



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR283720  
Original Issued Date: 12/09/2021  
Issued Date: 12/09/2021  
Expiration Date: 12/09/2022

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Apical, Inc.

Phone Number: 978-360-3970 Email Address: bhorrigan@pandasolutions.co

Business Address 1: 431 Westminster Street

Business Address 2:

Business City: Westminster Business State: MA

Business Zip Code: 01420

Mailing Address 1: 2611 Woodruff Road

Mailing Address 2: Suite A

Mailing City: Spokane Valley Mailing State: WA

Mailing Zip Code: 99206

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201884

### RMD INFORMATION

Name of RMD: Apical, Inc.

Department of Public Health RMD Registration Number: Provisional, No Registration Number

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Owner / Partner Other Role:

First Name: Robert Last Name: McKinley 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

##### Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 100		
Entity Legal Name: Apical, LLC	Entity DBA:	DBA City:	
Entity Description: Parent Company			
Foreign Subsidiary Narrative:			
Entity Phone: 509-290-3301	Entity Email: rmckinley@pandasolutions.co	Entity Website:	
Entity Address 1: 2611 Woodruff Road	Entity Address 2:		
Entity City: Spokane Valley	Entity State: WA	Entity Zip Code: 99206	
Entity Mailing Address 1: 2611 Woodruff Road	Entity Mailing Address 2:		
Entity Mailing City: Spokane Valley	Entity Mailing State: WA	Entity Mailing Zip Code: 99206	
Relationship Description: Apical, LLC. is a Delaware limited liability company that owns 100% of Apical, Inc. as a parent company.			

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: Apical, Inc.	Entity DBA:		
Email: bhorrigan@pandasolutions.co	Phone: 419-977-8757		
Address 1: 431 Westminster Street	Address 2:		
City: Fitchburg	State: MA	Zip Code: 01420	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$14000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

##### Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Robert	Owner Last Name: McKinley	Owner Suffix:	
Entity Legal Name: GrowOp Farms, LLC	Entity DBA:		
Entity Description: Washington State Licensed Cultivation and Processing Establishment			
Entity Phone: 509-981-9409	Entity Email: rmckinley@pandasolutions.co	Entity Website: https://growopfarms.com/	
Entity Address 1: 2611 Woodruff Road	Entity Address 2:		
Entity City: Spokane Valley	Entity State: WA	Entity Zip Code: 99206	Entity Country: USA
Entity Mailing Address 1: 2611 Woodruff Road	Entity Mailing Address 2:		
Entity Mailing City: Spokane Valley	Entity Mailing State: WA	Entity Mailing Zip Code: 99206	Entity Mailing Country: USA

### Business Interest in Other State 2

#### Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Robert      Owner Last Name: McKinley      Owner Suffix:

Entity Legal Name: Phat N Sticky LLC      Entity DBA:

Entity Description: Washington State Licensed Cultivation and Processing Establishment

Entity Phone: 509-315-5760      Entity Email:      Entity Website:  
mike@mdpcpa.com

Entity Address 1: 2611 Woodruff Road      Entity Address 2:

Entity City: Spokane Valley      Entity State: WA      Entity Zip Code: 99206      Entity Country: USA

Entity Mailing Address 1: 2611 Woodruff Road      Entity Mailing Address 2:

Entity Mailing City: Spokane      Entity Mailing State: WA      Entity Mailing Zip Code:      Entity Mailing Country:  
Valley      99206      USA

### Business Interest in Other State 3

#### Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Robert      Owner Last Name: McKinley      Owner Suffix:

Entity Legal Name: Ctrl Alt Destroy, Inc.      Entity DBA:

Entity Description: California State Provisional Medicinal retailer License Holder

Entity Phone: 509-981-9409      Entity Email:      Entity Website:  
rmckinley@pandasolutions.co

Entity Address 1: 8300 Center Drive      Entity Address 2:

Entity City: La Mesa      Entity State: CA      Entity Zip Code: 91942      Entity Country: USA

Entity Mailing Address 1: 2260 Avenida De La Playa      Entity Mailing Address 2:

Entity Mailing City: La Jolla      Entity Mailing State: CA      Entity Mailing Zip Code:      Entity Mailing Country:  
92037      USA

### DISCLOSURE OF INDIVIDUAL INTERESTS

#### Individual 1

First Name: Robert      Last Name: McKinley      Suffix:

Marijuana Establishment Name: Apical, Inc.      Business Type: Other

Marijuana Establishment City: Fitchburg and Easthampton      Marijuana Establishment State: MA

### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 144 King Street

Establishment Address 2:

Establishment City: Northampton      Establishment Zip Code: 01060

Approximate square footage of the establishment: 2200      How many abutters does this property have?: 47

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	Fully Executed HCA AttestationAPICAL_Form_HCA_Cert. - signed.pdf	pdf	5f79f116be635707e886db94	10/04/2020
Community Outreach	COM Documentation FINAL.pdf	pdf	5f7a0661d4713f079b925d1e	10/04/2020

## Meeting Documentation

Plan to Remain Compliant with Local Zoning	NOHO Apical Plan to Remain Compliant with Local Zoning.pdf	pdf	5f7a1267be635707e886dba8	10/04/2020
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Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$

## PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Apical Plan for Positive Impact_3.0.pdf	pdf	5f7a132f564e5f07d034c35d	10/04/2020

## ADDITIONAL INFORMATION NOTIFICATION

Notification:

## INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner      Other Role:  
First Name: Robert      Last Name: McKinley      Suffix:  
RMD Association: RMD Owner  
Background Question: no

## ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company      Other Role:  
Entity Legal Name: Apical, LLC.      Entity DBA:  
Entity Description: Parent Company  
Phone: 509-290-3301      Email: rmckinley@pandasolutions.co  
Primary Business Address 1: 2611 Woodruff Road      Primary Business Address 2:  
Primary Business City: Spokane Valley      Primary Business State: MA      Principal Business Zip Code: 99206

Additional Information:

## MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Apical bylaws signed.pdf	pdf	5f7a20fe5f18f707b2bf22b9	10/04/2020
Articles of Organization	Articles of Entity Conversion.pdf	pdf	5f7a211bf3e55207cefa4c21	10/04/2020
Secretary of Commonwealth - Certificate of Good Standing	SOS COGS 2020.pdf	pdf	5fb57a0f3bf49c082a428162	11/18/2020
Department of Revenue - Certificate of Good standing	DOR COGS 2020.pdf	pdf	5fb57a24dfcf9f07cd946b9a	11/18/2020
Department of Revenue - Certificate of Good	DUA Attestation.pdf	pdf	5fb57a344a2789086108f11c	11/18/2020



standing

No documents uploaded

Massachusetts Business Identification Number: 001287976

Doing-Business-As Name: EMBR

DBA Registration City: Northampton

#### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Apical Inc. Business Plan June 2020.pdf	pdf	5f7a2346e3e99907b865b9e9	10/04/2020
Proposed Timeline	Apical Timeline for NOHO.pdf	pdf	5f7a2579564e5f07d034c37b	10/04/2020
Plan for Liability Insurance	Apical Liability Insurance Plan_Retail.pdf	pdf	5f7a2607e3e99907b865b9f0	10/04/2020

#### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	NOHO Dispensing Procedure.pdf	pdf	5faf212eedc7d60856d9848b	11/13/2020
Energy Compliance Plan	NOHO Energy Compliance Plan.pdf	pdf	5faf212f08242707d4a78cff	11/13/2020
Maintaining of financial records	NOHO Maintaining of Financial Records Policy and Procedure.pdf	pdf	5faf21314a2789086108e3e2	11/13/2020
Plan for obtaining marijuana or marijuana products	NOHO Plan to Obtain marijuana or marijuana products.pdf	pdf	5faf2133bd0d8e081433de4d	11/13/2020
Storage of marijuana	NOHO Policy and Procedure for Storage of Marijuana.pdf	pdf	5faf213557d9d707ee4d964c	11/13/2020
Transportation of marijuana	NOHO Policy and Procedure for the Transportation of Marijuana.pdf	pdf	5faf216a3bf49c082a427430	11/13/2020
Inventory procedures	NOHO Policy for Inventory.pdf	pdf	5faf216b8cc05c081b1b8369	11/13/2020
Restricting Access to age 21 and older	NOHO Policy for Limiting Access to Age 21 and Older.pdf	pdf	5faf216ca75869080486d053	11/13/2020
Quality control and testing	NOHO Policy for Quality Control and Product Testing.pdf	pdf	5faf216d7083620840287324	11/13/2020
Separating recreational from medical operations, if applicable	NOHO Policy for Separating Recreational from Medical Operations.pdf	pdf	5faf216e5b823307b79b7cff	11/13/2020
Personnel policies including background checks	NOHO Personnel Policies_including Background Checks.pdf	pdf	5faf219aecd7d60856d9848f	11/13/2020
Record Keeping procedures	NOHO Record Keeping Procedure.pdf	pdf	5faf219c4a2789086108e3e6	11/13/2020
Qualifications and training	NOHO Qualifications and Training Policy and Procedure.pdf	pdf	5faf219ddf85ec07dfb8a08f	11/13/2020
Prevention of diversion	NOHO Prevention of Diversion Policy and Procedure.pdf	pdf	5faf219ebd0d8e081433de51	11/13/2020
Security plan	NOHO Security Plan_V2.0.pdf	pdf	5fb57f2157d9d707ee4da303	11/18/2020

**MARIJUANA RETAILER SPECIFIC REQUIREMENTS**

No documents uploaded

No documents uploaded

**ATTESTATIONS**

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

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

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

**Notification:**

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

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

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

**ADDITIONAL INFORMATION NOTIFICATION****Notification:****COMPLIANCE WITH POSITIVE IMPACT PLAN**

No records found

**COMPLIANCE WITH DIVERSITY PLAN**

No records found

**HOURS OF OPERATION**

Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: 9:00 AM	Saturday To: 9:00 PM
Sunday From: 9:00 AM	Sunday To: 9:00 PM

# Host Community Agreement Certification Form

## Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

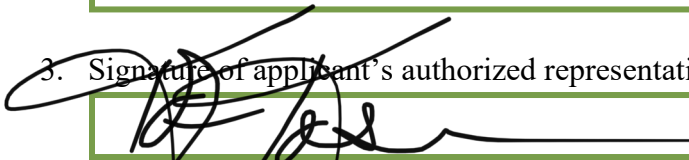
## Certification

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

1. Name of applicant:

2. Name of applicant’s authorized representative:

3. Signature of applicant’s authorized representative:



4. Name of municipality:

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

David J. Narkewicz



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



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

mayor@northamptonma.gov

8. Host community agreement execution date:



# Community Outreach Meeting Attestation Form

## Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

## Attestation

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

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



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

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



Name of applicant:

Apical, Inc.

Name of applicant's authorized representative:

Kot Kasom

Signature of applicant's authorized representative:



**AD TEXT****Northampton**

NORTHAMPTON, MA NOTICE OF COMMUNITIY OUTREACH MEETING Notice is hereby given that a Community Outreach Meeting for a proposed adult-use marijuana establishment is scheduled for June 8, 2020 from 11:00 AM to 12:00 PM. The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060 and operated by Apical, Inc.. Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions. To participate online go to <https://meet.google.com/eqh-mxbi-qgg> . You may also join by phone using (?US)?+1 617-675-4444, PIN: ?635 282 840 9883#. If you would like to provide a comment or question before the meeting please send to [apical@ac3llc.org](mailto:apical@ac3llc.org) (May 23, 2020)

Related Categories: Notices and Announcements - Legal Notice

Published in *The Republican* 5/22. Updated 5/22.

# Attachment A





**Community Outreach Meeting Notice to Municipal Elect Officials**

June 29, 2020

Dear Councilor:

We would like to invite you to a Community Outreach Meeting for a proposed adult-use marijuana establishment scheduled for **June 8, 2020 from 11:00 AM to 12:00 PM.**

The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060 and operated by Apical, Inc..

Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions.

To participate online go to <https://meet.google.com/eqh-mxbi-qgg> .

You may also join by phone using (US)+1 617-675-4444, PIN: 635 282 840 9883#.

If you would like to provide a comment or question before the meeting please send to [apical@ac3llc.org](mailto:apical@ac3llc.org).

If you have any questions about the meeting beforehand please feel free to contact Ryan McCollum; (413) 313-1475 or at [ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)

Regards,

Apical, Inc.

**From:** Ryan McCollum <ryan@rmc-strategies.com>  
**Sent:** Friday, June 5, 2020 2:32 PM  
**To:** cclerk@northamptonma.gov; azielenski@northamptonma.gov  
**Cc:** americancannabiscc@gmail.com; Rebecca Adams <radams@cobblestoneintegrated.com>; Steve Chaisson <steve@ac3llc.org>; Brian Horrigan <bhorrigan@pandasolutions.co>; Kot Kasom <kkasom.apicalinc@gmail.com>  
**Subject:** Posting of Apical Presentation for June 8th

Madame Clerk:

Please find attached the presentation that must be posted digitally on a public site 24 hours beforehand.

We were hoping this could be posted alongside our notice in compliance with the Mass Cannabis Control Commission. As it reads it does not mandate that it be posted on a public site like a municipal site but we thought it made the most sense to ask for you to post with our notice for the most residents to see and not some random site that no one would ever see.

[https://mass-cannabis-control.com/wp-content/uploads/2020/04/20200427\\_Administrative-Order-Community-Outreach-Meeting.pdf](https://mass-cannabis-control.com/wp-content/uploads/2020/04/20200427_Administrative-Order-Community-Outreach-Meeting.pdf)

**"7. The applicant shall post on a publicly accessible website all meeting materials at least 24 hours in advance of the meeting."**

I will be calling you shortly to follow up.

Regards,

Ryan

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**Ryan McCollum**  
*Principal, RMC Strategies*  
*Marketing Consultant, Get Set Marketing*  
(413) 313-1475  
[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)  
[www.rmc-strategies.com](http://www.rmc-strategies.com)  
[www.getsetmarketing.com](http://www.getsetmarketing.com)

**From:** Ryan McCollum <ryan@rmc-strategies.com>  
**Sent:** Friday, May 29, 2020 1:48 PM  
**To:** cclerk@northamptonma.gov; azielenski@northamptonma.gov  
**Cc:** americancannabiscc@gmail.com; radams@cobblestoneintegrated.com; steve@ac3llc.org; Brian Horrigan <bhorrigan@pandasolutions.co>; Kot Kasom <kkasom.apicalinc@gmail.com>  
**Subject:** Public Notice of Community Outreach Meeting Monday, 6/8/20, 11am

Madame Clerk:

Please see the below notice inviting the public to an upcoming Community Outreach Meeting for a proposed adult-use retail marijuana establishment.

As per regulations, the notice needs to be posted electronically, digitally 7 days in advance of the meeting. Please let me know if you need any more information from us to do so.

We already are advertising publicly through Masslive as well.

If you have any questions please feel free to email me at [ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com) or call me directly on my cell phone at (413) 313-1475.

I also sent a letter with the information electronically to the Mayor, the City Council and the Planning Board assistant as well.

I hope you are well.

Regards,

Ryan McCollum

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### NORTHAMPTON, MA NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed adult-use marijuana establishment is scheduled for June 8, 2020 from 11:00 AM to 12:00 PM. The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060 and operated by Apical, Inc.. Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions. To participate online go to <https://meet.google.com/eqh-mxbi-qgg> . You may also join by phone using (US)+1 617-675-4444, PIN: 635 282 840 9883#.

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**Ryan McCollum**  
*Principal, RMC Strategies*  
*Marketing Consultant, Get Set Marketing*  
(413) 313-1475  
[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)  
[www.rmc-strategies.com](http://www.rmc-strategies.com)  
[www.getsetmarketing.com](http://www.getsetmarketing.com)

**From:** Ryan McCollum <[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)>  
**Sent:** Friday, May 29, 2020 2:36 PM  
**To:** lkrutzler@northamptonma.gov; glsciarra@northamptonma.gov; bdwight@comcast.net; kfoster@northamptonma.gov; Michael Quinlan <[michaelquinlannorthampton@gmail.com](mailto:michaelquinlannorthampton@gmail.com)>; jimnashcitycouncil@gmail.com; jthorpe@northamptonma.gov; ajarrett@northamptonma.gov; Marianne LaBarge <[mlabargeward6@aol.com](mailto:mlabargeward6@aol.com)>; rmaiore@northamptonma.gov  
**Cc:** americancannabisc@gmail.com; Brian Horrigan <[bhorrigan@pandasolutions.co](mailto:bhorrigan@pandasolutions.co)>; radams@cobblestoneintegrated.com; Kot Kasom <[kkasom.apicalinc@gmail.com](mailto:kkasom.apicalinc@gmail.com)>; steve@ac3llc.org  
**Subject:** Re: Community Outreach Meeting Monday, 6/8/20, 11am

FYI...

The date at the top of the letter reads June 29 it should obviously read May 29.

We apologize for the mistake.

-RMC

Sent from my iPhone

On May 29, 2020, at 1:52 PM, Ryan McCollum <[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)> wrote:

Councilors:

Please see the below letter inviting you to an upcoming Community Outreach Meeting for a proposed adult-use retail marijuana establishment.

If you have any questions please feel free to email me at [ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com) or call me directly on my cell phone at (413) 313-1475.

I hope you all are well.

Regards,

Ryan McCollum

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**Community Outreach Meeting Notice to Municipal Officials**

June 29, 2020

Dear Councilor:

We would like to invite you to a Community Outreach Meeting for a proposed adult-use marijuana establishment scheduled for **June 8, 2020 from 11:00 AM to 12:00 PM.**

The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060

## Attachment B

and operated by Apical, Inc..

Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions.

To participate online go to <https://meet.google.com/eqh-mxbi-qgg>.

You may also join by phone using (US)+1 617-675-4444, PIN: 635 282 840 9883#.

If you would like to provide a comment or question before the meeting please send to [apical@ac3llc.org](mailto:apical@ac3llc.org).

If you have any questions about the meeting beforehand please feel free to contact Ryan McCollum; (413) 313-1475 or at [ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)

Regards,

Apical, Inc.

--

**Ryan McCollum**

*Principal, RMC Strategies*

*Marketing Consultant, Get Set Marketing*

*(413) 313-1475*

[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)

[www.rmc-strategies.com](http://www.rmc-strategies.com)

[www.getsetmarketing.com](http://www.getsetmarketing.com)

<Apical Comm Outreach Mtg.pdf>



**MAYOR DAVID J. NARKEWICZ**

**City of Northampton  
Office of the Mayor**  
210 Main Street Room 12  
Northampton, MA 01060-3199  
(413) 587-1249 Fax: (413) 587-1275  
[mayor@northamptonma.gov](mailto:mayor@northamptonma.gov)

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Kat Kasom, President  
Apical, Inc.  
19 Wemelco Way  
Easthampton, MA 01027

May 11, 2020

VIA EMAIL ONLY

Dear Mr. Kasom,

In accordance with the Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings (M.G.L. c. 94G, M.G.L. c. 941, and 935 CMR 500.00 and 501.00) I, Mayor David J. Narkewicz, do hereby grant permission to Apical, Inc., to conduct a virtual Community Outreach Meeting for the proposed adult-use marijuana establishment located at 144 King Street.

If you need anything further from me or my office, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "D. Narkewicz", written over a horizontal line.

David J. Narkewicz  
Mayor

## Attachment B

**From:** Ryan McCollum <[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)>  
**Sent:** Friday, May 29, 2020 4:31 PM  
**To:** CMisch@northamptonma.gov  
**Cc:** Brian Horrigan <[bhorrigan@pandasolutions.co](mailto:bhorrigan@pandasolutions.co)>; Kot Kasom <[kkasom.apicalinc@gmail.com](mailto:kkasom.apicalinc@gmail.com)>  
**Subject:** Fwd: Public Notice of Community Outreach Meeting Monday, 6/8/20, 11am

Carolyn:

I wanted the Planning Board to be made aware of the Community Outreach Meeting on 6/8 I contacted the Clerk about.

-Ryan

----- Forwarded message -----

**From:** Ryan McCollum <[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)>  
**Date:** Fri, May 29, 2020 at 1:47 PM  
**Subject:** Public Notice of Community Outreach Meeting Monday, 6/8/20, 11am  
**To:** <[ccclerk@northamptonma.gov](mailto:ccclerk@northamptonma.gov)>, <[azielenski@northamptonma.gov](mailto:azielenski@northamptonma.gov)>  
**Cc:** <[americancannabiscc@gmail.com](mailto:americancannabiscc@gmail.com)>, <[radams@cobblestoneintegrated.com](mailto:radams@cobblestoneintegrated.com)>, <[steve@ac3llc.org](mailto:steve@ac3llc.org)>, Brian Horrigan <[bhorrigan@pandasolutions.co](mailto:bhorrigan@pandasolutions.co)>, Kot Kasom <[kkasom.apicalinc@gmail.com](mailto:kkasom.apicalinc@gmail.com)>

Madame Clerk:

Please see the below notice inviting the public to an upcoming Community Outreach Meeting for a proposed adult-use retail marijuana establishment.

As per regulations, the notice needs to be posted electronically, digitally 7 days in advance of the meeting. Please let me know if you need any more information from us to do so.

We already are advertising publicly through Masslive as well.

If you have any questions please feel free to email me at [ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com) or call me directly on my cell phone at (413) 313-1475.

I also sent a letter with the information electronically to the Mayor, the City Council and the Planning Board assistant as well.

I hope you are well.

Regards,

Ryan McCollum

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### NORTHAMPTON, MA NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed adult-use marijuana establishment is scheduled for June 8, 2020 from 11:00 AM to 12:00 PM. The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060 and

operated by Apical, Inc.. Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions. To participate online go to <https://meet.google.com/eqh-mxbi-qgg> . You may also join by phone using (US)[+1 617-675-4444](tel:+16176754444), PIN: 635 282 840 9883#.

--

**Ryan McCollum**

*Principal, RMC Strategies*

*Marketing Consultant, Get Set Marketing*

*(413) 313-1475*

[ryan@rmc-strategies.com](mailto:ryan@rmc-strategies.com)

[www.rmc-strategies.com](http://www.rmc-strategies.com)

[www.getsetmarketing.com](http://www.getsetmarketing.com)





Community Outreach Meeting Public Notice

May 29, 2020

Dear Abutter,

Notice is hereby given that a Community Outreach Meeting for a proposed adult-use marijuana establishment is scheduled for June 8, 2020 from 11:00 AM to 12:00 PM. The proposed adult-use retail marijuana establishment is anticipated to be located at 144 King Street, Northampton, MA, 01060 and operated by Apical, Inc.. Due to the current guidelines for large gatherings, the meeting will be held online via Google Meet. There will be an opportunity for the public to comment and ask questions. To participate online go to <https://meet.google.com/eqh-mxbi-qgg> . You may also join by phone using (US)+1 617-675-4444, PIN: 635 282 840 9883#.

If you would like to provide a comment or question before the meeting please send to [apical@ac3llc.org](mailto:apical@ac3llc.org).

Regards,

Apical, Inc.

OBJECTID	PARID	OWN1	Locus
1	24D-081-001		KING ST 171
2	24D-084-001		KING ST 145
3	24D-085-001		KING ST 143
4	24D-086-001		KING ST 141
5	24D-148-001		FINN ST 22
6	24D-149-001		FINN ST 18
7	24D-150-001		CARPENTER AVE 8
8	24D-151-001		CARPENTER AVE 14
9	24D-152-001		CARPENTER AVE 19
10	24D-153-001		CARPENTER AVE 22
11	24D-154-001		CARPENTER AVE 13
12	24D-155-001		CARPENTER AVE 11
13	24D-156-001		FINN ST 8
14	24D-157-001		KING ST 166
15	24D-158-001		KING ST 154
16	24D-159-001		KING ST 150
17	24D-160-001		KING ST 148
18	24D-161-001		KING ST 144
19	24D-162-001		MYRTLE ST 9
20	24D-163-001		MYRTLE ST 15
21	24D-164-001	&	MYRTLE ST 17
22	24D-165-001		MYRTLE ST 23
23	24D-166-001		MYRTLE ST 29
24	24D-168-001		STATE ST 203
25	24D-169-001		STATE ST 205
26	24D-170-001	M	STATE ST 211
27	31B-033-001		MYRTLE ST 28
28	31B-034-001		MYRTLE ST 22
29	31B-035-001		MYRTLE ST 16
30	31B-036-001		MYRTLE ST 10
31	31B-037-001	ASSOC	MYRTLE ST 6
32	31B-038-001		KING ST 138
33	31B-041-001		SUMMER ST 31
34	31B-042-001		SUMMER ST 29
35	31B-043-001		SUMMER ST 25
36	31B-044-001		SUMMER ST 21
37	31B-045-001		SUMMER ST 17

**Attachment C**

38 31B-046-001  
39 31B-047-001  
40 31B-049-001  
41 31B-050-001  
42 31B-051-001  
43 31B-076-001  
44 31B-077-001  
45 31B-078-001  
46 31B-079-001  
47 31B-080-001



SUMMER ST 15  
SUMMER ST 11  
KING ST 139  
KING ST 137  
KING ST 135  
SUMMER ST 24  
SUMMER ST 18  
SUMMER ST 14  
KING ST 132



## **Plan to Remain Compliant with Local Zoning**

### **Purpose**

The purpose of this plan is to outline how Apical, Inc. will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Marijuana Establishment at 144 King Street in Northampton which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

### **Background**

The City of Northampton enacted a City Zoning Ordinance that established zoning restrictions for Adult-Use marijuana establishments.

Per the Zoning Ordinance, eligible zones for adult use retail marijuana establishments may be allowed by right in the following zoning districts:

**Highway Business (HB);**

**General Business (GB);**

**Entranceway Business (EB); and**

**Central Business (CB).**

In addition, no establishment shall be located within 200 feet of a preexisting public or private school providing education in kindergarten or any of grades 1 through 12

Our location at 144 King Street is located in the Entranceway Business District (EB) and is compliant for the use and with all of the required setbacks outlined in the zoning ordinance.

### **Plan**

Apical, Inc. is currently fully compliant with all of the requirements outlined in the Ordinance. There are no Permits required by the City to operate a Retail Marijuana Establishment in the City

It is the intention of Apical to remain compliant with all relevant local codes, ordinances and applicable to a Marijuana Product Manufacturer and Marijuana Transporter.

In addition to Apical, Inc. remaining compliant with the existing Northampton Zoning Ordinance, our executive management team and General Counsel will continually engage with the City of Northampton to remain up to date with local codes zoning ordinances and by-laws, to remain fully compliant.



## **Plan For Positive Impact**

Apical is committed to allowing people from areas of disproportionate impact experience a positive impact from the operation of our Marijuana Establishments. Our Marijuana Establishments are in or around several of the 29 communities designated as “areas of disproportionate impact” meaning these municipalities have been disproportionately affected by cannabis prohibition and enforcement. Marijuana prohibition and enforcement has produced profoundly unequal outcomes for these communities with higher arrest and incarceration rates.

Through its regulations the Commonwealth of Massachusetts and the Cannabis Control Commission has required the promotion and encouragement of full participation in the marijuana industry by people from communities that have been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities. To this end, Apical is also committed to employing, partnering with, and providing programs that will help reverse the negative impacts that marijuana prohibition has had on populations of disproportionate impact.

In the geographic area of the Apical marijuana establishments there are several communities that have been determined to be “Areas of Disproportionate Impact” by the Commission. Holyoke, Springfield and West Springfield are the communities that Apical has identified as the communities we will engage with to implement our programs.

Apical will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment

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

### **Plan Populations:**

The programs in this plan will be aimed to positively impact the following populations:

1. Past or present residents of “areas of disproportionate impact,” which have been defined by the Commission, specifically the communities of Holyoke, Springfield, and West Springfield
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions.

### **I. GOALS**

1. Create jobs for people from areas of disproportionate impact with a progressive compensation structure, employee benefits and growth opportunities that provide a living wage and encourage consumer spending. Specifically, our goal is



to have **40%** of our workforce to fall into one or more of the 5 populations identified in Section I.

2. Create opportunities for individuals and businesses to participate in the industry by utilizing qualified contractors, suppliers and vendors who have been negatively impacted from marijuana prohibition. Our goal is to source **50%** of our contractors, suppliers and vendors from the populations identified in Section I.

## **II. PROGRAMS**

### **Recruitment and Hiring Program**

Expanding opportunities for gainful employment is a key driver in helping populations disproportionately affected by marijuana prohibition. Quality jobs that pay above minimum wage, offer benefits and encourage volunteerism assist individuals and families in breaking cycles of poverty and incarceration. Apical expects to positively impact employment in these areas as follows:

1. Hiring Preference will be given to individuals who meet the criteria of the Plan Populations that are outlined above.
2. Promote our Hiring policy on recruitment websites, our social media presence and other hiring platforms. We will engage the communities of Holyoke, Springfield, and West Springfield which are all designated as areas of disproportionate impact, with the goal of attracting and retaining a qualified workforce from these areas.
3. We will engage with MassHire Holyoke Career Center and MassHire Springfield Career Center. These organizations are One Stop Career Centers that serve Holyoke, Springfield, and West Springfield. Apical will post all job posing through these organizations and will engage in job fairs and other services that they offer.
  - i. Our first job fair will be held approximately 60 days prior to our expected opening date.
  - ii. Second and subsequent job fairs will be held as needed.
  - iii. We will participate in additional job fairs in these communities as they become available.
4. All job postings will be advertised through the MassHire Holyoke Career Center, MassHire Springfield Career Center, Mass Live, the Chicopee Register and the Daily Hampshire Gazette.
  - i. These posting will promote our hiring priorities and encourage individuals who fall into the Plan Populations to apply.

### **Supplier Contractor Program**

To expand access to the marijuana industry for individuals and businesses who meet the Plan Populations, Apical will give preference to suppliers, contractors and Marijuana Establishments



that meet these population criteria. Our goal is to have at least 35% of our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

1. Priority will be given to vendors and contractors whose owners or a majority of the employees meet the Plan Population criteria.
2. Apical will advertise opportunities for vendors, suppliers and contractors on our website and with local media outlets in Holyoke, Springfield and West Springfield along with the preferences outlined in this plan.
3. Wholesale Marijuana partners who are Commission-designated Economic Empowerment Priority applicants or Social Equity Program participants will be given priority in for wholesale contracts.

### **III. PLAN MEASUREMENT**

Apical realizes that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 3 goals. We will produce a full report annually which outlines this policy, data collected, whether the goals have been met and if any changes are necessary.

This report will be made available to the Commonwealth of Massachusetts. Managers and appropriate community leaders will meet to discuss the report and make any necessary adjustments. This report, at a minimum will include:

1. The demographics of all employees and applicants;
2. Attempts to hire, actual hires, from where they came, their training, pay, benefits, and advancement;
3. The demographics, numbers, amounts and percentages of all third-party suppliers, contractors and Marijuana Industry Partners that Apical has engaged with and done business with;
4. The number and percentage of Commission-designated Economic Empowerment Priority applicants or Social Equity Program participants that we have contracted with as our wholesale partners; and
5. Conclusions and recommendations.

60 days prior to License renewal, and annually thereafter Apical will produce a comprehensive report on our Goals and Programs which will outline the metrics for each program and whether we have met our goals. This report will be made available to the Commission.

Apical Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.

**BY-LAWS**  
**of**  
**APICAL, INC.**

**ARTICLE I**  
**Articles of Organization**

The name and purposes of the Corporation shall be those powers and purposes which may be set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and its Directors and Shareholders, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

**ARTICLE II**  
**Fiscal Year**

Except as from time to time otherwise determined by the Director(s), the fiscal year of the Corporation shall end each year on December 31<sup>st</sup>.

**ARTICLE III**  
**Meetings of Shareholders**

**Section 1.**     **Annual Meetings.**

The annual meeting of the Shareholders shall be held on the second Monday in January each year (or if it be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 A.M. unless a different hour is fixed by the Board of Directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Board of Directors or the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have for the purposes of these By-Laws or otherwise all the force effect of an annual meeting.



## **Section 2. Special Meetings.**

A special meeting of the Shareholders may be called at any time by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of the President, one or more Shareholders who hold at least one-third part in interest of the stock entitled to vote at the meeting, or by a majority of the Directors acting by vote or by written instrument signed by them. Such call shall state the time, place, and purposes of the meeting. Special Meetings shall be limited to discussing and voting on the items identified in the notice of meeting.

## **Section 3. Place of Meetings.**

All meetings of the Shareholders shall be held at the principal office of the Corporation in Massachusetts, unless a different place within Massachusetts as designated by the President, one or more Shareholders who hold at least one-third part in interest of the stock entitled to vote at the meeting, or by a majority of the Directors acting by vote or by written instrument signed by them. Any adjourned session of any meeting of the Shareholders shall be held at such place within Massachusetts as is designated in the vote of adjournment.

## **Section 4. Notice of Meetings.**

A written notice of the place, date and hour of all meetings of Shareholders stating the purposes of the meeting shall be given at least seven days before the meeting to each Shareholder entitled to vote thereat and to each Shareholder who is otherwise entitled by law or by the Articles of Organization to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such Shareholder at his address as it appears in the records of the Corporation. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person designated either by the Secretary, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a Shareholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such Shareholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice. Additionally, attendance of any Shareholder at a meeting will constitute a waiver of notice for such Shareholder.

## **Section 5. Quorum.**

At any meeting of the Shareholders, a quorum shall consist of a majority in interest of all stock issued and outstanding and entitled to vote at the meeting, except when a larger quorum is required by law, by the Articles of Organization or by these By-Laws. Stock owned directly or indirectly by the Corporation, if any, shall not be deemed outstanding for this purpose. Any meeting

may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice, providing that a quorum is present at said adjourned time.

#### **Section 6. Action by Vote.**

When a quorum is present at any meeting, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the Shareholders unless the vote of a greater number of shares of stock is required by law or the articles of organization.

#### **Section 7. Voting.**

Shareholders entitled to vote shall have one vote for each share of stock entitled to vote held by them or recorded according to the records of the Corporation. The Corporation shall not, directly or indirectly, vote any share of its own stock.

#### **Section 8. Remote Communication Meeting**

Shareholders entitled to vote may participate in any Shareholder meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

#### **Section 9. Action by Consent.**

Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if all Shareholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Shareholders. Such consents shall be treated for all purposes as a vote at a meeting.

#### **Section 10. Proxies.**

Shareholders entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Secretary or other person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the Corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a



Shareholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

## **ARTICLE IV**

### **Directors**

#### **Section 1. Powers.**

The business of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization by these By-Laws or by a Shareholder Agreement executed by all the Shareholders.

#### **Section 2. Enumeration, Election and Term of Office.**

The number of the Directors shall be as determined from time to time by the Shareholders and may be enlarged or reduced by vote of a majority of the Shareholders. The Directors shall be chosen at the annual meeting of the Shareholders by such Shareholders as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his/her successor is chosen and qualified or until he/she sooner dies, resigns, is removed by the Shareholders, or becomes disqualified. Directors need not be residents of the Commonwealth of Massachusetts nor Shareholders of the Corporation.

#### **Section 3. Director Vacancies**

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the Shareholders of a vacancy in the office of a Director who has been declared of unsound mind by an order of court; or (iii) whenever the number of authorized Directors is increased.

- (a) **Removal.** Directors may be removed without cause by a vote of the majority of Shareholders.
- (b) **Resignations.** Any Director may resign, which resignation shall be effective on giving written notice to the President or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

- (c) Appointment to Fill Vacancies. If a vacancy is created by any event, a new Director may be appointed by a vote of the majority of the Shareholders to serve until the next annual meeting of the Shareholders.
- (d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the power of the full board until the vacancy is filled.

#### **Section 4. Regular Meetings.**

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the Shareholders may be held without notice immediately after and at the same place as the annual meeting of the Shareholders or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

#### **Section 5. Special Meetings.**

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or by two (2) or more Directors, reasonable notice thereof being given to each Director by the Secretary or an Assistant Secretary, or, if there be none by the Secretary or an Assistant Secretary, or by the officer or one of the Directors calling the meeting.

#### **Section 6. Notice.**

It shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him/her at his/her usual or last known business or residence address or to give notice to him/her in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.



**Section 7. Quorum.**

At any meeting of the Directors, a quorum shall consist of a majority of the Directors then in office. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

**Section 8. Voting**

Each Director shall have one vote unless otherwise provided by the Articles of Organization.

**Section 9. Remote Communication Meeting**

Directors entitled to vote may participate in any meeting of the Directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 10. Action by Consent.**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote of the Directors at a meeting.

**Section 11. Committees.**

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, by these By-Laws, or by a Shareholder Agreement executed by all Shareholders, may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

**Section 12. Non-Liability of Directors.**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**ARTICLE V**  
**Officers and Agents**

**Section 1. Enumeration; Qualification.**

The officers of the Corporation shall be a President, a Treasurer, a Secretary, and such other officers, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion elect or appoint. The Corporation may also have such agents, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any officer may be, but none need be a Director or Shareholder. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person.

**Section 2. Powers.**

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the Directors or Shareholders may from time to time designate.

**Section 3. Election.**

The President, the Treasurer and the Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the Shareholders. Other officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

**Section 4. Tenure.**

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, the President, the Treasurer and the Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the Shareholders and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the Shareholders and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election



or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

### **Section 5. Officer Vacancies**

An officer vacancy or vacancies shall be deemed to exist on the occurrence of the following (i) the death, resignation, or removal of any officer; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of an officer who has been declared of unsound mind by an order of court.

- (e) Removal. Officers may be removed without cause at any time by a unanimous vote of all of the Directors or a majority vote of the Shareholders.
- (f) Resignations. Any officer may resign, which resignation shall be effective on giving written notice to the President or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No resignation of the President shall be effective prior to the election of a replacement President, except upon notice to the Attorney General.
- (g) Appointment to Fill Vacancies. If the office of any officer becomes vacant, the Directors may elect or appoint a successor by majority vote. Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

### **Section 6. Compensation**

At the annual meeting of the Board of Directors, or such other time agreed to by the Directors, the Directors shall determine reasonable compensation for all officers, taking into account, but not limited to, such factors as an officer's duties and performance and the gross annual profits of the Corporation, subject only to the approval of the Shareholders. Any officer compensation fixed by the Board of Directors may be modified by a vote of the Shareholders.

### **Section 7. President and Vice-Presidents.**

The President shall be the chief executive officer of the Corporation and shall have general supervision and control of its business. He/she shall preside, when present, at all meetings of the Board of Directors.

Any Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

**Section 8. Treasurer and Assistant Treasurer.**

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

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

**Section 9. Secretary and Assistant Secretaries.**

The Secretary shall keep a record of the meetings of Shareholders and Directors. In the absence of the Secretary from any meeting of Shareholders or Directors, an Assistant Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

**ARTICLE VI**  
**Stock**

**Section 1. Stock Authorized.**

The total number of shares and the par value, if any, which the Corporation is authorized to issue shall be as stated in the Articles of Organization.

**Section 2. Issue of Authorized Unissued Capital Stock.**

Any unissued capital stock from time to time authorized under the Articles of Organization may be issued by vote of the Directors. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the Corporation, or is in its possession as surplus.

**Section 3. Certificates of Stock.**

Each Shareholder shall be entitled to a certificate in form selected by the Board of Directors stating the number of the shares held by him or her. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the Corporation.



Every certificate for shares of stock subject to any restriction or transfer pursuant to the Articles of Organization, these By-Laws, or any Shareholder Agreement signed by all of the Shareholders shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the Corporation will furnish a copy to the holder of such certificate upon written request and without charge. Every certificate issued when the Corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text or the preferences, voting powers, qualifications and rights, and a statement that the Corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

#### **Section 4. Transfers.**

Subject to the restrictions, if any, imposed by the Articles of Organization, these By-Laws, a Stock Repurchase Agreement or any other agreement to which the Corporation is a party, shares of stock shall be transferred on the books of the Corporation only by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign, or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the Corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these By-Laws. It shall be the duty of each Shareholder to notify the Corporation of his post office address.

#### **Section 5. Lost, Mutilated, or Destroyed Certificates.**

Except as otherwise provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. It may, in its discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost, mutilated or destroyed stock certificate.

#### **Section 6. Transfer Agent and Registrar.**

The Board of Directors may appoint a transfer agent or a registrar or both for its capital stock or any class or series thereof and require all certificates for such stock to bear the signature or facsimile thereof of any such transfer agent or registrar.

#### **Section 7. Setting Record Date and Closing Transfer Records.**

The Board of Directors may fix in advance a time not more than sixty days before (i) the date of any meeting of the Shareholders or (ii) the date for the payment of any dividend or the making of any distribution to Shareholders or (iii) the last day on which the consent or dissent of Shareholders may be effectively expressed for any purpose, as the record date for determining the Shareholders having the right to notice and to vote at such meeting, or the right to receive such dividend or distribution, or the right to give such consent or dissent. If a record date is set, only Shareholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the Corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the Corporation for all or any part of such sixty day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining Shareholders having the right to notice of or to vote at a meeting of Shareholders shall be at the close of business on the day next preceding the day on which notice is given, and the record date for determining Shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

### **ARTICLE VII** **Miscellaneous Provisions**

#### **Section 1. Execution of Papers.**

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

#### **Section 2. Voting of Securities.**

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which



any securities are held by this corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

### **Section 3. Corporate Seal.**

The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

### **Section 4. Corporate Records.**

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and Shareholders, and the stock and transfer records, which shall contain the names of all Shareholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its transfer agent or of its Secretary or of its Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Shareholder for any proper purpose but not to secure a list of Shareholders for the purpose of selling said list or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a Shareholder, relative to the affairs of the Corporation.

### **Section 5. Evidence of Authority.**

A certificate by the Secretary or Secretary or an Assistant or Temporary Secretary or Secretary as to any matter relative to the Articles of Organization, By-Laws, records, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the Corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

## **ARTICLE VIII** **Amendments**


These By-Laws may be amended or repealed in whole or in part by the majority vote of the Shareholders at any time. If authorized by the Articles of Organization, the Directors by unanimous vote may make, amend or repeal the By-Laws, in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the By-Laws requires action by the Shareholders. Not later than the time of giving notice of the meeting of Shareholders next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all Shareholders entitled to vote on amending the By-Laws. No change in the date fixed in these By-Laws for the annual meeting of Shareholders may be made within sixty days before the date fixed in these By-Laws, and in case of any change in such

date, notice thereof shall be given to each Shareholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting. Any By-Law adopted, amended or repealed by the Directors may be repealed, amended or reinstated by the Shareholders entitled to vote on amending the By-Laws.

**ARTICLE IX**  
**Repayment Arrangement**

Any payment paid to an officer of the Corporation such as a salary, commission, bonus, interest, or rent, for entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments, until the amount owed to the Corporation has been recovered.

I, Kot Kasom, the President of the Corporation, hereby certify that these By-Laws were agreed to and adopted by resolution of the Shareholders on the 9 day of April 2018.

  
\_\_\_\_\_  
Kot Kasom, President

D

# The Commonwealth of Massachusetts

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

RECEIVED

**Articles of Entity Conversion of a  
Domestic Non-Profit with a Pending Provisional  
or Final Certification to Dispense Medical Use Marijuana  
to a Domestic Business Corporation**  
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM 1

Green Life Dispensary, Inc. is a registrant  
with the Department of Public Health  
in accordance with 105 CMR 725.100(C)  
as of March 27, 2018.

*Bryan Harter*

Bryan Harter  
Director  
Medical Use of Marijuana Program  
Bureau of Healthcare Safety and Quality  
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Green Life Dispensary, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:  
Apical, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

## ARTICLE I

The exact name of the corporation upon conversion is:

Apical, Inc.

## ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

In addition to engaging in any lawful business, the purpose of the corporation shall be to own and operate one or more licensed marijuana establishments pursuant to General Laws, Chapter 94G.

### ARTICLE III

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

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

### ARTICLE IV

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

None

### ARTICLE V

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

All stock transfers must be approved by the Board of Directors.

### ARTICLE VI

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

None

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

## ARTICLE VII

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

## ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
**19 Wemelco Way, Easthampton, Massachusetts 01027**
- b. The name of its initial registered agent at its registered office:  
**Kot Kasom**
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Kot Kasom, 170 Pomeroy Meadow Rd, Southamton, Mass. 01073**

Treasurer: **Leakhena Som, 170 Pomeroy Meadow Rd, Southamton, Mass. 01073**

Secretary: **Anderson Green, 114 Logtown Road, Amherst, Massachusetts 01002**

Director(s): **See continuation sheet**

- d. The fiscal year end of the corporation:  
**January 31**
- e. A brief description of the type of business in which the corporation intends to engage:  
**Operation of a licensed marijuana establishment under Chapter 94G of the General Laws**
- f. The street address of the principal office of the corporation:  
**19 Wemelco Way, Easthampton, Massachusetts 01027**
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

19 Wemelco Way, Easthampton, Massachusetts 01027, which is  
(number, street, city or town, state, zip code)

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

Signed by:   
(signature of authorized individual)

- ☐ Chairman of the board of directors,  
☒ President,  
☐ Other officer,  
☐ Court-appointed fiduciary,

on this 27th day of March, 2018

Apical, Inc .  
CONTINUATION SHEET  
Article VIII (c)

Names and addresses of the initial Board of Directors

KOT KASOM	170 POMEROY MEADOW RD SOUTHAMPTON, MA 01073 USA
LAR TENG	114 LOGTOWN RD AMHERST, MA 01002 USA
ANDERSON GREEN	114 LOGTOWN RD AMHERST, MA 01002 USA
LEAKHENA SOM	170 POMEROY MEADOW RD SOUTHAMPTON, MA 01073 USA
MONICA KEO	64 SHARON ST. PROVIDENCE, RI 02908 USA
TIFFANIE KIM	10309 CROCUS ST COON RAPIDS, MN 55433 USA



21753

COMMONWEALTH OF MASSACHUSETTS

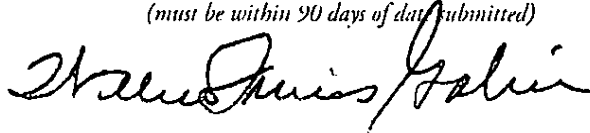
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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
**Articles of Entity Conversion of a  
Domestic Non-Profit with a Pending Provisional or  
Final Certification to Dispense Medical Use Marijuana  
to a Domestic Business Corporation**  
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 415 having been paid, said articles are deemed to have been filed with me this 9th day of April, 20 18, at \_\_\_\_\_ a.m./p.m.  
time

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

  
\_\_\_\_\_  
Examiner  
  
\_\_\_\_\_  
Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION  
Contact Information:

\_\_\_\_\_  
C  
\_\_\_\_\_  
M

Richard M. Evans, Attorney

90 Conz Street

Northampton, Mass. 01060

Telephone: 413-586-1349

Email: evans@evanscutler.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

SECRETARY OF THE  
COMMONWEALTH  
2018 APR -9 AM 9:33  
CORPORATIONS DIVISION



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: November 12, 2020

To Whom It May Concern :

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

is a domestic corporation organized on **April 09, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 20110563810

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

Processed by: mso



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

mass.gov/dor

Letter ID: L2005369152  
Notice Date: November 5, 2020  
Case ID: 0-000-815-708



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



APICAL INC.  
APICAL INC  
19 WELMECO WAY  
EASTHAMPTON MA 01027

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

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

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

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

### *What if I have questions?*

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

### *Visit us online!*


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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau

**Certificate of Good Standing or Compliance from the Massachusetts  
Department of Unemployment Assistance Attestation Form**

Signed under the pains and penalties of perjury, I, Kot Kasom, an authorized representative of Apical, Inc., certify that Apical, Inc. does not currently have employees and is therefore unable to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate of Good Standing or Compliance.

  
\_\_\_\_\_

10-19-20

Date

Name: Kot Kasom

Title: President

Entity: Apical, Inc.



# Apical, Inc. Business Plan

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## **Executive Summary**

Apical, Incorporated hereinafter referred to as Apical, will open as a community adult-use recreational marijuana store. Our Establishment will comply with all rules and regulations in Massachusetts, while providing customers a best-in-class service and retail experience. Apical will locate its establishment at 144 King Street in Northampton, MA. The Company has already secured a lease for the property extending 5 years with multiple renewal options. The location is ideally located in the community, offers substantially adequate parking, while safe egress and ingress are designed to mitigate disruption. The storefront design will be in keeping with the aesthetics of the neighborhood. Further, our Founders reside in the surrounding area and have close ties to Northampton. Our intimate knowledge and passion for the community will enhance our customer engagement as a locally owned and operated establishment. This site is one of two currently planned with the other in process in the adjacent town of Easthampton. Operating hours will be 10 hours per day from 9:00 AM to 7:00 PM, 7 days a week. Our employees will be well-versed in state rules and regulations regarding adult use. They will be trained and qualified to handle the wide range of customers that we intend to serve. Apical's workforce will reflect our corporate mindset, geared to ensure patrons earn our trust through knowledgeable associates providing the highest level of service available. While Apical is independently owned, it has retained wide consulting guidance. Specifically, not only the service of AC3, with Massachusetts compliance expertise, but also a west coast firm with deep actual operating experience and proficiency in this rapidly emerging sector of the Cannabis industry. The aggregate talent provides Apical security to help even the playing field with some of the larger multi-state operators in the area for sustainability. Our CRM software will enable us to compliantly and securely manage one-on-one relationships with our customers, regardless how large our customer base grows. Apical will be owned and managed by its board, investors and executives.

## **Our Vision Statement**

Our vision is to offer a wide variety of products supported by excellent service and a best-in-class retail experience to engage our customers. Apical's operations are based on three pillars: efficient, compliant delivery of service, high customer satisfaction and wide selection of products. Customers will choose our dispensary based on trust, loyalty and product integrity.

## **Our Mission Statement**

Our mission is to stay competitive amongst other dispensaries within the region. We strive to provide high-quality products that meet all customer needs.

## Market Details

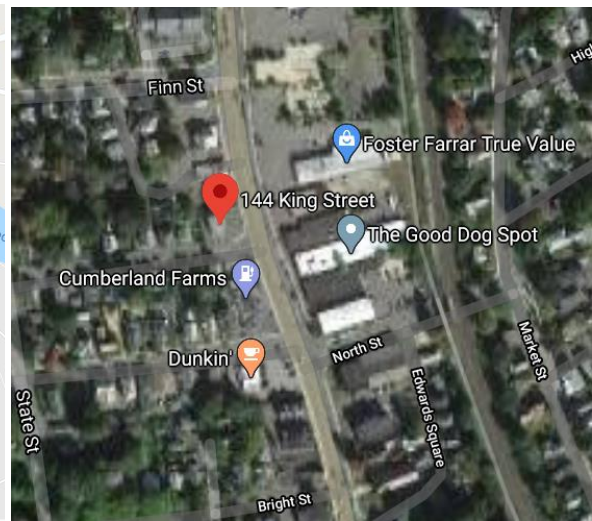
### Dispensary Location Details

The dispensary is located at 144 King Street, Northampton, MA. It is approximately 2,000 square feet, of which 50% will be the selling floor area while the remainder supports security, storage and back-office needs. The site resides in the Entranceway Business District which is permitted and has already been approved for usage by the City. Since Northampton is a by-right City, no Special Permit is required. The Establishment provides adequate store front parking but Apical also has leased additional space in an adjacent property for supplemental parking which also provides patrons safe, easy access to the store. Further, the stores proposed traffic entry and exit pattern is designed to mitigate additional traffic through the surrounding residential area, instead utilizing the main artery in front of the store. Apical has a long-term lease with the new property owner who is scheduled to close on the site on August 1, 2020. The lease will commence following Landlord build to suite for Apical. Initial lease term is 5 years with four 5-year renewal option periods. Apical is tentatively targeting a Q1 '21 opening of the store and will be named EMBR.

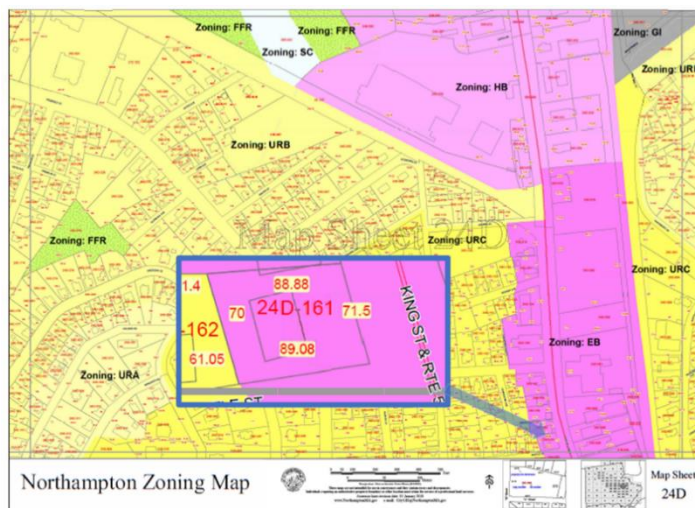




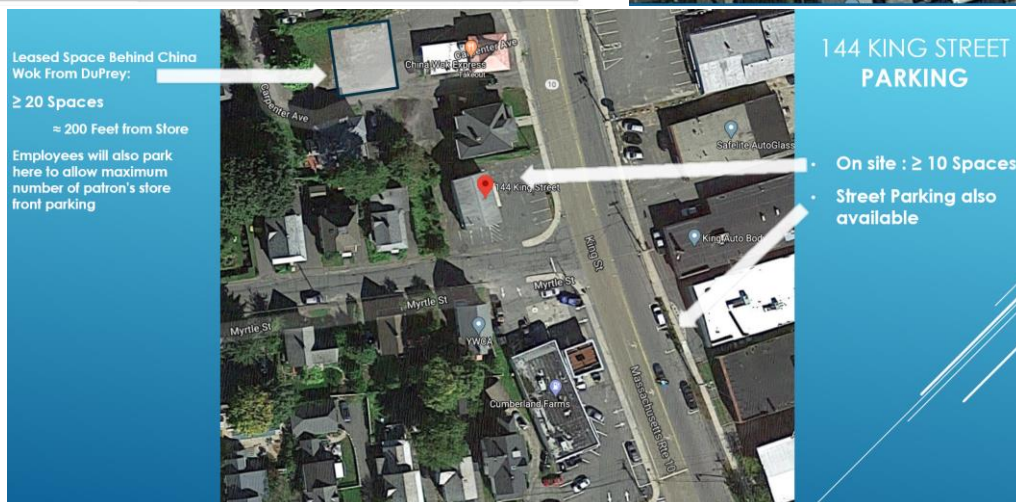
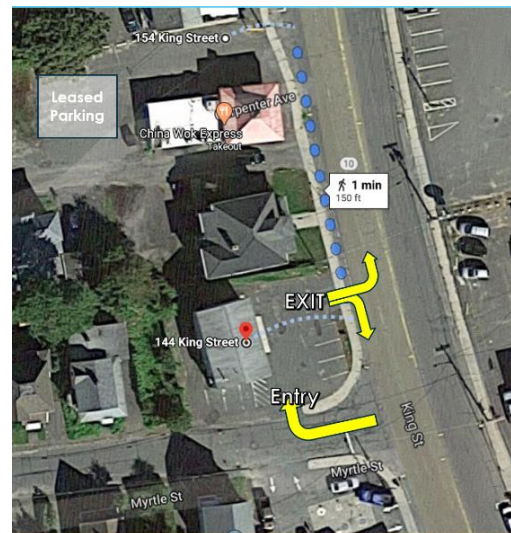
## LOCATION OVERVIEW



## ZONING



## Proposed Traffic Access





## **Our Target Market**

Apical intends to cater to a wide range of customers by offering an array of products designed to meet both common and unique preferences. We will deploy a highly rigorous screening, entry and sales process to ensure full compliance with Massachusetts state law when dispensing cannabis to customers.

## **Our Competitive Advantage**

In this industry, most of the competitive dynamics center around the quality of cannabis dispensed, the services offered, location of the dispensary, discounts offered for products, local engagement with the community and to some extent, the branding of the business. Further, there are a number of large-scale entities that are highly competitive. For security, sustainability and help even the playing field against those bigger multi-state operators, Apical has retained consulting guidance from a successful and proven operator with more than 6 years of experience in an established market. We believe this in combination with our positioning as locally owned and operated will provide for a successful competitive point of difference. Our well positioned and visible store is designed to be in keeping with the neighborhood with an inviting interior décor. Ample parking is convenient, and security will ensure a safe environment. Our management staff and all our employees will be trained in all aspects to provide unmatched customer service. We will be open 10 hours a day and 7 days a week.

## **Organization & Management**

The following positions will be available at Apical:

- Executive Team consisting of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Director of Retail Operations.
- Security Operational Team led by Director of Security who will oversee security staff of about 12 team members
- Retail Team led by Retail Manager and 8-12 bud tenders
- Director of Education
- Compliance Officer

## **Products**

As an Adult Use Recreational retail entity authorized to sell marijuana products to consumers 21 years of age or older, Apical plans to offer the following products: Marijuana Flower, Pre-rolls, Concentrates-rosin, wax, Vaporizer cartridges, Edibles, and accessories. All products offered will be compliant with the standards of the Cannabis Control Commission.

## Marketing

The marketing and sales strategy of Apical will be based on generating long-term personalized relationships with customers. In order to achieve that, we have hired a Director of Sales and Marketing who will execute our marketing, branding and advertising strategies for long-term success. Additionally, the Director of Sales and Marketing will work closely with the Director of Education and Director of Retail Operations to provide a wide range of high-quality products from other companies.

## Community Engagement – Positive Impact

As a Locally owned and operated business, Apical intends to ensure they earn their customers trust through knowledgeable associates offering service customers want from people they like at the heart of the community. Apical will further work to support causes relevant and beneficial to the area. Specifically, they will remain engaged with the community and neighbors in an effort to be a valuable and positive influence in the community.

## Payment Options

Below are the payment options that will be available in all our outlets:

- Cash
- Debit/Credit Card via Point of Sale (POS) machine
- Online bank transfers (online payment portal)
- Mobile money
- Check (accepted only from loyal customers)

## Financial Projections – Executive Summary

Five Year  
Projection

	2021	2022	2023	2024	2025
Revenue	\$7,400,000	\$8,880,000	\$9,768,000	\$10,744,800	\$11,819,280
COGS	\$4,070,000	\$4,440,000	\$4,884,000	\$5,372,400	\$5,909,640
Gross Profit	\$3,330,000	\$4,440,000	\$4,884,000	\$5,372,400	\$5,909,640

Payroll	592,000	710,400	781,440	859,584	945,542
Rent	50,000	50,000	50,000	50,000	50,000
Other SG&A	740,000	888,000	976,800	1,074,480	1,181,928
<b>Total SG&amp;A</b>	<b>1,382,000</b>	<b>1,648,400</b>	<b>1,808,240</b>	<b>1,984,064</b>	<b>2,177,470</b>
HCA - Northampton	222,000	266,400	293,040	322,344	354,578

<b>EBITDA</b>	<b>\$1,726,000</b>	<b>\$2,525,200</b>	<b>\$2,782,720</b>	<b>\$3,065,992</b>	<b>\$3,377,591</b>
	23.3%	28.4%	28.5%	28.5%	28.6%

Apical is a privately held business that is solely owned and financed by its investors.



## **Plan for Obtaining Liability Insurance**

### **Retail Marijuana Establishment (Northampton)**

Apical, Inc. ("Apical") is planning to operate a Cultivation, and Product Manufacturing Marijuana Establishment in Fitchburg and a Retail Marijuana Establishments in Easthampton and Northampton. Apical will be in compliance with the Cannabis Control Commissions requirement under 935 CMR 500.105(10).

#### **Purpose**

The purpose of this plan is to outline how Apical has and will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

#### **Plan**

1. Apical will obtain and will maintain an insurance policy in place that satisfies the requirement under 935 CMR 500.105(10).
  - a. Apical will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
  - b. The deductible for each policy is not higher than \$5,000 per occurrence.
2. Apical will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission upon request.



## Energy Compliance Plan

Application #: **MRN283720**

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In compliance with 935 CMR 500.105(15) Apical has:

Identified potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and implemented these opportunities to the extend possible;

Considered opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;

Reduced electric demand (such as lighting schedules, active load management, and energy storage); and

Engaged with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

1. Apical will work closely with Utility companies to create and execute interactive Energy Savings Plans, by means of:
  - a. Understanding how we use energy through analysis generation;
  - b. Compare our operation with similar businesses and act accordingly;
  - c. Intake customized energy improvement recommendations from professionals;
  - d. Cost incentives through utility energy performance.
2. Contracted Construction Administrators, Superintendents, Project Managers, and their subcontracted team of Architects, Designers, and Engineers, execute retail buildout processes through pre-construction, construction, and review construction phases within preliminary planning guidelines that ensure the highest capacity of energy efficiency, both on the job and throughout the reasonable lifespan of the operation, including but not limited to:
  - a. The purchase and installation of the highest R-Value insulation materials, that actively resist the conductive flow of heat, wherever applicable on site;
  - b. The purchase and installation of LED lighting systems;



- c. The removal and disposal of outdated HVAC systems, with the purchase and installation of advanced HVAC systems and all associated ductwork.
3. Further practices to maintain energy efficiency throughout daily operations include:
- a. Using power strips to power all devices, and turning off all power strips at the conclusion of the closing process (excludes security systems);
  - b. Using communal printers, coffee makers, microwave ovens, and refrigerators;
  - c. Turning off monitors when leaving for more than one hour;
  - d. Save paper by only photocopying what is absolutely needed, and always using the second side of sheets by either printing on both sides or using the blank side as scratch paper;
  - e. Report any obvious energy waste or material deficiencies such as broken heaters or air leaks up the chain of command;
  - f. Close or tilt window blinds to block direct sunlight to reduce cooling needs during warmer months;
  - g. Prohibiting the use of individual space heaters;
  - h. Using Energy Star labeled appliances.



# Maintaining of Financial Records Policy and Procedure Summary

## Application # **MRN283720**

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### **Intent**

To provide clear and concise instructions for Apical employees regarding the Maintenance of Financial Records that are compliant with the regulations.

Apical is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

### **Purpose**

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and agents to ensure specific, methodical, and consistent compliance of the regulations and to ensure that our financial records are maintained in a compliant manner with all regulations and laws.

### **Policy**

Apical financial records will be kept and maintained according to generally accepted accounting principles. The Finance Director is responsible for all accounting responsibilities and will engage the services of external professional accounting firm to ensure proper financial compliance.

All Apical financial/business records will be available for inspection to the Cannabis Control Commission upon request.

Apical will maintain all business records in Manual and electronic form. These records include, but are not limited to;

1. Assets and liabilities;
2. Banking transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records Apical will incorporate the following into our business operations;



1. Apical will engage the services of a professional payroll and human resources company to assist in human resources management and payroll services for our employees
2. Apical will engage, to the extent possible, a banking relationship in Massachusetts to provide banking services for our company.
3. Apical will utilize financial/accounting software programs and an e-bill payment provider for all financial record keeping.
4. All inter-LME transactions will be done through traditional banking transactions including checks, wire transfers or credit cards.
5. On an annual basis an independent certified public accountant who is experienced in the legal marijuana industry, will conduct a financial audit.
6. Apical will engage the services of an industry experienced tax professional for the filing of all required state and federal tax documents.
7. At the end of each business day a reconciliation audit will be done on each POS station by the Retail Manager or designee.
8. A comprehensive financial audit will be done at the end of every month by the Finance Director and report their findings to the CEO and outside accounting firm.

#### **Access to the Commission**

Apical electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

#### **Access to the Massachusetts Department of Revenue ("DOR")**

Apical books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission or the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts and IRS tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Apical will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.



### **Point of Sale (POS) Systems**

Apical will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue (“DOR”) Directive 16-1 “*Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems*”

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Apical will maintain the following records:
  - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
  - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
  - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
  - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
  - e. A ledger to which totals from the journal, cash journal and other records have been posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
  - a. individual item(s) sold,
  - b. selling price,
  - c. tax due,
  - d. invoice number,
  - e. date of sale,
  - f. method of payment, and
  - g. POS terminal number and POS transaction number.
3. Apical will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
  - a. Internal sequential transaction numbers;
  - b. Records of all POS terminal activity; and





- c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
  - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
  - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
  - f. Any and all changes in the setup of the system.
- 4. Apical will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
  - a. Apical will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
  - b. Apical may utilize a sales recording module approved by the DOR.
  - c. Apical will not utilize software or other methods to manipulate or alter sales data.
  - d. Apical will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Apical will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Apical determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
    - i. We will immediately disclose the information to the Commission;
    - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
    - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
  - e. Apical will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
  - f. Apical will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
  - g. Apical will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935





# Policy for Restricting Access to Age 21 and Older

## Application #: **MRN283720**

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### **Intent**

Retail Marijuana Establishment operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB") or any other regulatory agency.

### **Purpose**

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

### **Definitions**

**Consumer** means a person who is 21 years of age or older.

**Law Enforcement Authorities** means local law enforcement unless otherwise indicated.

**Marijuana Establishment Agent** means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

**Proof of Identification** means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Apical will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver's license
2. Massachusetts Issued ID card
3. Out-of-state driver's license or ID card
4. Government issued Passport
5. U.S. Military I.D.

**Visitor** means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old**.



### **Responsibilities**

The Apical Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of Apical are 21 years of age or older.

### **Access to the Facility**

Apical only allows the following individuals into our Retail Marijuana Establishment. For the purposes of this Policy the term Establishment also refers to any vehicle owned, leased, rented, or otherwise used by Apical for the transportation of Marijuana:

1. Apical Agents (including board members, directors, employees, executives, managers, or volunteers)
  - a. While at the facility or transporting marijuana for the facility all Apical Agents must carry their valid Agent Registration Card issued by the Commission
  - b. All Apical Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Customers/Consumers (Note: All Retail and Security Agents will be trained in the Verification and Identification of individuals)
  - a. To verify a customer is 21 or older an Apical Agent must receive and examine from the customer one of the following authorized government issued ID Cards;
    - i. Massachusetts Issued driver's license
    - ii. Massachusetts Issued ID card
    - iii. Out-of-state driver's license or ID card (with photo)
    - iv. Passport
    - v. U.S. Military I.D.
  - b. To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by Apical .
  - c. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification

### **F. Feel**

- Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document)
- Feel for information cut-out or pasted on (especially near photo and birth date areas)
- Feel the texture – most driver's license should feel smooth, or (depending on your State) they will have an identifying texture



#### L. Look

- Look for the State seals or water marks; these seals are highly visible without any special light.
- Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
- Look at the height and weight. They should reasonably match the person.
- Look at the date of birth and do the math!
- Compare the age on the ID with the person's apparent age.
- Look at the expiration date. If the ID has expired, it is not acceptable.
- If needed, compare the ID to the book of Government Issued ID's

#### A. Ask

- Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
- If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

#### G. Give Back

- If the ID looks genuine, give the ID back to the customer and allow entry.
- d. If for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.
3. Visitors (including outside vendors and contractors)
- a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
    - i. If there is any question as to the visitor's age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
  - b. After the age of the visitor is verified they will be given a Visitor Identification Badge
  - c. Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.



- d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
  - i. The visitor log will be available for inspection by the Commission at all times
- 4. Access to the Commission, Emergency Responders and Law Enforcement.
  - a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
    - i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
    - ii. Representatives of other state agencies of the Commonwealth; and
    - iii. Emergency responders in the course of responding to an emergency.
    - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
  - b. Individuals described above in this policy will be granted immediate access to the facility.

### **Training**

Apical will train all Retail and Security Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

All Apical agents will enroll and complete the Responsible Vendor Training Program when it is available. This curriculum will include:

- a. Diversion prevention and prevention of sales to minors;
- b. Acceptable forms of identification, including:
  - i. How to check identification;
  - ii. Spotting false identification;
  - iii. Medical registration cards issued by the DPH;
  - iv. Provisions for confiscating fraudulent identifications; and
  - v. Common mistakes made in verification.







# Policy for Quality Control and Testing of Marijuana and Marijuana Products

Application # **MRN283720**

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## **Intent**

To provide clear and concise instructions for Apical' employees on Quality Control and Testing that are compliant with the regulations.

Apical is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

Superb quality control and the testing of marijuana products are essential for the operation of Apical Retail Marijuana Facility. Apical uses best industry practices when it comes to quality control and product testing, furthermore Apical will not sell any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

## **General Requirements**

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

In the case of acquiring wholesale products, Apical will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment Apical will view and confirm that the source products have been tested in accordance with the regulations and will store the testing records.

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

Apical will not prepare, sell or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:



1. For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and
2. In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.

Apical will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. If minimum standards or best management practices are not established by the time of an application for initial licensure, an Apical will satisfy such standards or best management practices as a condition of license renewal, in addition to any the terms and conditions of any environmental permit regulating the licensed activity.

### **Sanitation**

Apical' Retail Marijuana facility ("the facility or facilities") will be designed and constructed with sanitation in mind.

All product contact surfaces will be smooth, durable, non-porous and easily cleanable.

1. The walls, ceiling and floors of all storage and packaging areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair.
  - a. There will be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
  - b. The Retail Manager will prepare a cleaning and sanitation checklist for the staff to that cleaning and sanitation is performed in a consistent and satisfactory manner.
2. The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the sale of safe marijuana products.
3. Lighting and Light Fittings - Shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over retail or storage areas or otherwise protect against marijuana product contamination in case of glass breakage.
  - a. Suspended lighting is constructed from non-corrodible and cleanable assemblies.
  - b. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers.
  - c. Adequate safety lighting in all areas.



4. Buildings, fixtures, and other physical facilities will be constructed in such a manner that allow them to be maintained in a sanitary condition
5. Product Preparation Surfaces (stainless steel tables, scale surfaces and utensils) 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.
  - a. Pre-scrape surface to remove any soils.
  - b. Wash surface with recommended strength solution of pot & pan detergent.
  - c. Rinse with water and wipe dry.
  - d. Using trigger sprayer bottle and a different wiping cloth, applying hydrogen peroxide.
  - e. Per label directions, use appropriate test papers to determine correct concentration of the sanitizer solution. Surfaces must remain wet for 60 seconds
  - f. Allow to air dry.
6. Hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature.
  - a. Located in the packaging area and where good sanitary practices require employees to wash and sanitize their hands
  - b. Provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
7. Each of the facilities water supply comes from the municipal water supply and is sufficient for necessary operations.
8. The facilities plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility.
  - a. Plumbing shall properly convey sewage and liquid disposable waste from the facility.
  - b. There will be no cross-connections between the potable and wastewater lines;
9. The facility will provide its employees with adequate, readily accessible toilet facilities that will be maintained in a sanitary condition and in good repair.
10. All storage areas will be constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

### **Contamination Control**

1. Training



- a. All employees will be trained on pest prevention, pest management, pest detection, and pest treatments.
2. Traps for monitoring
  - a. Small sticky traps for monitoring of flying or airborne pest shall be posted, mapped and levels of any pest monitored/documented.
3. Handling and storage of marijuana product or marijuana plant waste
  - a. All marijuana plant waste will be placed in the hermetically sealed "Marijuana Waste" container.
    - i. This container must impervious and covered
  - b. All marijuana waste will be stored in the waste room in sealed containers until disposal
4. Handling and storage of non-marijuana waste.
  - a. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles
    - i. Recyclable
    - ii. Organic
    - iii. Solid waste
  - b. At the end of every day these containers will be emptied, and the contents removed from the building and placed in the appropriate secure containers to await pickup
5. All toxic materials including cleaning compounds, sanitizers, etc. will be stored in an area away from marijuana storage areas.

### **Personnel**

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination shall be excluded from any operations which may be expected to result in contamination of the facility or others until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
  - a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Local Board of Health.
  - b. Apical will voluntarily comply with any and all isolation and/or quarantine orders issued by the Local Board of Health or the Department of Public Health.



- c. Apical Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition
- 2. All Apical Agents shall conform to sanitary practices while on duty, including
  - a. Maintain adequate personal cleanliness:

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
  - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- iii. Wash hands (including under fingernails vigorously and thoroughly with soap and warm water for a period of at least 20 seconds:
  - When entering the facility before work begins
  - In the restroom after toilet use and when you return to your work station
  - After touching face, nose, hair, or any other body part, and after sneezing or coughing
  - After cleaning duties
  - After eating or drinking
  - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
  - Wash hands only in hand sinks designated for that purpose.
  - Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- i. Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or tennis shoes) that are comfortable for standing and working on floors that can be slippery.

Cuts, Abrasions, and Burns:

- i. Bandage any cut, abrasion, or burn that has broken the skin.
- ii. Cover bandages on hands with gloves and finger cots and change as appropriate.





- iii. Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- i. Apical facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
- ii. Eat and drink in designated areas only.
- iii. Refrain from chewing gum or eating candy during work.

**HACCP- Hazard Analysis and Critical Control Point**

Apical will implement a HACCP plan in accordance with *the HACCP Principles & Application Guidelines* issued by the FDA. This HACCP plan will address packaging of all marijuana products that will take place in the facility. Once operational Apical will:

1. Assemble the HACCP team
2. Describe the product and its distribution
3. Describe the intended use and consumers of the product
4. Develop a flow diagram which describes each process
5. Verify the flow diagram
6. Conduct a hazard analysis for each product (Principle 1)
7. Determine critical control points (CCPs) for each product (Principle 2)
8. Establish critical limits (Principle 3)
9. Establish monitoring procedures (Principle 4)
10. Establish corrective actions (Principle 5)
11. Establish verification procedures (Principle 6)
12. Establish record-keeping and documentation procedures (Principle 7)

**Training**

Apical will provide training and training opportunities to all of its employees. In addition to required training, Apical will encourage advanced training to packaging agents in the areas of Good Manufacturing Practices and HACCP.

1. All employees will be trained on Good Manufacturing Practices (“GMP”) and Sanitation prior to or during the first day of employment.
  - a. Include basic product safety training as part of new employee orientation.
  - b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;



- c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
  - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements
- 2. Employees engaging in the packaging will be trained and certified in;
  - a. A nationally accredited Food Handler Program (i.e. ServSafe)
- 3. Provide staff with at least bi-annual training on Good Manufacturing Practices and HACCP.
- 4. Monthly in-service training.
- 5. At least one manager must be a Certified Food Protection Managers (CFPM) by completing a ServSafe or similar nationally accredited food safety certification course.
- 6. Use outside resources, such as Extension specialists, vendors, health department inspectors, or qualified trainers to provide GMP, Sanitation and HACCP training.
- 7. Observe staff to ensure they demonstrate plant safety knowledge each day in the workplace.
- 8. Document the content of all training sessions and attendance.
- 9. File documentation in HACCP records.

### **Testing of Marijuana and Marijuana Products**

The Apical Retail Marijuana Establishments will only have marijuana and marijuana products that have passed the required testing at a Licensed Testing Lab.

Apical will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment Apical will view and confirm that the source products have been tested in accordance with the testing requirements outlined in 935 CMR 725.160 and the *“Protocol for sampling and analysis of finished medical marijuana products and marijuana-infused products for Massachusetts Registered Medical Marijuana Dispensaries”* published by DPH. These testing records will be stored and maintained pursuant to our Records Retention Policy and Procedure

We will contract with a Licensed Independent Testing Laboratory for the purposes of “Quality Control Testing.” Our quality control testing will be used to ensure that the products we are receiving from our wholesale partners are consistent with the testing records that have been reported to us. These quality control tests will help us to ensure that our products are contaminant-free and the correct dosage and potency. We plan to use CDX Analytics which is Accredited by International Organization for Standardization (ISO) 17025 by Perry Johnson Laboratory Accreditation, Inc. (PJLA), 755 W. Big Beaver, Suite 1325 Troy, Michigan 48084, a third-party accrediting body that is a signatory to the International Laboratory Accreditation cooperation (ILAC) Mutual Recognition Arrangement. CDX Analytics will be Licensed by the Commission prior to Apical contracting them for testing services.



1. This testing lab will pick up and transport our testing samples to and from their lab.
2. Apical will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
3. Any and all excess Apical marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Apical Facility for disposal or by the Independent Testing Laboratory disposing of it directly.

Apical will not sell or otherwise market for adult use any Marijuana Product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
  - a. Mold
  - b. Mildew
  - c. Heavy metals
  - d. Plant-Growth Regulators and Pesticides that are compliant with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00.
  - e. Bacteria
  - f. Fungi
  - g. Mycotoxins.

Apical will maintain the results of all testing for no less than one year.

If a marijuana product fails the laboratory testing, it will be quarantined and stored away from other product and the Department and the Source Marijuana establishment will be notified immediately. Apical will submit to the Department upon their request, any information regarding contamination. The entire batch of the product will be quarantined and not sold to customers. If through a re-test of the product, it is determined that there is no contamination, the product may be removed from quarantine status and sold. Product that is confirmed to be contaminated, or if the testing results are inconsistent with the labels on the product, will be returned to the Source Marijuana Establishment.



# Policy for Separating Recreational from Medical Operations

Application #: **MRN283720**

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***Not Applicable***

This license is not for a Medical Marijuana Treatment Center



# Personnel and Background Check Policy Summary

## Application # **MRN283720**

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### **Intent**

To provide clear and concise instructions for Apical employees regarding Personnel Policies that are compliant with the regulations.

Apical is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

### **Purpose**

The purpose of this policy is to outline the responsibilities of the company, the company's management team and agents to ensure specific, methodical, and consistent compliance of the regulations and to ensure that our personnel policies are compliant with all relevant regulations and laws.

### **Personnel Records**

Apical will maintain the following information in personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Apical agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with Apical and shall include, at a minimum, the following:
  - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
  - b. Documentation of verification of references;
  - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
  - d. 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;
  - e. Documentation of periodic performance evaluations;
  - f. A record of any disciplinary action/performance issues; and
  - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours



4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

These personnel records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to the electronic records will only be allowed to Apical management agents who require access as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only Apical Management agents who require access. These records will be made available for inspection by the Commission upon request.

### **Apical Agents**

All Apical board members, directors, employees, executives, managers and volunteers will register with the Commission as an Apical Marijuana Establishment Agent (“Apical Agent”). For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Retail Establishment related to the packaging, storage, testing, or dispensing of marijuana.

All Apical Agents shall:

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Apical will submit to the Commission an application for every Apical Agent, this application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant’s driver’s license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
  - a. a description and the relevant dates of any criminal action under the laws of the Commonwealth, or an Other Jurisdiction, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;





- b. a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth or an Other Jurisdiction, relating to any professional or occupational or fraudulent practices;
  - c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
  - d. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by an Other Jurisdiction, with regard to any professional license or registration held by the applicant; and
- 7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
  - 8. Any other information required by the Commission.

Apical' agents will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom Apical seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

Apical will notify the Commission no more than one business day after an Apical agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, Apical will renew each Apical Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for an Apical Agent registration card, Apical will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

### **Background Checks**

Apical will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

- 1. **Application Process-** During the application process Apical will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;



- a. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (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);
- b. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
  - i. The individual's full legal name and any aliases;
  - ii. The individual's address;
  - iii. The individual's date of birth;
  - iv. A photocopy of the individual's driver's license or other government-issued identification card;
  - v. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
  - vi. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
- c. Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
  - i. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
  - ii. A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;
  - iii. A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them,



related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;

- iv. A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
- v. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military, territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;
- vi. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
- vii. Any other information required by the Commission.

Apical will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

2. **Background Checks not included in the Application Process-** For all Marijuana Establishment Agent Registrations not included in the application process Apical will submit Marijuana Establishment Agent applications for all required individuals. Apical will perform its own due diligence and perform background checks, including a CORI report, in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

### **Equal Opportunity Employment Policy**

It is the policy of Apical to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics.



This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

Apical expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Apical will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on Apical operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with Apical in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), Apical provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Apical may require medical certification of both the disability and the need for accommodation. Keep in mind that Apical can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employees' responsibility to come forward if they are in need of an accommodation. Apical will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

#### **Anti-Harassment and Sexual Harassment Policy**

Apical will promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or disability. Inappropriate interference with the ability of Apical employees to perform their expected job duties will not be tolerated.

It is illegal and against Apical policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. Apical will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

Apical will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.



Apical will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

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



**The United States Equal Employment Opportunity Commission ("EEOC")** One Congress Street,  
10th Floor Boston, MA 02114, (617) 565-3200.

**The Massachusetts Commission Against Discrimination ("MCAD")** One Ashburton Place,  
Rm. 601, Boston, MA 02108, (617) 994-6000.

### **Americans with Disability Act**

Apical strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. Apical judges individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. Apical will provide reasonable accommodations to any persons with disabilities who require them, who advise Apical of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

### **Drug/Alcohol Free Workplace**

Apical is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on Apical premises or while using Apical vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug.

Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.





### **Smoke Free Workplace**

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

### **Employee Assistance Policy**

To help employees in circumstances where counseling services would be helpful, Apical will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

### **Employee Diversion of Marijuana**

If an Apical Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The Director of HR will immediately be notified. The Director of HR will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

### **Employee Handbook**

Apical will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Apical. These subjects will include, but not be limited to;

1. Apical Mission and Vision
2. Organizational Structure
3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Hours of Work
9. Compensation
10. Benefits
11. Code of Conduct
12. Discipline
13. Training





# Record Keeping Procedure

Application # **MRN283720**

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## **Intent**

To provide clear and concise instructions for Apical employees regarding record keeping that are compliant with the regulations.

Apical is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

## **Purpose**

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and agents to ensure specific, methodical, and consistent compliance of the regulations and to ensure that our record keeping procedures are compliant with all regulations and laws.

## **Access to the Commission**

Apical electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

## **Access to the Massachusetts Department of Revenue ("DOR")**

Apical's books, records, papers and other data will be made available upon request by the DOR Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Apical will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

### **1. Point of Sale (POS) Systems**



Apical will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue (“DOR”) Directive 16-1 *“Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems”*

- a. Our POS system will record all transactions in a manner that will allow the DOR to verify what items were sold and confirm if the appropriate amount of tax was collected. In addition to the data in the POS system, Apical will maintain the following records:
  - i. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
  - ii. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
  - iii. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
  - iv. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
  - v. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
- b. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
  - i. individual item(s) sold,
  - ii. selling price,
  - iii. tax due,
  - iv. invoice number,
  - v. date of sale,
  - vi. method of payment, and
  - vii. POS terminal number and POS transaction number.
- c. Apical will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
  - i. Internal sequential transaction numbers;
  - ii. Records of all POS terminal activity; and



- iii. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
- iv. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
- v. Any and all activity related to other operating modes available in the system, such as a training mode; and
- vi. Any and all changes in the setup of the system.

## **2. Types of Records**

The following records will be maintained and stored by Apical and available to the Commission upon request:

- a. Operating procedures as required by 935 CMR 500.105(1)
  - i. Security measures in compliance with 935 CMR 500.110;
  - ii. Employee security policies, including personal safety and crime prevention techniques;
  - iii. A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - iv. Storage of marijuana in compliance with 935 CMR 500.105(11);
  - v. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
  - vi. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
  - vii. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
  - viii. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
  - ix. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - x. Alcohol, smoke, and drug-free workplace policies;
  - xi. A plan describing how confidential information will be maintained;
  - xii. A policy for the immediate dismissal of any marijuana establishment agent who has:
    - 1) Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;



- 2) Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
  - 3) 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.
- xiii. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
  - xiv. Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
  - xv. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
  - xvi. Policies and procedures for energy efficiency and conservation that shall include:
    - 1) Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
    - 2) Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
    - 3) Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
    - 4) Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
- b. Operating procedures as required by 935 CMR 500.12012)
- i. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
  - ii. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana



products from the market, as well as any action undertaken to promote public health and safety;

- iii. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
  - iv. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
  - v. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
  - vi. Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.
- c. Inventory records as required by 935 CMR 500.105(8);
- d. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
- e. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
- i. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
  - ii. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
    - 1) All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - 2) Documentation of verification of references;
    - 3) The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
    - 4) 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;
    - 5) Documentation of periodic performance evaluations;
    - 6) A record of any disciplinary action taken; and
    - 7) Notice of completed responsible vendor and eight-hour related duty training.





- iii. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - iv. Personnel policies and procedures; and
  - v. All background check reports obtained in accordance with 935 CMR 500.030
- f. Business records, which shall include manual or computerized records of:
- i. Assets and liabilities;
  - ii. Monetary transactions;
  - iii. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
  - iv. Sales records including the quantity, form, and cost of marijuana products; and
  - v. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- g. Waste disposal records as required under 935 CMR 500.105(12); and
- h. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- i. Responsible vendor training program compliance records.
- j. Vehicle registration, inspection and insurance records. (If Applicable)

All records kept and maintained by Apical will be securely stored. Access to these records will only be granted to those Apical Agents who require access as a part of their job duties.



# Qualifications and Training Policy and Procedure

## Application # **MRN283720**

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### **Intent**

To provide clear and concise instructions for Apical employees regarding the qualifications for employment and agent training that are compliant with the regulations.

Apical is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory

### **Purpose**

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

### **Qualifications for an Apical Marijuana Establishment Agent**

The minimum requirements to become an Apical Marijuana Establishment Agent ("Agent") are outlined below. All Apical board members, directors, employees, executives, managers or volunteers will register with the Commission as an Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All Apical Agents must;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Apical will develop a job description for all positions with the company. While all Agents must meet the qualifications listed above, several of our positions will require additional qualifications based on the specific duties of the position.

### **Required Training for Apical Agents**

Pursuant to 935 CMR 500.105(2)(a) Apical will ensure all Apical Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.



1. Apical will train all marijuana establishment agents in compliance with 935 CMR 500.105(2)(a) and (b). Agents responsible for tracking and entering product into the Seed-to-sale SOR (Metrc) must receive training in a form and manner determined by the Commission.
2. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
  - a. Code of Conduct;
  - b. Verifying Identifications;
  - c. Marijuana Regulations;
  - d. Security and Safety;
  - e. Emergency Procedures/Disaster Plan;
  - f. Diversion of Marijuana;
  - g. Terminatable Offences;
  - h. Confidential Information;
  - i. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
    - i. Alcohol, smoke and drug-free workplace;
    - ii. Equal Employment Policy;
    - iii. Anti-Harassment and Sexual Harassment Policy;
    - iv. Americans with Disability Act;
    - v. Employee Assistance Policy; and
    - vi. Diversity Plan
3. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training ("OJT") or through external training platforms.
4. All Apical Agents will receive a minimum of 16 hours of training annually.
5. Apical will record, maintain and store 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. These records will be stored in the Agents Personnel File. Training records will be retained by Apical for at least one year after agents' termination.
6. Within 90 days of hire, Apical will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor"



- a. After the responsible vendor designation is applied each Apical owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”
  - b. Apical will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.
7. All retail employees will be trained on:
- a. Safety and Security;
  - b. Disaster plan;
  - c. Privacy ;
  - d. Cash handling;
  - e. Diversion prevention and prevention of sales to minors, including best practices;
  - f. Compliance with all tracking requirements;
  - g. Acceptable forms of identification. Training shall include:
  - h. How to check identification;
  - i. Spotting false identification; and
  - j. Common mistakes made in verification

**Additional Training**

Apical will provide training and training opportunities to its employees. In addition to required training, Apical will encourage advanced training to our employees in the areas of Safety and Security, Marijuana Science or other areas then enhance the Company’s, our Agents and our customers safety and shopping experience.



## Diversity Plan

Apical, Inc. is a Minority and Woman owned company and as such It is committed to fostering equal opportunity for all employees and to promote principles of diversity management that will enhance the level of effectiveness and efficiency of its programs. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. Our goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. It is also our policy to select the best qualified applicant for the job, regardless of race, national origin, gender, age, disability, religion, sexual orientation, or any other non-merit factor.

Apical is a diverse and inclusive company that promotes a discrimination-free work environment and provides opportunities for all employees to use their diverse talents to support the company's mission.

Apical will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Apical is committed to a diverse and equitable workforce and will implement this plan to ensure access to employment (including management positions) and other relationships with the company. The demographics this plan promotes are outlined below:

### **Plan Populations:**

1. People of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who are LGBTQ+

### **I. GOALS**

Apical is committed to achieving the following goals through this plan, and our vision includes;

1. Make Apical workplace and management team as diverse as possible to include attracting and retaining qualified employees with no regard to race, gender, disability, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:
  - 50% female;
  - 25% will be People of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people;



- 4 % will be veterans;
  - 5% will be people with disabilities; and
  - 6% will be people who are LGBTQ+
2. Make Apical workplace environment a safe, accepting, respectful, welcoming, comfortable and supportive place to work.
  3. Include as our suppliers and contractors, businesses owned by people of color, women, veterans, LGBTQ+, and by persons with disabilities. In addition, our goal is to also include as our wholesale partners Marijuana Establishments that have attained Social Justice Leader rating from the Commission or are owned by minorities, women, veterans, LGBTQ+, service disabled veterans, and persons with disabilities or are Economic Empowerment Priority Applicants. Our goal is to have the following supplier demographic:
    - 5-10% female owned businesses;
    - 5-10% minority owned businesses;
    - 2-5% veteran owned businesses;
    - 2-5% LGBTQ+ owned businesses;
    - 2-5% businesses owned by disabled persons; and
    - 20% Economic Empowerment Priority Applicants.

## **II. PROGRAMS**

### **Recruitment and Hiring Program**

Apical looks to recruit and hire diverse employees and plans to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+ in the operation of our company. To promote diversity and equity Apical will;

1. Give hiring preference to individuals who meet the criteria of the Plan Populations that are outlined above.
2. Institute a “blind hiring” policy that anonymizes or “blinds” demographic-related information about a candidate from the recruiter or hiring manager that can lead to bias about the candidate.
3. Human Resource training for Hiring Managers that address **unconscious bias and cultural sensitivity**.
  - a. This training will occur within the first 30 days of hire and annually thereafter.
4. Promote our Diversity Hiring policy on recruitment websites, our social media presence and traditional hiring platforms. We will engage the communities of Chicopee, Springfield, and Holyoke who have higher populations of people of color, with the goal of attracting and retaining a qualified diverse workforce.
  - a. We will engage with MassHire Holyoke Career Center and MassHire Springfield Career Center. These organizations are One Stop Career Centers that serve Chicopee, Springfield and Holyoke. Apical will post all job posing through these organizations and will engage in job fairs and other services that they offer.
    - i. **Our first job fair will be held approximately 60 days prior to our expected opening date.**



- ii. **Second and subsequent job fairs will be held as needed.**
      - iii. We will participate in additional job fairs sponsored by organizations promoting diversity in the workplace and/or in the marijuana industry as these job fairs become available.
    - b. All job postings will be advertised through the MassHire Holyoke Career Center, MassHire Springfield Career Center, Mass Live, the Chicopee Register and the Daily Hampshire Gazette.
      - i. These posting will promote our hiring priorities and encourage individuals who fall into the Plan Populations to apply.
    - c. We will make every effort to provide meaningful participation of communities disproportionately affected by cannabis prohibition and enforcement, including Minority Business Enterprises, Women Business Enterprises, and Veteran Business Enterprises in all of our hiring practices.
    - d. We will work directly with local veteran organizations, including the West Springfield Veteran's Services, to notify their members of any and all hiring fairs and open positions and will actively recruit veterans.
  - 5. Use job descriptions that are catered to and appeal to diverse candidates.
  - 6. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion including:
    - a. Mass CBA;
    - b. THC Staffing Group; and
    - c. Elevate NE

#### **Inclusion and Retention Program**

Apical is determined to provide a work environment that is a diverse and inclusive workplace where employees and stakeholders form long term relationships and tenure. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal is to ensure that 100% of employees, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace Apical will:

- 1. Provide training to all employees regarding **inclusion in the workplace**.
  - a. This training will be conducted as part of the new employee training curriculum and annually thereafter.
- 2. Provide advanced **diversity and inclusion training** to managers to help foster an inclusive workplace environment. This training will include strategies and programs that will help the retention of diverse employees.
  - a. The training for managers will occur with 30 days of promotion or hiring.





3. Draft and implement a Non-Discrimination, Harassment and Retaliation Policy. This policy will include provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
4. Periodically evaluate the workplace climate through observations, employee meetings and individual conversations with employees to ensure our workplace is inclusive.

### **Supplier Contractor Program**

Apical is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, LGBTQ+ -owned and business owned by persons with disabilities as suppliers, contractors and wholesale partners. Apical recognizes that sourcing products and services from previously under-represented suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the communities in which we operate by recording transactions with diverse suppliers.

Apical will actively identify and pursue partnerships with suppliers, contractors and Marijuana Establishments who meet the Plan Populations that are outlined above.

1. Apical will give preference to suppliers and contractors whose owners or employees meet the Program Populations outlined above.
2. Apical will actively recruit these individuals or companies and promote this Program when sourcing these services.
  - a. As part of any bid or solicitation for services, Apical will request demographic information from the business or individual in order to see if they meet the Program Populations outlined above.
  - b. When requesting bids from suppliers and contractors we will expressly promote the Supplier Contractor priority outlined in this plan.
3. We will give priority to Marijuana Establishments whose owners or a majority of its employees meet the Plan Populations that are outlined above when sourcing wholesale products.

### **III. PLAN MEASUREMENT**

Apical realizes that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 3 goals. We will produce a full report annually which outlines this policy, data collected, whether the goals have been met and if any changes are necessary.

This report will be made available to the Commonwealth of Massachusetts. Apical Managers and appropriate community leaders will meet to discuss the report and make any necessary adjustments. This report, at a minimum will include:

1. The demographics of all employees and applicants;
2. Attempts to hire, actual hires, from where they came, their training, pay, benefits, and advancement;
3. Report of workplace environment that includes feedback from employees;
4. Rate of retention of all employees;



5. The demographics, numbers, amounts and percentages of all third-party suppliers, contractors and Marijuana Industry Partners that Apical has engaged with and done business with; and
6. Conclusions and recommendations.

60 days prior to License renewal, and annually thereafter Apical will produce a comprehensive report on our Goals and Programs which will outline the metrics for each program and whether we have met our goals. This report will be made available to the Commission.

Apical Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.