



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR283141  
Original Issued Date: 01/22/2021  
Issued Date: 01/20/2022  
Expiration Date: 01/22/2023

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Aspen Blue Cultures Inc.

Phone Number: 401-286-2119  
Email Address: m.wilkes@terps.com

Business Address 1: 40 Forest Street  
Business City: Attleboro Business State: MA Business Zip Code: 02703  
Business Address 2:  
Mailing Address 1: 20 Centerville Road  
Mailing City: Warwick Mailing State: RI Mailing Zip Code: 02886  
Mailing Address 2:

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

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

### RMD INFORMATION

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

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control:  
Role: Other (specify) Other Role: Director & Executive/Officer

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

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control:  
Role: Director Other Role:  
First Name: Nicholas Last Name: Salvadore Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:  
Role: Director Other Role:  
First Name: Andrew Last Name: Wilkes Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:  
Role: Director Other Role:  
First Name: Jill Last Name: Moniz Suffix:  
Gender: Female User Defined Gender:  
What is this person's race or ethnicity?: Decline to Answer  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: Percentage Of Control:  
Role: Director Other Role:  
First Name: Matthew Last Name: Wilkes Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)  
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100  
Entity Legal Name: Aspen Blue, LLC Entity DBA: DBA City:  
Entity Description: Cannabis investment and real estate holding company  
Foreign Subsidiary Narrative:  
Entity Phone: Entity Email: Entity Website:  
Entity Address 1: Entity Address 2:  
Entity City: Entity State: Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: Aspen Blue, LLC is the sole shareholder of the applicant, Aspen Blue Cultures, Inc.

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: Aspen Blue Development Fund, LLC

Entity DBA:

Email: pjc3home@verizon.net

Phone: 401-633-4984

Address 1: 72 Pine Street

Address 2: Suite 1

City: Providence

State: RI

Zip Code: 02903

Types of Capital: Monetary/Equity Other Type of Capital:

Total Value of Capital Provided: \$20000 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:

Owner Last Name: Salvadore

Owner Suffix:

Nicholas

Entity Legal Name: STJ, LLC

Entity DBA: Fire Ganja

Entity Description: Horticultural Activities

Entity Phone:

Entity Email:

Entity Website:

401-500-7487

nick@fireganja.com

Entity Address 1: 36 Bellair Avenue

Entity Address 2:

Entity City: Warwick

Entity State: RI

Entity Zip Code: 02886

Entity Country: United States

Entity Mailing Address 1: 36 Bellair Avenue

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State: RI

Entity Mailing Zip Code:

Entity Mailing Country: United

Warwick

02886

States

#### DISCLOSURE OF INDIVIDUAL INTERESTS

##### Individual 1

First Name: Patrick

Last Name: Casey

Suffix:

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC Business Type: Marijuana Retailer

Marijuana Establishment City: Plainville

Marijuana Establishment State: MA

##### Individual 2

First Name: Nicholas

Last Name: Salvadore

Suffix:

Marijuana Establishment Name: Apotho Therapeutics Plainville LLC Business Type: Marijuana Retailer

Marijuana Establishment City: Plainville

Marijuana Establishment State: MA

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 40 Forest Street

**Establishment Address 2:****Establishment City:** Attleboro**Establishment Zip Code:** 02703**Approximate square footage of the establishment:** 66000**How many abutters does this property have?:** 58**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	hostcommunityagreesigned_20200107_0002.pdf	pdf	5e177013f76dd253236e43a1	01/09/2020
Community Outreach Meeting Documentation	Community Outreach Attestation Form with Appendices (2-19-20).pdf	pdf	5e4d93c31c3b1d04a32b39c7	02/19/2020
Certification of Host Community Agreement	Cutlip Explanation Ltr Executed 5.11.20.pdfv2.pdf	pdf	5ebef0448caba634a84399be	05/15/2020
Plan to Remain Compliant with Local Zoning	Aspen Blue Cultures_Local Compliance Plan (updated clean 5.12.20).pdf	pdf	5ebef05df16b5934c591b464	05/15/2020

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

**PLAN FOR POSITIVE IMPACT****Plan to Positively Impact Areas of Disproportionate Impact:**

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Aspen Blue Cultures_Positive Impact Plan (updated clean 5.12.20).pdf	pdf	5ebef07c5f1314349d5f930a	05/15/2020

**ADDITIONAL INFORMATION NOTIFICATION****Notification:** I understand**INDIVIDUAL BACKGROUND INFORMATION****Individual Background Information 1**

**Role:** **Other Role:**  
**First Name:** Nicholas **Last Name:** Salvadore **Suffix:**  
**RMD Association:** RMD Manager  
**Background Question:** no

**Individual Background Information 2**

**Role:** **Other Role:**  
**First Name:** Andrew **Last Name:** Wilkes **Suffix:**  
**RMD Association:** RMD Manager  
**Background Question:** no

**Individual Background Information 3**

Date generated: 04/05/2022

Page: 4 of 8



Role: Other Role:  
First Name: Matthew Last Name: Wilkes Suffix:  
RMD Association: RMD Manager  
Background Question: no

#### Individual Background Information 4

Role: Other Role:  
First Name: Patrick Last Name: Casey Suffix:  
RMD Association: RMD Manager  
Background Question: no

#### Individual Background Information 5

Role: Other Role:  
First Name: Jill Last Name: Moniz Suffix:  
RMD Association: RMD Manager  
Background Question: no

#### ENTITY BACKGROUND CHECK INFORMATION

##### Entity Background Check Information 1

Role: Other (specify) Other Role: Owner/ Sole shareholder  
Entity Legal Name: Aspen Blue, LLC Entity DBA:  
Entity Description: Cannabis investment and real estate holding company  
Phone: 401-286-2119 Email: m.wilkes@terps.com  
Primary Business Address 1: 20 Centerville Road Primary Business Address 2:  
Primary Business City: Warwick Primary Business State: RI Principal Business Zip Code: 02886  
Additional Information:

##### Entity Background Check Information 2

Role: Investor/Contributor Other Role:  
Entity Legal Name: Aspen Blue Development Fund, LLC Entity DBA:  
Entity Description: Depository for construction funds  
Phone: 401-633-4984 Email: pjc3home@verizon.net  
Primary Business Address 1: 72 Pine Street Primary Business Address 2: Suite 1  
Primary Business City: Providence Primary Business State: RI Principal Business Zip Code: 02903  
Additional Information:

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	ARTICLES OF INCORPORATION.pdf	pdf	5ddd460d170b4c5353e3c15b	11/26/2019
Bylaws	ASpenBlueByLaws_20191127_0001 (002).pdf	pdf	5de932a2b4f83557d6cc9e20	12/05/2019
Secretary of Commonwealth - Certificate of Good Standing	CERTIFICATE OF GOOD STANDING SEC STATE FEB2020.pdf	pdf	5e4d943c61c9e9045a793b7f	02/19/2020
Department of Revenue - Certificate of Good standing	Certificate of Good Standing Department of Revenue Feb2020.pdf	pdf	5e4d943f4dd5bb0494107b6d	02/19/2020

Secretary of Commonwealth - Certificate of Good Standing	Aspen Blue Cultures_DUA Written Certification 5.11.20.pdf	pdf	5ebef11e7d78332d19fc8296	05/15/2020
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Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	DUA Statement.pdf	pdf	61981841084df83201bffa7a	11/19/2021
Secretary of Commonwealth - Certificate of Good Standing	COGS ABC, Inc NOV21.pdf	pdf	619bc81e6155aa37c425b3a7	11/22/2021
Department of Revenue - Certificate of Good standing	COGS DOR.pdf	pdf	619e8aa0fc3fe607a90a2ea0	11/24/2021

Massachusetts Business Identification Number: 001356119

Doing-Business-As Name: Terps

DBA Registration City:

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Aspen Blue Cultures_Insurance Plan (clean 2-19-20).pdf	pdf	5e4d9456d29b0704447d8b83	02/19/2020
Business Plan	Aspen Blue Cultures_Business Plan Summary (updated 5.15.20).pdf	pdf	5ebf3e948caba634a8439b18	05/15/2020
Proposed Timeline	Proposed Operational Timeline.pdf	pdf	61981a9d3982c731eb1ccac0	11/19/2021

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Storage of marijuana	Aspen Blue Cultures_Storage Plan (clean 2-19-20).pdf	pdf	5e4d947961c9e9045a793b88	02/19/2020
Inventory procedures	Aspen Blue Cultures_Inventory Plan (clean 2-19-20).pdf	pdf	5e4d94875a2369047f226f25	02/19/2020
Personnel policies including background checks	Aspen Blue Cultures_Personnel Policies Plan (clean 2-19-20).pdf	pdf	5e4d949761c9e9045a793b8c	02/19/2020
Record Keeping procedures	Aspen Blue Cultures_Record-Keeping Plan (clean 2-19-20).pdf	pdf	5e4d949e5a2369047f226f29	02/19/2020
Maintaining of financial records	Aspen Blue Cultures_Maintenance of Financial Records Plan (clean 2-19-20).pdf	pdf	5e4d94a4d29b0704447d8b8b	02/19/2020
Separating recreational from medical operations, if applicable	Aspen Blue Cultures_Separating Recreational from Medical Operations Plan (clean 2-19-20).pdf	pdf	5e4da279fe55e40432f71c43	02/19/2020
Security plan	Aspen Blue Cultures_Security Plan (updated clean 5.11.20).pdf	pdf	5ebef17e0f6f0d34840b3dfd	05/15/2020

Transportation of marijuana	Aspen Blue Cultures_Transportation of Marijuana (updated clean 5.11.20).pdf	pdf	5ebef19a5c6c422d41afbafd	05/15/2020
Restricting Access to age 21 and older	Aspen Blue Cultures_Restricting Access (updated clean 5.11.20).pdf	pdf	5ebef1bd0e32c52d2bdd2087	05/15/2020
Prevention of diversion	Aspen Blue Cultures_Prevention of Diversion (updated clean 5.11.20).pdf	pdf	5ebef7658caba634a8439a26	05/15/2020
Quality control and testing	Aspen Blue Cultures_Quality Control and Testing (updated clean 5.11.20).pdf	pdf	5ebef78a5c6c422d41afb40	05/15/2020
Dispensing procedures	Aspen Blue Cultures_Dispensing Plan (updated clean 5.12.20).pdf	pdf	5ebef7bdf16b5934c591b4be	05/15/2020
Qualifications and training	Aspen Blue Cultures_Staffing and Training Plan (updated clean 5.11.20).pdf	pdf	5ebf3fa6504715348b1e268e	05/15/2020
Plan for obtaining marijuana or marijuana products	Aspen Blue Cultures_Plan for Obtaining Marijuana (updated clean 5.12.20).pdf	pdf	5ebf402c5c6c422d41afc032	05/15/2020
Diversity plan	NEW DIVERSITY PLAN.pdf	pdf	61cccc88bccaf2464fd81e89	12/29/2021

### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

### ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

### COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Aspen Blue Cultures, Inc. has not commenced operations. Therefore, the positive impact plan will be executed when the company begins operations.

## COMPLIANCE WITH DIVERSITY PLAN

### Diversity Progress or Success 1

**Description of Progress or Success:** Aspen Blue Cultures, Inc. has not commenced operations yet. Therefore, the diversity plan will be executed when operations begin.

## HOURS OF OPERATION

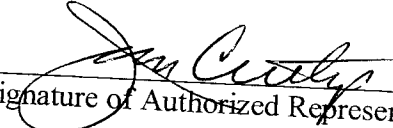
<b>Monday From:</b> 10:00 AM	<b>Monday To:</b> 7:00 PM
<b>Tuesday From:</b> 10:00 AM	<b>Tuesday To:</b> 7:00 PM
<b>Wednesday From:</b> 10:00 AM	<b>Wednesday To:</b> 7:00 PM
<b>Thursday From:</b> 10:00 AM	<b>Thursday To:</b> 7:00 PM
<b>Friday From:</b> 10:00 AM	<b>Friday To:</b> 7:00 PM
<b>Saturday From:</b> 10:00 AM	<b>Saturday To:</b> 7:00 PM
<b>Sunday From:</b> Closed	<b>Sunday To:</b> Closed

## Host Community Agreement Certification Form

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

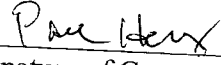
### Applicant

I, JACK CUTLER, (insert name) certify as an authorized representative of ASPEN BLUE CULTURES INC (insert name of applicant) that the applicant has executed a host community agreement with CITY OF ATTLEBORO (insert name of host community) pursuant to G.L.c. 94G § 3(d) on JANUARY 4, 2019 (insert date).

  
Signature of Authorized Representative of Applicant

### Host Community

I, PAUL HEROUX, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for THE CITY OF ATTLEBORO (insert name of host community) to certify that the applicant and THE CITY OF ATTLEBORO (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 3/13/19 (insert date).

  
Signature of Contracting Authority or  
Authorized Representative of Host Community

## Community Outreach Meeting Attestation Form

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

I, Patrick Casey, (insert name) attest as an authorized representative of Aspen Blue Cultures, Inc. (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 2/11/20 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 1/25/20 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on 2/3/20 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 2/3/20 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).



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





RECEIVED  
CITY OF ATTLEBORO  
CITY CLERK

2020 JAN 34 PM 4: 06



**ASPEN BLUE CULTURES, INC.**

72 Pine Street – 1<sup>st</sup> Floor, Providence RI 02903

February 3, 2020

Stephen K. Withers, City Clerk  
City of Attleboro  
77 Park Street  
Attleboro, MA 02703

Aspen Blue Cultures, Inc. is planning on opening an Adult Use/ Medical Dispensary and Marijuana Cultivation Center co-located at 40 Forest Street, Attleboro MA 02703. Pursuant to MA Regulation 935 CMR 500.101, we are hereby notifying the abutters that there will be a Community Outreach Meeting concerning these proposed facilities on Tuesday 02/11/2020 at 6:00PM at Attleboro Lodge of Elks #1014, 887 South Main Street, Attleboro MA 02703. Enclosed please find the copy for the legal ad placed by Aspen Blue Cultures, Inc. for said meeting for publication in the January 25<sup>th</sup> edition of the Sun Chronicle Newspaper.

Sincerely,

Aspen Blue Cultures, Inc.



**ASPEN BLUE CULTURES, INC.**

72 Pine Street – 1<sup>st</sup> Floor, Providence RI 02903

February 3, 2020

To Whom it May Concern:

Aspen Blue Cultures, Inc. is planning on opening an Adult Use/ Medical Dispensary and Marijuana Cultivation Center co-located at 40 Forest Street, Attleboro MA 02703. Pursuant to MA Regulation 935 CMR 500.101, we are hereby notifying the abutters that there will be a Community Outreach Meeting concerning these proposed facilities on Tuesday 02/11/2020 at 6:00PM at Attleboro Lodge of Elks #1014, 887 South Main Street, Attleboro MA 02703. Enclosed please find the copy for the legal ad placed by Aspen Blue Cultures, Inc. for said meeting for publication in January 25<sup>th</sup> edition of the Sun Chronicle Newspaper.

Sincerely,

Aspen Blue Cultures, Inc.

May 11, 2020

Cannabis Control Commission  
Union Station  
2 Washington Square  
Worcester, MA 01604

Re: Aspen Blue Cultures, Inc.

To Whom it May Concern:

As a Director of Aspen Blue Cultures, Inc. ("ABC, Inc."), an applicant for licensure to operate a cultivation, product manufacturing and retail Marijuana Establishment in the Town of Attleboro, I write to inform the Commission that Jack Cutlip is no longer associated with ABC, Inc. Mr. Cutlip served as a former officer and director of ABC, Inc. and was instrumental in negotiating the Host Community Agreement with the Town of Attleboro in early 2019. However, as of February 27, 2020, Mr. Cutlip resigned from ABC, Inc., as evidenced by the attached resignation statement attached hereto as Exhibit A. Mr. Cutlip retains no ownership or control interest in ABC, Inc. following such resignation.

Should you have any questions or comments regarding the foregoing, please do not hesitate to contact me at 401-286-2119.

Sincerely,



Matthew Wilkes, Director  
Aspen Blue Cultures, Inc.

EXHIBIT A

[Cutlip Resignation]

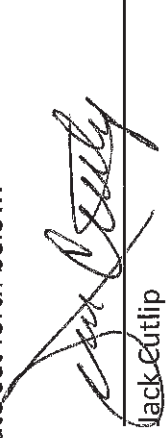
**ASPEN BLUE CULTURES, INC.**

a Massachusetts Corporation

State ID No.: 001356119

**Resignation of Jack Cutlip**

The undersigned Jack Cutlip does hereby resign his positions as President, Treasurer, Secretary and Director of the Corporation, effective on the date set forth below.

  
Jack Cutlip

February 27, 2020

**Aspen Blue Cultures, Inc.**

**LOCAL COMPLIANCE PLAN**

Aspen Blue Cultures, Inc.'s ("Aspen Blue") proposed cultivation, product manufacturing and retail Marijuana Establishment will be sited at 40 Forest Street, Attleboro, MA 02703. The Forest Street property is located in an industrial zoning district which is an appropriate district for the operation of a marijuana business according to the amended zoning ordinance adopted by the City of Attleboro Municipal Council in April 2019. In accordance with such amended local zoning ordinance, Aspen Blue applied for and was granted a special permit for the operation of a medical marijuana treatment center and marijuana business with retail sales at 40 Forest Street on August 15, 2019 by the Attleboro Zoning Appeals Board. This special permit was amended, and a variance granted on February 20, 2020 to add cultivation and product manufacturing operations under Aspen Blue's marijuana business registration. Unless exercised or otherwise extended by the Board, the aforementioned special permits will lapse one year from the date of their recording. Aspen Blue has retained local counsel in Attleboro to assist with its ongoing local compliance efforts, including continued compliance with the granted special permits and anticipated exercise thereof upon receipt of applicable building occupancy permits.



Matthew Wilkes <m.wilkes@terps.com>

## Aspen Blue Cultures Inc. CCC Renewal Application

1 message

**Matthew Wilkes** <m.wilkes@terps.com>

Fri, Nov 19, 2021 at 12:12 PM

To: budgetadmin@cityofattleboro.us, Edward Casey <ejc@coogansmith.com>

To Whom It May Concern:

I am the Chief Business Officer of Aspen Blue Cultures, Inc. in connection with the licensing and permitting of its proposed marijuana establishment at 40 Forest Street. Aspen Blue Cultures, Inc.'s licenses from the Cannabis Control Commission ("CCC") for the Establishment are currently up for renewal and as part of its renewal process, an applicant must request from its host municipality, the records of any costs incurred by the host municipality, reasonably related to the operation of the marijuana establishment.

Accordingly, pursuant 935 CMR 500.103(4)(f) and the CCC's renewal application requirements, we are respectfully requesting the records of any costs incurred by the City of Attleboro reasonably related to the operation of the Establishment. In accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Please do not hesitate to contact me directly if you have any comments or questions.

Thank you,

**Matthew Wilkes, Chief Business Officer**

Aspen Blue LLC d/b/a TERPS  
20 Centerville Road  
Warwick, Rhode Island 02886  
401-286-2119



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<b>HOST COMMUNITY MUNICIPAL COST DOCUMENTATION</b>
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Aspen Blue Cultures, Inc. sent a letter to the Director of Budget and Administration for the City of Attleboro on Friday, November 19, 2021 requesting a record of any costs incurred by the City of Attleboro that were reasonably related to the operation of the Marijuana Establishment at 40 Forest Street, Attleboro, MA.

We officially attest to the fact that we have not received a response regarding any potential incurred costs for the City of Attleboro for the yet-to-open marijuana establishment at 40 Forest Street, Attleboro, MA.

Regards,

Matthew Wilkes  
Chief Business Officer

A handwritten signature in blue ink, appearing to read "M Wilkes", located below the printed name and title.



## Aspen Blue Cultures, Inc.

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

#### **Overview**

Aspen Blue Cultures, Inc. (“Aspen Blue”) is applying to operate a cultivation, product manufacturing and retail Marijuana Establishment in the City of Attleboro. In compliance with Massachusetts law and the Cannabis Control Commission (the “Commission”) regulations (M.G.L. c. 94G, § 4; 935 CMR 500.101(1)(a)(11)), Aspen Blue submits the following plan to positively impact areas of disproportionate impact (the “Plan”). The Plan details the efforts Aspen Blue will undertake in order to positively impact communities disproportionately impacted by marijuana prohibition and enforcement. Accordingly, Aspen Blue will focus efforts on serving the neighboring cities of Taunton and Fall River (the “Target Communities”), two communities identified by the Commission as areas of disproportionate impact.

#### **Goals**

Aspen Blue has developed the following goals to positively impact the Targeted Communities in its first full year of operation:

- **Hiring Strategy:** Reduce barriers to entry in the adult-use cannabis industry through hiring strategy. Aspen Blue shall hire 30% of its staff who reside in the Target Communities.
- **Donation Drives:** Provide funding and other necessary items to charitable organizations located in the Target Communities through bi-annual donation drives.

These goals and the programs designed to further each will be monitored by Aspen Blue’s VP of Licensing and Compliance and reevaluated by its executive officers each quarter.

#### **Programs**

Aspen Blue’s Plan will be implemented through participation and investment in the following programs:

- **Hiring Strategy**
  - Aspen Blue will post quarterly job advertisements with the local nonprofit, United Way of Greater Fall River, stating that Aspen Blue is looking to hire qualified applicants who reside in the Target Communities. [See Appendix A for certifying correspondence]
- **Donation Drives**
  - Aspen Blue will hold, or participate in, bi-annual donation drives encouraging adult-use consumers and staff to bring items (e.g., lightly used clothing) to donate or contribute financially to support the local nonprofit, United Way of Greater Fall River. [See Appendix A for certifying correspondence]

### **Measurement and Accountability**

Aspen Blue will measure the success of this Plan using the following metrics:

- **Hiring Strategy**
  - The number of job advertisements posted with United Way of Greater Fall River.
  - The percentage of individuals residing in the Target Communities gaining meaningful employment. This number will be assessed from the total number of Aspen Blue employees to ensure 30% of staff reside in the Target Communities.
- **Donation Drives**
  - The number of donation drives initiated at Aspen Blue throughout the year. Aspen Blue will initially set this goal at 2 drives per year.
  - Total funds and/or donated items collected per donation drive and given to United Way of Greater Fall River.

All data will be tracked electronically by the VP of Licensing and Compliance.

### **Acknowledgements**

- Aspen Blue officers will conduct a review of this policy quarterly and will report on its efforts and the identified metrics and corresponding goals above to the Commission in accordance with its annual marijuana establishment licensure renewal in accordance with 935 CMR 500.103(4)(a). Following such review, Aspen Blue will identify strategic objectives related to promotion of positive impact in the Targeted Communities, including possible changes in policies and procedures, targeted recruitment efforts, and/or donation activities.
- Aspen Blue acknowledges the following regarding the implementation of this Plan:
  - All specifically named organizations in this plan have agreed to partner with Aspen Blue to implement the identified goals and programs stated herein, as applicable;
  - Aspen Blue acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and
  - Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

## **Appendix A**

Written correspondence certifying that the non-profit/charity will collaborate with Aspen Blue to post prospective job listings and will accept donations.



Matthew Wilkes &lt;mwilkes85@gmail.com&gt;

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**RE: Plan to Positively Impact Areas of Disproportionate Impact**

1 message

**Kim Smith** <ksmith@uwgfr.org>

Wed, Feb 19, 2020 at 5:12 PM

To: Matthew Wilkes &lt;mwilkes85@gmail.com&gt;, LIVEUNITED &lt;liveunited@uwgfr.org&gt;

Matt,

Thank you for reaching out and speaking with me today. As we discussed, United Way of Greater Fall River would be willing to work with your organization to positively impact our community. Generally speaking, implementation of employee giving through payroll deduction coupled with a corporate match is the easiest way to create an immediate impact. In our area alone, over 28 health & human service agencies would benefit from such a partnership. The caveat would be that the United Way that serves the area where you're headquartered would be your lead contact and if not us, may have other parameters and guidelines that dictate the partnership.

Corporate partners also participate in community drives (coats & winter accessories, toiletries, school supplies, etc.), as well as volunteer opportunities such as community clean-ups which can be location based,

Please reach out as your process unfolds, or with any additional questions.

Peace,

Kim

Kimberly J. Smith  
Executive Director

**United Way of Greater Fall River**

30 Bedford Street, PO Box 2550, Fall River, MA 02722

O 508.678.8361 | F 508.678.3947

[uwgfr.org](http://uwgfr.org) | [volunteersouthcoast.org](http://volunteersouthcoast.org)

United Way fights for the health, education and financial stability of every person in every community

**From:** Matthew Wilkes <[mwilkes85@gmail.com](mailto:mwilkes85@gmail.com)>  
**Sent:** Wednesday, February 19, 2020 2:52 PM  
**To:** LIVEUNITED <[liveunited@uwgfr.org](mailto:liveunited@uwgfr.org)>  
**Subject:** Plan to Positively Impact Areas of Disproportionate Impact

Good Afternoon,

I represent Aspen Blue Cultures, Inc. We are opening a marijuana retail store and cultivation facility in Attleboro. We are implementing a diversity plan to promote equity among minorities, women, veterans, individuals with disabilities, and individuals of all gender identities and sexual orientations by including them in the operations of Aspen Blue's co-located Marijuana Establishment and Medical Marijuana Treatment Center.

Additionally, Fall River is recognized as an area that has been disproportionately affected by previous marijuana laws. We are implementing a plan to target hiring in areas that were and continue to be disproportionately affected by previous marijuana laws. We will host community job drives and informational sessions to promote hiring in our future establishments. We are also looking to make considerable donations to your organization. Would your organization be open to working with us to help us positively impact the city of Fall River? Thank you so much for your time and I hope to work with you soon.

Regards,

Matthew Wilkes, VP Licensing/Compliance

Aspen Blue, LLC

72 Pine Street, Suite 1

Providence, RI 02903

401-286-2119

## **Appendix B**

Specific data to be tracked by the VP of Licensing and Compliance:

- **Hiring Strategy**
  - How many job opportunities were posted with United Way of Greater Fall River? Make sure to clearly document the postings (i.e. – copies of notices).
  - What percentage of individuals hired reside in the Target Communities?
- **Donation Drives**
  - How many donation drives were held?
  - How does this compare to initial goal?
  - What was the fundraising/donated items total for the United Way of Greater Fall River? Make sure to clearly document financial contributions (i.e. – bank check receipt).
  - What was the average item total? Make sure to clearly document item contributions (i.e. – photos).

D

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Organization

FORM MUST BE TYPED

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

### ARTICLE I

The exact name of the corporation is:

Aspen Blue Cultures Inc.

### ARTICLE II

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

### ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
			1,000	\$1.00

*\*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

#### **ARTICLE IV**

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

#### **ARTICLE V**

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

#### **ARTICLE VI**

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

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



## ARTICLE VII

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

## ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
229 Wood Street, Swansea, Massachusetts 02777
- b. The name of its initial registered agent at its registered office:  
Edward G. Avila, Esquire
- c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Jack Cutlip

Treasurer: Jack Cutlip

Secretary: Jack Cutlip

Director(s): Jack Cutlip

- d. The fiscal year end of the corporation:  
December 31
  - e. A brief description of the type of business in which the corporation intends to engage:  
To make investments
  - f. The street address of the principal office of the corporation:  
909 North Main Street, Providence, RI 02904
  - g. The street address where the records of the corporation required to be kept in the commonwealth are located is:  
909 North Main Street, Providence, RI, 02904 (EF Phone R)  
~~40-44 Forest Street, Attleboro, Massachusetts 02703~~, which is  
(number, street, city or town, state, zip code)
- ☒ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☐ its registered office.

Signed this 20th day of November, 2018 by the incorporator(s):

Signature: Edward D. Feldstein

Name: Edward D. Feldstein, Esquire

Address: 10 Weybosset Street, Suite 800, Providence, Rhode Island 02903

COMMONWEALTH OF MASSACHUSETTS

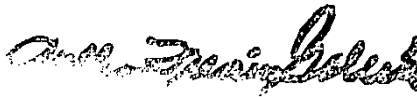
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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

I hereby certify that upon examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$270, having been paid, said articles are deemed to have been filed with me this 21st day of November, 2018, at 2:15 a.m. (p.m.)  
time

8838

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



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth



Examiner

Barry  
Name approval

C

M

Filing fee: \$275 for up to 275,000 shares plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION

Contact Information:

Edward D. Feldstein, Esq.

10 Weybosset Street, Suite 800

Providence, RI 02903

Telephone: 401-521-7000

Email: efeldstein@rcfp.com

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

SECRETARY OF THE  
COMMONWEALTH  
2018 NOV 21 PM 3:18  
1320692

BY - LAWS  
of  
ASPEN BLUE CULTURES INC.  
ARTICLE I  
Stockholders

1. Annual Meeting. The annual meeting of stockholders shall be held on the second Thursday in March in each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 A.M. unless a different hour is fixed by the Directors or the President as stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

2. Special Meetings. Special meetings of stockholders may be called by the President or by the Directors. Upon written application of one or more stockholders who hold at least 10% of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer. The call for the meeting shall state the date, hour and place and the purposes of the meeting.

3. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless a different place (within the United States) is fixed by the Directors or the President and stated in the notice of the meeting.

4. Notice of Meetings. A written notice of every meeting of stockholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven days before the meeting of each stockholder entitled to vote thereat and to each stockholder, who by law, by the Articles of Organization or by these By-Laws is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and addressed to such stockholder at his address as it appears upon the books of the corporation. No notice need be given to any stockholder if a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto authorized, is filed with the records of the meeting.

5. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum, but a lesser number may adjourn any meeting from time to time without further notice; except that, if two or more classes of stock are outstanding and entitled to vote as separate classes, then in the case of each such

class, a quorum shall consist of the holders of a majority in interest of the stock of that class issued, outstanding and entitled to vote.

6. Voting and Proxies. Each stockholder shall have one vote for each share of stock entitled to vote held by him of record according to the records of the corporation, unless otherwise provided by the Articles of Organization. Stockholders may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise.

7. Action at Meeting. When a quorum is present, the holders of a majority of the stock present or represented and voting on a matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of a majority of the stock of that class present or represented and voting on a matter), except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders. Any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. The corporation shall not directly or indirectly vote any share of its stock.

8. Action without Meeting. Any action to be taken by stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of stockholders. Such consent shall be treated for all purposes as a vote at a meeting.

## ARTICLE II

### DIRECTORS

1. Powers. The business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Election. A Board of Directors of such number, not less than one (1), nor more than nine (9), as shall be fixed by the stockholders, shall be elected by the stockholders at the annual meeting.

3. Vacancies. Any vacancy in the Board of Directors, other than a vacancy resulting from the enlargement of the Board, may be filled by the stockholders or, in the absence of stockholder action, by the Directors.

4. Enlargement of the Board. The number of the Board of Directors may be increased and one or more additional Directors elected at any special meeting of the stockholders or by the Directors by vote of a majority of the Directors then in office.

5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of stockholders and thereafter until their successors are chosen and qualified. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

6. Removal. A Director may be removed from office (a) with or without cause by a vote of a majority of the stockholders entitled to vote in the election of Directors, provided that the Directors of a class elected by a particular class of stockholders may be removed only by the vote of the holders of a majority of the shares of such class or (b) for cause by vote of a majority of the Directors then in office. A director may be removed for cause only after reasonable notice and the opportunity to be heard before the body proposing to remove him.

7. Meetings. Regular meetings of the Directors may be held without call or notice at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made, shall be given notice of the determination. A regular meeting of the Directors may be held without a call or notice at the same place as the annual meeting of stockholders, or the special meeting held in lieu thereof, following such meeting of stockholders.

Special meetings of the Directors may be held at any time and place designated in a call by the President, Treasurer or two or more Directors.

8. Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by the Secretary, or if there be no Secretary, by the Assistant Secretary, or in the case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to his business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed to his business or home address at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meetings, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

9. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

10. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws, shall be sufficient to decide such matter.

11. Action by Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

12. Committees. The Directors may, by vote of a majority of the Directors then in office, elect from their number an executive or other committees and may by like vote delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibiting from delegating. Except as they may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

### ARTICLE III

#### Officers

1. Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion elect or appoint.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

3. Qualification. The President may, but need not be, a Director. No officer need be a stockholder. Any two or more offices may be held by the same person. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and the Secretary shall hold office until the first meeting of the Directors following the annual meeting of stockholders and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the annual meeting of stockholders, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the corporation at its principal officer or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some time or upon the happening of some other event.

5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. President and Vice President. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meetings of the stockholders and of the Directors. Any Vice President shall have such powers as the Directors may from time to time designate.

7. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.

8. Secretary and Assistant Secretary. The Secretary shall keep a record of the meetings of stockholders. Unless a Transfer Agent is appointed, the Secretary shall keep or cause to be kept at the principal office of the corporation or at his office, the stock and transfer records of the corporation, in which are contained the names of all stockholders, and the record address, and the amount of stock held by each. Any Assistant Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Secretary from any meeting of stockholders, an Assistant Secretary, if one be elected, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

9. Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate.

## ARTICLE IV

### Capital Stock

1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the corporation in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President or a Vice President, and by the Treasurer or an Assistant Treasurer, but when a certificate is countersigned by a transfer agent or a registrar, other than a Director, officer or employee of the corporation, such signatures may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate for shares of stock which are subject to any restriction or transfer pursuant to the Articles of Organization, the By-Laws or any agreement to which the corporation is a party, shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

2. Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Articles or Organization, or by these By- Laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws.

It shall be the duty of each stockholder to notify the corporation of his post office address.

3. Record Date. The Directors may fix in advance a time of not more than sixty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend or the making of any distribution to stockholders, or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution or the right to give such consent or dissent. In such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date. Without fixing such record date the Directors may for any of such purposes close the transfer books for all or any part of such period.

4. Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Directors may prescribe.



## ARTICLE V

### Miscellaneous Provisions

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be twelve months ending the last day of December.
2. Seal. The seal of the corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts", and the year of its incorporation.
3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.
4. Voting of Securities. Except as the Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for the corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.
5. Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept at the principal office of the corporation, or at an office of its transfer agent or of the Secretary. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any stockholder for any proper purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.
6. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.
7. Amendment. These By-Laws may at any time be amended by vote of the stockholders, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting, or may be amended by vote of a majority of the Directors then in office, except that no amendment may be made by the Directors which changes the date of the annual meeting of stockholders or which alters the provisions of these By-Laws with respect to removal of Directors or the election of committees by Directors and delegation of powers thereto, or amendment of these By-Laws. No change in the date of the annual meeting may be made within sixty days before the date fixed in these By-Laws. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-Laws.

## ARTICLE VI

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

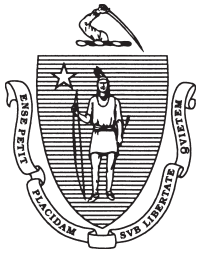
The corporation shall indemnify each person who is or was a director, officer, employee or other agent of the corporation, each person who is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, and each person who is or was serving at the request of the corporation in any capacity with respect to any employee benefit plan against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative or legislative or investigative body, in which he may be or may have been involved as a party or otherwise or with which he may be or may have been threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee, agent or trustee, or having served in any capacity with respect to any employee benefit plan, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which he shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a vote of a majority of the disinterested directors then in office (even though the disinterested directors be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by a vote of a majority of such disinterested directors, or (c) by vote of the holders of a majority of the outstanding stock at the time entitled to vote for directors, voting as a single class, exclusive of any stock owned by any interested persons, or (d) by any disinterested person or persons to whom the question may be referred by vote of the holders of a majority of such stock. No such approval shall prevent the recovery from any such officer, director, employee, agent or trustee or any such person serving in any capacity with respect to any employee benefit plan of any amounts paid to him or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, to the extent that such matter relates to service

with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, agent, or trustee or any such person serving in any capacity with respect to any employee benefit plan may be entitled or which may lawfully be granted to him. As used herein, the terms "director," "officer," "employee," "agent" and trustee include their respective executors, administrators and other legal representatives, and "interested" person is one against whom the action, suit or other proceeding in question or another action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened, and a "disinterested" person is a person against whom no action, suit or other proceeding is then or had been pending or threatened.

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or other agent of another organization or with respect to any employee benefit plan, in which it directly or indirectly owns shares or of which it is directly or indirectly a creditor, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: February 12, 2020

To Whom It May Concern :

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

**ASPEN BLUE CULTURES INC.**

is a domestic corporation organized on **November 21, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 20020253950

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

Processed by:



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ASPEN BLUE CULTURES INC 0  
909 N MAIN ST  
PROVIDENCE RI 02904-5752

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

The Commissioner of Revenue certifies that, as of the date of this certificate, ASPEN BLUE CULTURES INC 0 is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

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

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

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

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau

May 11, 2020

Cannabis Control Commission  
Union Station  
2 Washington Square  
Worcester, MA 01604

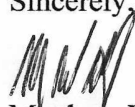
Re: Aspen Blue Cultures, Inc. - DUA Certificate

To Whom it May Concern:

As a Director of Aspen Blue Cultures, Inc. ("ABC, Inc."), an applicant for licensure to operate a cultivation, product manufacturing and retail Marijuana Establishment in the Town of Attleboro, I write to confirm that ABC, Inc. still currently has no employees. As a result, the requirement to obtain a certificate of good standing from the Massachusetts Department of Unemployment Assistance is not applicable to ABC, Inc.'s licensure applications.

Should you have any questions or comments regarding the foregoing, please do not hesitate to contact me at 401-286-2119.

Sincerely,



Matthew Wilkes, Director  
Aspen Blue Cultures, Inc.

**Aspen Blue Cultures, Inc.**

**PLAN TO OBTAIN REQUIRED INSURANCE**

Aspen Blue Cultures, Inc. (“Aspen Blue”) is in discussion with several agents and insurers that are qualified to provide the required policies of coverage as required by the Cannabis Control Commission (the Commission). Aspen Blue shall obtain and maintain, in accordance with 935 CMR 500.105(10)(a) and 935 CMR 501.105(10)(a), 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) and 935 CMR 501.105(10)(b) or otherwise approved by the Commission. Aspen Blue shall obtain policies with no higher than a \$5,000 per occurrence deductible. Aspen Blue will provide evidence of such coverage to the Commission upon receipt.



# AspenBlue

**Aspen Blue Cultures, Inc.**

**BUSINESS PLAN SUMMARY**



## **Mission**

Aspen Blue Cultures, Inc.'s ("Aspen Blue") mission is to develop and operate premier cultivation, manufacturing, and retail facilities while providing our customers with first-class service and superior brands of Cannabis Flower, Concentrates, Edibles, and MIPs.

## **Summary**

- Aspen Blue is a vertically integrated cannabis company founded and managed by experienced, successful cannabis operators and represented by best-in-class legal and accounting professionals with nationally recognized and dedicated cannabis practices, all intimately familiar with the Massachusetts cannabis landscape.
- Aspen Blue is developing a 60,000± sf cultivation facility in Attleboro, MA, anticipated to open in late 2021.
- Aspen Blue is planning to operate three adult-use stores, the first of which is in Attleboro, MA (same site as the cultivation facility).

## **Achievements to Date**

Aspen Blue has:

- Assembled a team of industry-recognized professionals for all facets of the development and the business operation.
- Successfully navigated the regulatory process and community relations to secure Special Permits for adult-use stores and a cultivation facility.
- Completed site and foundation prep work for the adult-use store.

## **Competitive Advantages**

Aspen Blue has several distinct competitive advantages over other MA cannabis start-ups:

- COO Nick Salvadore is a proven industry professional. His RI grow facility (STJ, d/b/a Fire Ganja) is one of only a handful of independent, wholesale cultivation facilities successfully and profitably selling product in the constrained RI market.
- President Patrick Casey has successfully licensed numerous cannabis facilities in MA. He is intimately familiar with the regulatory process and has supervised the design and build-out of grow facilities and retail stores.
- Aspen Blue will open two adult-use stores and one cultivation facility within 9-12 months, while many prospective regional competitors are still seeking regulatory approvals.
- Aspen Blue has chosen Creative Environment Corp. (CEC), one of the industry's most experienced engineering firms, to "value-engineer" its cultivation and manufacturing facilities in accordance with the highest processing, energy efficiency and quality standards. CEC is on the leading edge of cannabis engineering and design, which capabilities will help Aspen Blue to minimize start-up timelines and maximize yield per square foot. [www.cec-engineering.com](http://www.cec-engineering.com)
- Aspen Blue has chosen Valiant-America, a national leader in cannabis facility construction, to complete all construction. Valiant is also delivering unique grow technology, for which it holds the exclusive North American license. [www.valiant-america.com](http://www.valiant-america.com)

## **Planned Attleboro Facilities**

### **Cultivation Facility**

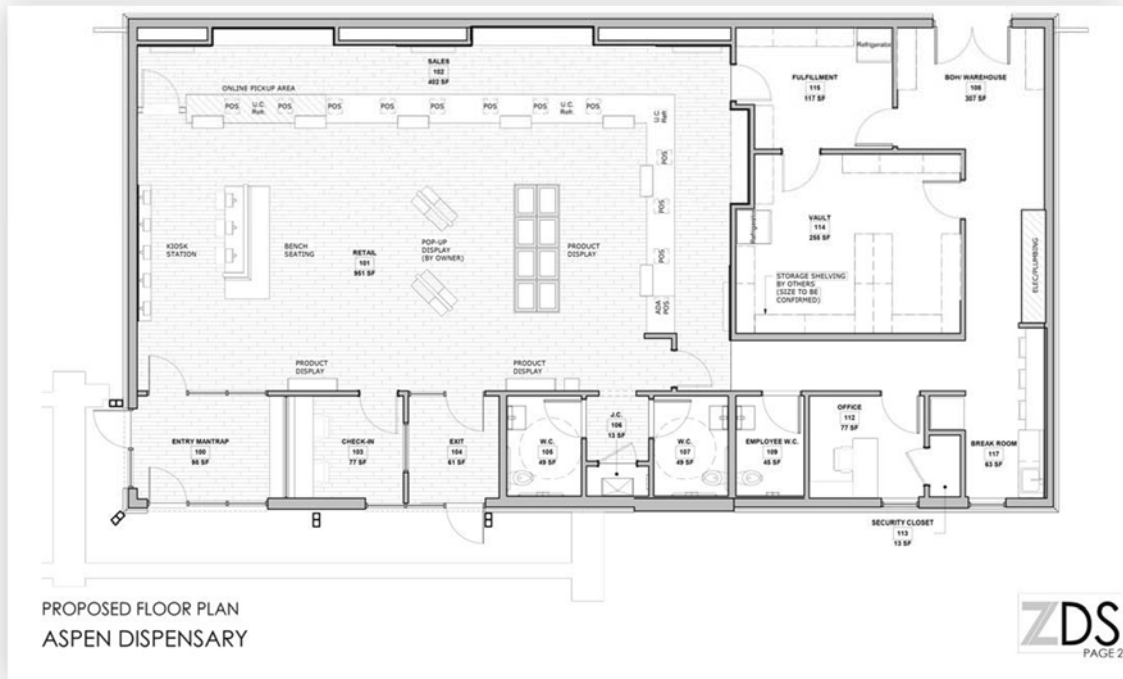
This will be a 60,000 sf grow and manufacturing facility, developed over two phases and sufficient to deliver enough product (flower, extracts, etc.) to all Aspen Blue stores.

### **Adult-Use Store**

The Attleboro store is a 3,600 sf building under construction, located on the same land as the planned cultivation and manufacturing facility. The City issued a Special Use Permit in late 2019, and Aspen Blue is actively pursuing licensure from the Cannabis Control Commission. The store should be open for business in the 1st quarter of 2021 and is expected to generate \$15± million in annual sales.



## Conceptual Store Design:



## About the Team

Aspen Blue's Board is comprised of:

### NICHOLAS SALVADORE

Nicholas Salvatore founded STJ, LLC (dba Fire Ganja), a Class B, state licensed, RI based medical marijuana cultivation, manufacturing, & packaging facility, serving as its CEO for 3 years. In his time as CEO, Mr. Salvatore worked closely with representatives of his local dispensaries to develop new products not offered in the market, then post production on marketing strategies. Part of the marketing effort was educating dispensary personnel on the product uses, lineage, and manufacturing processes, as well as customer education/sales techniques. Mr. Salvatore has extensive industry experience and industry connections in all aspects of the marijuana industry. STJ, LLC is one of the few stand-alone cultivators selling profitably in the constrained Rhode Island market.

### PATRICK CASEY

Patrick Casey III has spent much of the last 18 months appearing before numerous cities and towns in the Commonwealth, licensing adult-use stores for two separate cannabis companies and planning all phases of development and construction for one large retail store. In the course of these efforts, he has become an expert in the highly-nuanced and often conflicting regulatory demands of various cities and towns and his reputation for candor and knowledge have been instrumental in securing entitlements. As the Sr. VP for a boutique finance firm, Mr. Casey helped finance several cannabis-related businesses in the Commonwealth before joining Aspen Blue.

### **JILL MONIZ**

Ms. Moniz is a graduate of Brown University (B.A., History of Art & Architecture, 2004). From 2005 to 2012, Jill wore a variety of hats at Amos House (Providence, RI), one of the region's best known non-profit social services agencies focused on assisting people released from prison. She served as a development officer, web content manager, and VP of Marketing and Communications for the organization's Social Enterprise Division. She successfully opened Amos House's non-profit restaurant (which doubly served as a training facility for Amos House residents) after overseeing its design and construction and securing financing for the organization's acquisition of the underlying premises. Her interest in the legalization of medical and recreational marijuana was sparked from her seeing large numbers of Amos House residents struggle to re-enter the community after serving substantial prison time.

### **ANDREW WILKES**

Mr. Wilkes started his career in accounting as an auditor for a Big 4 CPA firm, and formed his own recruiting company in 1990, focusing on the financial sectors. For the past 20 years, he has served as CFO and CEO of a multi-state employment agency with over 1,000 employees, which has experienced top line growth virtually every year. He is a prudent and successful investor, in a wide range of fields including real estate and cannabis. Mr. Wilkes holds a BS degree (Business Administration) from Bryant College, where he graduated Magna Cum Laude.

### **MATTHEW WILKES**

Mr. Wilkes, an accountant by trade, has worked as a Senior Accountant in the private sector and, more recently, as a Senior Auditor for a federal/state government entity. He has the experience and expertise necessary to coordinate the complicated licensing and compliance requirements of the cannabis industry, with respect to both government and banking.

## **3-Year Projections:**

Aspen Blue has established a three-year business plan based on several operational and budgetary assumptions as detailed herein. These assumptions inform Aspen Blue's projections for utilization, revenues, and expenses which are further described below.

Aspen Blue's proposed cultivation, product manufacturing and retail Marijuana Establishment will be sited in Attleboro, MA which has approximately 43,500 residents. Aspen Blue's primary service area of Southeastern Massachusetts has a population in excess of 300,000 residents.

Despite the strong interest in operating a Marijuana Establishment in the Commonwealth, Aspen Blue believes the amount of available public parking (approximately 75 spaces) will be a draw in attracting adult-use consumers to its facility.

Aspen Blue projects **first year (2020)** gross revenues of \$36,081,586, expenses of \$8,935,816 approximately 50,000 total visits, and 65 full-time employees; **second year (2021)** gross revenues of \$52,364,772, expenses of \$9,871,274, approximately 155,000 total visits, and 110 employees; and **third year (2022)** gross revenues of \$51,642,522, expenses of \$10,068,861, approximately 160,000 total visits, and 110 full-time employees. Aspen Blue also projects that the average purchase amount per visit will remain at approximately \$40.00 per adult consumer, consistent with current retail sales data collected by the Commission since November 2018.

Retail pricing for Aspen Blue's adult-use marijuana products will be \$350 per ounce. Marijuana accessories will be available for purchase between \$20 and \$250. Wholesale purchases of finished marijuana and marijuana products from originating Marijuana Establishment cultivators and product manufacturers, to the extent necessary, are anticipated to be \$225-\$275 per ounce (or \$3,600-\$4,400/ LB.)

Payroll expenses are projected to be \$800,00 in year one, \$1,826,705 in year two, and \$1,881,506 in year three. Projected payroll expenses include all payroll taxes, workers compensation insurance, and per employee per month healthcare benefit costs. Payroll expenses are projected to increase proportionately with added hiring and fair salary increases to Aspen Blue's existing employees.

Operating expenses (excepting payroll) are projected to be \$6,713,856 in year one, \$7,612,525 in year two, and \$7,599,850 in year three. Operating expenses (excepting payroll) include ongoing expenses related to legal services and other expert consultant services, annual licensing/application fees, lease expenses for the facility in Attleboro, standard office expenses (e.g., computer, telephone and utilities and other general equipment), security, general and product liability insurance premiums, and associated federal and state taxes.

Federal tax liabilities are projected at a rate of 21% based on the projected revenues for the next three years. Massachusetts state tax liabilities specific to adult-use marijuana sales are projected to be \$981,419 in year one, \$3,052,686 in year two, and \$2,973,785 in year three.

**Aspen Blue Cultures, Inc.**

**PERSONNEL POLICIES**

Aspen Blue Cultures, Inc. (“Aspen Blue”) maintains all personnel policies and procedures in an employee handbook. The employee handbook addresses a wide variety of topics including information on employee benefits, vacation and sick time, work schedules, confidentiality, criminal background checks, security, employee identification and facility access, personal safety and crime prevention techniques, alcohol, drug and smoke-free workplace, and grounds for discipline and termination. Each employee is required to review the handbook and attest to their understanding of Aspen Blue’s personnel policies and procedures. Aspen Blue reviews its employee handbook periodically and communicates any changes to its employees.

Aspen Blue also maintains a staffing plan and a personnel record for each Marijuana Establishment Agent in accordance with the requirements under 935 CMR 500.105(9)(d) and 935 CMR 501.105(9)(d). Each personnel record is maintained for at least 12 months after termination of the individual’s affiliation with Aspen Blue, and includes, at a minimum, the following: all materials submitted to the Commission as part of the Marijuana Establishment or Medical Marijuana Treatment Center Agent registration process, including applicable background check reports obtained through such registration process; documented verification of references; copy of job description or employment contract which includes the duties, authority, responsibilities, qualifications and supervision; documentation of all required training, including a signed statement by the individual indicating the date, time and place the individual received such training; periodic performance evaluations and records of any disciplinary actions taken; and documentation of completed responsible vendor (Marijuana Establishment Agent only) and eight-hour related duty training. Such personnel policies and records will be made available for inspection by the Commission upon request.

**Aspen Blue Cultures, Inc.**

**RECORD-KEEPING PROCEDURES**

Aspen Blue Cultures, Inc. (“Aspen Blue”) retains applicable records for a period of time no less than required by law and in accordance with 935 CMR 500.105(9) and 935 CMR 501.105(9). Such records include but are not limited to written operating policies and procedures, inventory and seed-to-sale tracking, personnel, general business and financial, sales and dispensing, and waste disposal records. Aspen Blue’s management team is responsible for the proper retention, storage and disposal of records that Aspen Blue generates, maintains and/or receives in the course of doing business.

Aspen Blue protects the security, privacy and confidentiality of records as required by law, contract, or regulatory body, including those records containing confidential information. This includes adult consumer, registered qualifying patient, and employee records containing such information. All records subject to confidentiality restrictions are stored securely, whether electronically or in hard copy.

Aspen Blue records shall be made available for inspection by the Commission upon request. Aspen Blue shall maintain all records that are required by any section of 935 CMR 500.000, 935 CMR 501.000, and 935 CMR 502.000.

**Aspen Blue Cultures, Inc.**

**MAINTAINING FINANCIAL RECORDS**

Aspen Blue Cultures, Inc. (“Aspen Blue”) will operate as a co-located Marijuana Establishment and Medical Marijuana Treatment Center in accordance with applicable law and regulation and shall maintain general business and financial records in accordance with generally accepted accounting principles.

Business and financial records maintained by Aspen Blue include manual or computerized records of: assets and liabilities; monetary transactions; books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; sales records including the quantity, form, and cost of marijuana products, as well as the name of a registered qualifying patient or personal caregiver purchasing medical-use marijuana; and salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any persons with direct or indirect control over or affiliated with Aspen Blue in accordance with 935 CMR 500.105(9)(e) and 935 CMR 501.105(9)(e).

Aspen Blue will use a point of sale (POS) system which has a sales recording module that is approved by the Massachusetts Department of Revenue (DOR) and will record sales in accordance with 935 CMR 500.140(5) and 935 CMR 501.140(5). Aspen Blue will conduct a monthly analysis of its equipment and sales data to ensure no software has been installed which could manipulate or alter sales data, and this analysis and related records will be made available to the Commission upon request. All Aspen Blue marijuana sales records will be kept in compliance with DOR record retention requirements set forth in 830 CMR 62C.25.1 and Directive 16-1. Aspen Blue’s point of sale system will be able to differentiate between dispensing sales of marijuana product sales and non-marijuana product sales, as well as adult-use product sales and medical-use product sales in accordance with 935 CMR 502.105(8).



**Aspen Blue Cultures, Inc.**

**SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS**

Aspen Blue Cultures, Inc. (“Aspen Blue”) shall maintain a separation between recreational and medical operations in accordance with 935 CMR 500.140(7). All marijuana and marijuana products will be properly labeled in the seed-to-sale software tracking system and all products prepared for sale will be packaged and labeled as such. Aspen Blue will record transactions in the point of sale system separating recreational and medical inventory and ensure that applicable excise, sales, and local taxes will be applied to recreational transactions. The dispensary shall have separate lines for adult consumers and registered qualifying patients and/or caregivers. Products will be physically separated as well. Aspen Blue shall require all visitors to follow the check-in procedures discussed in the Security Plan to ensure that only registered qualifying patients and personal caregivers visiting the premises have access to the medical marijuana and marijuana products dispensed for medical use.

**Aspen Blue Cultures, Inc.**

**RESTRICTING ACCESS TO AGE 21 AND OLDER**

Aspen Blue Cultures, Inc. (“Aspen Blue”) plans to open a Marijuana Establishment in Attleboro, MA. Aspen Blue will implement strict security measures to ensure that all individuals entering the facility in Attleboro are appropriately identified and that access to the facility is limited to individuals age 21 and older. All Aspen Blue employees and agents shall also be age 21 and older in order to work at the facility in Attleboro.

Upon immediate entry into the premises, all individuals will be required to present valid proof of identification to security staff. Individuals who fail to present valid proof of identification to demonstrate they are age 21 or older will be required to promptly leave the premises. Aspen Blue agents will inspect an individual’s proof of identification to confirm age on point of sale as well. Aspen Blue shall refuse to sell marijuana to any adult consumer who is unable to produce valid proof of identification. Pursuant to 935 CMR 500.140(2)(c), Aspen Blue will not acquire or record personal information of consumers in excess of information traditionally required in a retail transaction without prior consent of the individual.

**Aspen Blue Cultures, Inc.**

**QUALITY CONTROL AND TESTING**

Aspen Blue Cultures, Inc. (“Aspen Blue”) ensures that all marijuana and marijuana products at its Marijuana Establishment (including all finished marijuana flower, cannabis resins, cannabis concentrates, and infused/edible products) meet applicable quality and testing standards prior to any sales for adult use, as required by 935 CMR 500.140(9) and 500.160.

Aspen Blue will cultivate and manufacture the majority of marijuana and marijuana products dispensed at its Marijuana Establishment. In processing its marijuana, Aspen Blue will ensure that all leaves and flowers are 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 table; and packaged in a secure area. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

Aspen Blue agents whose job includes cultivation, production or packaging of marijuana and/or marijuana products shall be subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. Aspen Blue will ensure agents are trained on, and conform to, proper sanitary practices, and will provide agents with convenient access to fully-equipped hand-washing facilities in production areas. Aspen Blue’s water supply shall provide safe, potable, and adequate supply of water for the facility’s operations. Plumbing shall be of adequate size and design, and shall properly convey sewage and liquid disposable waste from the establishment with no cross-connections between potable and wastewater lines.

Aspen Blue ensures sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. Litter and waste are properly removed, disposed of to minimize the development of odor and minimize the potential for attracting and harboring pests. Aspen Blue’s waste disposal systems are maintained in accordance with the requirements of 935 CMR 500.105(12). All floors, walls and ceilings are constructed in such a manner that they may be adequately kept clean and in good repair. All toxic items are identified, held, and stored in a manner that protects against contamination of marijuana products. No toxic products are stored in an area containing products used in the cultivation of marijuana.

All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall 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 shall be so designed and of such material and workmanship as to be adequately cleanable.

Aspen Blue’s water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet Aspen Blue’s needs. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout Aspen Blue’s facility.

Plumbing shall properly convey sewage and liquid disposable waste from the facility, and there shall be no cross-connections between the potable and waste water lines. Aspen Blue employees are provided access to adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

If Aspen Blue's own cultivation and manufacturing supply is not sufficient to meet its consumer demand, Aspen Blue will request from all originating Marijuana Establishment partners from which finished marijuana and marijuana products are obtained, and in all cases prior to the procurement of the product from such third party, evidence of the following, to the extent applicable:

- a) Records demonstrating that all environmental media used to cultivate marijuana (e.g., soils, water) was tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries*, as published by the Cannabis Control Commission (the Commission); and
- b) Records demonstrating that all marijuana and marijuana products were tested by an Independent Testing Laboratory registered with the Commission for cannabinoid profile and contaminants in compliance with the *Protocol for Sampling and Analysis of Finished Marijuana Products and Marijuana-Infused Products*. Testing for contaminants includes but is not limited to mold, mildew, heavy metals, plant-growth regulators, and presence of pesticides.

In the event laboratory testing results indicate unacceptable contaminant levels, no marijuana or marijuana products from the same batch number as the contaminated sample(s) will be procured from such third party. In the event Aspen Blue is notified or otherwise made aware that marijuana and/or marijuana products obtained from a third party are contaminated, such product will be promptly removed from the applicable storage area and transferred to the disposal room.

Aspen Blue will cooperate with third party Marijuana Establishments, as applicable, in reporting unacceptable testing results that cannot be remedied to the Commission within 72 hours. Aspen Blue shall notify the Commission of any other Commission-specified or -requested information immediately. Aspen Blue shall retain all testing result records obtained from third party Marijuana Establishments for a period of no less than one year. Aspen Blue shall deem any marijuana or marijuana products that has not been tested in over one year to be expired and shall not dispense, sell, transfer or otherwise convey expired marijuana or marijuana product until it has been retested in accordance with 935 CMR 500.160(4).

**Aspen Blue Cultures, Inc.**

**STAFFING AND TRAINING PLAN**

Aspen Blue Cultures, Inc. (“Aspen Blue”) anticipates that it will need to hire approximately 110 full-time employees (FTEs) to run its cultivation, product manufacturing and retail Marijuana Establishment at its facility in Attleboro during the first year of operations. In particular, new staff will be needed for the following job functions:

- Retail and dispensing operations (14 FTEs)

Anticipated positions and qualifications:

*Director of Retail*

- Prior management/leadership experience in a high-volume sales establishment or a comparable industry
- Experience with developing sales goals for high-volume sales establishments
- Experience with developing, adapting and implementing standard operating procedures for a highly regulated industry

*Dispensary General Manager*

- Prior management/ leadership experience in a high-volume sales establishment
- Exemplary communication and organizational skills required
- Knowledge and understanding of standard practices and procedures within the Adult-Use cannabis environment.

*Retail & Dispensing Associates*

- Prior experience with customer service and cash handling preferred
- Ability to adapt to frequent and essential business changes - both regulatory and internal procedures
- Ability to execute safe cannabis handling and storage practices

- Cultivation staff (40 FTEs)

Anticipated positions and qualifications:

*Director of Cultivation*

- Previous experience of a minimum of 2 years managing a 10,000 sq/ft cultivation facility.
- Familiarity and experience with multiple methods of cultivation (hydroponics/ DWC/ ebb & flow, and drip systems including ability to construct/ retrofit growing systems as needed.
- Previous management/ leadership experience in a high-volume sales establishment or a comparable industry

*Cultivation Associates*

- Minimum one year experience working in a commercial cultivation facility
- Ability to stand, sit, kneel, and lift equipment or plants up to 50 lbs for extended periods of time
- A passion for cannabis and a desire to learn

- Director of Trim*
      - Minimum one year experience working in a commercial cultivation facility or Inventory roll in a retail dispensary operation.
      - Familiarity with harvesting, separation of usable from non usable plant matter, familiarity with storage procedures, overall knowledge of cultivation/ extraction processes
      - Ability to stand, sit, kneel, and lift equipment or plants up to 50 lbs for extended periods of time
    - Trim Associates*
      - Cultivation experience preferred
      - Manual dexterity required
      - Ability to execute repetitive and tedious tasks while maintaining productivity and precision
- Product manufacturing staff (10 FTEs)
  - Anticipated positions and qualifications:
  - Director of Extraction*
    - Experience in cannabis extraction or background in chemistry or engineering
    - Experience in data entry and data management
    - Previous management/ leadership experience in a comparable industry
  - Extraction Associates*
    - Experience working in a sterile lab setting
    - Experience with technical data-entry and record keeping
  - Director of Infused Products*
    - 3-5 years experience in kitchen production;
    - 3 years experience in management role
    - Candy and chocolate production experience preferred but not required
  - Infused Products Associates*
    - Experience working within a professional kitchen setting
    - A passion for cannabis and a desire to learn
- Security staff (8 FTEs)
  - Anticipated positions and qualifications:
  - Vice President of Security*
    - 10+ years professional security or related experience
  - Security Associates*
    - Prior experience in law enforcement, corrections or security preferred
- Packaging staff (10 FTEs)
  - Anticipated positions and qualifications:
  - Packaging Manager*
    - 2+ years experience in commercial cannabis production environment
    - 2+ years prior management/leadership experience

- Management/Administrative staff (8 FTEs)  
Anticipated positions and qualifications:  
*Vice President of Operations*
  - 5-10 years experience in upper management/leadership role, overseeing numerous employees
  - Degree in Business Administration or related field*Accounting staff*
  - 2+ years accounting experience, including full cycle accounting
  - Proficient in Excel (pivot tables), QuickBooks
  - Degree in Accounting or related field*Reception*
  - Proficient in MS Word, Excel, Outlook and PowerPoint
  - 2+ years experience in administrative role

Aspen Blue will ensure that all staff complete a comprehensive training and orientation program prior to performing any related job functions in accordance with 935 CMR 500.105(2). Training will be tailored to the roles and responsibilities of the job functions of each Marijuana Establishment Agent. In addition to initial employee orientation, all staff shall receive at least eight (8) hours of on-going training annually. Staff training will focus on the following areas:

- Regulatory compliance
- Identification and confidentiality
- Safe marijuana handling practices
- Security and diversion
- Inventory and point-of-sale records
- Confidentiality
- Privacy

Moreover, in accordance with 935 CMR 500.105(2), all current owners, managers and employees shall complete the Responsible Vendor Program after July 1, 2019 or when available. All new employees shall complete the Responsible Vendor Program within 90 days of being hired. Responsible Vendor Program documentation must be retained for four (4) years.

# **Aspen Blue Cultures, Inc.**

## **DIVERSITY PLAN**

### **Overview**

Aspen Blue Cultures, Inc. (“ABC, Inc.”) is applying to operate a retail, cultivation and manufacturing Marijuana Establishment in the City of Attleboro. In accordance with the Cannabis Control Commission (the “Commission”) regulations (935 CMR 500.101(1)(c)(8)(k)), ABC, Inc. submits the following Diversity Plan (the “Plan”). This Plan specifically seeks to promote equity among minorities, women, veterans, individuals with disabilities, and individuals identifying as LGBTQ+ by including them in the operations of ABC, Inc.’s Marijuana Establishment.

### **Goals**

ABC, Inc. has developed the following goals to promote equity among minorities, women, veterans, individuals with disabilities, and individuals identifying as LGBTQ+:

#### **Hiring Strategy:**

- Casting a wide net with job placement advertising using online resources, community-specific publications, and community-based resources to ensure people over the age of 21 from diverse backgrounds have access to potential employment with ABC, Inc., with a goal of 35% of hires falling into one of the recognized categories
- Increasing the number of women, minorities, people with disabilities, and LGBTQ+ who gain access to meaningful employment in the Massachusetts cannabis industry, by hiring a minimum of 15% women, 15% minorities, 10% veterans, 5% people with disabilities, 5% LGBTQ+ or some combination thereof.

#### **Career Advancement:**

- Increase career advancement opportunities for women, minorities, people with disabilities, and LGBTQ+ employed by ABC, Inc. ABC, Inc.’s management-level positions will be held by 30% women, 15% minorities, 5% people with disabilities, or 5% LGBTQ+ or some combination thereof.
- Prioritize upward mobility of internal ABC, Inc. employees when management opportunities become available, to ensure that employees representing each of the recognized classes have equal opportunity for career advancement within the company with a barometer of 25% women, 15% minorities, 10% veterans, 5% people with disabilities, or 5% LGBTQ+ being promoted when positions in management become available.

These goals and the programs designed to further each will be monitored by ABC, Inc.’s Vice President and reevaluated by its executive officers each quarter.



## **Programs**

ABC, Inc.'s Plan will be implemented through participation and investment in the following programs:

### **Hiring Strategy:**

- In accordance with its hiring policy, ABC, Inc. will post quarterly job postings in the local newspaper, The Sun Chronicle, stating that ABC, Inc. is looking for a diverse pool of potential candidates, including, in particular, women, minorities, veterans, people with disabilities, and LGBTQ+ to work at its marijuana establishment.[See Appendix A for certifying correspondence]

### **Career Advancement:**

- Management/leadership at ABC, Inc. will hold quarterly career workshops which are focused on providing entry and management-level educational guidance to women, minorities, veterans, people with disabilities, and LGBTQ+ regarding entering and succeeding in the commercial marijuana industry. Topics discussed at these workshops will include: cannabis business management best practices and cannabis industry trends.

## **Measurement and Accountability**

ABC, Inc. will measure the success of this Plan using the following metrics:

### **Hiring Strategy:**

- ABC, Inc. will track the number of job advertisements placed with The Sun Chronicle.
- The number of applications received from women, minorities, people with disabilities, and LGBTQ+ as a result of such advertisements.
- The number of respondent applicants successfully hired who are women, minorities, people with disabilities, and LGBTQ+.
  - This number will be assessed from the total number of individuals hired to ensure that 25% of all individuals hired are women, minorities, people with disabilities, or LGBTQ+.

### **Career Advancement:**

- The number and subject matter of career workshops held during each calendar year.
- The number of attending employees who are women. Attendance will be recorded by sign-in sheet and will be noted in each employee's personnel file.
- The number of employed women who hold management-level positions at ABC, Inc. This number will be assessed from the total number of individuals in management-level positions to ensure that women, minorities, people with disabilities, and LGBTQ+ hold 30% of such positions.

All data will be tracked electronically by the Vice President, Retail Operations.

## **Acknowledgments**

- ABC, Inc. officers will conduct a review of this policy quarterly and will report on its efforts and the identified metrics and corresponding goals above to the Commission in accordance with its annual marijuana establishment licensure renewal in accordance with 935 CMR 500.103(4)(a). Following such review, ABC, Inc. will identify strategic objectives related to promotion of equity and diversity at ABC, Inc., including possible changes in policies and procedures, staff training, targeted recruitment efforts, and/or sponsored equity and diversity awareness events for employees and the local community.
- ABC, Inc. acknowledges the following regarding the implementation of this Diversity Plan:
- All specifically named organizations in this plan have agreed to partner with ABC, Inc. to implement the identified goals and programs stated herein, as applicable;
- ABC, Inc. acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and
  - Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

## **Appendix A**

Written correspondence certifying that the local newspaper will collaborate with ABC, Inc. to post prospective job listings.

Here is our correspondence with the Sun Chronicle (local Attleboro newspaper).

Regards,

Matthew Wilkes, VP Licensing/Compliance  
Aspen Blue, LLC  
72 Pine Street, Suite 1  
Providence, RI 02903  
401-286-2119

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

From: **Donna Bronsdon** <[dbronsdon@thesunchronicle.com](mailto:dbronsdon@thesunchronicle.com)>

Date: Wed, Feb 12, 2020 at 3:18 PM

Subject: RE: Diversity Hiring Plan

To: Matthew Wilkes <[mwilkes85@gmail.com](mailto:mwilkes85@gmail.com)>

Hi Matthew,

I spoke to both the Ad Director and the Publisher and they both agree that we would be happy to accept help wanted ads from Aspen Blue, LLC, when the time arrives.

When you are ready to move forward with the ads, please send them along to me at this address and I'll be glad to work with you to get them in the paper.

Sincerely,

~D

Donna M. Bronsdon

Classified Supervisor

PrePrint Coordinator

The Sun Chronicle Media Group

[dbronsdon@thesunchronicle.com](mailto:dbronsdon@thesunchronicle.com)

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

508.236.0362

Please ask us about our digital advertising packages

**From:** Matthew Wilkes [<mailto:mwilkes85@gmail.com>]

**Sent:** Wednesday, February 12, 2020 12:34 PM

**To:** [Dbronsdon@thesunchronicle.com](mailto:dbronsdon@thesunchronicle.com)

**Subject:** Fwd: Diversity Hiring Plan

Regards,

Matthew Wilkes, VP Licensing/Compliance

Aspen Blue, LLC

72 Pine Street, Suite 1

Providence, RI 02903

401-286-2119

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

From: **Matthew Wilkes** <[mwilkes85@gmail.com](mailto:mwilkes85@gmail.com)>

Date: Tue, Feb 11, 2020 at 4:04 PM

Subject: Diversity Hiring Plan

To: <[Dbronsdon@thesunchronicle.com](mailto:Dbronsdon@thesunchronicle.com)>

Good Afternoon Donna,

I represent Aspen Blue Cultures Inc. We are opening a marijuana retail store and cultivation facility on Forest Street in Attleboro. As part of the state application process, we need to obtain compliance from the local newspaper that you are willing to post our job advertisements when the time comes. If you could kindly respond letting us know that you are willing to post job advertisements for our co-located marijuana retail store and marijuana cultivation facilities. Our Diversity Hiring Plan specifically seeks to promote equity among minorities, women, veterans, individuals with disabilities, and individuals of all gender identities and sexual orientations. Thank you so much and feel free to contact me with any questions/concerns.

Regards,

Matthew Wilkes, VP Licensing/Compliance

Aspen Blue, LLC

72 Pine Street, Suite 1

Providence, RI 02903

401-286-2119