the following steps:

1. Select Payment → Credit cards.
2. Key in the amount that needs to be put on the card and click "OK." Proceed to swipe card.
3. Print receipt and give consumer both copies to sign. The signed receipt is retained underneath the cash drawer and the other copy may be retained by the consumer.

Note: Only credit cards that are physically present in the dispensary may be used; paying over the phone is forbidden. Under no circumstances is it acceptable for a CBD agent to manually enter a credit card that they are not physically holding in their hand. "Cash back" after credit card transactions is never given to a consumer under any circumstances. If the POS system instructs an agent to give cash back to a consumer, they are to immediately consult a manager.



After Payment

After payment is accepted, the CBD agent will read back to the consumer exactly what is on the receipt. Going over every item verbally with the consumer is crucial as it may highlight a mistake before it becomes a larger issue. The receipt is then placed in the consumer's bag along with their purchased items unless the consumer mentions that they do not want it. The CBD agent then thanks the consumer for coming in while also reminding the consumer to "sign up for any upcoming events that are being announced by Calyx Berkshire, like us on social media and join the e-mail distribution list."



there is no circumstance under which any person would have access to another person's drawer while

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Education

In compliance with 935 CMR 5001.140(8), Calyx Berkshire will provide an adequate supply of educational materials designed to help consumers make informed marijuana and marijuana product purchases. These materials will be available in languages designated by the Commission. CBD's educational materials will include topics in accordance with 500.140 (8), including the varying types of products available at CBD, as well as the types and methods of consumption. Other materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, withdrawal, and any other information required by the Commission.

Service Standards

CBD agents will maintain a certain level of professionalism and will be trained on customer service. The following standards will be instilled:

Consumers Are More Important than Staff Conversations: If a consumer approaches you in the dispensary, all employee conversations stop IMMEDIATELY and the consumer's needs are attended to. This ensures consumers feel absolutely cared for and never like they are "interrupting" a staff member.

Kindness, Warmth, & Focus: Ensure all consumers get treated with kindness, warmth, and focused attention.

Actively Listening: Listen to consumers very carefully in order to determine their individual needs.

Knowledge of the Medicine: Have extensive knowledge of the medicine and constantly further that knowledge through personal study and research.

Separate Work & Personal Life: Maintain separation of your personal and work lives so that you are calm and focused for consumers.

Respect Everyone: Treat fellow staff members with the same respect and compassion with which you treat consumers.

Up-selling and Cross-selling:

While Calyx Berkshire's number one goal is to assist consumers with the items they specifically request, CBD are trained to be taking steps to tactfully suggest to consumers some related items that would either go well with their purchase or suit their known desires. This is done to both provide the best value to the consumer and to keep the company's best interests in mind.

The following are specific situations where the dispensary agent should consider up- or cross-selling:

1. A consumer regularly purchases the same strain:
 - a. The dispensary agent should recommend to the consumer that they can add in a gram or eighth of a different strain, on top of what they are already buying. When they use the same strain often, it's likely that they will develop a tolerance to this strain. By mixing in another strain (even one with similar indica/sativa ratio), the consumer will likely be doing themselves a favor by decreasing their tolerance to their favorite strain.
2. A consumer makes any flower marijuana purchase:
 - a. Any consumer making a flower marijuana purchase could be interested in a marijuana storage apparatus. Before finishing the consumer's transaction, the dispensary agent should ask the consumer if they are interested in a specific storage product for storing their marijuana. The dispensary agent should explain how each of these items works and how they can help make the consumer's marijuana last longer.
3. A consumer mentions they are interested in vaporizers:
 - a. The dispensary Agent should first ask the consumer how familiar they are with vaporizers. If the consumer is unfamiliar, the dispensary agent should give them a quick rundown. (Basically, vaporizers work by heating the marijuana to a temperature that is hot enough to force the trichomes, or crystals, on the marijuana to take on vapor form, while still not hot enough to cause the plant matter to combust. This allows the device to deliver vapor, without any of the regular byproducts that exist in smoke, thereby making it safer and cleaner for a consumer to deliver the marijuana into their body.)
 - b. The dispensary agent should then show the consumer each of the vaporizers available, paying attention to both how the consumer plans on using their vaporizer (travel or tabletop) and the price range they can afford.
 - c. With any interaction with a consumer regarding retail items, the dispensary agent should be sure to pass along a copy of the CBD Retail Catalog for the consumer to take with them to facilitate at-home research.
4. A consumer asks about grinders and is immediately drawn to a 3-piece plastic model because of its vibrant color:
 - a. The dispensary agent should first show the requested item to the consumer. After doing this, the dispensary agent should then pull out an aluminum grinder and show the consumer how that model differs from the plastic version (more sturdy, easier to use, collects kief in the bottom compartment). If the consumer decides it's worth the extra money for the aluminum grinder a successful upsell is complete. However, the consumer may just want to stick with the plastic version, which should always be fully accepted by the dispensary agent.

These are just some examples of the many different situations where it is advantageous for the dispensary agent to point the consumer in the direction of other items, in addition to the items the consumer has already chosen, that might complement their purchase and provide better value for them while also helping the company increase sales.

It is vitally important that dispensary agents up- and cross-sell tactfully; CBD does not want to come across as aggressive. If the consumer seems to be interested in an item but is non-committal about actually purchasing that item on the given day, make sure the consumer leaves the dispensary with a copy of a CBD Retail Guide. The agent is instructed to tell the consumer “we understand that purchasing Item X requires a significant monetary investment and we want you to feel comfortable with the item you end up buying, so please take home one of our Retail Catalog so you can research some of items we offer.” If a consumer asks to inspect an item, and says “I’d really like to have one of these, but can’t afford it right now,” agents are trained to say something like “Oh absolutely; it’s definitely an investment to pay an extra \$XX.XX when you weren’t planning on it that day. Just know that we will have this item here for you in the future if you do decide you’d like to buy it.”

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Counter Transactions

Sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale. Calyx Berkshire Dispensary will only sell inventory that is capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Calyx Berkshire Dispensary will not sell any marijuana or marijuana products containing nicotine. In the event a Calyx Berkshire Dispensary agent determines an individual would

place themselves or the public at risk, the agent can exert their right refuse to sell any marijuana or marijuana products to the consumer.

It is Calyx Berkshire Dispensary's policy to conduct sales transactions in a manner that is effective for dispensary operations, consumer service excellence, and in full compliance with the regulations outlined by the Commission. Only authorized personnel can access marijuana and marijuana products. No product shall be open, tasted, sampled or otherwise consumed on site. No samples (no free marijuana or marijuana products and no paraphernalia) will be available at Calyx Berkshire Dispensary's dispensary.



Point of Sale

The following sales procedure will be followed for all transactions:

1. When the age-verified consumer approaches the counter, the Calyx Berkshire Dispensary employee behind the counter will warmly greet them and ask how Calyx Berkshire Dispensary can serve them today.
2. Once the consumer decides on a product, the marijuana or marijuana product is placed on the counter, in its sealed packaging, to display in front of the consumer. The agent will discuss all product information with the consumer to assist in decision making.
3. Once a final selection has been made, the Calyx Berkshire Dispensary agent will enter each item into the POS system. Each item is barcoded with the item number and the serial number. First the agent scans the item barcode followed by the serial number barcode.
4. For an item without a working barcode, agents are trained to troubleshoot the matter. When the agent cannot successfully troubleshoot the issue, they ask for assistance from a manager. Items should not be overridden. During this process, if an unfamiliar notification is received, employees should not attempt anything and immediately consult a manager.
5. After an item is scanned successfully, it is placed in the designated plastic bin out of the member's reach before moving on to the next item.
6. After every item has been entered, the agent will review the purchase aloud with the consumer before taking payment to ensure accuracy.
7. Only once it is confirmed that the customer agrees with items selected, payment will be processed.
 - a. If a completed transaction must be voided, a manager will be notified. Dispensary Managers are the only staff allowed to conduct an override or void a transaction. Under no circumstances may a Calyx Berkshire Dispensary employee use a manager's password for any reason.
 - b. Any marijuana or marijuana product that leaves the dispensary may not be returned, even if an error occurred and it was the Calyx Berkshire Dispensary agent's fault.



Accepting Credit/Debit Card Payments:

If the consumer pays with a credit or debit card, the Calyx Berkshire Dispensary agent ensures that the consumer's name is the name on the card. If the consumer would like to use another person's card, they must bring the card authorization form to the cardholder to fill out. A consumer may only use another individual's credit or debit card after this process is completed. If the consumer pays with their own card, the agent may swipe the consumer's card. If the magnetic strip on the card is damaged or cannot be read by the system, the agent manually enters the consumer's card number.

To accept payment on a credit card, complete the following steps:

1. Select Payment → Credit cards.
2. Key in the amount that needs to be put on the card and click "OK." Proceed to swipe card.
3. Print receipt and give consumer both copies to sign. The signed receipt is retained underneath the cash drawer and the other copy may be retained by the consumer.

Note: Only credit cards that are physically present in the dispensary may be used; paying over the phone is forbidden. Under no circumstances is it acceptable for a Calyx Berkshire Dispensary agent to manually enter a credit card that they are not physically holding in their hand. "Cash back" after credit card transactions is never given to a consumer under any circumstances. If the POS system instructs an agent to give cash back to a consumer, they are to immediately consult a manager.

Accepting Payment with Cash and a Credit Card:

Some consumers may want to split their bill between cash and a card, which is acceptable. When this situation arises, the following steps are taken to ensure an accurate transaction:

1. Count the cash that the consumer would like to put toward their payment and place it on the till. Subtract the cash amount from the total of the bill. The amount remaining will go on the card.
2. First select Payment → Credit cards. Key in the amount that needs to be put on the card and click "OK" and proceed to swipe their card.
3. Now the dialog box will show the remainder that is due for the bill. Ensure that the cash you have on the till exactly matches what the dialog box is showing.

4. Click on “Cash” and key in the amount of cash you have, ensuring this makes the amount owed now \$0.
5. The transaction should go through as normal, with the drawer opening and the credit/debit card slip printing out for the consumer to sign.

After Payment

After payment is accepted, the Calyx Berkshire Dispensary agent will read back to the consumer exactly what is on the receipt. Going over every item verbally with the consumer is crucial as it may highlight a mistake before it becomes a larger issue. The receipt is then placed in the consumer’s bag along with their purchased items unless the consumer mentions that they do not want it. The Calyx Berkshire Dispensary agent then thanks the consumer for coming in while also reminding the consumer to “sign up for any upcoming events that are being announced by Calyx Berkshire Dispensary, like us on social media and join the e-mail distribution list.”





Dispensary Status

Calyx Berkshire Dispensary places a premium on cleanliness, hygiene, and proper product storage to achieve and maintain successful operation of the business. In addition to regularly sanitizing surfaces with products kept separately and away from marijuana products, Calyx Berkshire Dispensary staff will ensure personal hygiene including washing hands throughout the day and before handling or dispensing any marijuana or marijuana products. All products available for sale and consumption will have been tested for impurities and subjected to Calyx Berkshire Dispensary's policies governing quality control per 935 CMR 500.105.

Education

In compliance with 935 CMR 5001.140(8), Calyx Berkshire Dispensary will provide an adequate supply of educational materials designed to help consumers make informed marijuana and marijuana product purchases. These materials will be available in languages designated by the Commission. Calyx Berkshire Dispensary's educational materials will include topics in accordance with 500.140 (8). Including the varying types of products available at Calyx Berkshire Dispensary, as well as the types and methods of consumption. Other materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible

marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, withdrawal, and any other information required by the Commission.

Service Standards

Calyx Berkshire Dispensary agents will maintain a certain level of professionalism and will be trained on customer service. The following standards will be instilled:

Consumers Are More Important than Staff Conversations: If a consumer approaches you in the dispensary, all employee conversations stop IMMEDIATELY and the consumer's needs are attended to. This ensures consumers feel absolutely cared for and never like they are "interrupting" a staff member.

Kindness, Warmth, & Focus: Ensure all consumers get treated with kindness, warmth, and focused attention.

Actively Listening: Listen to consumers very carefully in order to determine their individual needs.

Knowledge of the Medicine: Have extensive knowledge of the medicine and constantly further that knowledge through personal study and research.

Separate Work & Personal Life: Maintain separation of your personal and work lives so that you are calm and focused for consumers.

Respect Everyone: Treat fellow staff members with the same respect and compassion with which you treat consumers.

Up-selling and Cross-selling:

While Calyx Berkshire's number one goal is to assist consumers with the items they specifically request, Calyx Berkshire Dispensary are trained to be taking steps to tactfully suggest to consumers some related items that would either go well with their purchase or suit their known desires. This is done to both provide the best value to the consumer and to keep the company's best interests in mind.

The following are specific situations where the dispensary agent should consider up- or cross-selling:

1. A consumer regularly purchases the same strain:
 - a. The dispensary agent should recommend to the consumer that they can add in a gram or eighth of a different strain, on top of what they are already buying. When they use the same strain often, it's likely that they will develop a tolerance to this strain. By mixing in another strain (even one with similar indica/sativa ratio), the consumer will likely be doing themselves a favor by decreasing their tolerance to their favorite strain.
2. A consumer makes any flower marijuana purchase:
 - a. Any consumer making a flower marijuana purchase could be interested in a marijuana storage apparatus. Before finishing the consumer's transaction, the dispensary agent should ask the consumer if they are interested in a specific storage product for storing their marijuana. The dispensary agent should explain how each of these items works and how they can help make the consumer's marijuana last longer.
3. A consumer mentions they are interested in vaporizers:
 - a. The dispensary Agent should first ask the consumer how familiar they are with vaporizers. If the consumer is unfamiliar, the dispensary agent should give them a quick rundown. (Basically, vaporizers work by heating the marijuana to a temperature that is hot enough to force the trichomes, or crystals, on the marijuana to take on vapor form, while still not

- b. hot enough to cause the plant matter to combust. This allows the device to deliver vapor, without any of the regular byproducts that exist in smoke, thereby making it safer and cleaner for a consumer to deliver the marijuana into their body.)
 - c. The dispensary agent should then show the consumer each of the vaporizers available, paying attention to both how the consumer plans on using their vaporizer (travel or tabletop) and the price range they can afford.
 - d. With any interaction with a consumer regarding retail items, the dispensary agent should be sure to pass along a copy of the Calyx Berkshire Dispensary Retail Catalog for the consumer to take with them to facilitate at-home research.
- 4. A consumer asks about grinders and is immediately drawn to a 3-piece plastic model because of its vibrant color:
 - a. The dispensary agent should first show the requested item to the consumer. After doing this, the dispensary agent should then pull out an aluminum grinder and show the consumer how that model differs from the plastic version (more sturdy, easier to use, collects kief in the bottom compartment). If the consumer decides it's worth the extra money for the aluminum grinder a successful upsell is complete. However, the consumer may just want to stick with the plastic version, which should always be fully accepted by the dispensary agent.

These are just some examples of the many different situations where it is advantageous for the dispensary agent to point the consumer in the direction of other items, in addition to the items the consumer has already chosen, that might complement their purchase and provide better value for them while also helping the company increase sales.

It is vitally important that dispensary agent's up- and cross-sell tactfully; Calyx Berkshire Dispensary does not want to come across as aggressive. If the consumer seems to be interested in an item but is non-committal about actually purchasing that item on the given day, make sure the consumer leaves the dispensary with a copy of a Calyx Berkshire Dispensary Retail Guide. The agent is instructed to tell the consumer "we understand that purchasing Item X requires a significant monetary investment and we want you to feel comfortable with the item you end up buying, so please take home one of our Retail Catalog so you can research some of items we offer." If a consumer asks to inspect an item, and says "I'd really like to have one of these, but can't afford it right now," agents are trained to say something like "Oh absolutely; it's definitely an investment to pay an extra \$XX.XX when you weren't planning on it that day. Just know that we will have this item here for you in the future if you do decide you'd like to buy it."

DIVERSITY PLAN

Please note: *The applicant acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing and sponsorship practices of every Marijuana Establishment; and Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.*

OUR NAME

Calyx Berkshire Dispensary's diversity plan begins with our name. All flowering plants have calyxes, but the calyxes of the female cannabis plants are coveted commodities. The calyx is the base of the flower that holds everything together, much like a woman. Women are nurturing and caring by nature, thus we plan on hiring mostly women dispensary agents. We believe that women will thrive and succeed in this new and exciting industry. Calyx Berkshire Dispensary's founder has been a member of Women Grow (a national organization of women networking in the Cannabis industry) through which she has connected with many women who share this same vision. Women Grow plans on building this new industry from the ground up all while supporting its members along the way. Through this membership, Calyx Berkshire Dispensary intends to feature various ancillary products from other women owned cannabis companies.

Calyx Berkshire Dispensary is dedicated to creating a diverse culture with opportunity for all gender identities and sexual orientations. Calyx Berkshire Dispensary's diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations (i.e. LBGTQ, etc). Calyx Berkshire Dispensary will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

This plan contains a timeline for showing progress and success of the plan. We acknowledge that the process or success of the plan must be documented upon renewal (one year from provisional licensure and each year thereafter).

Acknowledgement

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

GOAL #1 - DIVERSITY RECRUITMENT AND SOURCING

Calyx Berkshire Dispensary will establish and maintain an inclusive and diverse workforce reflective of its consumers and community. This will be accomplished through innovative corporate recruitment of underrepresented and minority communities. Calyx Berkshire Dispensary has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve Calyx Berkshire Dispensary consumers' needs. Our target representation for Diversity is 50% representation.

Calyx Berkshire Dispensary also utilizes resources as the MA Supplier Diversity Office to identify certified Minority, Women and Veteran owned-businesses for vending and contracting. We intend to seek out diverse businesses to insure communities harmed by cannabis prohibition have support to be successful. We will also post monthly advertisements in the local newspaper, The Southern Berkshire Shoppers Guide stating that Calyx Berkshire Dispensary is specifically looking for women, veterans,

minorities' people of all gender identities and sexual orientations (i.e. LBGTQ, etc.) to work at our store for various positions.

Programs to support goal:

- Hosting career fairs in underrepresented and minority communities
 - **Measurable KPI** – Attend 2 Career Recruitment Fairs focused on minority recruitment per year
 - Target location will be Pittsfield, Ma
 - Target minority hiring will be minimally 33% with a desired goal of 50%
 - **Tracked** – Record of participation in fair
- Provide cultural training on cultural sensitivity and recognizing unconscious bias
 - **Measurable KPI** – Content topic of employee staff meeting once a quarter
 - Each employee (both full and part time) will attend quarterly training. We anticipate having 10-20 employees.
 - **Tracked** – Record of presentation content
- Using suppliers who are also committed to diversity and inclusion
 - **Measurable KPI** – Number of minority owned supplier utilized
 - As a women owned business we will target suppliers that are minority owned; If not minority owned we will seek to understand the minority employment of the supplier to determine if their diversity plan aligns with our goals.
- Insuring a diverse workforce
 - **Measurable KPI** – Tracking hiring statistics that reflect diversity of workforce with a goal of 50% percent of people hired

GOAL #2 - AGENT RETENTION, TRAINING AND DEVELOPMENT

Calyx Berkshire Dispensary will offer career development and educational opportunities for our agents. This will be accomplished through promotions, career counseling, and training to provide all agents with equal opportunity for growth and create employee retention. Calyx Berkshire Dispensary will ensure that all agents are given opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. Calyx Berkshire Dispensary will focus development training towards management to insure managers and supervisors understand how best to work with/develop our agents daily.

Calyx Berkshire Dispensary's diversity awareness training emphasizes Calyx Berkshire Dispensary's zero-tolerance commitment of harassment and discrimination and Calyx Berkshire Dispensary's strict adherence to take corrective action should any issues, concerns, or complaints arise.

Training specifics will include but not be limited to:

By building awareness and understanding, training provides a foundation for behavior change which fosters a more cohesive workplace. Our diversity skill-building training will focus on providing employees with specific behavioral tools to improve their interactions in the workplace with people who are different from them. We will implement teambuilding activities and conflict resolution as part of our training.

Programs to support goal:

- All Calyx Berkshire Dispensary agents are required to complete the diversity awareness training program during agent orientation. Training will begin immediately upon hiring, and all

new agents will be required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

- Upon completion of the orientation program, new hires will be equipped to describe, discuss, and implement the Diversity Plan.
- Following successful completion of the general orientation program, agents will undergo additional diversity training that will be tailored to the agent's specific job function.
- All agents will also be required to undergo yearly diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Dissemination of information of the Diversity Plan includes the following:

- Inclusion of Calyx Berkshire Dispensary's equity. Equity is providing everyone with the tools and opportunities they need to be successful. Our goal is to level the playing field for all employees.
- Inclusion of Calyx Berkshire Dispensary's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose Calyx Berkshire Dispensary's goal for a diverse workforce;
- Postings in suitable areas for agent communication;
- Upcoming diversity training programs and current articles on diversity in the workforce.

Measurements:

- New Hire testing on knowledge of policies regarding diversity and inclusion
- Yearly updated diversity training
- Quarterly progress evaluation meetings with appropriate personnel
- Formal presentations made to management and agents on diversity initiatives during staff meeting

Tracked:

- Results of new hire testing
- Sign in sheet of attendees at yearly training update
- Staff meeting attendee sign in
- Staff meeting presentation content

VISUAL MANAGEMENT

Calyx Berkshire Dispensary will reinforce our commitment to diversity, philanthropy, our community and our staff through consistency of message. Calyx Berkshire Dispensary management is a strong believer in visual management. Calyx Berkshire Dispensary facility will have "policy posters" throughout the back office space. These posters will speak to our Mission, Vision and Values. We believe this will be a daily reminder of our commitment to and expectations of employees.

Positive Impact Plan Name	Objective	Target Completion Levels	Owner	Status
Goal #1 Diversity Recruitment/Sourcing	Hosting of Career Fairs/Diverse Recruitment	2 per year Measured Quarterly	TBD	
Goal #1 Diversity Recruitment/Sourcing	Cultural Sensitivity Training	4 per year Measured Quarterly	TBD	
Goal #1 Diversity Recruitment/Sourcing	Diverse Supplier Utilization	Measured Monthly	TBD	
Goal #1 Diversity Recruitment	Diverse Workforce	Month 12; Measured Monthly	TBD	
Goal #2 Retention /Training/Development	Training and Development of Employees	Month 12; Measured Monthly	TBD	



On Plan



Trending Negative/Watch



Off Plan/ Corrective Action Needed

Overview

Calyx Berkshire Dispensary (“CBD”) operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission’s Adult Use of Marijuana regulations (935 CMR 500). Financial record maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales from non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission’s regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission’s regulations.

Per the closing of the CBD dispensary, all financial records will be kept for at least two years at the expense of CBD and in a form and location acceptable to the Commission.

Administration

Calyx Berkshire Dispensary will securely maintain and keep electronic records of business operations including the following:

- Inventory tracking including transport of marijuana and marijuana products. (electronic form through system files, backup and off-site backup).
- Sales and compliance with dispensing limitations of each transaction.
- Financial records including income, expenses, taxes, bank deposits and withdrawals and audit reports, using accounting software and strict accounting procedures. (electronic form through system files, backup and off-site backup).
- Agent records to include training acknowledgements, signed NDA, discipline documents, time tracking, healthcare contract.
- Other payroll and tax matters, and ongoing accounting and record keeping with all tax requirements in mind.
- Insurance contracts

All records will be kept confidential through electronic safeguard system, including network firewall. All equipment will be monitored for accuracy and efficiency monthly. Credentials will be verified by the General Manager.

The General Manager will prepare a report, monthly, listing all the departments and the record keeping tasks, identifying all the status, as well as network status, back up status and health and will assess risk and confidentiality status. This document will be reviewed by the Chief Executive Officer and the Chief Compliance Officer and kept as back by the Chief Compliance Officer. CBD takes compliance and security of record keeping seriously. Such document will be reviewed at least once a year by the Board of Directors. Any breach in any record keeping standards will be immediately reported to the Chief Compliance Officer for appropriate measures.

Monthly Financial and reporting

The Controller prepares the monthly financial statements. The Chief Executive Officer ("CEO") & Chief Financial Officer ("CFO") approve the financial statements before they are sent to the Board of Directors. The financial statements are submitted to the CEO & CFO at least two days prior to the mailing of Board packets to facilitate review.

Monthly reports include two sections:

Section 1 – Business a review of the month and major highlights

Section 2 – Financial Reports

- Income Statement: including month and YTD, compared with PY
- Financial metrics (Budget / Actuals): dashboard of major metrics
- Sales graph & trends
- Sales by month
- Sales by location
- Sales by customer category
- Sales by category
- Flower sales by size
- Statistical Summary: including inventory metrics
- Balance sheet

- Cash Flow statement
- CBD Balance
- Headcount

Weekly reports include:

- Weekly sales report and trend
- Inventory level report

Audit Records

Full spectrum accounting and financial records, including audits, are created by Calyx Berkshire Dispensary's in-house Controller, who supervises and directs recordkeeping functions and ensures compliance with documentation requirements pursuant to 935 CMR 500. Annual financial audits will be performed by our independent CPA firm Citrin Cooperman.

POS System

Full spectrum accounting and financial records and procedures are the responsibility of Calyx Berkshire Dispensary's in-house Controller who supervises recordkeeping functions and documentation pursuant to 935 CMR 500. The accounting system is integrated with the Point of Sale system. The system allows proper accounting, business item tracking and back-up reliability in a confidential, secure environment. All activities are logged with time and personnel stamps with inalterable audit trails. The system will record all deliveries and related data as well as quality assurance information entered by designated agents interoperable database which stores detailed information regarding certifications and possession criteria. Annual financial audits will be performed by our CPA firm, Citrin Cooperman.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Qualifications and Training Overview

Calyx Berkshire Dispensary ("CBD") will ensure that all CBD agents hired to work at the CBD dispensary will be qualified to work as a Marijuana Establishment agent and properly trained to serve in their respective roles in a compliant manner.

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

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

As required by 935 CMR 500.105(2), and prior to performing job functions, each of CBD's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function.

Prior to beginning work at the time of hire, all agents will attend a mandatory security and safety training program. Calyx Berkshire Dispensary has devised a series of training modules designed to focus and enhance both the general and specific knowledge of its team which will allow for such individuals to obtain greater skills and advancement opportunities within CBD. Training will be updated at least yearly and agents will also be encouraged to take advantage of special classes, leadership trainings, and other educational opportunities that may arise.

At a minimum, initial training will include the following:

- Applicable State and Federal laws;
- Proper use of security measures and controls;
- Safety and security plans;
- Specific procedural instructions for responding to an emergency, including a robbery or other violent incidents and/or accidents;
- Understanding what role every member of the organization has in providing a safe and secure facility for all persons;
- Situational training with respect to incidents involving agents, other personnel and/or other persons on its premises, including but not limited to physical and/or verbal altercations, theft, unruly and/or threatening behavior, suspicious behavior, recognizing signs of abuse and misuse, etc.;
- Daily operations of the facility as appropriate to job duties;
- First Aid and CPR;
- Human resources seminars such as sexual harassment prevention and OSHA safety.

CBD will conduct regular performance evaluations, including an annual review, which will be documented and discussed with its agents. CBD is committed to the advancement and intellectual enrichment of its team members. No agent shall hesitate to discuss with a supervisor any educational

or training opportunities of which the agent is aware, for his or her personal or professional development.

Agent training will also include the Responsible Vendor Program and eight hours of on-going training annually.

On or after July 1, 2019, all of CBD's current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. CBD's new, non-administrative agents will complete the Responsible Vendor Program within 90 days of the date they are hired. CBD's owners, managers, and employees will then successfully complete the program once every year thereafter. CBD will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. CBD's records of responsible vendor training program compliance will be maintained for at least four years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

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

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

Basic Security Training Overview

The Commission's statute and rules clearly communicates the intent to protect marijuana and marijuana possession from unlawful possession. Therefore, it is essential that the security plan is ingrained into the facility's culture. All Calyx Berkshire Dispensary agents will be trained on and accountable for the execution of CBD's security plan. They each will receive training on the plan at new employee orientation and then periodic refresher training throughout their tenure with CBD. All security plan training requires mandatory attendance in order to ensure full compliance. CBD agents and their manager will sign the training log to indicate compliance. The security training manual,

established and maintained by the Chief Security Officer, will include comprehensive information regarding all security measures utilized by CBD.

The Chief Security Officer will develop the security training program based on CBD's security plan. Attendance and participation will be observed, monitored, and tracked by the Security Director. Completion of training will be noted in the individual's employee personnel folder.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Sources of Training Materials and Qualifications of our Trainers

All training modules are independently reviewed for accuracy. Designated Calyx Berkshire Dispensary management will review all education materials quarterly. Materials are updated and modified based on courses, online resources, and materials available through industry seminars and conferences. Our General Manager and Human Resources Director will attend training to ensure the staff education being provided is effective. Adjunct speakers who prove effective training may be invited back to present additional training sessions.

Employee Resource Platform

Training materials will be housed electronically in an employee resource platform to centralize, simplify and strengthen the policy and procedure management lifecycle. Automating training, this foundational process of Calyx Berkshire Dispensary's ethics and compliance program reduces legal risks while increasing productivity, accessibility and accuracy of training documents and policies. Training materials are reviewed for relevance and for accuracy on an ongoing rolling schedule. Other related policies and procedures will be added to the platform on an ongoing basis.

Agent training is a multidimensional, iterative process. Multiple educational approaches will be deployed to ensure clear understanding of concepts as well as capability to explain in an articulate manner. A combination of self-review, one-on-one as well as team workshops led by CBD's Human Resources Director will guarantee a comprehensive and consistent learning experience among the CBD dispensary team.

Failure to complete required training or review updated documents can lead to disciplinary action. Agents will be able to access training plans they have completed in the past as well as study and training materials for upcoming trainings.

Employee Training Policy

In alignment with our organizational values, Calyx Berkshire Dispensary is committed to the continued training and development of our agents. Because of rapid industry and periodic organizational changes that occur in the workplace, training is essential and may be required for upgrading and improving on-the-job skills, keeping skills up-to-date, and continuing education credits. When the training is required or approved, it will be funded by CBD. This policy applies to exempt or non-exempt permanent, full-time and part-time employees of the company and is separate from required all-staff trainings.

CBD's training policy is broken up into two tiers.

Tier One: Employee Knowledge/Skill Gaps and Compliance

There will be times when the management team identifies employee knowledge or skills gaps where a lack of knowledge or skill creates risk that CBD will not effectively reach organizational goals. In these cases, CBD may remedy the gap by recruiting other existing or new employees, or by providing training to remedy the gap. There will also be times when employees will need to be trained or licensed for compliance purposes. In these cases, CBD will provide training or pay for licensing for those employees.

In these cases, if training is elected by management, that training can occur at any time, but needs prior approval before participation.

The process is as follows:

Once a training need has been identified, the supervising member of the management team must fill out the Training Request Form and submit it to Human Resources. The HR Director will then work with the requester to gain approval from the CEO. Once approved, the HR Director will input the training into the Employee Training Spreadsheet. The HR/Administrative Coordinator will assist the manager in arranging payment.

Tier Two: Continuing Education and Career Development

In order to remain compliant and competitive, certain CBD agents will need to participate in continuing education. CBD must also invest in the growth and development of high-performing employees to promote employee retention, and to improve the success of efforts to offer promotions to employees.

The goal of continuing education is to enable employees to be efficient and effective in the fast-moving industry and professional fields in which CBD operates. It is the responsibility of members of the management team to determine, for departments they supervise, which continuing education opportunities are necessary. Career development training is provided at the discretion of the CEO. It generally will be provided to employees who are identified by the management team as having strong growth potential, and who have expressed an interest in career growth. Career development training recommendations should be made by relevant members of management, upon consultation with the HR Manager and the CEO. Priority will be given to employees who are strong candidates to fill training can occur at any time but needs prior approval before participation.

The process is as follows:

Once a training need has been identified, the supervising member of the management team must fill out the "Training Request Form" and submit it to Human Resources. The HR Director will then work

with the requestor to gain approval from the CEO. Once approved, the HR Director will input the training into the "Employee Training Spreadsheet". A designated HR agent will assist the director in arranging payment, current or future job openings.

Training Modules

Upon hiring, Calyx Berkshire Dispensary agents must complete training prior to performing job functions. For administrative agents, CBD will implement the use of training modules. Training modules will be focused around the following topics.

Module 1: Customer Service Excellence

This module is designed to provide CBD agents details on their role and purpose in interactions with consumers. Every consumer is different which poses various situations that may occur within the dispensary. CBD prides itself on its relationships with consumers.

Module 2: Compliance

At Calyx Berkshire Dispensary, full compliance is our top priority. CBD is subject to the rules and regulations set forth by the Commission and it is through the Commission that CBD operates. Failure to meet the expectations of the Commission risks our ability to function as a legal Marijuana Establishment. This module educates agents on the local and national cannabis laws as well as covering some internal CBD policies and procedures.

Module 3: Safety and Security

At Calyx Berkshire Dispensary, the safety of agents and consumers is a top priority. In addition to the safety of individuals, there are policies and procedures in place to protect company assets and maintain compliance with the Commission. In addition to this module, CBD agents receive a basic security training, where CBD security personnel lead and teach about CBD security measures.

Module 4: Intake and Inventory

Calyx Berkshire Dispensary offers legal, regulated and tested marijuana to its consumers. Because CBD isn't vertically integrated and purchases from separate Marijuana Establishments, CBD agents must know the policies and procedures around intake and inventory

Module 5: Transactions

To ensure compliant transactions between CBD agents and consumers, CBD agents must be familiar with the POS system/software, cash handling policies, and other general policies and procedures. Because the transaction is a critical aspect of business operations, it must be taught effectively to CBD agents.

Quality Control and Testing Overview

Calyx Berkshire Dispensary ("CBD") will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana or marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

CBD will maintain testing results received via transportation manifests in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year.

All transportation of marijuana and marijuana products to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of CBD's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed of in compliance with 935 CMR 500.105(12), either by the appropriate CBD Agent or the Independent Testing Laboratory or supplier from which it was purchased.

Calyx Berkshire Dispensary will comply with the following sanitary requirements:

1. CBD's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in CBD's restrooms and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
2. CBD's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
3. CBD will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
4. CBD's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
5. CBD's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
6. CBD's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
7. CBD will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
8. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
9. CBD's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the

marijuana establishment. There will be no cross-connections between the potable and waste water lines;

10. CBD will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
11. CBD will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
12. CBD will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.
13. Any CBD agent whose job includes contact with marijuana or nonedible marijuana products, including is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.

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

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

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

Contamination Prevention

Sanitation and safety are integral parts of daily processes including opening and closing procedures as well as working in secure storage and other dispensary areas.

Calyx Berkshire Dispensary uses environmentally friendly cleaning products where possible. Cleaning is performed daily throughout the entire dispensary, with specific areas designated to receive enhanced cleaning regimens weekly, such as floors, rest rooms, inventory holding areas and secure storage areas. Daily cleaning occurs at the end of business hours so that the dispensary is left in a sanitized and organized state for staff arriving the next business day. All cleaning compounds, sanitizing agents and other potentially harmful chemicals are stored in a locked area and separated from marijuana and marijuana products.

Each day the General Manager conducts a series of inspections, specified in CBD's SOPs, of the facility's conditions. These inspections include a review of the exterior of the facility including openings for ingress and egress. The GM inspects the consumer area, storage areas and agent areas, including break rooms, rest rooms and offices, to detect any pests, contaminants or any other condition that could allow for a sanitation breach. The GM's inspection includes ensuring that lighting is sufficient and functional, trash and waste removal systems are maintained, and that waste is actually being removed as scheduled.

Cleanliness Overview

Calyx Berkshire Dispensary holds our dispensary to the highest standards of cleanliness, sanitation and safety to prevent contamination, protect against pest infestation and foster safe handling of product, exceeding the requirements of the Commission. CBD trains staff on best practices to maintain a sanitary, healthy and welcoming atmosphere for consumers. Our plan for sanitation has a dual approach, focusing on possible contamination from: 1) internal factors, including operation processes and employee handling of product; and 2) external factors, including potential contamination from pests, airborne impurities or foreign matter carried in from consumers.

Our sanitation plan is developed by our General Manager in conjunction with subject matter experts. Subject matter experts will be selectively involved as needed, such as sanitation professionals having experience with marijuana dispensaries in other states, OSHA, and local health organizations. Sanitation & Safety Standard Operating Procedures (SOPs) outlining all necessary procedures and controls have been drafted by the GM. CBD's GM will be responsible for training staff about these SOPs. The GM is the dispensary's designated representative and is also responsible for monitoring compliance and delegating tasks to dispensary agents to implement the prescribed safety measures.

Sanitation & Safety SOPs are reviewed regularly to determine if modifications are warranted based on best practices, changes in internal dispensary operations, regulatory changes or other factors. The plan is revised based upon these semi-annual reviews as well as in response to the discovery of any factor that warrants more immediate attention. Sanitation and safety training is part of every agent onboarding orientation too. Staff will also attend an annual, mandated refresher training on sanitation and safety.

Sanitation of Storage Areas

The storage areas will be cleaned every third day according to a maintenance schedule included within the dispensary's standard operating procedures. This work includes cleaning floors, shelves and fixtures. No food or beverages are allowed in any of the secure storage areas.

Cleaning

Responsibilities for daily cleaning are shared by all agents. A weekly calendar is posted in the break room detailing who is responsible for which task on a given day.

Main Area

The floors needs to be swept and mopped daily. It is conducted throughout the day as needed, and one final time at the end of the day.

- Wipe and sanitize all counters
- Sweep entrance
- Empty trash cans
- Clean all glass doors, windows and mirrors
- Wipe glass display units
- Clean shelves

Break Room

- Fold chairs
- Wipe down and sanitize table and counter

- Sweep and mop floor
- Throw away any trash
- Put food away
- Take break room trash out and replace bag
- Dump coffee, clean pots, remove used filter

Bathroom

- Sanitize sink and faucet
- Clean mirror
- Sanitize toilet
- Take trash out if necessary and replace bag
- Sweep and mop floor

Pests & Contaminants

Applicant's perimeter is kept clean, with vegetation and landscaping neatly trimmed and maintained. These measures maintain a professional appearance for the dispensary's exterior while also allowing the GM to have a clear view of the building's exterior to detect moths, flies, rodents and other pests nesting near or presenting a risk of entering the facility.

Contamination is prevented by daily inspection and testing of specific areas within the facility. When a potential risk is identified, the GM is notified immediately, and agents follow contamination protocols to treat the infected area. Any area suspected of contamination is cleaned immediately and then added to the daily cleaning regimen as an area of focus, with additional cleaning and sanitizing at the end of business hours. Agents are required to inform the GM of any contamination incidents so that the GM can investigate the situation, implement mitigation efforts and generate a report documenting the incident and corrective measure taken.

No pets, other than service animals, are allowed on the premises and service animals are permitted only in spaces normally accessible to consumers. Dispensary staff are trained on handling consumer requests for service animal access in accordance with American with Disabilities Act (ADA) guidelines, including the right to inquire whether the animal is a service animal and what tasks the animal is trained to perform.

Handling Marijuana

All Calyx Berkshire Dispensary training and related SOPs stipulate safe and sanitary product handling for storage, receiving and dispensing. General cleanliness, good personal hygiene and attire standards are enforced, requiring agents to be clean and well groomed, dressed appropriately and wearing professional attire. Any agent suspected of having an infectious illness, open lesion, or other abnormal source of potential microbial contamination is temporarily excluded from operational tasks which require the handling of marijuana and marijuana products. Agents are required to inform their managers about such conditions. Staff members, working in Human Resources, ensure that any accommodations dictated by the agent's condition (confirmed by the agent's doctor) are implemented before the agent returns to normal duty.

Hand-washing

Employees are required to thoroughly wash and sanitize their hands before they start their shift, after a break or at any time when hands might have become soiled or contaminated. Sanitizing gel dispensers are located at dispensing counters, restrooms and throughout the dispensary. Other protocols include:

- Signage regarding sanitation is posted in multiple languages throughout the facility, including signage regarding marijuana and marijuana products.
- The availability of personal protective equipment such as gloves or masks.
- The dispensary has accessible bathrooms available to CBD agents, furnished with hot water, anti-microbial soap dispensers and no-touch electric hand dryers. CBD will not provide public bathrooms.
- Stations in the dispensary are stocked with cleaning items including broom, dustpan, waste bin, clean towels and cleaners using a sanitizing agent registered by the U.S. Environmental Protection Agency in accordance with labeled instructions.
- Weather related events that might lead to sanitation issues, such as excessive rain or snow, are addressed in our SOPs.

Record Keeping Overview

Calyx Berkshire Dispensary is committed to the protection of its business records, creating a recordkeeping Standard Operating Procedures (“SOPs”) and properly training staff on all record keeping requirements under the SOP. Only authorized dispensary agents who have been trained on CBD recordkeeping policy and procedures will have access to records.

Records will be maintained electronically whenever possible. All electronic record data will be maintained on a firewall protected, cloud-based platform. The electronic recordkeeping system provides password protected restricted access to only trained agents. Paper documents to be kept on premise, along with systems and personnel records, will be stored in locked cabinets in restricted access areas. All records, electronic and/or physical, are available to the Commission upon request, and will be maintained by CBD for at least two years after closing. In addition, CBD will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.

Recordkeeping will be the responsibility primarily of the site’s General Manager (“GM”). The GM will be responsible for maintaining records relating to personnel policies, payroll, residency documentation, job descriptions, employment and personnel, operations, audits, attendance, accounting, security, and quality assurance. The GM will be responsible for maintaining financial records, including audits, in collaboration with CBD’s Controller. The GM will also be responsible for maintaining security records, including surveillance, in collaboration with CBD’s Security Director (“SD”).

The GM will be responsible for updating the recordkeeping SOP on a quarterly basis, and for ensuring that the SOP is complied with each day. An agent’s failure to comply with the site’s recordkeeping SOP may subject her/him to discipline, up to and including separation where the failure to do so is flagrant, deliberate and/or systemic.

CBD will maintain a high level of confidentiality regarding personal agent information. Access to confidential personnel and payroll records and associated reports will be restricted to designated administrative staff who require the information for financial and human resources activities. Such records include all employment records, including background checks. Each personnel record will include at the minimum, personal information, a required background check, state issued employee license, training history and complete employment application with resume will be kept electronically or in a secure location on site, and will be maintained for at least 12 months following an agents termination.

Mandatory trainings will be provided to all staff to ensure each staff member has a full and accurate understanding of their responsibilities. Training plans and modules will be housed in a secure database. Policies and procedures are added to the database on an ongoing basis and must be reviewed at least twice annually. All training and associated attendance logs will be documented with electronic sign-in sheets identifying the topic of the training, the name of the trainer, and the date, time and location of the training itself.

Full spectrum accounting and financial records, including audits, will be created by CBD's in-house Controller. Annual financial audits will be performed by our independent CPA firm, Citrin Cooperman. All activities are logged with time and personnel stamps with inalterable audit trails. CBD will record all deliveries and related data as well as quality assurance information entered by designated employees following appropriate procedures.

All staffing plans and business records, including inventory records, personnel records, sales reports, quality assurance review logs, audit reports, waste disposal and destruction records, notice reminders, and other administrative and regulatory reporting functions will be handled in a secure manner. All digital data is stored, encrypted and firewall protected to minimize business interruptions and protection of information. Electronic equipment and computers are configured on a reliable and secure network, using unique login identification. Email communication is sent under a protected protocol when required, such as inventory information or employee confidential data.

All surveillance records, including those captured on camera, will be maintained on our secure, cloud-based servers. All these records will be kept in a standard format, and the records will be archived in a manner that ensures authentication, guaranteeing that no alteration of the record has occurred.

Record Keeping Procedures

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

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

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

- Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of State Filings
- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with CBD, including members, if any.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with CBD and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe dispensing conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
 - CBD will maintain the results of all testing for a minimum of one year.
- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - CBD will use a POS Software to maintain real-time inventor that meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten calendar days, CBD will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by CBD for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security desk. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, CBD will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two CBD agents present during the disposal or handling, with their signatures. CBD will keep disposal records for at least three years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Twenty-four hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety calendar days.
- Transportation Records
 - CBD will retain all shipping manifests for a minimum of one year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - In the event CBD closes, all records will be kept for at least two years at CBD's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, CBD will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to CBD's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;

- Agent security policies, including personal safety and crime prevention techniques;
- A description of CBD's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- Storage of marijuana in compliance with 935 CMR 500.105(11);
- Description of the various strains of marijuana to be sold, , and the form(s) in which marijuana will be dispensed;
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to CBD operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of CBD, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on CBD's website.
- Policies and procedures for the handling of cash on CBD premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation
 - Strategies to reduce electric demand
 - Engagement with energy efficiency programs

Visitor Record Keeping

All visitors who do have a reasonable need to visit must follow the protocol below:

1. The visitor must surrender their valid government-issued photo identification in the reception office. The ID will be held in the reception office until the visitor's visit is complete.
2. The visitor must sign the Contractor Sign-In Sheet, including the date, name of contractor/visitor, work to be done/purpose of visit, and the time they signed in.

3. All visitors must be escorted at all time by a dispensary employee. Therefore, a CBD agent must accompany and oversee the visitor throughout the entirety of their visit, regardless of whether said visitor is on the Approved Vendors List. The CBD agent that is responsible for overseeing this specific visitor should put their name in the appropriate section of the Contractor Sign-In Sheet.
4. Once the visitor has completed their work/fulfilled the purpose of their visit, they will go back to the reception office, enter their "time out" and retrieve their ID. This completes their visit.

Document Housing

Standard operating procedures, trainings and other related written documents will be housed in a local database to centralize, simplify and strengthen policies and procedures. Training materials are reviewed for relevance and for accuracy on an ongoing rolling schedule. Other related policies and procedures will be added to the database on an ongoing basis.

Training is a multidimensional, iterative process. Multiple educational approaches will be deployed to ensure clear understanding of concepts as well as capability to explain in an articulate manner. A combination of self-review, one-on-one as well as team workshops led by CBD's Human Resources Director will guarantee a comprehensive and consistent learning experience among the CBD dispensary team.

Through the database, employees will be able to access training plans they have completed in the past as well as study training materials for future trainings and assessments.

Failure to pass formative module testing or review updated documents can lead to disciplinary action. Different levels of access will be granted for each dispensary department in order to ensure access to relevant training information to perform their job duties. This training approach is proprietary and as such deemed confidential. Materials cannot be accessed, printed or copied outside of the dispensary. Employees are given login credentials during the hiring process and access to different policies and procedures is restricted by role.



Overview of Restricting Access to age 21 or older

Pursuant to 935 CMR 500.050(5) (b), Calyx Berkshire Dispensary ("CBD") will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID. Upon entry into the premises of the CBD dispensary by an individual, a CBD agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).



Note: The Dispensary Manager or acting manager must promptly pass along the Contractor Sign-In Sheet to the Accounting Office on the first business day of every new month.

Contractor/Non-Consumer Access

All non-customer visitors to the dispensary must have a "reasonable need to visit," this includes but is not limited to: deliveries, job interviews, meetings with vendors/partners, repairs or maintenance. Visitors must have a verified scheduled appointment with Calyx Berkshire Dispensary. Members of law enforcement and other authorized government personnel, including the Commission, will be granted access upon request with proper identification. Agents in doubt of the status of an individual are trained to reach out to the Dispensary Manager before letting someone inside.

All contractors or non-customers who do have a reasonable need to visit must follow the protocol below:

1. The visitor must surrender their valid government-issued photo identification to security in the reception area. The ID will be held in the reception area until the visitor's visit is complete.

2. The visitor must sign the Contractor Sign-In Sheet, including the date, name of contractor/visitor, work to be done/purpose of visit, and the time they signed in.
3. All visitors must be escorted at all times by a dispensary agent. Therefore, a CBD agent must accompany and oversee the visitor throughout the entirety of their visit, regardless of whether said visitor is on the Approved Vendors List. The CBD agent that is responsible for overseeing this specific visitor should put their name in the appropriate section of the Contractor Sign-In Sheet.
4. Once the visitor has completed their work/fulfilled the purpose of their visit, they will go back to the reception area, enter their "time out" and retrieve their ID. This completes their visit.

In no situation should visitors enter a restricted access area where marijuana and/or marijuana product is present unless for an exceptional situation or for tasks that must be performed as an emergency measure. This can only happen with express approval of the CEO or designated executive in conjunction with the Security Director. Maintenance or repairs that need to be completed in areas where marijuana or marijuana products are present must be scheduled before or after business hours, and all marijuana and marijuana products must be relocated to a different secure area for the duration of the visitor's visit.



In the event CBD discovers any of its agents intentionally or negligently sold marijuana or marijuana product to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(I). CBD will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors, pursuant to 935 CMR 500.030(1).

Handicap Access

Calyx Berkshire Dispensary's dispensary location is handicap accessible however, there may be instances when a consumer, or potential consumer, needs assistance to get into the dispensary. In these instances, CBD agents are encouraged to help, but first they must notify another agent that they will be leaving their assigned post to assist the consumer. By doing so, they are ensuring someone is backfilling their position while they assist the consumer. The CBD agent must also ask for permission from the consumer. By doing so, the CBD agent is respecting the customer's wishes and protecting CBD from any liability.

If the consumer is accompanied by another person, they must both be over the age of 21 to enter the dispensary. This can be a sensitive subject, as agents may have to deny the accompanying party access into the dispensary. In this event, the person can stay behind at the security desk to provide any

assistance that is needed and can be provided. The consumer, however, would only be escorted into the dispensary by a CBD agent.

Marketing and Packaging

Pursuant to 935 CMR 500.105(4), CBD will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray persons under the age of 21. CBD will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. CBD will not sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b).

In accordance with 935 CMR 500.105(4)(a)(5) and to assist in restricting access to those at least 21 years old, any marketing, advertising and branding materials for public viewing will include a warning stating, "For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana." Pursuant to 935 CMR 500.105(6)(b), CBD will not sell marijuana products in packages that contain bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Before CBD accepts any marijuana or marijuana product from a supplying Marijuana Establishment, it must be inspected at intake where part of the inspection process surrounds compliant packaging. CBD's website also requires all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

PLAN TO POSITIVELY IMPACT THE COMMUNITY

Please note: *The applicant acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing and sponsorship practices of every Marijuana Establishment; and Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.*

As a women owned cannabis business we believe that everyone should be able to live in safety, with dignity and justice, free from fear and oppression. Our positive impact plan represents our specific focus in this belief. You will see that we focus on three specific plans of impact – the family, the child, and safety – in an area of disproportionate impact, Pittsfield, Massachusetts.

This plan contains a timeline tracker that will show progress and success of the plan. We also acknowledge that the progress and success of this plan will be documented upon renewal (one year from provisional licensure and each year thereafter).

1) The applicant acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing and sponsorship practices of every Marijuana Establishment; and

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

Goal #1

Providing business assets (time, finances) in Pittsfield, Massachusetts that will have a positive impact on the members of that community or the community as a whole.

We at Calyx Berkshire Dispensary believe that positive impact for a community starts with the family. Every day in Pittsfield, families dream of having a healthy, affordable home of their own. Having a stable home means children do better in school, parents often obtain better jobs, and improving the family's financial situation. We believe a home makes the family and the community thrive. Our first positive impact plan involves Habitat for Humanity in Pittsfield, Massachusetts.

Program to support goal:

- **Contribution of Funding** - Calyx Berkshire Dispensary commits to contributing funding each year to the Central Berkshire Habitat for Humanity serving the Pittsfield community. We believe that our donation will help families in need of a decent home to build long-term financial security. With an affordable, stable home, families have more to spend on food, medicine, childcare, education and other essentials.
 - **Measurable Dollar Contribution** - \$1500 per calendar year
 - **Tracked** – receipt of contribution
- **Contribution of Time** - Calyx Berkshire Dispensary will also commit our time and that of our employees. Our plan is to dedicate two days per year to work on a habitat for humanity home build project. Our plan is to allow each employee one paid day of their choice to volunteer and have the second day a full Calyx team build day. At least 50% of our full time staff will participate. We feel that working as a team for a build day with Central Berkshire Habitat for Humanity, we not only get the opportunity to come together as a team to build a home, we are also building the Calyx family.
 - **Measurable Time Contribution** - 1 day team build; 1 paid day for each employee to donate to Habitat for Humanity
 - **Tracked** – Employee time records

Goal #2

Our positive impact plan goal #1 focused on the stability of the family. Our positive impact plan goal #2 focuses on the children. Girls face profound challenges to their well-being - sexual harassment, teen pregnancy, inequitable access to education, limiting stereotypes/messages. Girls Inc. of the Berkshires, at the Brigham Center is inspiring all girls to be strong, smart & bold.

Efforts focus on girls who are under resourced to equip them with knowledge, skills and confidence to improve their lives and acquire building blocks needed to achieve career/work goals. Sustained participation in Girls Inc. encourages girls to stay in school, make connections with role models/mentors and make plans for an economically independent future.

We at Calyx Berkshire Dispensary agree and want to support Girls, Inc. in their efforts. Current initiatives include:

- Key tenets of the Girls Inc. Experience are intentional, interactive programming; sustained exposure to relevant, research-based curricula. Each program/curriculum offered at our Main Site and in Pittsfield Public Schools (PPS) works with those tenets in mind. Each component is chosen to address the needs of girls, providing the skill set they need to achieve career and work goals.
- Economic Literacy programs begin for girls in 2nd grade which help them increase their understanding of basic concepts of money – identifying/counting money and banking in the She's on the Money curriculum; and continuing to build an understanding of economics, planning and budgeting in high school exploring Futures and Options. An intentional, sustained approach follows through each curriculum, developing girls' understanding beginning to end.
- With increased commitment to career exploration/skills development with the launch of Eureka! Collaborating with BCC and MCLA, the 5-year program for girls grades 8 – 12 is an immersive STEM program. Girls entering 8th grade, participate in an intensive summer program at BCC, followed by experiential activities in the school year and a second summer on campus. Job related skill building, internships and college exploration is the focus in the remaining years.

Program to support goal #2:

The Girls Inc. Experience, a holistic approach grounded in belief of the rights and abilities of every girl is a combination of positive strategies that support girls and inspire them to thrive. Girls develop tools needed to make plans for graduation, further education and economic independence. Our goal is to help the community create a pathway for girls to become successful, which begins at a young age by preparing them with the right tools to thrive and overcome obstacles.

- **Contribution of Funding** - Calyx Berkshire Dispensary commits to contributing funding each year to support the Girls Inc. through the United Way of the Berkshires. We believe that our donation will help girls discover skills and knowledge that will lead them to interesting work and a future of economic independence. Our donation will also help promote visibility to what members of the Adult Use Cannabis business are doing to support the community.
 - **Measurable Dollar Contribution** - \$1500 "Go Girl" Mentor
 - **Tracked** – Receipt of donation

Berkshire United Way [info@berkshireunitedway.org]
200 South Street, Pittsfield, Ma. 01201

Goal #3

Providing business assets (time, finances) in Pittsfield, Massachusetts that will have a positive impact on the members of that community or the community as a whole.

Elizabeth Freeman Center offers hope, help, and healing to all experiencing or affected by domestic and sexual violence through free, accessible, and confidential services in Berkshire County. They work to end the cycle of violence through community mobilization, advocacy, and education. Promoting social justice and working to end all forms of oppression are essential to our work.

The need for their services is great. In the United States:

- More than 1 in 3 women (35.6%) and more than 1 in 4 men (28.5%) have experienced rape, physical violence, and/or stalking by an intimate partner in their lifetime.
- Nearly 1 in 5 women (18.3%) and 1 in 71 men (1.4%) have been raped. 79.6% of female victims are raped before the age of 25; 42.2% are raped before the age of 18. 27.8% of male victims are raped before the age of 10. 64% of trans individuals have experienced sexual assault
- Because abusers exploit power differentials, marginalized communities – including individuals who are people of color, LGBTQ, living with a disability, and/or immigrants – often experience higher rates of violence.

Program to support goal #3:

Domestic and sexual violence are not just “big city” problems – they are our problem:

- Berkshire County has a rate of restraining orders 37% higher than the state average.
- A state study of Massachusetts high school students found that youth in rural areas like ours suffer violence at higher rates than students in urban and suburban areas, with
 - 31.5% vs. 21.6% reporting having been bullied at school,
 - 11.9% vs. 10.5% reporting dating violence, and
 - 12.5% vs. 10.3% reporting sexual contact against their will.

It found that students who experienced dating violence or coerced sexual contact were 2-3 times more likely to report considering or attempting suicide, getting pregnant or getting someone pregnant, and more likely to fail in school.

- **Contribution of Funding** - Calyx Berkshire Dispensary commits to contributing funding each year to the Elizabeth Freeman Center. \$35 provides school supplies for a child in their shelter. \$1500 helps sustain one month of afterhours coverage for their 24/7 hotline, so that no one's call for help goes unanswered.
 - **Measurable Dollar Contribution** -
 - Calyx will donate \$35 for each full time employee at Calyx per year
 - Calyx will donate \$1500 per year to support emergency call coverage
 - **Tracked** – receipt of donation
 - **Measurable Contribution of Time** - Calyx Berkshire Dispensary will also commit to invite a member of the Elizabeth Freeman Center speak at one of our staff meetings yearly. We consider community education to be a vital component of the work they do and we want to help them get the word out about what they do and how we can work together.
 - **Tracked** – staff meeting agenda

Elizabeth Freeman Center [elizabethfreemancenter.org]
43 Francis Avenue, Pittsfield, Ma. 01201

Positive Impact Plan Name	Objective	Target Completion Levels	Owner	Status
Goal #1 Habitat for Humanity	Contribution of Funds	Month 12; Measured Monthly	TBD	
Goal #1 Habitat for Humanity	Contribution of Time - Employee Volunteer Day	Month 12; Measured Monthly	TBD	
Goal #1 Habitat for Humanity	Contribution of Time - Team Build Day	Month 12; Measured Monthly	TBD	
Goal #2 Girls Inc.	Contribution of Funding	Month 12; Measured Monthly	TBD	
Goal #3 Elizabeth Freeman Center	Contribution of Funding Per Employee	Month 12; Measured Monthly	TBD	
Goal #3 Elizabeth Freeman Center	Contribution of Funding - Calyx	Month 12; Measured Monthly	TBD	



On Plan



Trending Negative/Watch



Off Plan/ Corrective Action Needed