



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR284429  
Original Issued Date: 04/07/2022  
Issued Date: 04/07/2022  
Expiration Date: 04/07/2023

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Apothca, Inc.

Phone Number: 305-741-6540  
Email Address: joseph@artcangroup.com

Business Address 1: 99 Development Rd  
Business City: Fitchburg  
Business State: MA  
Business Zip Code: 01420  
Business Address 2:  
Mailing Address 1: 99 Development Rd  
Mailing City: Fitchburg  
Mailing State: MA  
Mailing Zip Code: 01420  
Mailing Address 2:

### 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: RP201880

### RMD INFORMATION

Name of RMD: Apothca, Inc.  
Department of Public Health RMD Registration Number: RMD1667  
Operational and Registration Status: Obtained Final Certificate of Registration, but is not open for business in Massachusetts  
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: 10  
Percentage Of Control: 96  
Role: Other (specify)  
Other Role: CEO and Director

First Name: Joseph Last Name: Lekach Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 5 Percentage Of Control: 1  
Role: Director Other Role:  
First Name: Rachmil Last Name: Lekach Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 11.31 Percentage Of Control: 1  
Role: Owner / Partner Other Role:  
First Name: Isaac Last Name: Lekach Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 2.55 Percentage Of Control: 1  
Role: Other (specify) Other Role: CFO and Director  
First Name: Andrew Last Name: Young Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 23.72 Percentage Of Control: 1  
Role: Owner / Partner Other Role:  
First Name: Charles Last Name: Vavrus Suffix: Jr  
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: 100 Percentage of Ownership: 100  
Entity Legal Name: Artcan, LLC Entity DBA: DBA

**Entity Description:** Cannabis holding company

**Foreign Subsidiary Narrative:**

**Entity Phone:** 305-741-6540

**Entity Email:** joseph@artcangroup.com

**Entity Website:**

**Entity Address 1:** 1886 Tyler St

**Entity Address 2:**

**Entity City:** Hollywood

**Entity State:** FL

**Entity Zip Code:** 33020

**Entity Mailing Address 1:** 1886 Tyler St

**Entity Mailing Address 2:**

**Entity Mailing City:** Hollywood

**Entity Mailing State:** FL

**Entity Mailing Zip Code:**  
33020

**Relationship Description:** Artcan is the sole shareholder of Apothca, Inc. ("Apothca") as of the conversion request submitted to the Commission on December 23, 2021. Artcan holds 100% of the equity in Apothca as soon as the Commission approves the pending conversion of Apothca and the change of control application that was submitted on December 23, 2021.

#### Entity with Direct or Indirect Authority 2

**Percentage of Control:**

**Percentage of Ownership:** 25.01

**Entity Legal Name:** Lekach Family Green Trust

**Entity DBA:**

**DBA City:**

**Entity Description:** Investment Trust

**Foreign Subsidiary Narrative:**

**Entity Phone:** 305-741-6540

**Entity Email:** joseph@lekach.com

**Entity Website:**

**Entity Address 1:** 296 Ocean Blvd

**Entity Address 2:**

**Entity City:** Golden beach

**Entity State:** FL

**Entity Zip Code:** 33160

**Entity Mailing Address 1:** 296 Ocean Blvd

**Entity Mailing Address 2:**

**Entity Mailing City:** Golden Beach

**Entity Mailing State:** FL

**Entity Mailing Zip Code:** 33160

**Relationship Description:** Investment trust. Joseph Lekach is the Trustee.

#### Entity with Direct or Indirect Authority 3

**Percentage of Control:**

**Percentage of Ownership:** 23.72

**Entity Legal Name:** Charles Vavrus, Jr. Revocable Trust (dated December 4, 2012)

**Entity DBA:**

**DBA  
City:**

**Entity Description:** Revocable trust for holdings

**Foreign Subsidiary Narrative:**

**Entity Phone:** 952-857-9621

**Entity Email:** cv0719@aol.com

**Entity Website:**

**Entity Address 1:** 3920 Evans Rd

**Entity Address 2:**

**Entity City:** Delray Beach

**Entity State:** FL

**Entity Zip Code:** 33445

**Entity Mailing Address 1:** 3920 Evans Rd

**Entity Mailing Address 2:**

**Entity Mailing City:** Delray Beach

**Entity Mailing State:** FL

**Entity Mailing Zip Code:**  
33445

**Relationship Description:** Revocable trust for investments. Charles Vavrus, Jr. is the trustee and beneficiary.

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Apothca, Inc.		Entity DBA:	
Email: joseph@artcangroup.com	Phone: 305-741-6540		
Address 1: 99 Development Rd		Address 2:	
City: Fitchburg	State: MA	Zip Code: 01420	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$1000000	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: Charles	Owner Last Name: Vavrus	Owner Suffix: Jr	
Entity Legal Name: Artcan, LLC		Entity DBA:	
Entity Description: Artcan, LLC is the sole owner of Apothca, Inc in Massachusetts, AC Oregon, LLC in Oregon which is the sole owner of AC Eugene, LLC which operates a dispensary in Eugene, OR.			
Entity Phone: 305-741-6540	Entity Email: joseph@artcangroup.com	Entity Website:	
Entity Address 1: 1886 Tyler St		Entity Address 2:	
Entity City: Hollywood	Entity State: FL	Entity Zip Code: 33020	Entity Country: USA
Entity Mailing Address 1: 1886 Tyler St		Entity Mailing Address 2:	
Entity Mailing City: Hollywood	Entity Mailing State: FL	Entity Mailing Zip Code: 33020	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: Joseph	Owner Last Name: Lekach	Owner Suffix:	
Entity Legal Name: Artcan, LLC		Entity DBA:	
Entity Description: Artcan, LLC is the sole owner of Apothca, Inc in Massachusetts, AC Oregon, LLC in Oregon which is the sole owner of AC Eugene, LLC which operates a dispensary in Eugene, OR.			
Entity Phone: 305-741-6540	Entity Email: joseph@artcangroup.com	Entity Website:	
Entity Address 1: 1886 Tyler St		Entity Address 2:	
Entity City: Hollywood	Entity State: FL	Entity Zip Code: 33020	Entity Country: USA
Entity Mailing Address 1: 1886 Tyler St		Entity Mailing Address 2:	
Entity Mailing City: Hollywood	Entity Mailing State: FL	Entity Mailing Zip Code: 33020	Entity Mailing Country: USA

#### Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Isaac	Owner Last Name: Lekach	Owner Suffix:	
Entity Legal Name: Artcan, LLC		Entity DBA:	
Entity Description: Artcan, LLC is the sole owner of Apothca, Inc in Massachusetts, AC Oregon, LLC in Oregon which is the sole owner of AC Eugene, LLC which operates a dispensary in Eugene, OR.			
Entity Phone: 305-741-6540	Entity Email: joseph@artcangroup.com	Entity Website:	
Entity Address 1: 1886 Tyler St		Entity Address 2:	
Entity City: Hollywood	Entity State: FL	Entity Zip Code: 33020	Entity Country: USA

Entity Mailing Address 1: 1886 Tyler St

Entity Mailing Address 2:

Entity Mailing City: Hollywood

Entity Mailing State: FL

Entity Mailing Zip Code: 33020

Entity Mailing Country:

USA

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 54a Hyde Park Ave

Establishment Address 2:

Establishment City: Boston

Establishment Zip Code: 02130

Approximate square footage of the establishment: 1500

How many abutters does this property have?: 71

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	Apothca HCA Cert for AU.pdf	pdf	61dde1b625efbc0893009a66	01/11/2022
Community Outreach Meeting Documentation	Apothca, Inc. - Community Outreach Form (Jamaica Plain)(January 2022)(reduced).pdf	pdf	61e81b25dc96b108e55144ce	01/19/2022
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	61eef28aea0b000858e86fa9	01/24/2022
Community Outreach Meeting Documentation	Virtual HCM Permission.pdf	pdf	61f2e4adea5b88086e76e9be	01/27/2022
Community Outreach Meeting Documentation	Host Community Meeting Materials.pdf	pdf	61f2e73ff2351e085f72679c	01/27/2022

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	Apothca - Plan for Positive Impact.pdf	pdf	62389d4694e880000985ea59	03/21/2022

#### ADDITIONAL INFORMATION NOTIFICATION

Notification:

#### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Joseph

Last Name: Lekach Suffix:

RMD Association: RMD Owner

Background Question: no

Date generated: 08/01/2022

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#### Individual Background Information 2

Role: Director      Other Role:  
First Name: Rachmil      Last Name: Lekach      Suffix:  
RMD Association: RMD Owner  
Background Question: no

#### Individual Background Information 3

Role: Director      Other Role:  
First Name: Andrew      Last Name: Young      Suffix:  
RMD Association: RMD Owner  
Background Question: no

#### Individual Background Information 4

Role: Owner / Partner      Other Role:  
First Name: Charles      Last Name: Vavrus      Suffix: Jr  
RMD Association: RMD Owner  
Background Question: no

#### Individual Background Information 5

Role: Owner / Partner      Other Role:  
First Name: Isaac      Last Name: Lekach      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: Artcan, LLC      Entity DBA:  
Entity Description: Holding and investment company  
Phone: 305-741-6540      Email: joseph@artcangroup.com  
Primary Business Address 1: 1886 Tyler St      Primary Business Address 2:  
Primary Business City: Hollywood      Primary Business State: FL      Principal Business Zip Code: 33020  
Additional Information:

##### Entity Background Check Information 2

Role: Investor/Contributor      Other Role:  
Entity Legal Name: Lekach Family Green Trust      Entity DBA:  
Entity Description: Investment Trust  
Phone: 305-741-6540      Email: joseph@lekach.com  
Primary Business Address 1: 296 Ocean Blvd      Primary Business Address 2:  
Primary Business City: Golden Beach      Primary Business State: FL      Principal Business Zip Code: 33160  
Additional Information:

##### Entity Background Check Information 3

Role: Investor/Contributor      Other Role:  
Entity Legal Name: Charles Vavrus, Jr. Revocable Trust (dated December 4, 2012)      Entity DBA:  
Entity Description: Investment trust

Phone: 952-857-9621

Email: cv0719@aol.com

Primary Business Address 1: 3920 Evans Rd

Primary Business Address 2:

Primary Business City: Delray Beach

Primary Business State: FL Principal Business Zip Code:  
33445

Additional Information:

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	SoC Cert Good Standing.pdf	pdf	61ddecd3d04772090d59c2c6	01/11/2022
Department of Revenue - Certificate of Good standing	DOR Good Standing.pdf	pdf	61ddecf8ea5b88086e7694e2	01/11/2022
Articles of Organization	Articles of Organization.pdf	pdf	61dded657c2bdd089a1ed858	01/11/2022
Articles of Organization	Articles of Amendment.pdf	pdf	61dded6a25efbc0893009abc	01/11/2022
Articles of Organization	SoC Annual Report.pdf	pdf	61eef8dff2351e085f7250d3	01/24/2022
Bylaws	Apothca Bylaws.pdf	pdf	61eef9ace95b8c0888812d13	01/24/2022
Department of Revenue - Certificate of Good standing	DUA Good Standing.pdf	pdf	61eefa55e95b8c0888812d19	01/24/2022

No documents uploaded

Massachusetts Business Identification Number: 001177859

Doing-Business-As Name:

DBA Registration City:

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Apothca Business Plan.pdf	pdf	61ddf78dea5b88086e76956f	01/11/2022
Proposed Timeline	Proposed Tlmeline.pdf	pdf	61ddf97be95b8c088880ef3a	01/11/2022
Plan for Liability Insurance	Plan for Obtaining Liability Insurance.pdf	pdf	61ddfa8725efbc0893009b61	01/11/2022

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	61ddfb86e95b8c088880ef60	01/11/2022
Prevention of diversion	Prevention of Diversion.pdf	pdf	61ddfe8ca828d708f0509aca	01/11/2022
Storage of marijuana	Storage of Marijuana.pdf	pdf	61ddfec1a828d708f0509ace	01/11/2022
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	61ddff16f2351e085f7213e1	01/11/2022

Inventory procedures	Inventory Procedures.pdf	pdf	61ddff7aa828d708f0509ad6	01/11/2022
Quality control and testing	Quality Control and Testing.pdf	pdf	61ddffb9a828d708f0509adc	01/11/2022
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	61de0178dc96b108e55120ee	01/11/2022
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	61de01baea0b000858e8321f	01/11/2022
Qualifications and training	Qualifications and Training.pdf	pdf	61de0388a828d708f0509ae8	01/11/2022
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	61de0460879c73091c810241	01/11/2022
Restricting Access to age 21 and older	Plan for Restricting Access to Age 21 and Older.pdf	pdf	61eeffddd04772090d5a0243	01/24/2022
Dispensing procedures	Dispensing Procedures.pdf	pdf	61ef034aa828d708f050d942	01/24/2022
Personnel policies including background checks	Personnel Policies Including Background Checks.pdf	pdf	61ef0527dc96b108e5516070	01/24/2022
Separating recreational from medical operations, if applicable	Plan for Separating Recreational from Medical Operations.pdf	pdf	61ef0e8ed04772090d5a03d2	01/24/2022
Security plan	Apothca - Security Policies and Procedures.pdf	pdf	61f2ddb1f2351e085f7266df	01/27/2022
Diversity plan	Apothca - Diversity Plan.pdf	pdf	61f43a1725efbc089300f67a	01/28/2022

#### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

#### ATTESTATIONS

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

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

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

#### Notification:

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

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

#### Notification:

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found



## COMPLIANCE WITH DIVERSITY PLAN

No records found

## HOURS OF OPERATION

Monday From: 11:00 AM	Monday To: 7:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 8:00 PM
Saturday From: 10:00 AM	Saturday To: 8:00 PM
Sunday From: 11:00 AM	Sunday To: 8:00 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:

Apothca, Inc.

2. Name of applicant’s authorized representative:

Joseph Lekach

3. Signature of applicant’s authorized representative:



4. Name of municipality:

City of Boston

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

Jasmin Winn



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).*):

jasmin.winn@boston.gov

8. Host community agreement execution date:

12/21/21



# 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): 1/3/2022
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).

## Link to Meeting:

[https://us02web.zoom.us/rec/share/nnwGhqu7vtD53pye\\_dLBswxQLDsPnmRal1MMYs5LDz\\_sSTyP1B9mPMrs13\\_OwL5n.ZrmkAbY5XERkjuIu?startTime=1641245956000](https://us02web.zoom.us/rec/share/nnwGhqu7vtD53pye_dLBswxQLDsPnmRal1MMYs5LDz_sSTyP1B9mPMrs13_OwL5n.ZrmkAbY5XERkjuIu?startTime=1641245956000)

Passcode: b2wAiX%e

1

Attendees: 9



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: 12/20/21
- b. Name of publication: Boston Globe

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: 12/17/21

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: 12/22/2021

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC to be located at the proposed address;
  - b. Information adequate to demonstrate that the location will be maintained securely;
  - c. Steps to be taken by the ME or MTC to prevent diversion to minors;
  - d. A plan by the ME or MTC to positively impact the community; and
  - e. 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:

Apothca, Inc.

Name of applicant's authorized representative:

Joseph Lekach

Signature of applicant's authorized representative:

DocuSigned by:  
*Joseph Lekach*  
4568C303A1C5448...



# Filling a cancer data hole through crowdsourcing

**►CANCER DATA**  
*Continued from Page D1*  
new understanding of the disease and that led to clinical trials that may not necessarily have happened in the time frame that they did, which has been practice-changing for some people with angiosarcoma, or anything like that. We just release data and scientists and clinicians can use that data.

**How has your own understanding of orphan diseases and angiosarcoma evolved in the last 11 years?**  
A. I went from never hearing about it before to being a published author, describing the genetic underpinnings of angiosarcoma, so pretty vastly.

**Can you tell me about your patient-facing work through Count Me In?**  
A. We basically work with patients in order to build studies that will hopefully lead to them signing up and providing consent so that we can obtain their tumor tissues and their survey information and their clinical medical records so that we can generate data and just give that away to people for free.

**What is the value proposition for someone to donate their samples and tissues and medical records?**  
A. Most people are hoping to be altruistic. A lot of people that we deal with have terminal disease and they don't want to see other people have to go down the same path that they're on. A lot of people, when they're diagnosed with cancer, will do anything they can to try to help support research. And you see this by the numerous charities that pop up in people's names or the people that raise money on behalf of others for cancer research. They don't want to see other people suffer. And so they go to great lengths, and this is a way to kind of accelerate the process and let people directly donate their tissues, instead of money or other ways, to help support the research infrastructure.

**How exactly does this project work?**  
A. Patients can come online and provide consent that enables us to get copies of their medical records, send them a saliva collection kit, as well as a blood collection kit, and also access portions of their leftover tumor samples or their archival tumor samples. ... It's crowdsourcing as much information across cancers and within cancers as possible so that we can give enough data to any type of investigator who's interested in the clinical history or the genomics of any particular type of cancer, give them enough so that they can make discoveries.

**Is that lack of data one of the main obstacles to breakthrough research in this field?**  
A. One of the main issues, at least with adult cancers, is that the vast majority of people are treated in a community setting, meaning a clinic or a hospital, that doesn't necessarily do deep cancer research. Their tissues are taken out of their body and then they're used for diagnosis. But then, after their diagnosis, tissues usually sit in a ball of

wax on the shelf of a pathology office, and they're not actually leveraged for discovery or research. And so that's a problem because we don't have access.

**Why was data collection the point of the process you wanted to get involved in?**  
A. I was diagnosed with a very rare cancer and saw firsthand just how many barriers there were for me to try and do any type of research or inspire or fund research in my rare cancer. It was just one of those things where everything is pointed toward studying more common cancers, and even those cancers don't have great therapies available to them. And so there's just so much work that needs to be done that was highlighted through this prism of rare cancers, but really, that light is equally as dim for all cancers. And what is needed is data, and a lot of it, and good, high-quality data. The way that our research infrastructure is set up, it's not set up so that the maximum [number] of people can make the maximum amount of discoveries.

We have academic investigators, they have a hypothesis, they will form a study, they will publish the tip of the iceberg of their findings, and then the rest of that data is theirs and it's not necessarily available for other people, though that has been changing over the last five or 10 years. Journals are kind of requiring source data, there's been pressure from funding agencies to release data, and it's kind of slowly moving that barge, but it's just still not common-day that people will generate data, and, un tethered to a publication, just make that freely available for people.

**What disincentivizes that release of information?**  
A. The infrastructure simply does not exist. Like [if I] was a postdoc, I'm in a lab, I do an experiment, I get my results, I get ready to publish a paper, I publish my paper, and then that's it. That's just the way the system is set up. It's not that I necessarily want to hoard them or hold them, though I will say there is no incentive for scientists to share. They don't get tenure faster for sharing. They don't get an increase in their salary for sharing. They end up potentially being vulnerable by showing data that they could publish on and getting scooped by other scientists, which they would be disincentivized for those reasons. But really, all things being equal, there is no actual place for me, as a postdoc, to put all of my data that I could share with people.

**With rare cancers, why is it that just a bit of data can be so helpful?**  
A. If you do cast your net and start sequencing those areas where there's just not a lot of data and not a lot of knowledge, you're going to make discoveries much quicker than you will in more common cancers where there's already been a lot of sequencing and a lot of data. You have to do a lot more in those more common cancers to find the needles that are still left in that haystack, versus the rare cancers, where nobody's even bothered to notice there was a

haystack at all.

**As a patient, what was it like to realize that this was the landscape you were thrown into?**  
A. It was devastating. When I was diagnosed, the first thing I did was I looked at the scientific literature. And when I saw there was almost nothing known about my cancer, it led to an existential crisis. I understood the way science was funded, I was a scientist — I got it. And I immediately was like, "Wow, not only am I going to die from this but everybody who will ever get this disease is going to die the same horrible, miserable death as me because there's never going to be any kind of large-scale funding or large-scale effort in something so rare." There's no way it could exist. And so being able to come to the Broad [Institute], and work with Count Me In and build the angiosarcoma project and showcase what you can do very rapidly in a rare cancer, I think has really ignited people's desire to do more in the space.

**You have the unique perspective of having been through this and knowing, in some way, what patients are enduring. How do you maintain your sensitivity to that and not let it become just data work?**  
A. After I hang up with you, I'm going to field an e-mail by other people, young 24-year-old that has angiosarcoma and talk with her dad. These are conversations that I have several times a week, with a parent or a child or somebody's sibling or just any number of people that find me and reach out to me. ... I end up talking to people several times a week and hearing their trembling voices and their fear and sadness. It's enough to make it never be about data, no matter how deep in the weeds I am in a spreadsheet or managing someone else who is in that spreadsheet.

**So on the flip side, how do you take care of yourself when that's your reality?**  
A. It's really difficult. It's like being in a constant sprint — not even a marathon — for 11 years now, and it's not easy. I have developed extraordinarily deep and intense hobbies, and that's how I cope. And I'm a mom. I've got my kids and they're super awesome. ... And so I'm very busy. I always had to stay 100 percent busy, 24/7. I had to have activities racked up for if I woke up in the middle of the night and couldn't go back to sleep. And so this has led to some kind of overboard hobbies, like I'm an avid gardener and I'll raise basically all of the produce for my family for six months out of the year. I've got a greenhouse. My favorite activity that I will leave all other activities for is hunting for gourmet mushrooms, edible wild mushrooms. And so it keeps me busy in the woods. Any time from the spring until the first freeze, I can go out into the woods and find these gourmet mushrooms, and my family is obsessed. It's a lot of fun. You're just so focused on all of those things, there's not enough time to think about the 8-year-old dying child that you just Skyped with the day before.

**Isabella Cueto can be reached at isabella.cueto@stateneus.com.**

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## Protest defends media freedom in Poland

WARSAW, Poland — Poles flocked to city centers across the country Sunday to defend a US-owned television network that is being targeted by the country's right-wing government and to protect media freedoms in a European Union nation where democratic norms are eroding. Among the protesters were older Poles who decades ago resisted the country's communist regime and who fear that the democracy that they helped usher in is now being lost. Many Poles believe Poland's populist right-wing government is turning the country away from the West and adopting an authoritarian model closer to that of Turkey or Russia with attempts to exert political control over the courts and

silence critical media. Donald Tusk, the leader of the main opposition party, called on Poles to show solidarity and change their leadership. "Let's sweep this power away!" Tusk, a former Polish prime minister and a former EU president, told the crowd in Warsaw. The protests, led by opposition groups, were called after the parliament on Friday unexpectedly passed a bill that would force Discovery Inc. to sell its controlling share of TVN, Poland's largest television network. The lower house of parliament had voted for it in the summer but it was vetoed by the Senate. Without any notice, the parliament suddenly brought the bill back and the lower house

overrode the Senate's veto. The fate of the bill now lies with President Andrzej Duda. Government leaders have defended the legislation by arguing that it is important for national security to ensure that no company outside of Europe can control companies that help form public opinion. TVN operates an all-news channel TVN24 and its main channel, TVN, has a nightly evening news program viewed by millions that offers critical reporting of the government. Government critics believe Poland's right-wing government is merely moving to silence an outlet that seeks to hold power to account. Discovery vowed in a statement to "relentlessly fight for our business."

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From: [Rebecca Rutenberg](#)  
To: [Kellie Donovan](#); [publicnotice@boston.gov](mailto:publicnotice@boston.gov)  
Cc: [Bridgette Nikisher](#)  
Subject: Apothca, Inc. - Community Update Notice  
Date: Friday, December 17, 2021 10:22:49 AM  
Attachments: [Apothca - Outreach Meeting - JP January 2022.docx](#)

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Hello,

Please see the attached notice relative to a cannabis related community meeting. If I can provide further information, please don't hesitate to ask.

Becca

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**Becca Rutenberg**  
*Director of Strategic Affairs*

**Vicente Sederberg LLP**  
Prudential Tower  
800 Boylston Street, 26<sup>th</sup> Floor  
Boston, MA 02199  
Cell: 610-675-5958  
[Rebecca@VicenteSederberg.com](mailto:Rebecca@VicenteSederberg.com)  
[VicenteSederberg.com](http://VicenteSederberg.com)

[Confidentiality Notice](#)



**COMMUNITY OUTREACH MEETING  
APOTHCA, INC.**

Please join Apothca, Inc. for a Virtual Community Outreach Meeting to discuss the status of its efforts to locate a medical marijuana treatment center and an adult use retail cannabis establishment at 54A Hyde Park Avenue in Jamaica Plain.

**January 3, 2021 – 5:00 PM**

Join Zoom Meeting: <https://us02web.zoom.us/j/88222313798>

Phone: (646)558-8656, 88222313798#

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing [rebecca@vicentesederberg.com](mailto:rebecca@vicentesederberg.com) or asked during the live presentation. Please email us for an advanced copy of the presentation or if you are unable to attend the presentation but wish to schedule a telephone call or video meeting.

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in 3800, April 2015 PSN 7530-00-000-9047

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

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

Postage

\$ \_\_\_\_\_

Total Post

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Street and \_\_\_\_\_

City, State, ZIP+4® \_\_\_\_\_

PS Form 3800, April 2015 PSN 7530-02-000-904-7 See Reverse for Instructions

**COMMUNITY OUTREACH MEETING  
APOTHCA, INC.**

Please join Apothca, Inc. for a Virtual Community Outreach Meeting to discuss the status of its efforts to locate a medical marijuana treatment center and an adult use retail cannabis establishment at 54A Hyde Park Avenue in Jamaica Plain.

**January 3, 2021 – 5:00 PM**

Join Zoom Meeting: <https://us02web.zoom.us/j/88222313798>

Phone: (646)558-8656, 88222313798#

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing [rebecca@vicentesederberg.com](mailto:rebecca@vicentesederberg.com) or asked during the live presentation. Please email us for an advanced copy of the presentation or if you are unable to attend the presentation but wish to schedule a telephone call or video meeting.

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

Apothca, Inc. (“Apothca”) will remain compliant at all times with the local zoning requirements set forth in Boston’s Zoning Ordinance. In accordance with the Zoning Ordinance, Apothca’s proposed dual located RMD and Marijuana Retailer facility is properly located and allows for the siting of marijuana establishments pursuant to issuance of a special permit.

Furthermore, pursuant to Boston’s Zoning Ordinance, Apothca’s proposed facility is not located within any of the zoning buffers.

Apothca will apply for any other local permits required to operate a marijuana establishment at the proposed location including a Special Permit from the Boston Zoning Board of Appeals. Apothca will comply with all conditions and standards set forth in any local permit required to operate a marijuana establishment at Apothca’s proposed location.

Apothca has already attended several meetings with various municipal officials to discuss Apothca’s plans for a proposed marijuana establishment and has negotiated a Host Community Agreement with Boston. Apothca will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Apothca’s marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

Apothca has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

## Joseph Lekach

---

**From:** Jasmin Winn <jasmin.winn@boston.gov>  
**Sent:** Thursday, January 27, 2022 1:26 PM  
**To:** Rebecca Rutenberg  
**Cc:** Joseph Lekach; Bridgette Nikisher  
**Subject:** Re: Apothca, Inc. - Outreach Meeting

**[EXTERNAL EMAIL]** DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Hi Rebecca

I can confirm that approval was given pursuant to the CCC Executive Order to allow said community meetings to be held virtually.

Thanks  
Jasmin

On Thu, Jan 27, 2022 at 9:45 AM Rebecca Rutenberg <[rebecca@vicentesederberg.com](mailto:rebecca@vicentesederberg.com)> wrote:

Jasmin,

I hope all is well!

I am writing on behalf of Apothca, Inc. As you know, Apothca has held a series of virtual Community Outreach Meetings coordinated in collaboration with ONS. The Cannabis Control Commission has asked us via Request for Information to provide written confirmation that the City is comfortable with such meetings being held virtually. Are you able to confirm?

Many thanks!

**Becca Rutenberg**

*Senior Director, Strategy*

**Vicente Sederberg LLP**

Prudential Tower

800 Boylston Street, 26<sup>th</sup> Floor

Boston, MA 02199

Cell: 610-675-5958

[Rebecca@VicenteSederberg.com](mailto:Rebecca@VicenteSederberg.com)

[VicenteSederberg.com](http://VicenteSederberg.com)

[Confidentiality Notice](#)

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*Jasmin Winn*

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Cannabis Board Manager | [Boston Cannabis Board](#) | 617•635•2330 | 1 City Hall Square, Room 809, Boston, MA 02201

**CITY of BOS**

SIGN UP FOR PERIODIC UPDATES FROM THE BOSTON CANNABIS BOARD [HERE](#).

January 27, 2022

Re: Host Community Meeting Materials

To Whom it May Concern:

Apothca, Inc.'s ("Apothca") presentation has been publicly available since December 17, 2021 for our Host Community Meeting on January 3, 2022 at [apothcajp.squarespace.com](http://apothcajp.squarespace.com).

Within the notices sent via certified mail (December 22, 2021) and posted with the Boston Globe (December 20, 2021), members of the community were invited to both submit any questions they may have in advance or request a copy of the presentation in advance (and the link would have been shared for such requests) to [rebecca@vicentesederberg.com](mailto:rebecca@vicentesederberg.com).

If there are any further questions, please feel free to contact me.

Regards,

Joseph Lekach  
CEO, Apothca, Inc.  
m. 305.741.6540  
e. [joseph@artcangroup.com](mailto:joseph@artcangroup.com)



# APOTHCA, INC.

## PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

### Overview

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

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
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 are classified as areas of disproportionate impact.

To support such populations, Apothca has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact past or present residents of Fitchburg, Lynn, Boston, and other areas of disproportionate impact.

### Goals

In order for Apothca to positively impact past or present residents of Fitchburg, Lynn, Boston, and other areas of disproportionate impact, Apothca has established the following goals:

1. Reducing barriers to entry in the commercial adult-use cannabis industry by hiring at least 20% of our agents from areas of disproportionate impact; and
2. Providing business assets towards endeavors that will have a positive impact on the residents of Fitchburg, Lynn, Boston, and other areas of disproportionate impact.

### Programs

Apothca has developed specific programs to effectuate its stated goals to positively impact past or present residents of Fitchburg, Lynn, and Boston. Such programs will include the following:

1. Creating a hiring preference for Fitchburg, Lynn, and those Boston residents residing in parts of the City of Boston that qualify as areas of disproportionate impact, as well as residents of other areas of disproportionate impact, whereby qualified candidates for available job positions, which will be posted as needed (at least once per year) on websites such as Indeed.com, will be favorably considered if they self-identify as past or present residents of Fitchburg, Lynn, Boston, or other areas of disproportionate impact.<sup>1</sup>
  - a. The Census Tracts that Apothca will use to determine areas of disproportionate impact for the City of Boston include 803, 10103, 10104, 10300, 10404, 10405, 60700, 61000, 61101, 70200, 71201, 80300, 80401, 80500, 80601, 80801, 81500,

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<sup>1</sup> To the extent allowed by applicable employment law.

81700, 81800, 81900, 82000, 82100, 90100, 90200, 90300, 90400, 90600, 91200, 91400, 91700, 91800, 91900, 92000, 92300, 92400, 100100, 100200, 100601, 101001, 101101, 101102, 110201, 120500, 980101, 980300, 981100, 981700, and 981800.

2. Participating in at least two (2) job fairs in Lynn, Fitchburg, Boston, and other areas of proportionate impact as positions become available. Apothca also plans to hold its own hiring job fairs in these areas.
3. Holding two (2) educational seminars per year in Boston, Lynn, or Fitchburg that will cover topics such as the benefits of cannabis, proper safety and security for cannabis, how to consume cannabis responsibly, and more. These seminars will be advertised at least 2 weeks prior to the event through email marketing and Apothca's social media channels. These seminars will not have a capped attendance unless specifically noted in the advertising of these seminars.

### Measurements

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

- Ensuring that at least 20% of Apothca's agents are past or present residents of Fitchburg, Lynn, the areas of Boston designated areas of disproportionate impact, other areas of disproportionate impact.
- Documenting the job fairs in Boston, Lynn, Fitchburg, and other areas of disproportionate impact that Apothca participates in and keeping on file any Human Resources documentation received as a result.
- Documenting that Apothca held at least two (2) educational seminars each year and keeping a record of the location, subject matter, and participants/attendees in such educational seminars.

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

### Acknowledgements

- Apothca will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: December 23, 2021

To Whom It May Concern :

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

is a domestic corporation organized on **June 17, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; 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: 21120670870

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

Processed by: tad



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

mass.gov/dor

Letter ID: L1447589056  
Notice Date: October 15, 2021  
Case ID: 0-001-297-629



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



APOTHCA, INC.  
487-491 LYNNWAY  
LYNN MA 01905

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

The Commissioner of Revenue certifies that, as of the date of this certificate, APOTHCA, 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, 9:00 a.m. to 4:00 p.m..

### *Visit us online!*

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau



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

Minimum Fee: \$35.00

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

**Special Filing Instructions**

n/a

**Articles of Organization**

(General Laws, Chapter 180)

**Identification Number:** 001177859

**ARTICLE I**

The exact name of the corporation is:

MASSACHUSETTS PATIENT FOUNDATION, INC.

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 180 §4.

**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

MAY BE SET FORTH IN BY-LAWS.

**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

*(If there are no provisions state "NONE")*

1. MEETINGS OF DIRECTORS AND OFFICERS ARE AUTHORIZED TO TAKE PLACE ANYWHERE WITHIN THE UNITED STATES. 2. THE DIRECTORS 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 REQUIRE ACTION BY THE DIRECTORS. 3. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW; A. FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION. B. FOR ACTS OR OMISSIONS NOT IN GOOD F

#### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

#### ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

6/17/2015

#### ARTICLE VII

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

**a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:**

No. and Street: 36 GLEN AVENUE  
City or Town: NEWTON State: MA Zip: 02459 Country: USA

**b. The name, residential street address and post office address of each director and officer of the corporation is as follows:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	RACHMIL LEKACH	296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA 296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA	2016
TREASURER	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA 9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	2016
CLERK	PATRICIA PIKE	5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA 5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA	2016
DIRECTOR	THOMAS S FARRELL	23 VIOLA CIRCLE SEABROOK, NH 03874 USA 23 VIOLA CIRCLE SEABROOK, NH 03874 USA	2016
DIRECTOR	RACHMIL LEKACH	296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA 296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA	2016
DIRECTOR	PATRICIA PIKE	5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA 5304 LAKESIDE AVENUE VIRGINIA BEACH, VA 23451 USA	2016
DIRECTOR	MOSHE Y BLEICH	793 WORCESTER STREET WELLESLEY, MA 02481 USA 793 WORCESTER STREET WELLESLEY, MA 02481 USA	2016

**c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:**  
December

**d. The name and business address of the resident agent, if any, of the business entity is:**

Name: JOSHUA M. FOX, ESQ.  
No. and Street: 36 GLEN AVENUE  
City or Town: NEWTON State: MA Zip: 02459 Country: USA

**I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:**

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 17 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)**

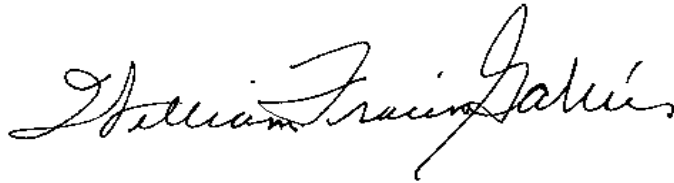
RACHMIL LEKACH, PRESIDENT



THE COMMONWEALTH OF MASSACHUSETTS

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

June 17, 2015 10:05 AM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

Minimum Fee: \$15.00

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

**Articles of Amendment**

(General Laws, Chapter 180, Section 7)

Identification Number: 001177859

We, JOSEPH LEKACH ☒ President ☐ Vice President,

and LEON NITKA ☒ Clerk ☐ Assistant Clerk ,

of MASSACHUSETTS PATIENT FOUNDATION, INC.

located at: 36 GLEN AVENUE NEWTON , MA 02459 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4

*(Select those articles 1, 2, 3, and/or 4 that are being amended)*

of the Articles of Organization were duly adopted at a meeting held on 9/24/2018 , by vote of: 0 members, 5 directors, or 0 shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

**ARTICLE I**

The exact name of the corporation, **as amended**, is:  
*(Do not state Article I if it has not been amended.)*

APOTHCA, INC.

**ARTICLE II**

The purpose of the corporation, **as amended**, is to engage in the following business activities:  
*(Do not state Article II if it has not been amended.)*

**ARTICLE III**

A corporation may have one or more classes of members. **As amended**, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

directors or members, or of any class of members, are as follows:  
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

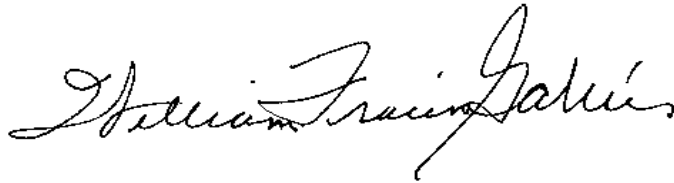
**Later Effective Date:**

**Signed under the penalties of perjury, this 16 Day of October, 2018, JOSEPH LEKACH , its ,  
President / Vice President,  
LEON NITKA , Clerk / Assistant Clerk.**

THE COMMONWEALTH OF MASSACHUSETTS

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

October 16, 2018 03:20 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

Minimum Fee: \$15.00

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

**Annual Report**

(General Laws, Chapter 180)

**Identification Number:** 001177859

**Filing for November 1, 2021**

**In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:**

**1. Exact name of the corporation:** APOTHCA, INC.

**2. Location of its principal office:**

No. and Street: 99 DEVELOPMENT ROAD  
 City or Town: FITCHBURG State: MA Zip: 01420 Country: USA

**3. DATE OF THE LAST ANNUAL MEETING:** 📅 (mm/dd/yyyy)  
 (if none leave blank)

**4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JOSEPH LEKACH	1886 TYLER STREET HOLLYWOOD, FL 33020 USA	Until successors are duly elected
TREASURER	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	Until successors are duly elected
CFO	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	Until successors are duly elected
CLERK	LEON NITKA	21 WOODFORD ROAD DEAL, NJ 07723 USA	Until successors are duly elected
DIRECTOR	LEON NITKA	21 WOODFORD ROAD DEAL, NJ 07723 USA	Until successors are duly elected
DIRECTOR	RACHMIL LEKACH	296 OCEAN BLVD GOLDEN BEACH, FL 33160 USA	Until successors are duly elected
DIRECTOR	MOSHE Y. BLEICH	793 WORCESTER STREET WELLESLEY, MA 02481 USA	Until successors are duly elected
DIRECTOR	ANDREW MARK YOUNG	9651 NW 42ND STREET CORAL SPRINGS, FL 33065 USA	Until successors are duly elected

**I, the undersigned, JOSEPH LEKACH of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 22 Day of October, 2021.**

## **ARTICLE I BYLAWS**

### **OF**

## **APOTHCA, INC.**

### **ARTICLE I**

#### **OFFICES AND RECORDS**

**Section 1.1. REGISTERED OFFICE AND AGENT.** The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Organization or subsequent filing with the Secretary of the Commonwealth. The Board of Directors may at any time change the registered office or the registered agent by making the appropriate filing with the Secretary of the Commonwealth.

**Section 1.2. PRINCIPAL OFFICE.** The principal office of the Corporation shall be within or without the Commonwealth of Massachusetts as set forth in the Corporation's Articles of Organization or subsequent filing with the Secretary of the Commonwealth.

**Section 1.3. OTHER OFFICES.** The Corporation may also have other offices at any places, within or without the Commonwealth of Massachusetts, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

**Section 1.4. BOOKS AND RECORDS.** Any records maintained by the Corporation in the regular course of its business, including its share ledger, books of account and minute books, may be maintained on any information storage device or method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall convert any records so kept upon the written request of any person entitled to inspect such records pursuant to applicable law.

### **ARTICLE II**

#### **SHAREHOLDERS**

**Section 2.1. PLACE OF MEETING.** Meetings of the shareholders may be held at any place, within or without the Commonwealth of Massachusetts, as shall be fixed by the Board of Directors. The Board of Directors may determine, in its discretion, that any meeting of the shareholders may be held solely by means of remote communication in accordance with Section 2.2 of these Bylaws, without designating a place for a physical assembly of shareholders.

**Section 2.2. MEETINGS OF SHAREHOLDERS BY REMOTE COMMUNICATION.** The Board of Directors may authorize shareholders to participate in a meeting of shareholders by means of remote communication, subject to the conditions imposed by applicable law and any guidelines and procedures adopted by the Board of Directors. At any meeting in which

shareholders can participate by means of remote communication, the Corporation shall implement reasonable measures to:

- (a) verify that each person participating remotely is a shareholder or a shareholder's proxy; and
- (b) provide such shareholders and proxies a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

The Corporation shall maintain a record of the vote or other action taken by shareholders or proxy holders at the meeting by means of remote communication.

**Section 2.3. ANNUAL MEETING.** An annual meeting of shareholders, for the purpose of electing directors and transacting any other business as may be brought before the meeting, may be held on a date decided by the Board of Directors, if not a Sunday or legal holiday in the place where the meeting is to be held, and if a Sunday or legal holiday in such place, then on the next full business day following such date/the date and time fixed by the Board of Directors and stated in the notice of the meeting.

Failure to hold an annual meeting at the designated time shall not affect the validity of any action taken by the Corporation. If the Board of Directors fails to call the annual meeting of shareholders as required by these Bylaws, upon the demand of the holders of at least forty-five percent (45%) of the outstanding shares made in writing to any officer of the Corporation that an annual meeting be held, such meeting shall be held at time and place determined by said officer. If no annual meeting is called in a given year, the composition of the Board of Directors shall carry over for the subsequent year and shall remain until the next duly noticed annual meeting.

**Section 2.4. SPECIAL MEETINGS.** Special meetings of the shareholders may be called:

- (a) by the Board of Directors;
  - (b) by the President;
- or

(c) upon the demand of the holders of at least forty-five percent (45%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

Only business within the purposes described in the Corporation's meeting notice may be conducted at a special meeting of the shareholders.

**Section 2.5. SHAREHOLDER NOMINATIONS AND PROPOSALS.** For business (including, but not limited to, director nominations) to be properly brought before an annual meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**proposing shareholder**") must have given written notice of the proposing shareholder's nomination or proposal, either by personal delivery or by United States mail to the Secretary no earlier than sixty (60) days prior to the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received no later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made.



In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a proposing shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of the meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A person or persons that have made a written request for a special meeting pursuant to Section 2.4 may provide the information required for notice of a shareholder proposal under this Section 2.5 simultaneously with the written request for the meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

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

- (a) the name and address of the proposing shareholder;
- (b) the number of shares of the Corporation held by the proposing shareholder;

**Section 2.6. RECORD DATE FOR SHAREHOLDER ACTION.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be:

- (a) on the date fixed by the Board of Directors in the notice of the meeting;
- (b) at the close of business on the day before the first notice is delivered to shareholders, if no date is fixed by the Board of Directors; or
- (c) on the day before the shareholders' meeting, if no notice of meeting is mailed to shareholders and no record date is otherwise supplied by the Massachusetts Business Corporation Act.

For action by consent of the shareholders without a meeting, the record date for shareholders entitled to approve the action subject of the consent shall be:

- (x) on the date fixed by the Board of Directors; or
- (y) the date that the first shareholder signs the written consent, if no date is fixed by the Board of Directors.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

**Section 2.7. NOTICE OF SHAREHOLDERS' MEETING.** Written notice of any annual or special meeting of shareholders shall be given to any shareholder entitled to notice not less than seven (7) days nor more than sixty (60) days before the date of the meeting. Such notice shall state:

- (a) the time and date of the meeting;
- (b) the place of the meeting;

(c) if remote communication is authorized for the meeting, the information required for shareholders (i) to participate, be considered present, and vote at the meeting, and (ii) to access the shareholders' list for the meeting as provided by Section 2.8 of these Bylaws; and

(d) the purpose or purposes of the meeting, unless the meeting is an annual meeting with no purpose other than the election of directors.

The corporation shall give notice to any shareholder entitled to notice by (x) mail or (y) electronic transmission if consented to by the shareholder.

Any person entitled to notice of a meeting may sign a written waiver of notice either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person attends for the specific purpose of objecting to the lawfulness of the convening of the meeting.

**Section 2.8. SHAREHOLDERS LIST FOR MEETING.** After fixing a record date for a shareholders' meeting, a corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

The Corporation shall make the list available for inspection by any shareholder, beginning two (2) business days after notice of the meeting is given (a) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (b) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network. In the event the corporation determines or is required to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to shareholders of the corporation.

**Section 2.9. QUORUM OF SHAREHOLDERS.** At each meeting of shareholders for the transaction of any business, a quorum must be present to organize such meeting. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the matter by a voting group is represented at the meeting in person, by remote communication, or by proxy. A voting group includes all shares of one or more classes or series that are entitled, by law or the Articles of Organization, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless: (a) the shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting; or (b) the meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person, by remote communication, or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority

of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than one hundred twenty (120) days after the date fixed for the original meeting, a new quorum for the meeting must be established.

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

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

**Section 2.11. VOTING OF SHARES.** Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the Articles of Organization provide for more or less than one vote per share or limits or denies voting rights to the holders of the shares of any class or series.

If a quorum of a voting group exists, favorable action on a matter, other than the election of directors, will be approved by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater or lesser number of votes is required by law or a greater number of votes is required by the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups.

No ballot shall be required for the election of directors unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

**Section 2.12. VOTING BY PROXY OR NOMINEE.** Shares of the Corporation's stock owned by the Corporation itself or by another corporation or entity, the majority of the voting stock or interest of which is owned or controlled by the Corporation, shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time. Nothing in this section shall be construed as limiting the right of the Corporation or any domestic or foreign corporation or other entity to vote shares, held or controlled by it in a fiduciary capacity, or with respect to which it otherwise exercises voting power in a fiduciary capacity.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized by the Corporation to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest as defined in the Massachusetts Business Corporations Act. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a

proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment.

Shares owned by another corporation, domestic or foreign, may be voted by any officer, agent, or proxy as the bylaws of that corporation may authorize or, in the absence of authorization, as the Board of Directors of that corporation may determine.

A person holding shares in a representative or fiduciary capacity may vote such shares without a transfer of such shares into such person's name. However, the Corporation may (a) request that the person provide evidence of this capacity acceptable to the Corporation, or (b) establish a procedure by which the beneficial owner of shares that are registered in the name of a nominee is recognized by the Corporation as the shareholder..

**Section 2.13. ACTION BY SHAREHOLDERS WITHOUT A MEETING.** Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of all the shares entitled to vote with respect to the action that is the subject of the consent/shares with at least the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that (a) describe the action taken, (b) are signed by shareholders having the requisite votes, (c) bear the date of the signatures of such shareholders, and (d) are delivered to the Corporation for inclusion with the records of meetings.

If the action to be taken pursuant to the consent of voting shareholders without a meeting is one for which notice to all shareholders would be required by law if the action were to be taken at a meeting, then the Corporation shall, at least seven (7) days before the action is taken, give notice in the manner specified by Section 2.7 to any shareholders entitled to vote that did not consent.

## **ARTICLE III**

### **DIRECTORS**

**Section 3.1. BOARD OF DIRECTORS.** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Directors need not be residents of the Commonwealth of Massachusetts or shareholders of the Corporation.

**Section 3.2. NUMBER OF DIRECTORS.** The number of directors shall be three, provided that the number may be increased or decreased from time to time by an amendment to these Bylaws.

No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**Section 3.3. TERM OF OFFICE.** At the first annual meeting of shareholders and at each annual meeting thereafter, the holders of shares entitled to vote in the election of directors shall elect directors to hold office until the next succeeding annual meeting, the director's successor has been selected and qualified, or the director's earlier death, resignation, or removal. If no annual meeting is called in a given year, the composition of the Board of Directors shall carry over for the subsequent year and shall remain until the next duly noticed annual meeting.

**Section 3.4. REMOVAL.** Directors may be removed from office at any time with or without cause by the shareholders entitled to elect them or for cause by vote of a majority of the directors then in office. A director may be removed by shareholders or directors only at a meeting called for that purpose, for which the notice must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors.

**Section 3.5. RESIGNATION.** A director may resign at any time by giving notice in the form of an executed resignation to the Board of Directors or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. Acceptance of the resignation shall not be required to make the resignation effective. The pending vacancy may be filled before the effective date in accordance with Section 3.6 of these Bylaws, but the successor shall not take office until the effective date.

**Section 3.6. VACANCIES.** Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, or due to the death, resignation, disqualification or removal of a director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors.

A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs. Any director elected to fill a vacancy shall serve until the next shareholders' meeting at which directors are elected.

**Section 3.7. MEETINGS OF DIRECTORS.** An annual meeting of directors may be held immediately and without notice after and at the place of the annual meeting of shareholders. Other regular and special meetings of the directors may be held at such times and places within or outside the Commonwealth of Massachusetts as the directors may fix.

Special meetings of the Board of Directors may be called by the President, by the Chair of the Board, if any, by the Secretary, by a majority of directors, or by one director in the event that there is only one director.

**Section 3.8. MEETINGS BY REMOTE COMMUNICATION.** The Board of Directors may permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

**Section 3.9. NOTICE OF DIRECTORS' MEETINGS.** Regular meetings may be held without notice of the date, time, place, or purpose of the meeting. All special meetings of the Board of Directors shall be held upon not less than two (2) days' notice. Such notice shall state:

- (a) the date and time of the meeting;

- (b) the place of the meeting;
- (c) the means of any remote communication by which directors may participate at the meeting, if applicable; and
- (d) the purpose or purposes for which the meeting is called if the meeting is a special meeting.

The corporation or person calling the meeting shall give notice to each director by (x) mail or personal delivery or (y) electronic transmission if consented to by the director.

A written waiver of the required notice signed by a director entitled to the notice, before or after the meeting, is the equivalent of giving notice to the director who signs the waiver. A director's attendance at any meeting shall constitute a waiver of notice of the meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**Section 3.10. QUORUM AND ACTION OF DIRECTORS.** A majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Organization, or these Bylaws.

The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place as may be determined by a vote of the directors present at that meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.

**Section 3.11. COMPENSATION.** Directors shall not receive salary for their services as directors except as may be determined by a vote of the holders of a majority of the outstanding shares. Notwithstanding the foregoing, the Board of Directors may provide, by resolution, a fixed sum and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity.

**Section 3.12. ACTION BY DIRECTORS WITHOUT A MEETING.** Unless otherwise provided by the Articles of Organization or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors, or all committee members then appointed, consent to such action in writing or by electronic transmission and the writings or electronic transmissions are filed with the minutes of the proceedings of the Board of Directors.

**Section 3.13. COMMITTEES OF THE BOARD OF DIRECTORS.** The Board of Directors, by resolution adopted by a majority, may designate one or more directors to constitute one or more committees, to exercise the authority of the Board of Directors to the extent provided in the resolution of the Board of Directors and allowed under the law of the Commonwealth. A committee of the Board of Directors does not have the authority to:

- (a) authorize distributions;

(b) approve or propose to shareholders action that this chapter requires be approved by shareholders, including an amendment to the Articles of Organization;

(c) change the number of the Board of Directors, remove directors from office or fill vacancies on the Board of Directors, or

(d) adopt, amend, or repeal the Bylaws of the Corporation.

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

## **ARTICLE IV**

### **OFFICERS**

**Section 4.1. POSITIONS AND APPOINTMENT.** The officers of the Corporation shall be appointed by the Board of Directors and shall be a President, a Treasurer, a Secretary, and any other officers, including assistant officers and agents, as may be deemed necessary by the Board of Directors. The Board of Directors may authorize an officer to appoint one or more officers or assistant officers. Any two or more offices may be held by the same person.

Each officer shall serve until a successor is elected and qualified or until the death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

**Section 4.2. REMOVAL AND RESIGNATION.** Any officer appointed or elected by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors at any regular or special meeting. Any officer or assistant officer appointed by an authorized officer may be removed at any time with or without cause by any officer with authority to appoint such officer or assistant officer. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by delivering notice to the Corporation. Resignation is effective when the notice is delivered unless the notice provides a later effective date.

Any vacancies may be filled in accordance with Section 4.1 of these Bylaws.

**Section 4.3. PRESIDENT.** The President shall be the chief executive officer of the Corporation, and subject to the direction of the Board of Directors, shall have active, general supervision and executive management over the business and affairs of the Corporation. The President shall preside at all meetings of all directors, shall see that all orders and resolutions of the Board of Directors are carried out, and shall perform any other duties as the Board of Directors may assign.

**Section 4.4. VICE-PRESIDENTS.** Each Vice President, if any, in order of their rank as designated by the Board of Directors, shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform other duties as the Board of Directors or President shall assign.

**Section 4.5. SECRETARY.** The Secretary shall attend all meetings of the Board of Directors and shareholders, shall record all votes and the minutes of all proceedings, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shareholders and shall perform all other duties as the Board of Directors or President shall assign. The Secretary shall be the custodian of the records of the Corporation.

In the absence of the Secretary, the minutes of all meetings of the Board of Directors and shareholders shall be recorded by the person designated by the President or by the Board of Directors.

**Section 4.6. TREASURER.** The Treasurer shall be the principal financial officer of the Corporation, shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board of Directors, and in general shall perform all duties incident to the office of Treasurer and such other duties as the Board of Directors or President shall assign.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for the disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and Board of Directors an account of all transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records, and accounts to the President or Board of Directors at any time.

## **ARTICLE V**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a director or officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

The Corporation may, to the fullest extent permitted by law, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a director, officer, administrator or trustee of, or in a similar capacity with, another organization or any employee benefit plan, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder.

The foregoing right of indemnification shall be in addition to and not exclusive of any other rights which such director or officer or other person may be entitled under the Articles of Organization, any agreement, or pursuant to any action taken by the directors or shareholders of the Corporation or otherwise.



## ARTICLE VI

### SHARE CERTIFICATES AND TRANSFER

**Section 6.1. CERTIFICATES REPRESENTING SHARES.** Shares of the Company may be certificated or uncertificated. If the shares are uncertificated, the Company shall record any share transfer in the Company's books and records. In the event the shares are certificated, certificates representing shares of the Corporation shall state:

- (a) the name of the Corporation and that it is organized under the laws of the Commonwealth of Massachusetts;
- (b) the name of the person to whom issued;
- (c) the number and class of shares and the designation of the series, if any, which the certificate represents; and
- (d) a conspicuous statement setting forth restrictions on the transfer of the shares, if any.

No share shall be issued until the consideration therefor, fixed as provided by law, has been fully paid.

The Corporation shall, after the issuance or transfer of uncertificated shares, send to the registered owner of uncertificated shares a written notice containing the information required to be set forth or stated on certificates pursuant to the Massachusetts Business Corporations Act. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

**Section 6.2. TRANSFERS OF SHARES.** Shares of the Corporation shall be transferable in the manner prescribed by law and in these Bylaws including but not limited to the provisions of Sections 6.5 – 6.10 herein. Transfers of shares shall be made on the books of the Corporation only by the holder of record thereof, by such person's attorney lawfully made in writing and, in the case of certificated shares, upon the surrender of the certificate thereof, which shall be cancelled before a new certificate or uncertificated shares shall be issued. No transfer of shares shall be valid as against the Corporation for any purpose until it shall have been entered in the share records of the Corporation by an entry showing from and to whom the shares were transferred.

**Section 6.3. REGISTERED SHAREHOLDERS.** The Corporation may treat the registered owner of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth, or giving proxies with respect to those shares.

Neither the Corporation nor any of its officers, directors, employees, or agents shall be liable for treating that person as the owner of those shares at that time for those purposes, regardless of

whether that person possesses a certificate for those shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express notice thereof, except as otherwise provided by law.

**Section 6.4. LOST OR REPLACEMENT CERTIFICATES.** The Corporation may issue a new certificate for its shares in place of any certificate theretofore issued and alleged by its owner of record or such owner's authorized representative to have been lost, stolen, or destroyed if the Corporation, transfer agent, or registrar is not on notice that such certificate has been acquired by a bona fide purchaser. A replacement certificate may be issued if the owner or the owner's representative:

(a) files with the Secretary of the Corporation and the transfer agent or the registrar, if any, a request for the issuance of a new certificate, together with an affidavit in form satisfactory to the Secretary and transfer agent or registrar, if any, setting forth the time, place, and circumstances of the loss; and

(b) complies with such other reasonable requirements as the chair of the Board of Directors, the President, the Secretary, or the Board of Directors and the transfer agent or the registrar, if any, shall deem appropriate under the circumstances, which may include filing a sufficient indemnity bond to indemnify and save harmless the Corporation and the transfer agent or the registrar, if any, from any and all damage, liability, and expense of every nature whatsoever resulting from the Corporation, the transfer agent, or the registrar issuing a new certificate in place of the one alleged to have been lost, stolen, or destroyed.

A new certificate may be issued in lieu of any certificate previously issued that has become defaced or mutilated upon surrender for cancellation of a part of the old certificate sufficient, in the opinion of the Secretary and the transfer agent or the registrar, if any, to identify the owner of the defaced or mutilated certificate, the number of shares represented thereby, and the number of the certificate and its authenticity and to protect the Corporation and the transfer agent or the registrar against loss or liability. When sufficient identification for such defaced or mutilated certificate is lacking, a new certificate may be issued upon compliance with all of the conditions set forth in this Section in connection with the replacement of lost, stolen, or destroyed certificates.

**Section 6.5. TRANSFER RESTRICTIONS.** Notwithstanding anything to the contrary, except as expressly permitted in this Section 6.5 and Section 6.6 below, a stockholder shall not Transfer (as such term is defined below) any shares of the corporation's stock (or any rights of or interests in such shares) to any person unless such Transfer is approved by the Board of Directors prior to such Transfer, which approval may be granted or withheld in the Board of Directors' sole and absolute discretion. "**Transfer**" shall mean, with respect to any security, the direct or indirect assignment, sale, transfer, tender, pledge, hypothecation, or the grant, creation or suffrage of a lien or encumbrance in or upon, or the gift, placement in trust, or the Constructive Sale (as such term is defined below) or other disposition of such security (including transfer by testamentary or intestate succession, merger or otherwise by operation of law) or any right, title or interest therein (including, but not limited to, any right or power to vote to which the holder thereof may be entitled, whether such right or power is granted by proxy or otherwise), or the record or beneficial ownership thereof, the offer to make such a sale, transfer, Constructive Sale or other disposition, and each agreement, arrangement or understanding, whether or not in writing, to

effect any of the foregoing. “**Constructive Sale**” shall mean, with respect to any security, a short sale with respect to such security, entering into or acquiring an offsetting derivative contract with respect to such security, entering into or acquiring a futures or forward contract to deliver such security, or entering into any other hedging or other derivative transaction that has the effect of materially changing the economic benefits and risks of ownership.

Any purported Transfer of any shares of the corporation’s stock effected in violation of this Section 6.5 shall be null and void and shall have no force or effect and the corporation shall not register any such purported Transfer.

Any stockholder seeking the approval of the Board of Directors of a Transfer of some or all of its shares shall give written notice thereof to the Secretary of the corporation that shall include: (a) the name of the stockholder; (b) the proposed transferee; (c) the number of shares of the Transfer of which approval is thereby requested; and (d) the purchase price (if any) of the shares proposed for Transfer. The Corporation may require the stockholder to supplement its notice with such additional information as the corporation may request.

Certificates representing, and in the case of uncertificated securities, notices of issuance with respect to, shares of stock of the Corporation shall have impressed on, printed on, written on or otherwise affixed to them the following legend:

THE TRANSFER OF THE SECURITIES REFERENCED HEREIN IS SUBJECT TO CERTAIN TRANSFER RESTRICTIONS SET FORTH IN THE COMPANY’S BYLAWS AND/OR STOCK PLAN, COPIES OF WHICH MAY BE OBTAINED UPON WRITTEN REQUEST TO THE COMPANY AT ITS PRINCIPAL PLACE OF BUSINESS. THE COMPANY SHALL NOT REGISTER OR OTHERWISE RECOGNIZE OR GIVE EFFECT TO ANY PURPORTED TRANSFER OF SECURITIES THAT DOES NOT COMPLY WITH SUCH TRANSFER RESTRICTIONS.

The Corporation shall take all such actions as are practicable to cause the certificates representing, and notices of issuance with respect to, shares that are subject to the restrictions on transfer set forth in this Section to contain the foregoing legend.

**Section 6.6. RIGHT OF FIRST REFUSAL.** No stockholder shall Transfer any shares of the corporation’s stock, except for a Transfer in compliance with this Article VI, including the requirements set forth in Section 6.5 and hereinafter set forth in this Section 6.6.

(a) If the stockholder desires to Transfer any of shares of the Corporation’s common stock (the “**ROFR Shares**”), then the stockholder shall give written notice thereof to the Corporation. The notice shall name the proposed transferee and state the number of ROFR Shares to be Transferred, the proposed consideration, and all other terms and conditions of the proposed Transfer.

(b) For thirty (30) days following receipt of such notice, the Corporation shall have the option to purchase the ROFR Shares specified in the notice at the price and upon the terms set forth in such notice; *provided, however*, that the Corporation shall have the option to purchase a lesser portion of the ROFR Shares specified in said notice at the

price and upon the terms set forth therein. In the event of a gift, property settlement or other Transfer in which the proposed transferee is not paying the full price for the ROFR Shares, and that is not otherwise exempted from the provisions of this Section 6.6, the price shall be deemed to be the fair market value of the ROFR Shares at such time as determined in good faith by the Board of Directors. In the event the Corporation elects to purchase all of the ROFR Shares or a lesser portion of the ROFR Shares, it shall give written notice to the transferring stockholder of its election and settlement for said ROFR Shares shall be made as provided below in paragraph (d) of this Section 6.6.

(c) The Corporation may assign its rights hereunder in the sole discretion of the Board of Directors.

(d) In the event the Corporation and/or its assignee(s) elect to acquire any of the ROFR Shares of the transferring stockholder as specified in said transferring stockholder's notice, the Secretary of the Corporation shall so notify the transferring stockholder and settlement thereof shall be made in cash within thirty (30) days after the Secretary of the Corporation receives said transferring stockholder's notice; provided, that if the terms of payment set forth in said transferring stockholder's notice were other than cash against delivery, the Corporation and/or its assignee(s) shall pay for said ROFR Shares on the same terms and conditions set forth in said transferring stockholder's notice.

(e) In the event the Corporation and/or its assignees(s) do not elect to acquire all of the ROFR Shares specified in the transferring stockholder's notice, said transferring stockholder may, subject to the other provisions of this Article VI, within the seven (7)-day period following the expiration or waiver of the option rights granted to the Corporation and/or its assignees(s) herein, Transfer the ROFR Shares specified in said transferring stockholder's notice which were not acquired by the Corporation and/or its assignees(s) as specified in said transferring stockholder's notice. All ROFR Shares so sold by said transferring stockholder shall continue to be subject to the provisions of this Section 6.6 in the same manner as before said Transfer.

**Section 6.7. LICENSING EVENT REPURCHASE RIGHT.** In the event that any state licensing jurisdiction or other governmental entity or regulatory body or regulatory body which regulates the business of the Corporation or from which the Corporation is required to obtain a license or permit necessary to operate the Corporation's (or its Affiliates') business(es) is notified that any license or permit required or necessary to the Corporation (or its Affiliates) may not be obtained or maintained by virtue of any shareholder's ownership interest in the Corporation (each a "Licensing Event"), then the Corporation shall have the option to purchase all of such shareholder's stock for the lesser of the price originally paid for the shares by the shareholder or the fair market value of the shares as determined by the Board of Directors in the reasonable exercise of its business judgment. The Corporation shall have a period of up to one hundred and eighty (180) calendar days following receipt by the Corporation of written notice of a Licensing Event to notify such shareholder that the Corporation is exercising its option to purchase such shareholder's shares pursuant to this Section 6.7. The closing of the purchase and sale of any Shares pursuant to this Section 6.7 shall occur within thirty (30) days thereafter and

such purchase price shall be payable in full in cash at the closing, or, at the option of the Board of Directors, with 20% of the purchase price payable in cash at closing with the balance payable in 60 equal monthly installments of principal and interest at the Prime Rate with the first such installment due and payable on the date that is one month after the date of closing. Any deferred portion of the purchase price payable pursuant to this Section 6.7 shall be represented by an unsecured promissory note containing the terms and conditions described above and such other terms and conditions as are customary and appropriate in the discretion of the Board of Directors.

#### **Section 6.8. DRAG ALONG SALES.**

(a) Drag Along Right. Subject to compliance with the terms of this Section 6.8, and the affirmative vote of a majority of stockholders, the Corporation, acting through the President, shall have the right (the “Drag-Along Right”) to consummate, in one transaction or a series of related transactions, the Sale of the Corporation to a third party (the “Third Party Purchaser”) (a “Sale Transaction”); and the President shall have the right to require that each other stockholder (each, a “Drag-Along Stockholder”) participate in such Sale Transaction as provided in this Section 6.8.

(b) Acquisition Notice. The President shall notify the Drag-Along Shareholders and the Corporation in writing of a proposed Sale Transaction (“Acquisition Notice”) no more than thirty (30) days prior to the closing date of such Sale Transaction. The Acquisition Notice shall set forth the name and address of the Third Party Purchaser, the material financial terms on which the Third Party Purchaser proposes to acquire the Corporation and the proposed closing date. The President shall provide the Drag-Along Shareholders and the Corporation with access to or copies of the definitive purchase agreement and such other documents applicable to the Sale Transaction that the President believe would be useful to the Corporation and/or the Drag-Along Shareholders in understanding the material terms of the Sale Transaction.

(c) Waiver of Appraisal Rights. Subject to satisfaction of the requirements of this Section 6.8, each of the Drag-along Shareholders hereby waives, to the extent permitted by applicable law, all applicable appraisal rights and rights to object to or dissent from a Sale Transaction, and agrees that such Drag-along Shareholder will raise no objections to a Sale Transaction. Each Drag-along Shareholder agrees that it shall not take any action prejudicial to or inconsistent with a Sale Transaction.

(d) Conditions. The obligations of the Drag-along Shareholders in respect of a Sale Transaction under this Section 6.8 are subject to the satisfaction of the following conditions:

(i) the terms and conditions of such sale shall, except as otherwise provided in Section 6.8(d)(ii), be the same for all Shareholders in the Sale Transaction; and

(ii) each Drag-Along Shareholder shall execute the applicable purchase agreement and make or provide the same representations, warranties,

covenants, indemnities and agreements as the President determine appropriate and necessary in connection with the Sale Transaction; provided, that each Drag-along Shareholder shall only be obligated to make individual representations and warranties with respect to its title to and ownership of its Shares, authorization, execution and delivery of relevant documents, enforceability of such documents against the Drag-along Shareholder, and other matters relating to such Drag-along Shareholder, but not with respect to any of the foregoing as it relates to any other Shareholders or their Shares; provided, further, that all representations, warranties, covenants and indemnities shall be made by the Shareholders severally and not jointly and any indemnification obligation shall be pro rata based on the consideration received by all the Shareholders, in each case in an amount not to exceed the aggregate proceeds received by any such Shareholder each such Drag-along Shareholder in connection with the Sale Transaction.

(e) Required Actions. As soon as practicable after receipt of the Acquisition Notice, the Drag-Along Shareholders shall cooperate and take all action reasonably requested by the President to complete the Sale Transaction, including the following:

(i) voting all Shares in favor of, and consenting to, the Sale Transaction and matters ancillary thereto if deemed necessary or desirable by the President;

(ii) if so requested, surrendering to the Corporation, or the buyer, the certificates, if any, for Shares, properly endorsed for transfer to the Corporation or the buyer against payment of the sale price for such Shares in the Sale Transaction; and

(iii) if so requested, executing all sale, liquidation and other agreements in such form as may be necessary to provide the representations, warranties, indemnities, covenants, conditions, escrow agreements and other provisions and agreements relating to such Sale Transaction and to accomplish the allocation and distribution of the aggregate consideration in such Sale Transaction (subject to the requirements and limitations set forth in Section 6.9(d)(ii)).

(f) Irrevocable Proxy. Each Shareholder hereby appoints any President as such Shareholder's true and lawful proxy and attorney, with full power of substitution and re-substitution, to vote all Shares owned by such Shareholder or over which such Shareholder has voting control to effectuate the agreements set forth in this Section 6.8 if such Shareholder fails to comply on a timely basis (but in no event later 5 days) with the provisions of this Section 6.8. The proxies and powers granted by each Shareholder pursuant to this Section 6.8(f) are coupled with an interest and are given to secure the performance of such Shareholder's duties under this Section 6.8. Such proxies are irrevocable for so long as this Section 6.8 shall remain in effect and will survive the death, incompetency or disability of any Shareholder who is an individual and the merger, liquidation or dissolution of any Shareholder that is a non-natural Person.

(g) Final Consummation of the Sale. The President shall have one hundred and twenty (120) days following the date of the Acquisition Notice in which to consummate the Sale Transaction, on the terms set forth in the Acquisition Notice. If at the end of such period the President has not completed the Sale Transaction, the President may not then exercise its rights under this Section 6.8 without again fully complying with the provisions of this Section 6.8.

**Section 6.9. SPECIFIC PERFORMANCE.** The Shareholders hereby acknowledge and agree that Shareholders' Interests in the Corporation cannot be readily purchased or sold on the open market and for that reason, among others, the Shareholders will be irreparably damaged in the event the provisions of this Agreement relating to the sale and purchase of interests in the Corporation are not specifically enforced. In the event of any controversy concerning the right or obligation to purchase or sell any interest in the Corporation, such right or obligation shall be enforced in a court of equity by decree of specific performance. Such remedy shall, however, be cumulative and not exclusive, and shall be in addition to any other remedy available to the Shareholders (or any Shareholder) or the Corporation. If any Person shall institute any action or proceeding to enforce any such provisions, the Person against whom such action or proceeding is brought hereby waives the claim or defense that the Person instituting such action has an adequate remedy at law, and shall not urge in any such action or proceeding that a claim or remedy at law exists.

**Section 6.10. TAG ALONG RIGHTS.**

(a) Participation. If a shareholder who holds no less than fifty one percent (51 %) of the outstanding shares of the Corporation (the "Selling Shareholder") proposes to sell shares to a Third Party (the "Proposed Transferee") and the Selling Shareholder cannot or has not elected to exercise drag-along rights set forth in Section 6.8, each other shareholder (each, a "Tag- along Shareholder") shall be entitled to participate in such sale (a "Tag-along Sale") on the terms and conditions set forth in this Section 6.10.

(b) Sale Notice. Prior to the consummation of the sale described in Section 6.10(a), the Selling Shareholder shall deliver to the Corporation and each other Shareholder a written notice (a "Sale Notice") of the proposed sale subject to this Section 6.10 no more than ten (10) Business Days after the execution and delivery by all the parties thereto of the definitive agreement entered into with respect to the Tag- along Sale and, in any event, no later than twenty (20) Business Days prior to the closing date of the Tag- along Sale, including the following information: the number of Shares to be sold by the Selling Shareholder; the name of the Proposed Transferee; the per Share purchase price and the other material terms and conditions of the sale, including a description of any non-cash consideration in sufficient detail to permit the valuation thereof; the proposed date, time and location of the closing of the sale; and a copy of any form of agreement proposed to be executed in connection therewith.

(c) Shares to be Sold.

(i) Each Tag-along Shareholder shall exercise its right to participate in a sale of Shares by the Selling Shareholder subject to this Section 6.10 by delivering to the Selling Shareholder a written notice (a "Tag-along Notice") stating its election to do so and specifying the number of Shares to be sold by it no later than five (5) Business Days after receipt of the Sale Notice (the "Tag-along Period"). The offer of each Tag-along Shareholder set forth in a Tag-along Notice shall be irrevocable, and, to the extent such offer is accepted, such Tag-along Shareholder shall be bound and obligated to sell in the proposed sale on the terms and conditions set forth in this Section 6.10. Each Tag-along Shareholder shall have the right to sell in a sale subject to this Section 6.10 the number of Shares equal to the product obtained by multiplying (x) the number of Shares held by the Tag-along Shareholder by (y) a fraction (A) the numerator of which is equal to the number of Shares the Selling Shareholder proposes to sell or transfer to the Proposed Transferee and (B) denominator of which is equal to the number of Shares then owned by such Selling Shareholder.

(ii) The Selling Shareholder shall use its commercially reasonable efforts to include in the proposed sale to the Proposed Transferee all of the Shares that the Tag-along Shareholders have requested to have included pursuant to the applicable Tag-along Notices, it being understood that the Proposed Transferee shall not be required to purchase Shares in excess of the number set forth in the Sale Notice. In the event the Proposed Transferee elects to purchase less than all of the Shares sought to be sold by the Tag-along Shareholders, the number of Shares to be sold to the Proposed Transferee by the Selling Shareholder and each Tag-along Shareholder shall be reduced so that each such Shareholder is entitled to sell its Pro Rata Portion of the number of Shares the Proposed Transferee elects to purchase (which in no event may be less than the number of Shares set forth in the Sale Notice).

(iii) Each Tag-along Shareholder who does not deliver a Tag-along Notice in compliance with clause (i) above shall be deemed to have waived all of such Tag-along Shareholder's rights to participate in such sale, and the Selling Shareholder shall (subject to the rights of any participating Tag-along Shareholder) thereafter be free to sell to the Proposed Transferee its Shares at a per Share price that is no greater than the per Share price set forth in the Sale Notice and on other same terms and conditions which are not materially more favorable to the Selling Shareholder than those set forth in the Sale Notice, without any further obligation to the non-accepting Tag-along Shareholders.

(d) Consideration. Each Shareholder participating in a sale pursuant to this Section 6.10 shall receive the same consideration per Share after deduction of such Shareholder's proportionate share of the related expenses in accordance with paragraph (f) below.

(e) Conditions of Sale. Each Tag-along Shareholder shall make or provide the same representations, warranties, covenants, indemnities and agreements as the Selling



Shareholder makes or provides in connection with the Tag-along Sale (except that in the case of representations, warranties, covenants, indemnities and agreements pertaining specifically to the Selling Shareholder, the Tag-along Shareholder shall make the comparable representations, warranties, covenants, indemnities and agreements pertaining specifically to itself); provided, that all representations, warranties, covenants and indemnities shall be made by the Selling Shareholder and each other Tag-along Shareholder severally and not jointly and any indemnification obligation in respect of breaches of representations and warranties that do not relate to such Tag-along Shareholder shall be in an amount not to exceed the aggregate proceeds received by such Tag-along Shareholder in connection with any sale consummated pursuant to this Section 6.10.

(f) Expenses. The fees and expenses of the Selling Shareholder incurred in connection with a sale under this Section 6.10 and for the benefit of all Shareholders (it being understood that costs incurred by or on behalf of the Selling Shareholder for its sole benefit will not be considered to be for the benefit of all Shareholders), to the extent not paid or reimbursed by the Corporation or the Proposed Transferee, shall be shared by all the Shareholders on a pro rata basis, based on the consideration received by each Shareholder; provided, that no Shareholder shall be obligated to make any out-of-pocket expenditure prior to the consummation of the transaction consummated pursuant to this Section 6.10.

(g) Cooperation. Each Shareholder shall take all actions as may be reasonably necessary to consummate the Tag-along Sale, including, without limitation, entering into agreements and delivering certificates and instruments, in each case, consistent with the agreements being entered into and the certificates being delivered by the Selling Shareholder.

(h) Deadline for Completion of Sale. The Selling Shareholder shall have ninety (90) Business Days following the expiration of the Tag-along Period in which to sell the Shares described in the Sale Notice, on terms not more favorable to the Selling Shareholder than those set forth in the Sale Notice (which such ninety (90) Business Day period may be extended for a reasonable time not to exceed one hundred and twenty (120) Business Days to the extent reasonably necessary to obtain any regulatory approvals). If at the end of such period the Selling Shareholder has not completed such sale, the Selling Shareholder may not then effect a sale of Shares subject to this Section 6.10 without again fully complying with the provisions of this Section 6.10.

## ARTICLE VII

### DISTRIBUTIONS

**Section 7.1. DECLARATION.** The Board of Directors may authorize, and the Corporation may make, distributions to its shareholders in cash, property, or shares of the Corporation to the extent permitted by the Articles of Organization and the Massachusetts Business Corporation Act.

**Section 7.2. RECORD DATE FOR DIVIDENDS AND DISTRIBUTIONS.** For the purpose of determining shareholders entitled to receive a distribution by the Corporation (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, the Board of Directors of the Corporation may, at the time of declaring the dividend or distribution, set a record date no more than seventy (70) days prior to the date of the dividend or distribution. If no record date is fixed for the determination of shareholders entitled to receive a distribution (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, the record date shall be the date on which the resolution of the Board of Directors declaring the distribution or share dividend is adopted.

## **ARTICLE VIII**

### **GENERAL PROVISIONS**

**Section 8.1. SEAL.** The Corporation may adopt a corporate seal in a form approved by the Board of Directors. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

**Section 8.2. CHECKS, DRAFTS, ETC.** All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

**Section 8.3. FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year or as otherwise determined by the Board of Directors.

**Section 8.4. CONFLICT WITH APPLICABLE LAW OR ARTICLES OF ORGANIZATION.** These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

**Section 8.4. INVALID PROVISIONS.** If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

**Section 9.1. SHAREHOLDERS.** These Bylaws may be amended, repealed, or otherwise altered by a vote of the holders of a supermajority (66.67%) of the outstanding shares.

Approved:  \_\_\_\_\_  
Signature

Joseph Lekach, CEO

Name/Title

20

12/20/21

Date



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

Charles D. Baker  
GOVERNOR

Karyn E. Polito  
LT. GOVERNOR



374375408

Rosalin Acosta  
SECRETARY

Richard A. Jeffers  
DIRECTOR

Apothca, Inc.  
36 Glen Ave  
Newton Center, MA 02459-2066

EAN: 22102467  
October 15, 2021

Certificate Id:52233

The Department of Unemployment Assistance certifies that as of 10/15/2021 ,Apothca, Inc. is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance



**APOTHCA**

**Apothca, Inc.**

**Business Plan**

**January 11, 2022**

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### **1. EXECUTIVE SUMMARY**

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

Apothca, Inc. (“**APOTHCA**”) is currently operating as a Registered Marijuana Dispensary (“**RMD**”) with a mission to provide high quality, medical-grade cannabis to registered patients in the Commonwealth in a safe and welcoming environment. APOTHCA is committed to the safety

of patients and the community. APOTHCA is passionate about helping patients suffering from debilitating conditions and diseases through medical cannabis.

APOTHCA is expanding to also become a Marijuana Establishment (“ME”) committed to creating a safe and clean community environment providing consistent, high quality cannabis to Consumers who are over the age of 21.

APOTHCA currently operates in:

- Fitchburg with medical cultivation and product manufacturing operations,
- Arlington as a co-located medical and adult-use dispensary
- Lynn as a co-located medical and adult-use dispensary
- Boston as a medical dispensary soon to be opened

## **1.2 Product**

In addition to traditional sativa, indica, and hybrid cannabis flower, APOTHCA will offer a wide range of products and services that will allow APOTHCA to separately serve patients and customers with a wide variety of needs. Products APOTHCA intends to offer include, but will not be limited to:

1. Topical Salves
2. Creams/ Lotions
3. Patches
4. Oral Mucosal/ Sublingual Dissolving Tablets
5. Tinctures
6. Sprays
7. Inhalation ready to use C02 Extracted Hash Oils
8. Pre-Dosed Oil Vaporizers
9. Ingestion Capsules
10. Food/Beverages/Single Serve Shots

## **1.3 Customers**

APOTHCA’s target customers include registered, qualifying patients, their caregivers, and adults over the age of 21.

## **1.4 What Drives Us**

APOTHCA’s goals include:

1. Separately serving customers and patients and their caregivers with high quality, consistent, laboratory-tested medical-grade cannabis and derivatives
2. Serving customers over the age of 21 with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives
3. Assisting local communities in offsetting the cost of APOTHCA’s operations within their communities
4. Hiring employees and contractors from within the communities we serve
5. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs
6. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within APOTHCA and the cannabis industry as

a whole

7. Having a diverse and socially representative pool of employees
8. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching through programs APOTHCA plans to create such as a cannabis incubator and accelerator
9. Being the most environmentally friendly cannabis operator in the Commonwealth of Massachusetts through the use of our cultivation methods which include, but are not limited to, climate-controlled greenhouses, evaporative cooling technologies in lieu of traditional HVAC systems, tapping into well-water, and more
10. Creating branded marijuana products that stand for safe, effective, consistent, and high quality cannabis products

## 2. COMPANY DESCRIPTION

### 2.1 Structure

APOTHCA is currently converting from a Massachusetts domestic not-for-profit corporation to a domestic for-profit corporation operating two co-located RMDs and retail Marijuana Establishments, a medical cultivation and product manufacturing operation, and provisionally licensed to operate an additional RMD, and is interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the City of Boston.

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

### 2.2 Operations

In Fitchburg, APOTHCA plans to operate a medical cultivation and product manufacturing facility at 99 Development Rd, Fitchburg, MA 01420 (all activities referred to, collectively, as “**Fitchburg Facility**”), co-located with APOTHCA’s existing infrastructure. APOTHCA also has co-located medical and adult-use retail locations in Lynn and Arlington and has a provisional license to operate a medical retail location in Boston, and plans to become a Marijuana Retailer, co-located with APOTHCA’s retail RMD facility, in Boston.

APOTHCA’s Fitchburg Facility is well positioned to match the ideal picture of a community cultivation and production. Before taking over the Fitchburg Facility, it was a defunct Bayer Pharmaceutical campus and remains in good condition.

The Fitchburg Facility encompasses 11 buildings totaling over 130,000 square feet on over 26 acres of land. Currently, APOTHCA is using 32,500 square feet of newly built, climate controlled greenhouses for flowering canopy, roughly 7,000 square feet as a head house consisting of an employee entrance, preparation area, mother room, clone/vegetative room, irrigation room, and a room dedicated to the greenhouse system controls. Additionally, APOTHCA has a single building in operation, totaling roughly 5,000 square feet, dedicated to drying marijuana cultivated within the greenhouses and an additional building roughly 10,000 square feet (on each of two floors). Operations on the second floor consist of:

1. Employee entrance
2. Extraction
3. Offices
4. Conference room
5. Break room
6. Bathrooms
7. IT/Security room

Operations of the first floor consist of:

1. Processing
2. Product manufacturing



3. Packaging
4. Labeling
5. Shipping and receiving
6. Vault

APOTHCA has established inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana products in the process of cultivation, and finished, stored marijuana; conduct of a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct of a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and prompt transcription of inventories if taken by use of an oral recording device.

APOTHCA will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology (currently Metrc) in a form and manner to be approved by the Commission.

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

APOTHCA maintains, and will continue to maintain, records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records shall be maintained in accordance with generally accepted accounting principles. Records shall be maintained for at least 12 months.

APOTHCA has obtained for its RMD and ME activities, and shall obtain and maintain for its adult-use activities in Boston, general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

APOTHCA currently provides, and will continue to provide, adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

APOTHCA has demonstrated, and will continue to demonstrate, consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure

APOTHCA has obtained and shall provide proof of having obtained a surety bond in an amount

equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 on the cessation of operation of APOTHCA.

APOTHCA and APOTHCA agents shall comply with all local rules, regulations, ordinances, and bylaws.

APOTHCA has achieved:

1. RMD Priority Applicant Status
2. Final Licenses by the Cannabis Control Commission
3. Letter of Non-Opposition for Medical operations and community host agreements for both Medical and Adult-Use Operations
4. Architectural Review for Medical Operations
5. Special Permits for Medical Operations
6. Certificate of Occupancies for Existing Operations
7. Provisional Licensing by the Commission for medical sales in Boston.

### **2.3 Security**

APOTHCA has contracted with a professional security and alarm companies, DGA Security, which has designed, implemented and currently monitor our comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

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

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

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

Only APOTHCA's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to any facility, and a visitor log has been, and will continue to be, maintained in perpetuity.

All agents and visitors are required to visibly display an ID badge, and APOTHCA maintains a current list of individuals with access.

On-site consumption of marijuana by APOTHCA's employees and visitors will be prohibited.

APOTHCA will have a security personnel on-site during business hours.

## **2.4 Benefits to the Municipality**

APOTHCA looks forward to working cooperatively with all the municipalities in which it is operating, including Fitchburg, Lynn, Arlington, and Boston. All the municipalities approved the 2016 Ballot Question 4 legalizing adult use marijuana to ensure that APOTHCA operates as a responsible, contributing member of each community. APOTHCA has established mutually beneficial relationships with the municipalities in exchange for permitting APOTHCA to site and operate its facilities. The municipalities stand to benefit in various ways, including but not limited to the following:

- **Jobs**
  - The Fitchburg Facility will add over 40 full-time jobs, in addition to hiring qualified, local contractors and vendors.
  - Each Retail location will add over 20 full and part-time jobs
- **Monetary Benefits**
  - A Host Community Agreement with significant monetary contributions would provide each municipality with additional financial benefits beyond local property taxes.
- **Access to Quality Product**
  - APOTHCA will allow qualified patients, caregivers, and consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- **Control**
  - In addition to the CCC, the municipality's Police Department and other municipal departments will have oversight over APOTHCA's security systems and processes.
- **Responsibility**
  - APOTHCA is comprised of experienced cultivators and professionals who have been thoroughly background check by the CCC and will be thoroughly background checked and scrutinized by the CCC.

## **2.5 Zoning**

The address for the Fitchburg Facility is 99 Development Road, Fitchburg, MA 01420. The Fitchburg Facility is zoned industrial and complies with all Fitchburg zoning requirements for a RMD, Cultivation Facility, Product Manufacturing Facility, Research Facility and Transportation Facility.

The address for the Lynn dispensary is 491 Lynnway, Lynn, MA 01905 and is located in the Waterfront zone. The Lynn dispensary is compliant with Lynn's zoning requirements for both an RMD and a Marijuana Retailer.

The address for the Arlington dispensary is 1386 Massachusetts Ave, Arlington, MA 02476 and is located in the neighborhood business district. The Arlington dispensary is compliant with Arlington's zoning requirements for both an RMD and a Marijuana Retailer.

The address for the Boston RMD is 54A Hyde Park Ave, Boston, MA 02130. APOTHCA has received a provisional license and expects a final license in the coming weeks. The Boston dispensary is compliant with Boston's zoning requirements for both an RMD and a Marijuana

Retailer.

In accordance with the CCC's regulations set forth in 935 CMR 500.110(3), all of the properties are not located within 500 feet of a public or private school providing education to children in kindergarten or grades 1 through 12 and additional buffer requirements from each municipality.

### **3. MARKET RESEARCH**

#### **3.1 Industry**

APOTHCA's proposed Fitchburg Facility is located in Fitchburg, MA with parts of the property in Westminster, MA. Surrounding areas include Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster.

APOTHCA's Lynn RMD is located in Lynn, MA. Surrounding areas include Revere, Saugus, Swampscott, and Peabody.

APOTHCA's Arlington RMD is located in Arlington, MA. Surrounding areas include Cambridge, Somerville, Medford, Belmont, and Lexington.

APOTHCA's Boston RMD is located in the Jamaica Plain neighborhood in Boston, MA. Surrounding areas include Forest Hills, Woodbourne, Centre-South, Roslindale, Franklin Field North, Franklin Field South, South Brookline, Wellington Hill, Mattapan, and Roxbury.

#### **3.2 Customers**

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

#### **3.3 Competitors**

APOTHCA's competitors include all currently open RMDs and MEs in the greater Boston area including, but not limited to, Alternative Therapies Group, Inc, Revolutionary Clinics, Sira Naturals, Inc, Healthy Pharms, Inc, Patriot Care, Corp, New England Treatment Access, LLC, SEED, Pure Oasis, and Garden Remedies, Inc.

#### **3.4 Competitive Advantage**

In every business, there is competition, however, the retail cannabis industry is known to be highly competitive. APOTHCA possesses several strengths which will allow it to stand apart from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, discounts offered for the products, and to some extent, the branding of the business.

APOTHCA's competitive advantages over their competition include:

1. A highly experienced team of successful operators including, but not limited to:
  - a. Rachmil "Roma" Lekach, Chairman of the Board of Directors - Roma Lekach has had a prolific career with a focus on retail, manufacturing, and distribution. Roma is the co-founder of Perfumania, growing it to be the leading specialty fragrance retailer with over 300 stores in 30 states. In 2001, the Lekach family sold controlling interest in Perfumania, which was publicly traded on the NASDAQ.
  - b. Joseph Lekach, Chief Executive Officer - Joseph Lekach received his degree from Babson College in Wellesley, MA. Upon finishing school, Joseph began a business with his brother manufacturing and selling Dream Water (drinkdreamwater.com), a 2.5oz liquid dietary supplement that helps you relax and fall asleep. Joseph was responsible for the distribution of Dream Water and

grew the brand into the best-selling sleep shot in the US sold in over 35,000 stores including Walgreens, CVS, Stop & Shop, Shaws, Hudson News, Amazon, and many more. Dream Water was sold to HarvestOne, a publicly traded Canadian medical marijuana company trading on the TSXv in 2018.

- c. Andrew Mark Young, Chief Financial Officer and Member of the Board of Directors - Mark is an established financial officer who previously initiated and implemented all infrastructure systems and processes to develop New Wave Fragrances, LLC, a company that was founded in 2007 and grew to annual revenues of approximating \$140 million by 2009. Young negotiated and executed a sale of the Company in 2012. Prior to New Wave, Mark was the CFO of Perfumania where he brought the company from a \$13 million loss to a \$14 million net profit in his last two fiscal years at the helm.

With this highly experienced, professional, and successful team, which has covered all operational activities, APOTHCA is currently engaged in such as retail operations, manufacturing operations, distribution operations, and cultivation operations. Thus, APOTHCA is uniquely qualified to be successful in achieving its Mission.

### **3.5 Regulations**

APOTHCA is a registered RMD with a Final Registration for its Fitchburg Facilities and operates in full compliance with c. 369 2012, “An Act for the Humanitarian Medical Use of Marijuana.”

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

APOTHCA is registered to do business in the Commonwealth as a domestic non-profit business corporation or another domestic business entity in compliance with 935 CMR 500.000 and maintains the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue. Apothca has submitted plans for conversion with the CCC to convert into a for-profit corporation.

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

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

APOTHCA’s Fitchburg Facility will cultivate marijuana, manufacture marijuana products, and transport marijuana products.

APOTHCA’s retail operations in Lynn and Arlington currently sell medical and adult-use Cannabis. Apothca’s Medical Cannabis sales are expected to commence in February of 2022 in Boston.

## **4. PRODUCT / SERVICE**

### **4.1 Product & Service**

APOTHCA has strict and thorough standard operating policies (“**SOP**”) for its various operations. Said SOPs will be available to be reviewed by the staff at the Commission and the government officials, police, and fire officials in each of the municipalities within which APOTHCA operates.

The core products APOTHCA will produce, distribute, and retail include, but are not limited to, smokable cannabis with varying levels of THC and CBD, ingestible infused products, extracts, oils, tinctures, lotions and topicals, salves, capsules, vaporizing cartridges, beverages, and shots.

### **4.2 Pricing Structure**

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

### **4.3 Intellectual Property Rights**

APOTHCA has entered into trademark licensing agreements with Artcan Licensing, LLC for products, designs, formulas, and experiences for the brand Apothca™ and the CANN™ beverage brand under the holding company of SOCALI Manufacturing, Inc., the market leading infused beverage in California.

### **4.4 Research & Development**

APOTHCA research and development plans are significant. Within the Fitchburg Facility, one of the former owners, Bayer Pharmaceuticals, left two operational laboratories which requires minimal servicing to bring back to operational status. APOTHCA plans on conducting that servicing in the first half of calendar year 2023 and embark on an ambitious program internally and externally.

Internally, APOTHCA plans to use the equipment in the laboratories to test propagation through tissue cultures. If successful, not only would APOTHCA generate an even more consistent product, but APOTHCA will also be able to further reduce its environmental impact as it would negate the need to have a “mother room” from which to create clones.

Externally, APOTHCA plans to launch a premiere accelerator/incubator program for which any entrepreneur or researcher can apply to participate in. APOTHCA plans to accept 5-10 applicants every six months, based on an application process. APOTHCA would be looking for entrepreneurs and researchers that want to advance the cannabis industry with concepts including, but not limited to, new products, new brands, new cultivation techniques, new extraction techniques, and whatever else the imagination of Massachusetts’ brilliant population can think of.

APOTHCA plans to create a process for minorities and people from lower socio-economic background to be given scholarships to join the program. APOTHCA is committed to empowering people from all walks of life to succeed and our incubator/accelerator program will

be built for that purpose.

Apart from access to our facilities, APOTHCA will provide those enrolled in our program with expert guidance, hands on training, raw materials, legal assistance, and other tools to succeed in the cannabis industry. Those enrolled in our program that successfully pass through our accelerator/incubator program will also be connected with a group of “angel investors” to be able to grow their new businesses as well as be able to implement their business concepts in APOTHCA’s operations, whether it be techniques we can employ in our Fitchburg Facility, products we can distribute and sell through our retail facilities, or connections we can make to establish the businesses in other jurisdictions.



## **5. MARKETING & SALES**

### **5.1 Growth Strategy**

APOTHCA's plan to grow the company includes:

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

### **5.2 Communication**

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

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

APOTHCA will communicate with our customers by using:

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

APOTHCA will provide a catalogue and a printed list of the prices and strains of marijuana available to Consumers and will post the same catalogue and list on its website and in the retail store.

### **5.3 Sales**

APOTHCA will sell its product and service by separately engaging customers and patients with

knowledgeable in-store personnel.

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

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

#### **5.4 Logo**

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

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

An image of the logo can be found below:



## 6. FINANCIAL PROJECTIONS

Fiscal Year	FIRST FULL FISCAL YEAR PROJECTIONS 2022	SECOND FULL FISCAL YEAR PROJECTIONS 2023	THIRD FULL FISCAL YEAR PROJECTIONS 2024
Projected Revenue	\$ 30,500,000	\$ 35,000,000	\$ 41,000,000
Projected Expenses	\$ 20,000,000	\$ 22,000,000	\$ 25,000,000
VARIANCE:	\$ 10,500,000	\$ 13,000,000	\$ 16,000,000
Number of unique customers for the year	7,000	8,000	9,371
Number of customer visits for the year	120687	138504	162248
Projected % of customer growth rate annually	---	15%	17%
Estimated purchased ounces per visit	.702	.702	.702
Estimated cost per ounce	\$ 360	\$ 360	\$ 360
Total FTEs in staffing	100	110	115
Total marijuana inventory for the year (in lbs.)	5,500	6,500	7,500
Total marijuana sold for the year (in lbs.)	5,295	6,077	7,119
Total marijuana left for roll over (in lbs.)	205	423	381

### 6.1 Financial Assumptions

See the above chart

### 6.2 Profit & Loss

See the above chart

### 6.3 Cash Flow

APOTHCA estimates that the VARIANCE listed in the above chart, which includes tax liabilities, is a proper representation of APOTHCA's annual net cash flow

## **7. TEAM**

### **7.1 General**

APOTHCA has put together a team to implement the operations of the Marijuana Establishment. APOTHCA has created over 100 full-time staff positions within the first three years of operations across all the municipalities it operates within including Fitchburg, Lynn, and Arlington.

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

### **7.2 Founders**

The Founders of APOTHCA, who remain affiliated with APOTHCA, have been previously described and consist of: Joseph Lekach, Rachmil Lekach, and Andrew Mark Young.

### **7.3 CEO / COO / CFO**

As previously detailed, Joseph Lekach serves as APOTHCA's Chief Executive Officer and Andrew Mark Young serves as APOTHCA's Chief Financial Officer and Chief Operating Officer.

### **7.4 Director of Security & Director of Cultivation**

Byron Staton serves as APOTHCA's Director of Cultivation

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies within the Cultivation Facility.
- Coordinate space assignments.
- Receive and review work requests.
- Coordinate repairs and maintenance.
- Be responsible for supervision and training of agents.
- Provide mandatory training for new agents.
- Maintain a record of space allocations.
- Work with Greenhouse Technicians to promote successful operations in the Cultivation Facility.
- Program and monitor Environmental Control System (DDC).
- Maintain a database of environmental controls and conditions.
- Adjust DDC for optimum efficiency of operation.
- Provide pesticide recommendations and ensure Integrated Pest Management (IPM) Program is sufficient.

Currently, APOTHCA contracts with DGA Security and Wayne Alarm for all of the company's security system needs. APOTHCA's current Director of Security is Joseph Nicholson. The following is the job description for APOTHCA's Director of Security:

Director of Security: Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for APOTHCA, implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to APOTHCA agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team – follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the APOTHCA facility, including cash and product storage vaults, surveillance and network equipment room, and other highly sensitive areas of the APOTHCA facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, Director of Security, Director of Cultivation, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of APOTHCA agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of security agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with each municipality's Police and Fire Department.

## **8. FINAL REMARKS**

As a currently operating RMD with RMD Priority Applicant Status and ME, APOTHCA has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. By expanding operations to include adult-use products in Boston, APOTHCA hopes to bring its high quality standards to adult-use Consumers in the Boston community to provide them with a safe and clean community environment. To accomplish this, APOTHCA will leverage and expand its existing RMD and ME infrastructure while maintaining its committed services to existing and future patients and their caregivers. Further, APOTHCA will leverage existing protocols and standard operating procedures to control, review, test, and track inventory, consistent with regulations set forth by the Commission. APOTHCA's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and protected environment for both Consumers and staff and will help deter and prevent diversion.

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

### **Plan for Obtaining Liability Insurance**

Apothca, Inc, (“APOTHCA”) has obtained general liability insurance coverage for its RMD and ME activities through Hub International Northwest, LLC and will maintain general liability insurance coverage for its adult-use activities for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

## **Quality Control and Testing**

### **Quality Control**

Apothca, Inc. (“APOTHCA”) will comply with the following sanitary requirements:

1. Any APOTHCA agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any APOTHCA agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. APOTHCA’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in APOTHCA’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. APOTHCA’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. APOTHCA will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. APOTHCA’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. APOTHCA’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. APOTHCA’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. APOTHCA will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;



10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
11. APOTHCA will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. APOTHCA's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
13. APOTHCA will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. APOTHCA will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. APOTHCA will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

APOTHCA's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

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

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

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

APOTHCA will process marijuana in a safe and sanitary manner. APOTHCA will process the leaves and flowers of the female marijuana plant only, which will be:

- Well-cured and generally free of seeds and stems;

- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area.

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

### Testing

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

APOTHCA's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the CCC protocols identified in 935 CMR 500.160(1) include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

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

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of APOTHCA's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to APOTHCA for disposal or by the Independent Testing Laboratory disposing of it directly.

## **Recordkeeping Procedures**

### **General Overview**

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

### **Recordkeeping**

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

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - Insurance Coverage:
    - Directors & Officers Policy
    - Product Liability Policy
    - General Liability Policy
    - Umbrella Policy
    - Workers Compensation Policy
    - Employer Professional Liability Policy
  - Third-Party Laboratory Contracts
  - Commission Requirements:
    - Annual Agent Registration
    - Annual Marijuana Establishment Registration
  - Local Compliance:
    - Certificate of Occupancy
    - Special Permits
    - Variances
    - Site Plan Approvals
    - As-Built Drawings
  - Corporate Governance:
    - Annual Report
    - Secretary of State Filings
- **Business Records**: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;

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

500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
  - Within ten (10) calendar days, APOTHCA will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by APOTHCA for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, APOTHCA will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two APOTHCA agents present during the disposal or handling, with their signatures. APOTHCA will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records

- APOTHCA will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
  - In the event APOTHCA closes, all records will be kept for at least two (2) years at APOTHCA's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, APOTHCA will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to APOTHCA's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
  - Security measures in compliance with 935 CMR 500.110;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of APOTHCA's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
  - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
  - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
  - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - Alcohol, smoke, and drug-free workplace policies;
  - A plan describing how confidential information will be maintained;
  - Policy for the immediate dismissal of any dispensary agent who has:
    - Diverted marijuana, which will be reported the Police Department and to the Commission;
    - Engaged in unsafe practices with regard to APOTHCA operations, which will be reported to the Commission; or

- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of APOTHCA, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on APOTHCA's website.
- Policies and procedures for the handling of cash on APOTHCA premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

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

## **Maintaining of Financial Records**

Apothca, Inc.'s ("APOTHCA") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
  - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and
    - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
  - Utilizing Metrc, a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
  - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
  - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
  - If colocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of



ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

- Additional written business records will be kept, including, but not limited to, records of:
  - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and

Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

## **Qualifications and Training**

Apothca (“APOTHCA”) will ensure that all employees hired to work at a APOTHCA facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

### **Qualifications**

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

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

### **Training**

As required by 935 CMR 500.105(2), and prior to performing job functions, each of APOTHCA’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

All of APOTHCA’s current owners, managers, and employees will attend and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. APOTHCA’s new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. APOTHCA’s owners, managers, and employees will then successfully complete the program once every year thereafter. APOTHCA will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. APOTHCA’s records of responsible vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

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

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

## **Energy Compliance Plan**

In compliance with 935 CMR 501.105 (15) and 935 CMR 501.120 (11) Apothca, Inc.

(“Apothca”) will regard the following factors:

- (I) Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
- (II) 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;
- (III) Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
- (IV) Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Additionally, Apothca will follow 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.

Apothca has implemented the following:

- (I) Incorporated window film in all windows to maximize use of natural daylight and solar gain
- (II) Installed heat pumps in lieu of gas or electric heating
- (III) Incorporated LED lighting in all areas

Apothca will implement the following:

- (I) Install motion sensors for lights in areas such as bathrooms, vaults, storage, and consult rooms
- (II) Expand use of heat pumps in areas
- (III) Where the location’s lights are not equipped with a motion sensor shut-off, Apothca Agents are to assert all lighting is switched off before leaving the facility, after close.

Apothca shall continue to provide energy and water usage reports to the Commission in a manner deemed appropriate by the Commission, and pursuant to M.G.L. c. 25, § 21, Apothca will be engaging with Mass. Saves at all locations to assess energy saving opportunities. Apothca will document, every 12 months, any credits of renewable or alternative energy reduction acquired within the past year. Apothca acknowledges the Commission may expand upon these standards or create reasonable exemptions or modifications, through guidelines issued

in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b).

## **Plan for Restricting Access to Age 21 and Older**

Pursuant to 935 CMR 500.050(5)(b), Apothca, Inc. (“APOTHCA”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, a APOTHCA agent will immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2).

Pursuant to 935 CMR 500.140(3), as APOTHCA will be a co-located Marijuana Establishment and, as such, patients who are at least 18 years old with an active and valid medical marijuana registration card and government issued ID will be permitted to enter APOTHCA. If the patient is younger than 18 years old, that patient will be allowed to enter APOTHCA if that individual produces an active and valid medical marijuana registration card and government issued ID and they are accompanied by a personal caregiver with an active and valid medical marijuana registration card.

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

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

commonly associated with minors or otherwise be attractive to minors. APOTHCA's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

Pursuant to 935 CMR 500.029/935 CMR 500.030, all APOTHCA employees and registered agents must be at least 21 years of age.

Pursuant to 935 CMR 500.002, all visitors to the APOTHCA Marijuana Establishment must be at least 21 years of age.

## **Personnel Policies Including Background Checks**

### **Overview**

Apothca, Inc. (“APOTHCA”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. APOTHCA will keep, at a minimum, the following personnel records:

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

### **Job Descriptions**

**Director of Security:** Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for APOTHCA, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to APOTHCA agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team—follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the APOTHCA facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the APOTHCA facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of APOTHCA agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security-related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of Security Agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with local law enforcement authorities.

**Security Agent:** Security Agents monitor APOTHCA’s security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the APOTHCA facility by verifying appropriate



ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

- Investigate, communicate, and provide leadership in the event of an emergency such as an intrusion, fire, or other threat that jeopardizes customers, authorized visitors, and APOTHCA agents;
- Respond and investigate security situations and alarm calls; clearly document the incident and details surrounding the incident in a written report for the Director of Security;
- Oversee the entrance to the facility and verify credentials of each person seeking access to the APOTHCA facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort APOTHCA agents from the facility during non-business hours and perform security checks at designated intervals.

Inventory Manager: The Inventory Manager is responsible for inventory on a day-to-day basis as well as the weekly and monthly inventory counts and waste disposal requirements. The inventory manager will perform the comprehensive annual inventory in conjunction with the executive management team. Additional duties include, but are not limited to:

- Implementing inventory controls to track and account for all dispensary inventory;
- Implementing procedures and notification policies for proper disposal;
- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal, and ending inventory; and
- Proper storing, labeling, tracking, and reporting of inventory.

Inventory Associate: Inventory Associates support the Inventory Manager during day-to-day operations. Responsibilities include, but are not limited to:

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and ending inventory;
- Ensuring products are properly stored, labeled, and recorded in the [POS Software] system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring APOTHCA's policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at APOTHCA will support the executive management team on a day-to-day basis to effectively implement all personnel policies and procedures for APOTHCA, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of APOTHCA agents;
- Review and revise APOTHCA personnel policies and procedures in consultation with the executive management team and department managers;

- Develop training schedules and policies for APOTHCA agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies with the Cultivation Facility;
- Coordinate space assignments;
- Receive and review work requests;
- Coordinate repairs and maintenance;
- Supervise and train agents in an ongoing capacity;
- Provide mandatory training for new agents;
- Maintain a record of space allocations;
- Work with Cultivation Technicians to promote successful operations in the Cultivation Facility;
- Program and monitor the Direct Digital Control (DDC).
- Maintain a database of environmental controls and conditions;
- Adjust DDC for optimum efficiency of operation;
- Provide pesticide recommendations and ensure IPM Program is sufficient.

Cultivation Manager: The Cultivation Manager supervises and participates in all aspects of daily Cultivation Facility tasks. The Cultivation Manager operates under the supervision of the Director of Cultivation and will:

- Instruct Cultivation Technicians on operation procedures;
- Train and supervise Cultivation Technicians;
- Assist with the activities performed by all Cultivation Technicians;
- Instruct agents or apply pesticides with guidance from the Director of Cultivation;
- Perform routine maintenance;
- Maintain inventory of all cultivation supplies and order such supplies;
- Report daily to Director of Cultivation; and
- Coordinate with relevant staff regarding harvest schedules.

Cultivation Technician: Cultivation Technicians are responsible for all daily tasks in their assigned areas within the Cultivation Facility. Cultivation Technicians report directly to Cultivation Manager and/or Director of Cultivation. Responsibilities include, but are not limited to:

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;
- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

Production Manager: The Production Manager is responsible for all post-harvest handling of marijuana. The Production Manager coordinates directly with the Cultivation Manager regarding harvest schedules. Production Manager reports directly to the Director of Cultivation and is responsible for the following:

- Transitioning harvested plant material from cultivation rooms to the Trim Room where marijuana is trimmed via machine and manually;
- Overseeing Trim Technicians and delegates daily tasks to production agents;
- Ensuring quality control of finished marijuana flowers;
- Monitoring the status of the Dry Room and of marijuana flowers that are in the process of drying;
- Entering wet and dry weights of all product including flowers and trim into BioTrackTHC;
- Working with Cultivation Technicians to ensure prompt transfer of marijuana trim to relevant room within the Cultivation Facility;
- Overseeing bulk packaging and storing in dedicated vault; and
- Relaying information to the Inventory Manager for sales purposes.

Trim Technicians: Trim Technicians are responsible for post-harvest trimming of marijuana plants, both mechanical and manual. Trim Technicians report directly to the Production Manager and are responsible for:

- Receiving daily tasks from the Production Manager;
- Assisting in the harvest of marijuana;
- Trimming marijuana plants;
- Maintaining a sterile environment in the Trim Room; and
- Cleaning and maintaining scissors and trim machines.

Production Manager: Responsible for production of all concentrates and marijuana products created by APOTHCA. This includes, but is not limited to:

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into BioTrackTHC;
- Creating raw Super Critical CO<sub>2</sub> (SCCO<sub>2</sub>) concentrate;
- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;
- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

Lab/Production Assistant: Responsible for supporting the Production Manager during day-to-day operations. This includes, but is not limited to:

- Drying and grinding cultivated material in preparation for SCCO<sub>2</sub> extraction;

- Unpacking and cleaning the SCCO2 extractor;
- Cleaning and sanitization of all lab glassware;
- Cleaning and sanitization of all kitchen cookware and utensils;
- Cleaning and sanitization of the distillation still;
- Routine scheduled maintenance of all equipment; and
- Assisting with packaging of all concentrate and marijuana products to be sold.

Retail Manager: Responsible for overseeing all Member Services Agents and managing day-to-day operations of the retail facility. This includes, but is not limited to:

- Implementing inventory tracking;
- Training retail staff;
- Ensuring customer satisfaction through feedback tools;
- Reporting all incidents and complaints to the executive team; and
- Working with bookkeeping to ensure precise data flow.

Member Services Agent: Member Services Agents ensure that each customer is treated with respect while at a APOTHCA facility and that each customer receives the appropriate amount of individualized attention in order to address his/her specific needs and questions. Member Services Agent responsibilities include, but are not limited to:

- Maintaining a clean, safe, healthy, and productive environment ensuring that customers have a positive experience at a APOTHCA facility;
- Answering customer questions regarding products including, but not limited to, flowers, concentrates, tinctures, and edibles;
- Being knowledgeable of strains and various types of products offered by APOTHCA;
- Properly setting up product displays pursuant to APOTHCA policies and procedures;
- Executing and enforcing compliance with Commission regulations and APOTHCA policies and procedures;
- Understanding sales transactions using BioTrackTHC;
- Understanding individual customer goals;
- Reconciling cash from sales transactions, sales reports, and other forms of task management daily; and
- Participating in ongoing education and professional development as required.

### Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with APOTHCA and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;

- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

### Staffing Plan and Business Hours

#### Hiring and Recruitment

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

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements;
- APOTHCA's Diversity Plan and Community Initiatives;
- APOTHCA's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- Workers' Compensation;
- State and Federal Minimum Wage Requirements;
- Non-Disclosure and Non-Complete Agreements; and
- Any other applicable local, state, or federal employment laws, rules, or regulations.

#### Standards of Conduct

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

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

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

Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at APOTHCA employees or customers is also condemned and will be promptly addressed.

#### *Violence and Weapons in the Workplace*

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted to be brought on site by employees, customers, or other parties. Any employee found carrying a weapon on the premises of a APOTHCA facility will be immediately terminated, and any customer found carrying a weapon on the premises will be asked to leave and/or the police will be notified accordingly.

#### *At-Will Employment*

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

#### *Workplace Attire*

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

#### *Alcohol, Smoke, and Drug-Free Workplace*

Agents will not be allowed onto the premises if they are impaired due to alcohol or drugs. If any APOTHCA agent is found to be under the influence of alcohol or drugs, they will be immediately sent home and suspended. The Human Resources Manager will contact the suspended agent and determine whether that agent will be allowed to continue working for APOTHCA and, if the Human Resources Manager determines that agent should not be employed by APOTHCA, that agent will be terminated.

No smoking is allowed on APOTHCA's premises and, if an agent is found to be smoking on APOTHCA's premises, that agent will be suspended.

#### *Immediate Dismissal Policy*

If an APOTHCA agent is found to have diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor, that

agent will be immediately terminated and the Commission shall be notified with twenty-four (24) hours.

## Overview of Personnel Policies and Procedures

### *Standard Employment Practices*

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

### *Advancement*

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

### *Written Policies*

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

### *Investigations*

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

### *Designated Outside Counsel*

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

## Job Status

### *Job Classifications*

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

### *Work Schedules*

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

### *Mandatory Meetings and Community Service Days*

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

### *Breaks*

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

### *Performance Reviews*

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

### *Leave Policies*

APOTHCA leave policies will comport with all state and federal statutes.

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least two weeks in advance and approved by the employee's department manager. APOTHCA will determine which holidays will be observed and which departments will not be required to work. APOTHCA will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

APOTHCA anticipates observing the following holidays:

- New Year's Day;
- Presidents' Day;
- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and
- Christmas Day.

### *Disciplinary Policies*



### *Purpose*

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

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

### *Procedure*

#### *Step 1: Counseling and Verbal Warning*

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

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

#### *Step 2: Written Warning*

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

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

#### *Step 3: Suspension and Final Written Warning*

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

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

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

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

#### *Step 4: Recommendation for Termination of Employment*

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

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

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

#### *Appeal Process*

Any employee subject to a disciplinary action will have the opportunity to present information on their own behalf that may challenge information management relied upon in making the decision to issue the disciplinary action. The purpose of this appeal process is to provide insight into extenuating circumstances that may have contributed to the employee's performance, conduct and/or attendance issues, while allowing for an equitable solution.

If an employee does not present information on their own behalf during a step meeting, they will have five business days after the meeting to present such information to the supervisor who conducted the meeting.

### *Performance and Conduct Issues Not Subject to Progressive Discipline*

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

### *Documentation*

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

### *Separation of Employment*

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

### *Types of Separation*

#### *1. Resignation*

Resignation is a voluntary act initiated by the employee to end employment with APOTHCA. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire. The resignation date must not fall on the day after a holiday.

#### *2. Retirement*

An employee who wishes to retire is required to notify their department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of APOTHCA to give special recognition to employees at the time of their retirement.

#### *3. Job Abandonment*

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

4. Termination

Employees of APOTHCA are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce

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

6. Release

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

*Exit Interview*

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

*Return of Property*

The separating employee must return all company property at the time of separation, including but not limited to, uniforms, cell phones, keys, computers, and identification cards. Failure to return certain items may result in deductions from the employee's final paycheck. All separating employees will be required to sign a Wage Deduction Authorization Agreement, allowing APOTHCA to deduct the costs of such items from their final paycheck.

*Termination of Benefits*

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

*Health Insurance*

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

*Rehire*

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

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

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

### Compensation

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

### *Selection Criteria*

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at APOTHCA, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

### *Responsibilities*

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

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would

include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

### *Management Responsibility*

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

### Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for APOTHCA will undergo a detailed background investigation prior to being granted access to a APOTHCA facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for APOTHCA pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), APOTHCA will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, APOTHCA will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.

- b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, APOTHCA will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;
    - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
    - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
    - x. Any other relevant information, including information submitted by the subject.
  - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- Upon adverse determination, APOTHCA will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
  - After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by APOTHCA along with any legal notices required.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.

- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.

As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by APOTHCA or the Commission.



## **Plan for Separating Recreational from Medical Operations**

Apothca, Inc. (“APOTHCA”) has developed plans to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using a Metrc, a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, APOTHCA will virtually separate medical and adult-use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), APOTHCA will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of APOTHCA’s marijuana product inventory will be marked for medical use and reserved for registered patients. APOTHCA shall perform weekly inventory audits of patient supply available at its location and maintain those records for a period of six (6) months. Unless unreasonably practical, the marijuana products reserved for patients shall reflect the actual types and strains or marijuana products documented during the previous six months. In the event that a substitution can be made, the substitution shall reflect the type and strain no longer available as closely as possible. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients. Sales data shall be provided to the Commission on a quarterly basis to ensure that an adequate supply of marijuana products are available to patients. If there is a situation where a reasonable substitution cannot be made, APOTHCA shall report that situation to the Commission each time.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another APOTHCA location and transferable to APOTHCA’s retailer location within 48 hours. APOTHCA may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product’s date of expiration.

In addition to virtual separation, APOTHCA will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as

well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue.

APOTHCA will have a private area separate from the sales floor to allow a registered patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana. This specific area shall have signage that states “Consultation Area.”

Pursuant to 935 CMR 502.104, APOTHCA shall use its best efforts to prioritize patient and caregiver identification verification and physical entry into its retail area.

## **Diversity Plan**

Apothca, Inc. (“APOTHCA”) believes in creating and sustaining a robust policy of inclusivity and diversity. APOTHCA recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. APOTHCA is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. APOTHCA’s diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+. APOTHCA will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

APOTHCA’s executives and leadership are committed to successful implementation of APOTHCA’s Diversity Plan. APOTHCA’s executive management team believes that increased diversity will provide APOTHCA with a richer perspective and approach to its business.

APOTHCA believes in creating and sustaining a robust policy of inclusivity and diversity because APOTHCA recognizes that diversity in the workforce is key to the integrity of a company’s commitment to the community where it is established. Coupled with that vision, APOTHCA also wants to ensure that its customers see themselves in the makeup of APOTHCA’s employees.

APOTHCA’s comprehensive diversity empowerment plan is a pillar of its purpose-driven company. To better serve APOTHCA’s customers, APOTHCA aims to create an environment where personal identities, race, military service, sexual orientation, and heritage are utilized, celebrated, and valued. APOTHCA’s diversity initiatives and strategies are designed to attract, develop, and advance the most talented individuals regardless of their race, sexual orientation, religion, age, gender, disability status, or any other dimension of diversity.

At no point will APOTHCA’s Diversity Plan take any actions or institute any programs that will violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

## **Diversity Recruitment and Sourcing**

APOTHCA will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. APOTHCA has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve APOTHCA customers’ needs. These strategic corporate initiatives include:

- Hosting career fairs in underrepresented and minority communities at least twice per year;
- Provide cultural training on cultural sensitivity and recognizing unconscious bias at least once per year; and

- Using suppliers who are also committed to diversity and inclusion.

APOTHCA's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Developing relationships with organizations serving minorities, women, LGBTQ+, veterans, and persons with disabilities for employment referrals;
- Providing briefings to representatives from recruitment sources concerning current and future job openings;
- Encouraging employees from diverse groups to refer applicants for employment;
- Participating in career day programs and encouraging APOTHCA's diverse employees to participate whenever possible;
- Establishing recruitment efforts at higher learning institutions, and institutions with special programs that reach diverse people;
- Developing relationships with community child care, housing, transportation, and other programs designed to improve employment opportunities for diverse persons;
- Ensuring that job openings are sent to community partners; and
- Utilizing Zip Recruiter, or a similar platform, to reach over 100 online career and job websites, as well as social media.

#### Employee Retention, Training and Development

APOTHCA will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth and to decrease turnover, as opportunities become available.

APOTHCA will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions.

APOTHCA will ensure that all employees receive equal opportunity for career counseling, counsel employees on advancement opportunities, and provide training programs to assist them in career development. APOTHCA will instruct managers and supervisors to refer employees seeking career counseling to the Human Resources Manager.

APOTHCA's diversity awareness training emphasizes APOTHCA's zero-tolerance commitment of harassment and discrimination and APOTHCA's strict adherence to take corrective action should any issues, concerns, or complaints arise. All APOTHCA employees are required to complete the diversity awareness training program during employee orientation. Training will begin immediately upon hiring, and all new employees will be required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

Upon completion of the orientation program, new hires will be equipped to describe, discuss, and implement the Diversity Plan. Following successful completion of the general orientation program, employees will undergo additional diversity training that will be tailored to the employee's specific job function. All employees will also be required to undergo ongoing

diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Awareness of Diversity Plan goals and APOTHCA's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to APOTHCA's success. Management, staff, associates, vendors, contractors, and the general public all benefit from being informed of the Diversity Plan objectives and procedures. Dissemination of information of the Diversity Plan includes the following:

- Inclusion of APOTHCA's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;
- Inclusion of APOTHCA's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose APOTHCA's goal for a diverse workforce;
- Postings in suitable areas for employee communication;
- Diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

**APOTHCA's Diversity Plan will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of APOTHCA.**

#### Strategic Partnerships, Suppliers and Vendors

APOTHCA will partner with local organizations focused on inclusion and opportunity for minorities, women, veterans, groups concerned with persons with disabilities, and LGBTQ+.

APOTHCA will promote diversity and support the local economy through purchasing goods and services from vendors, contractors, and professional service providers that are owned and operated by individuals that have cultural and ethnically diverse characteristics. In selecting potential contractors, subcontractors, vendors and suppliers, APOTHCA will first contract with small and diverse businesses. APOTHCA's goal is to maintain diverse organization, vendor, and contractor spending at or above 20% of total related expenses, with at least:

- Certified Minority Business Enterprise – 5%
- Certified Women Business Enterprise – 5%
- Certified Veteran Business Enterprise – 5%

External communication efforts that align with APOTHCA's Diversity Plan will include:

- Advertising in employment and business sections of appropriate types of media **in compliance with the regulatory requirements under 935 CMR 500.105(4);**
- Participating in employment and business notification programs; and

- Distribution of literature to organizations actively supportive of minorities, women, disabled persons, the LGBTQ community, and veterans.

### Measuring Progress

APOTHCA will establish a Diversity Committee (the “Committee”) to assist the executive management team with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity.

The Committee will be responsible for:

- Developing Equal Employment Opportunity (“EEO”) statements, policies, programs, and internal and external communication procedures in support of the goals of the Diversity Plan;
- Assisting in the identification of problematic areas for EEO, including receiving, reviewing, and resolving any complaints of discrimination or other non-compliance with regards to equal opportunity and fair treatment of all employees;
- Assisting management in arriving at effective solutions to problems regarding issues of diversity and inclusion;
- Designing and implementing internal reporting systems that measure the effectiveness of programs designed to support a company culture that fosters diversity;
- Keeping the company informed of equal opportunity progress through quarterly reports;
- Reviewing the Diversity Plan with management at all levels of APOTHCA to ensure that the Diversity Plan is understood; and
- Auditing APOTHCA’s internal and external job postings to ensure information is in compliance with APOTHCA’s diversity policies and procedures.

The Head of Human Resources at APOTHCA will be responsible for auditing the Diversity Plan. **The progress or success of APOTHCA’s Diversity Plan must and will be documented upon renewal of APOTHCA’s license.** The audit report setting forth the Company’s performance in fulfilling the goals of the Plan will contain:

- Employment data, including information on minority, women, disabled, and veteran representation in the workforce in all job classifications; average salary ranges; recruitment and training information (all job categories); and retention and outreach efforts;
- The total number and value of all contracts and/or subcontractors awarded for goods and services;
- An identification of each subcontract actually awarded to a member of a diverse group and the actual value of such subcontract;
- A comprehensive description of all efforts made by APOTHCA to monitor and enforce the Diversity Plan;

- Information on diverse group investment, equity ownership, and other ownership or employment opportunities initiated or promoted by APOTHCA;
- Other information deemed necessary or desirable by the Commission to ensure compliance with the rules and regulations governing marijuana establishments in Massachusetts; and
- A workforce utilization report including the following information for each job category at APOTHCA:
  - The total number of persons employed
  - The total number of men employed
  - The total number of women employed
  - The total number of veterans
  - The total number of service-disabled veterans
  - The total number of members of each racial minority employed

### Measurements

As of January 24, 2022, across all of APOTHCA's licensed operations, APOTHCA has:

- 108 total registered agents
  - Of the 108 registered agents, 60 are minorities, handicapped, or veterans, or 55.6%

Continuing with APOTHCA's already stellar diversity results, APOTHCA's goal is to maintain at least 50% of our registered agents fall into at least one of the following categories:

- Women – 25% goal
- Minorities – 25% goal
- Veterans – 10% goal
- Handicapped – 5% goal
- LGBTQ+ - 5% goal