



# Massachusetts Cannabis Control Commission

## Marijuana Retailer

### General Information:

**License Number:** MR282314  
**Original Issued Date:** 07/27/2021  
**Issued Date:** 07/13/2023  
**Expiration Date:** 07/27/2024

## ABOUT THE MARIJUANA ESTABLISHMENT

**Business Legal Name:** Comm Ave Canna, Inc.

**Phone Number:** 617-592-0657  
**Email Address:** jb@commavecanna.com

<b>Business Address 1:</b> 1030 Commonwealth Ave	<b>Business Address 2:</b> 2nd Floor	
<b>Business City:</b> Brookline	<b>Business State:</b> MA	<b>Business Zip Code:</b> 02215
<b>Mailing Address 1:</b> 1030 Commonwealth Ave	<b>Mailing Address 2:</b> 2nd Floor	
<b>Mailing City:</b> Brookline	<b>Mailing State:</b> MA	<b>Mailing Zip Code:</b> 02215

## 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**

<b>Percentage Of Ownership:</b> 22.84	<b>Percentage Of Control:</b> 22.84
<b>Role:</b> Executive / Officer	<b>Other Role:</b>

**First Name:** John-Bryant      **Last Name:** Hauck      **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:** 11.42      **Percentage Of Control:** 11.42  
**Role:** Executive / Officer      **Other Role:**  
**First Name:** John      **Last Name:** Hauck      **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:** 11.42      **Percentage Of Control:** 11.42  
**Role:** Owner / Partner      **Other Role:**  
**First Name:** Frances      **Last Name:** Helfrich-Hauck      **Suffix:**  
**Gender:** Female      **User Defined Gender:**  
**What is this person's race or ethnicity?:** White (German, Irish, English, Italian, Polish, French)  
**Specify Race or Ethnicity:**

**Person with Direct or Indirect Authority 4**

**Percentage Of Ownership:** 22.84      **Percentage Of Control:** 22.84  
**Role:** Executive / Officer      **Other Role:**  
**First Name:** Garrett      **Last Name:** Hauck      **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 5**

**Percentage Of Ownership:** 15.72      **Percentage Of Control:** 15.72  
**Role:** Owner / Partner      **Other Role:**  
**First Name:** Stephen      **Last Name:** DeFusco      **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 6**

**Percentage Of Ownership:** 7.86      **Percentage Of Control:** 7.86  
**Role:** Owner / Partner      **Other Role:**  
**First Name:** Charles      **Last Name:** Haydon      **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 7**

**Percentage Of Ownership:** 7.86      **Percentage Of Control:** 7.86

Role: Owner / Partner                      Other Role:  
First Name: Ryan                              Last Name: Rouleau                      Suffix:  
Gender: Male                                      User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)  
Specify Race or Ethnicity:

**ENTITIES WITH DIRECT OR INDIRECT AUTHORITY**

No records found

**CLOSE ASSOCIATES AND MEMBERS**

No records found

**CAPITAL RESOURCES - INDIVIDUALS**

Individual Contributing Capital 1

First Name: Charles                      Last Name: Haydon                      Suffix:  
Types of Capital: Monetary/              Other Type of                      Total Value of the Capital Provided:              Percentage of Initial Capital:  
Equity                                      Capital:                                      \$500000                                      23.25  
Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Ryan                              Last Name: Rouleau                      Suffix:  
Types of Capital: Monetary/              Other Type of                      Total Value of the Capital Provided:              Percentage of Initial Capital:  
Equity                                      Capital:                                      \$650000                                      30.23  
Capital Attestation: Yes

Individual Contributing Capital 3

First Name: Stephen                      Last Name: Defusco                      Suffix:  
Types of Capital: Monetary/              Other Type of                      Total Value of the Capital Provided:              Percentage of Initial Capital:  
Equity                                      Capital:                                      \$1000000                                      46.51  
Capital Attestation: Yes

**CAPITAL RESOURCES - ENTITIES**

Entity Contributing Capital 1

Entity Legal Name: CAC HOLDINGS LLC                      Entity DBA:  
Email: jbhauk1@gmail.com              Phone: 617-592-0657  
Address 1: 1030 Commonwealth Ave                      Address 2: 2nd Floor  
City: Brookline                              State: MA                              Zip Code: 02215  
Types of Capital: Monetary/Equity      Other Type of Capital:      Total Value of Capital Provided: \$2150000      Percentage of Initial Capital: 100  
Capital Attestation: Yes

**BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES**

No records found

**DISCLOSURE OF INDIVIDUAL INTERESTS**

No records found

**MARIJUANA ESTABLISHMENT PROPERTY DETAILS**

Establishment Address 1: 1030 Commonwealth Ave  
Establishment Address 2: Second Floor

Establishment City: Brookline

Establishment Zip Code: 02215

Approximate square footage of the establishment: 2829

How many abutters does this property have?: 46

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
Community Outreach Meeting Documentation	00780804.PDF	pdf	5c587dbf3d84de123a60ece4	02/04/2019
Plan to Remain Compliant with Local Zoning	00780810.PDF	pdf	5c5880caedbb73122a6143ef	02/04/2019
Certification of Host Community Agreement	00862851.PDF	pdf	5de84369fd468857b99bf383	12/04/2019
Plan to Remain Compliant with Local Zoning	00862849.PDF	pdf	5de8438dfd468857b99bf387	12/04/2019

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

### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan - Update 04-10-2020 (00890835xA4627).pdf	pdf	5e90d3aab014bf38e46cf59c	04/10/2020
Other	RISE Academy Letter of [EXECUTED] 10-21-2019 (00855365xA4627).pdf	pdf	5e90d3c3f0445c357cb08c1b	04/10/2020

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

### INDIVIDUAL BACKGROUND INFORMATION

#### Individual Background Information 1

Role: Other Role:  
First Name: John-Bryant Last Name: Hauck Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

#### Individual Background Information 2

Role: Other Role:  
First Name: John Last Name: Hauck Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

#### Individual Background Information 3

Role: Other Role:  
First Name: Francis Last Name: Helfrich-Hauck Suffix:  
RMD Association: Not associated with an RMD  
Background Question: no

#### Individual Background Information 4

**Role:** **Other Role:**  
**First Name:** Garrett **Last Name:** Hauck **Suffix:**  
**RMD Association:** Not associated with an RMD  
**Background Question:** yes

#### Individual Background Information 5

**Role:** **Other Role:**  
**First Name:** Stephen **Last Name:** DeFusco **Suffix:**  
**RMD Association:** Not associated with an RMD  
**Background Question:** no

#### Individual Background Information 6

**Role:** **Other Role:**  
**First Name:** Charles **Last Name:** Hayden **Suffix:**  
**RMD Association:** Not associated with an RMD  
**Background Question:** no

#### Individual Background Information 7

**Role:** **Other Role:**  
**First Name:** Ryan **Last Name:** Rouleah **Suffix:**  
**RMD Association:** Not associated with an RMD  
**Background Question:** no

#### ENTITY BACKGROUND CHECK INFORMATION

No records found

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	00780817.PDF	pdf	5c5884045d4b0b1b3ebdb64	02/04/2019
Secretary of Commonwealth - Certificate of Good Standing	00780753.PDF	pdf	5c5884132724e81b52558f39	02/04/2019
Bylaws	00780909.PDF	pdf	5c589df65fd63c1b24eb2d6c	02/04/2019
Department of Revenue - Certificate of Good standing	00781934.PDF	pdf	5c5dbaa99ff0081b482187cd	02/08/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Sec of State Good Standing (01267388xA4627).PDF	pdf	6469205723b8090008421776	05/20/2023
Department of Revenue - Certificate of Good standing	Good Standing - Dept of Revenue (2023 Renewal) (01263830xA4627).PDF	pdf	646920779c23790008c39891	05/20/2023
Department of Unemployment Assistance - Certificate of Good standing	Affidavit - Dept of Unemployment Assistance (2023 Renewal) (01263851xA4627).PDF	pdf	6469208e9c23790008c398a8	05/20/2023

Massachusetts Business Identification Number: 001344617

Doing-Business-As Name: Comm Ave Canna

Date generated: 09/05/2023

DBA Registration City: Brookline

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	00779720.PDF	pdf	5c58855e3d84de123a60ed10	02/04/2019
Plan for Liability Insurance	00780919.PDF	pdf	5c58a438d7a931124ee00c6c	02/04/2019
Proposed Timeline	Timeline 2023 (01267390xA4627).PDF	pdf	6469224723b80900084217ef	05/20/2023

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Security plan	Security Plan [FINAL] (00773976xA4627).pdf	pdf	5c58aa02eadf341230f653a8	02/04/2019
Plan for obtaining marijuana or marijuana products	00780934.PDF	pdf	5c58abf75d4b0b1b3ebbd22	02/04/2019
Prevention of diversion	00862959.PDF	pdf	5de83d30d5b0805341c650ed	12/04/2019
Storage of marijuana	00862960.PDF	pdf	5de83d47ea4df3530e6478ed	12/04/2019
Transportation of marijuana	00862875.PDF	pdf	5de83d5e170b4c5353e3d3e5	12/04/2019
Inventory procedures	00862877.PDF	pdf	5de83d7b160e3b57a3dd54d8	12/04/2019
Dispensing procedures	00862883.PDF	pdf	5de83dafa9ef3857c445c8fa	12/04/2019
Personnel policies including background checks	00862962.PDF	pdf	5de83dcd66a32657cfbde044	12/04/2019
Record Keeping procedures	00862964.PDF	pdf	5de83de340e348579197f9b2	12/04/2019
Maintaining of financial records	00862874.PDF	pdf	5de83dfbbcb01253152f9092	12/04/2019
Qualifications and training	00862963.PDF	pdf	5de83e33b4f83557d6cc9c25	12/04/2019
Restricting Access to age 21 and older	00872914.PDF	pdf	5e384eb74dd5bb0494104a43	02/03/2020
Quality control and testing	00872916.PDF	pdf	5e384ecb5a2369047f223e5c	02/03/2020
Diversity plan	Diversity Plan - FINAL [CCC RFI 3] 03-27-2019 (00887764xA4627) (00887796xA4627).pdf	pdf	5e90d411172cbc3545977340	04/10/2020

### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

### ATTESTATIONS

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

Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct

or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

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

I Agree

Notification: I 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: The licensee has not opened for business. The licensee expects to open in Summer 2023. Once the licensee begins the hiring process and opens to the public it will diligently pursue all goals included in the positive impact plan.

A LETTER FROM RISE ACADEMY IS ATTACHED.

#### COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: The licensee has not opened for business. The licensee expects to open in Summer 2023. Once the licensee begins the hiring process and opens to the public it will diligently pursue all goals included in the diversity plan.

#### HOURS OF OPERATION

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

## 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, Adam R. Barnosky, Esq., (*insert name*) attest as an authorized representative of Comm Ave Canna, 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 September 17, 2018 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on September 7, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on September 10, 2018 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on September 10, 2018 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

---

**LEGAL NOTICE  
TOWN OF BROOKLINE**

**COMMUNITY OUTREACH  
MEETING**

Notice is hereby given that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

*Published in the Friday, September 7, 2018 print edition of The Boston Globe (Metro Section; Page B4)*

September 7, 2018

**VIA FIRST CLASS MAIL AND CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Patrick J. Ward  
Town Clerk  
333 Washington St.  
1st Floor, Room 104  
Brookline, MA 02445

**RE: Notice of Community Outreach Meeting**

Dear Mr. Ward:

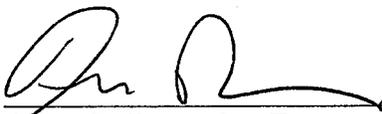
This letter is to notify you that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for a proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

For reference, kindly see the attached legal notice, published in The Boston Globe on September 7, 2018.

If you have any questions or concerns regarding this matter, please feel free to contact me by email or at the above-listed telephone number.

Best Regards,

Ruberto, Israel & Weiner, P.C.

  
By: Adam R. Barnosky, Esq.

Enclosure

September 7, 2018

**VIA FIRST CLASS MAIL AND CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Steven Heikin, Chair  
Planning Board  
Town of Brookline, 3<sup>rd</sup> Floor  
333 Washington St.  
Brookline, MA 02445

**RE: Notice of Community Outreach Meeting**

Dear Mr. Heikin and Members of the Planning Board:

This letter is to notify you that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for a proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

For reference, kindly see the attached legal notice, published in The Boston Globe on September 7, 2018.

If you have any questions or concerns regarding this matter, please feel free to contact me by email or at the above-listed telephone number.

Best Regards,

Ruberto, Israel & Weiner, P.C.

  
By: Adam R. Barnosky, Esq.

Enclosure



Attach. (B)

Adam R. Barnosky  
Ext.: 219  
E-mail: arb@riw.com

September 7, 2018

**VIA FIRST CLASS MAIL AND CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Neil Wishinsky, Chair  
Select Boart  
Town of Brookline, 6<sup>th</sup> Floor  
333 Washington St.  
Brookline, MA 02445

**RE: Notice of Community Outreach Meeting**

Dear Chairperson Wishinsky and Members of the Select Board:

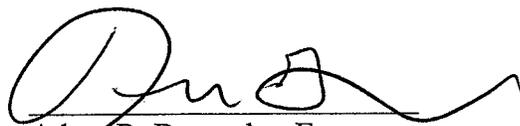
This letter is to notify you that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for a proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

For reference, kindly see the attached legal notice, published in The Boston Globe on September 7, 2018.

If you have any questions or concerns regarding this matter, please feel free to contact me by email or at the above-listed telephone number.

Best Regards,

Ruberto, Israel & Weiner, P.C.

  
By: Adam R. Barnosky, Esq.

Enclosure



Attach **(B)**

Adam R. Barnosky  
Ext.: 219  
E-mail: arb@riw.com

September 7, 2018

**VIA FIRST CLASS MAIL AND CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Melvin Kleckner  
Town Administrator  
Town of Brookline, 6<sup>th</sup> Floor  
333 Washington St.  
Brookline, MA 02445

**RE: Notice of Community Outreach Meeting**

Dear Mr. Kleckner:

As you are aware, I represent Comm Ave. Canna, Inc. relative to its proposed Marijuana Retailer at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. Kindly be advised of the following information.

This letter is to notify you that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for a proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

For reference, kindly see the attached legal notice, published in The Boston Globe on September 7, 2018.

If you have any questions or concerns regarding this matter, please feel free to contact me by email or at the above-listed telephone number.

Best Regards,

Ruberto, Israel & Weiner, P.C.

By: Adam R. Barnosky, Esq.

Enclosure

{00741338.DOCX/1}

September 10, 2018

**VIA FIRST CLASS MAIL AND CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

**RE: Notice of Community Outreach Meeting**

Dear Sir/Madam:

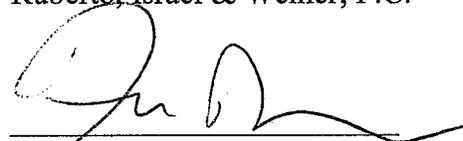
This letter is to notify you that Comm Ave. Canna, Inc. is conducting a Community Outreach Meeting for a proposed Marijuana Retailer on Monday, September 17, 2018, 6:00PM to 8:00PM, at the Holiday Inn Boston-Brookline, 1200 Beacon St, Brookline, MA 02446. The proposed Marijuana Retailer will be located at 1030 Commonwealth Ave., 2nd Floor, Brookline, MA 02215. The Community Outreach Meeting will include information on the proposed Marijuana Retailer. There will be an opportunity for the public to ask questions.

For reference, kindly see the attached legal notice, published in The Boston Globe on September 7, 2018.

If you have any questions or concerns regarding this matter, please feel free to contact me by email or at the above-listed telephone number.

Best Regards,

Ruberto, Israel & Weiner, P.C.



By: Adam R. Barnosky, Esq.

Enclosure

## COMM AVE CANNA – COMPLIANCE WITH LOCAL ZONING

Comm Ave Canna, Inc’s proposed Marijuana Retailer is located at 1030 Commonwealth Avenue, Second Floor, Brookline, Norfolk County, Massachusetts (the “**Property**”). The Property is located G-2.0 Business District, on Commonwealth Avenue, between Babcock Street and Winslow Road.

Per the Town of Brookline Zoning Bylaws, a Marijuana Retailer may operate in a “G” business district, so long as the property complies with certain local buffer requirements and obtains a Special Permit and approvals from local municipal authorities. Pursuant to Use 29A, the use of the Property as a Storefront Marijuana Retailer, in a G-Business District consisting of less than 5,000 square feet of gross floor area, will be permitted by Special Permit pursuant to Section 4.13 of the Town of Brookline Zoning Bylaws.

The location of the Property complies with the K-12 buffer requirement under Sec. 4.13(5)(E)(4)(a), of the bylaws passed at the Spring 2018 town meeting, which states, in relevant part:

“4. The required distance from schools that serve Kindergarten through 12th grade, public or private, shall be: (a) 500 feet for ... ii) Storefront Marijuana Retailers with the following provisos: (1) where the 500-foot buffer intersects a major corridor (as defined in subsection 2 immediately below), the buffer zone shall not include land on the opposite side of the major corridor from where the school is located.” Town of Brookline Zoning Bylaws Section 4.13(5)(E)(4)(a)(1).

Under Subsection 2, “major corridors” are defined as Beacon Street, Commonwealth Ave, and/or Route 9. The sole property with a protected use classification (Kindergarten through 12th grade, public or private) within five-hundred (500) feet is the Match Charter Public High School, located across the street at 1001 Commonwealth Avenue in the City of Boston. The proximity between the Property and the Match Charter Public High School is approximately

267.81 feet, however as the school is located on the opposite side of Commonwealth Ave. (a “major corridor” under the town bylaws), the Property remains in compliance with the local buffer requirement of Sec. 4.13(5)(E)(4)(a).

Comm Ave Canna, Inc. is in the process of obtaining local permitting approvals from the Town of Brookline and will ensure compliance with all zoning requirements.



## 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, JB Hauck, (*insert name*) certify as an authorized representative of Comm Ave. Canna, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Brookline (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on October 31, 2018 (*insert date*).

A handwritten signature in black ink, appearing to read 'JB Hauck', written over a horizontal line.

Signature of Authorized Representative of Applicant

### Host Community

I, Melinda Clarkner, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Brookline (*insert name of host community*) to certify that the applicant and the Town of Brookline (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on October 31, 2018 (*insert date*).

A handwritten signature in black ink, appearing to read 'Melinda Clarkner', written over a horizontal line.

Signature of Contracting Authority or Authorized Representative of Host Community



# TOWN of BROOKLINE

## *Massachusetts*

MELVIN A. KLECKNER  
TOWN ADMINISTRATOR

333 WASHINGTON STREET  
BROOKLINE, MASSACHUSETTS 02445  
TEL. (617) 730-2211  
FAX: (617) 730-2054  
[www.brooklinema.gov](http://www.brooklinema.gov)

September 24, 2019

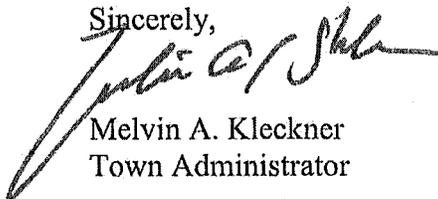
Mr. Adam Barnosky, Esq.  
255 State Street, 7<sup>th</sup> Floor  
Boston, MA 02109

Dear Adam:

You have requested a letter from me confirming Comm Ave Canna's compliance with the state buffer requirement to educational institutions as may be modified by the Town's Zoning by-laws. This letter shall confirm compliance of the proposed marijuana establishment of Comm Ave Canna, Inc. at 1030 Commonwealth Avenue with the buffer requirement of the Town of Brookline's zoning by-law. Specifically, we are confirming that the proposed establishment at 1030 Commonwealth Avenue is not located within 500 feet of an elementary or secondary school, as measured from lot boundary to lot boundary. Please note that the Match Charter School located at 1001 Commonwealth Ave in Boston is exempt from the 500 foot boundary provision since the Brookline by-law exempts educational institutions that are located on the opposite side of a major corridor (Beacon Street, Boylston Street, and Commonwealth Avenue).

Please do not hesitate to contact me if you have any further questions or concerns about this matter.

Sincerely,



Melvin A. Kleckner  
Town Administrator

cc: Select Board  
Patty Correa, First Assistant Town Counsel  
Alison Steinfeld, Director of Planning  
Daniel Bennett, Building Commissioner

**Adam R. Barnosky**

---

**From:** Adam R. Barnosky  
**Sent:** Thursday, May 4, 2023 8:52 AM  
**To:** mgoff@brooklinema.gov; Devon Fields  
**Subject:** Request for Town Costs Incurred - Comm Ave Canna, Inc. - For State CCC License Renewal (2023)

**Follow Up Flag:** Copied to Worldox (Banking & Real Estate\RE\13038\00004\01263389.MSG)

Hi Melissa and Devon,

I hope you are well. I am working with Comm Ave Canna, Inc. (1030 Comm Ave, Brookline) on its annual license renewal package with the CCC.

Per the CCC, ***“All licensees are required to contact their Host Community requesting the records of any costs imposed on the city or town that are reasonably related to the operation of the Marijuana Establishment or Medical Marijuana Treatment Center. The request should state that, “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.”***

Could you let me know what, if any, costs have been incurred by the town relative to Comm Ave Canna? As you likely know, the retailer is finalizing construction, with plans to open later this summer.

This is a time sensitive matter, so your timely assistance is greatly appreciated.

Thank you,

Adam

**Adam Barnosky, Esq.**

Co-Chair | Hospitality Practice Group  
255 State Street, 7th Floor | Boston, MA 02109  
Direct: 617.570.3519 | Cell: 617.686.6556  
e-mail: [arb@riw.com](mailto:arb@riw.com) | [www.riw.com](http://www.riw.com)  
Follow RIW on [LinkedIn](#), [Twitter](#) & [Facebook](#)





## COMM AVE CANNA, INC.

### Positive Impact Plan

Comm Ave Canna, Inc. (“CAC”) is committed to allocating efforts and resources to communities in Massachusetts, as designated by the Cannabis Control Commission, that have been disproportionately impacted by the war on drugs.

### GOALS

CAC’s goals relative to its Positive Impact Plan are as follows:

1. **Donate \$5,000 annually to RISE Academy.** As part of its Positive Impact Plan, CAC plans to donate to and partner with RISE Academy, headquartered in Boston, which recruits and serves students primarily from areas designated by the Cannabis Control Commission as areas disproportionately impacted by the war on drugs, including Dorchester, Mattapan, Roxbury, Jamaica Plain, Hyde Park, Roslindale, and South Boston. RISE Academy’s mission is to motivate students to promote Respect, Integrity, and Success through Education. *A letter confirming RISE’s cooperation with CAC was previously submitted to the Cannabis Control Commission.* RISE’s students are exclusively children of color: 65% African American, 30% Latino/a, 3% Asian American, and 2% Multiracial. 85% of RISE’s students will be the first in the families to attend college. 64% of RISE’s students are eligible for free or reduced-price lunch programs, 60% live in single-parent, female-headed households, and 18% are English Language Learners.
2. **Paid Internship Opportunities.** Offer one (1) paid internship opportunity per year to a graduate of RISE Academy who is 21 years of age or older and from or currently living in communities disproportionately impacted by the war on drugs, as defined by the Cannabis Control Commission

3. **Disproportionate Impact Hiring.** Hire 10-15% of its total employees from communities disproportionately impacted by the war on drugs within Boston, Suffolk County, Massachusetts, as designated by the Cannabis Control Commission in its “Designated Boston Census Tracts” per its “Guidance for Identifying Areas of Disproportionate Impact.” Such employees will include those with cannabis drug convictions (as allowed pursuant to relevant state law) and who have completed job training and re-entry programs for CAC’s hiring initiatives.

### **PROGRAM TO SUPPORT GOALS**

1. CAC will allocate adequate financial reserves to fund its goal donation and work directly with Rob Dixon, the Executive Director of Project RISE, to coordinate CAC’s annual \$5,000 contribution to RISE.
2. CAC leadership will meet a minimum of one (1) time per year with RISE Academy executives to discuss RISE program needs and to facilitate communication with graduates and internship opportunities at CAC.
3. As part of its recruitment strategy for its hiring goal, CAC will work closely Project Place ([www.projectplace.org](http://www.projectplace.org)). CAC will actively work with an internal recruitment specialist from to help to accomplish the company’s employment goals.

### **METRICS**

1. CAC will have financial data and cancelled checks showing annual donations to RISE Academy.
2. CAC will track each internship offer and hire from RISE Academy.

3. CAC will track, using HR Metric or similar software, the number of employees recruited, hired, retained or promoted, including those which come from areas disproportionate impact, as designated by the Cannabis Control Commission.
4. Progress of CAC's Positive Impact Plan will be documented annually from the date of CCC provisional license and each subsequent year.
5. Employees hired will be verified using the United States Census Bureau fact finder webpage matched to the CCC's Census Tract of disproportionate impacted areas.
6. CAC will review its internship program annually for compliance with the goals set forth above.

Comm Ave Canna 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.

**D**

**The 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)

**ARTICLE I**

The exact name of the corporation is:

Comm Ave Canna, 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:

Retail services and uses ancillary thereto, consistent with the laws of the Commonwealth of Massachusetts.

**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
Common	15,000			

\*Stock shall be composed of I.R.C. Section 1244 Stock

*\*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.

NONE

**ARTICLE V**

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

None, however, there may be restrictions on the shares of stock specified in the by-laws of the Corporation or a separate agreement among the stockholders and the Corporation.

**ARTICLE VI**

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

See Continuation Sheet VI

*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:  
1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215
- b. The name of its initial registered agent at its registered office:  
John-Bryant Hauck
- 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: John-Bryant Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215

Treasurer: John Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215

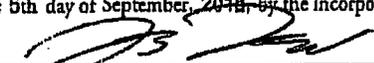
Secretary: Garrett Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215

Director(s): John-Bryant Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215  
John Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215  
Garrett Hauck, 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215

- d. The fiscal year end of the corporation:  
December
- e. A brief description of the type of business in which the corporation intends to engage:  
To conduct a retail services business.
- f. The street address of the principal office of the corporation:  
1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:  
1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215, 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 5th day of September, 2018, by the incorporator(s) \_\_\_\_\_

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

Name: John-Bryant Hauck \_\_\_\_\_

Address: 1030 Commonwealth Ave, 2nd Fl, Brookline, MA 02215 \_\_\_\_\_

Comm Ave. Canna, Inc.  
Articles of Organization  
Continuation Sheet VI

COMM AVE CANNA, INC.

CONTINUATION SHEET VI

ARTICLE VI. Other lawful provisions:

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.
2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.
4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
5. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.
6. Authorization of Directors to Make, Amend or Repeal Bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any

Comm Ave. Canna, Inc.  
Articles of Organization  
Continuation Sheet VI

provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the articles of organization or the bylaws requires action by the shareholders.

7. Indemnification of Directors and Officers. The following indemnification provisions shall apply to the persons enumerated below.

(a) Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subsection (c) of this Section 7, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors, or an authorized committee of the board of directors.

(b) Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 7 or otherwise.

(c) Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Section 7 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(d) Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be

Comm Ave. Canna, Inc.  
Articles of Organization  
Continuation Sheet VI

made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors, or an authorized committee of the board of directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors, or an authorized committee of the board of directors.

(e) Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors, or an authorized committee of the board of directors.

(f) Non-Exclusivity of Rights. The rights conferred on any person by this Section 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

(h) Insurance. The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Section 7; and (ii) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this Section 7.

THE COMMONWEALTH OF MASSACHUSETTS

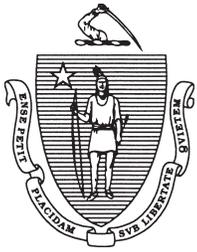
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

September 05, 2018 03:31 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: January 30, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**COMM AVE CANNA, INC.**

is a domestic corporation organized on **September 05, 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 black ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19010491120

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

Processed by:

**BYLAWS**  
**of**  
**COMM AVE CANNA, INC.**  
**A Massachusetts Corporation**

Adopted: September 5, 2018

**BYLAWS**  
**OF**  
**COMM AVE CANNA, INC.**

**TABLE OF CONTENTS**

ARTICLE I SHAREHOLDERS.....	1
<i>Section 1. Annual Meeting</i> .....	1
<i>Section 2. Special Meetings</i> .....	1
<i>Section 3. Place of Meetings</i> .....	1
<i>Section 4. Requirement of Notice</i> .....	1
<i>Section 5. Waiver of Notice</i> .....	1
<i>Section 6. Quorum</i> .....	2
<i>Section 7. Voting and Proxies</i> .....	2
<i>Section 8. Action at Meeting</i> .....	2
<i>Section 9. Action without Meeting by Written Consent</i> .....	3
<i>Section 10. Record Date</i> .....	3
<i>Section 11. Meetings by Remote Communications</i> .....	3
<i>Section 12. Form of Shareholder Action</i> .....	4
<i>Section 13. Shareholders List for Meeting</i> .....	4
ARTICLE II DIRECTORS.....	5
<i>Section 1. Powers</i> .....	5
<i>Section 2. Number and Election</i> .....	5
<i>Section 3. Vacancies</i> .....	5
<i>Section 4. Change in Size of the Board of Directors</i> .....	5
<i>Section 5. Tenure</i> .....	5
<i>Section 6. Resignation</i> .....	6
<i>Section 7. Removal</i> .....	6
<i>Section 8. Regular Meetings</i> .....	6
<i>Section 9. Special Meetings</i> .....	6
<i>Section 10. Notice</i> .....	6
<i>Section 11. Waiver of Notice</i> .....	6
<i>Section 12. Quorum</i> .....	6
<i>Section 13. Action at Meeting</i> .....	6
<i>Section 14. Action Without Meeting</i> .....	7
<i>Section 15. Meetings by Remote Communications</i> .....	7
<i>Section 16. Committees</i> .....	7
<i>Section 17. Compensation</i> .....	7
<i>Section 18. Standard of Conduct for Directors</i> .....	8
<i>Section 19. Conflict of Interest</i> .....	8
<i>Section 20. Loans to Directors</i> .....	9
ARTICLE III MANNER OF NOTICE.....	9
ARTICLE IV OFFICERS.....	10
<i>Section 1. Enumeration</i> .....	10

Section 2. <i>Appointment</i> .....	10
Section 3. <i>Qualification</i> .....	11
Section 4. <i>Tenure</i> .....	11
Section 5. <i>Resignation</i> .....	11
Section 6. <i>Removal</i> .....	11
Section 7. <i>President</i> .....	11
Section 8. <i>Treasurer</i> .....	11
Section 9. <i>Secretary</i> .....	11
Section 10. <i>Standards Of Conduct For Officers</i> .....	11
ARTICLE V PROVISIONS RELATING TO SHARES.....	12
Section 1. <i>Issuance and Consideration</i> .....	12
Section 2. <i>Share Certificates</i> .....	12
Section 3. <i>Uncertificated Shares</i> .....	12
Section 4. <i>Record and Beneficial Owners</i> .....	13
Section 5. <i>Lost or Destroyed Certificates</i> .....	13
Section 6. <i>Transfer of Shares</i> .....	13
ARTICLE VI CORPORATE RECORDS .....	13
Section 1. <i>Records to be Kept</i> .....	13
Section 2. <i>Inspection of Records by Shareholders</i> .....	14
Section 3. <i>Scope of Inspection Right</i> .....	15
Section 4. <i>Inspection of Records by Directors</i> .....	15
ARTICLE VII INDEMNIFICATION .....	16
Section 1. <i>Definitions</i> .....	16
Section 2. <i>Indemnification of Directors and Officers</i> .....	16
Section 3. <i>Advance for Expenses</i> .....	17
Section 4. <i>Determination of Indemnification</i> .....	17
Section 5. <i>Authorization of Indemnification and Advances</i> .....	18
Section 6. <i>Notification and Defense of Claim; Settlements</i> .....	18
Section 7. <i>Insurance</i> .....	19
Section 8. <i>Application of this Article</i> .....	19
ARTICLE VIII FISCAL YEAR .....	20
ARTICLE IX AMENDMENTS .....	20

**ARTICLE I**  
**SHAREHOLDERS**

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

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

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

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

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

transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

*Section 6. Quorum.*

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

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

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

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

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

*Section 9. Action without Meeting by Written Consent.*

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

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

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

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

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

*Section 12. Form of Shareholder Action.*

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

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

*Section 13. Shareholders List for Meeting.*

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

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

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

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

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

## ARTICLE II

### DIRECTORS

*Section 1. Powers.* All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

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

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

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

*Section 5. Tenure.* The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall

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

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

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

*Section 8. Regular Meetings.* Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting provided that notice of the first regular meeting following any such determination shall be given to absent Directors.

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

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

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

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

*Section 13. Action at Meeting.* If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken

unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

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

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

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

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

*Section 18. Standard of Conduct for Directors.*

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like

position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

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

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

*Section 19. Conflict of Interest.*

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

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

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

(3) the transaction was fair to the Corporation.

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

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

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

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

### **ARTICLE III**

#### **MANNER OF NOTICE**

All notices hereunder shall conform to the following requirements:

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

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

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

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

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

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

## **ARTICLE IV**

### **OFFICERS**

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

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

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

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

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

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

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

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

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

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

believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

## ARTICLE V

### PROVISIONS RELATING TO SHARES

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

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

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

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

that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

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

*Section 6. Transfer of Shares.* Subject to the restrictions, if any, stated or noted on the stock certificates or any agreement amongst the shareholders and the Corporation, 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 Board of Directors or the transfer agent of the Corporation may reasonably require. Except as may be otherwise required by law, by the Articles of Organization, by these Bylaws or any agreement among the shareholders and the Corporation, 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 receive notice and 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 Bylaws.

## ARTICLE VI

### CORPORATE RECORDS

*Section 1. Records to be Kept.*

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

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

- (i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;
- (vi) a list of the names and business addresses of its current Directors and officers; and
- (vii) its most recent annual report delivered to the Massachusetts Secretary of State.

*Section 2. Inspection of Records by Shareholders.*

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

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

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

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

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

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

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

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

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

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

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

*Section 3. Scope of Inspection Right.*

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

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

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

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

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

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

## ARTICLE VII

### INDEMNIFICATION

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

“Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger.

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

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

“Expenses” include counsel fees.

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

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

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

*Section 2. Indemnification of Directors and Officers.*

(a) Except as otherwise provided in this Section, the Corporation may indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had

no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

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

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

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

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

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

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

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

*Section 5. Authorization of Indemnification and Advances.*

(a) Authorization of indemnification and advances shall be made in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate.

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

*Section 6. Notification and Defense of Claim; Settlements.*

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

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

*Section 7. Insurance.* The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

*Section 8. Application of this Article.*

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

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

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

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

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

## **ARTICLE VIII**

### **FISCAL YEAR**

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

## **ARTICLE IX**

### **AMENDMENTS**

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

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

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

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

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

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



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOHN-BRYANT HAUCK  
COMM AVE CANNA INC.  
1030 COMMONWEALTH AVE FL 2  
BOSTON MA 02215-1103

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

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

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

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

### *What if I have questions?*

If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

### *Visit us online!*

Visit [mass.gov/dor](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

550000

**COMM AVE CANNA – STATE APPLICATION: SUMMARY OF BUSINESS PLAN**

State Application: Summary of Business Plan ..... 1

    Introduction..... 1

    Plans for Expansion ..... 5

    The Comm Ave Canna Team ..... 6

    Competitive Advantage ..... 12

    Community Engagement ..... 15

    Conclusion ..... 17

**Introduction**

Comm Ave Canna will operate as a Marijuana Retailer located at 1030 Commonwealth Avenue, Second Floor, Brookline, Massachusetts, 02215, selling cannabis and cannabis products to consumers. Comm Ave Canna is a family-owned business with deep ties to the Brookline community. The Hauck family, who will own and operate Comm Ave Canna, are longtime owners and operators of Perfect Tan in Brookline and The Living Room in Boston. For details on these businesses and the Hauck Family, please see the section *The Comm Ave Canna Team* below. As a Marijuana Retailer, Comm Ave Canna will purchase cannabis and cannabis products from Marijuana Cultivators and Marijuana Product Manufactures, duly licensed by the Cannabis Control Commission and tested by independent testing laboratories, and sell such products to consumers. *M.G.L. c. 94G, § 1.* Comm Ave Canna will not deliver marijuana products to consumers or allow on-site social consumption by consumers on the premises of the Marijuana

Retailer. 935 CMR 500.050 (5)(a)(1). Further, all marijuana-related activities will be conducted solely at 1030 Commonwealth Avenue, Second Floor, Brookline, Massachusetts, 02215, which is the address which will be identified in Comm Ave Canna's Marijuana Retailer license. 935 CMR 500.050 (5)(a)(2). Comm Ave Canna is developing a set of detailed written operating procedures, utilizing experts in the cannabis industry, that the company will follow to ensure compliance with all state and local regulations and industry best practices. 935 CRM 500.105 (1). Comm Ave Canna's retail location will be accessible only to consumers 21 years of age or older, or in possession of a medical registration card demonstrating that the individual is a registered qualifying patient with the Medical Use of Marijuana Program. 935 CMR 500.050 (5)(b). Above and beyond operating requirements mandated by the Commonwealth of Massachusetts, Comm Ave Canna will comply with all local rules, regulations, ordinances, and bylaws. 935 CRM 500.170 (1).

Comm Ave Canna has already entered into a *Host Community Agreement* with the Town of Brookline, submitted *Packet 1: Application of Intent* to the Cannabis Control Commission, is in the process of completing *Packet 2: Background Check*, and is submitting this *Packet 3: Management and Operations Profile* in order to continue through the Town of Brookline's local application process.

Comm Ave Canna's mission is to be a family-operated, socially responsible member of the community, providing an exceptional customer experience, educating and selling sustainably produced, pesticide- and contaminant-free, high-quality cannabis products. Comm Ave Canna's cannabis products will include products that have been manufactured and contain cannabis or an extract from cannabis, including concentrated forms of cannabis and products composed of

cannabis and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils, and tinctures. *935 CMR 500.002*.

As a Marijuana Retailer, Comm Ave Canna will leverage strong relationships with its vendors to realize consistent, timely deliveries of the products it will sell. Comm Ave Canna will work directly with Marijuana Cultivators and Marijuana Product Manufacturers who, by the nature of their respective licenses, are authorized to transfer cannabis and cannabis products to other Marijuana Establishments, but not to consumers. *935 CMR 500.050 (2)(a); (4)*. Comm Ave Canna understands the importance of vendor relationships, and as such, has preemptively begun discussions with several Marijuana Cultivators and Marijuana Product Manufacturers that have expressed interest in developing a relationship with Comm Ave Canna. When selecting vendors, Comm Ave Canna places value on environmental sustainability by giving priority to Marijuana Cultivators and Marijuana Product Manufacturers that utilize environmentally friendly technologies and have plans in place to become Energy and Environmental Leaders as specified by the Cannabis Control Commission.

The proposed Marijuana Retail facility is 2,850 square feet, currently being used as a 20-room tanning salon operated by the Hauck Family. Upon conversion from tanning salon to a Marijuana Retailer, the facility's power requirements will decrease significantly, allowing Comm Ave Canna to take 600-amp service off of the grid and saving enough electricity to power nearly an entire city block. In 2018, the tanning salon consumed 46,360 KWH in tanning bed usage, consumption that will be taken off the grid entirely. A second service at the tanning salon consumed 22,054 KWH in 2018, and Comm Ave Canna anticipates this consumption will be reduced by half due to lower air conditioning requirements. Further, Comm Ave Canna will feature environmentally sustainable lighting such as LED lights as well as natural lighting via

two skylights that currently exist in the facility (skylights will be secured using fabricated metal grates bolted through concrete and reinforced steel). Considering these factors, Comm Ave Canna believes its operating plan inherently identifies energy use reduction opportunities (such as natural lighting and energy efficiency measures), and converting the tanning salon into a Marijuana Retailer constitutes a plan for implementation of such opportunities. *935 CMR 500.105 (15)(a)*. Comm Ave Canna has considered opportunities for renewable energy generation, including energy generators (such as solar panels) being placed on the site, but does not believe this is feasible due to roof access from adjacent buildings, existing equipment already in place on the roof, and the condition of the roof itself. *935 CMR 500.105 (15)(b)*. Comm Ave Canna will work with the landlord to explore potential solar panel options in the future. As a Marijuana Retailer, Comm Ave Canna does not believe its business will place a significant burden on the energy grid; still, the company has explored strategies to reduce electric demand and intends to implement lighting schedules to prevent wasted electricity. *935 CMR 500.105 (15)(c)*. Further, as part of its effort to become an Energy and Environmental Leader, Comm Ave Canna will explore engagement with energy efficiency programs offered pursuant to *M.G.L. c. 25, § 21*, or through municipal lighting plants. *935 CMR 500.105 (15)(d)*.

Comm Ave Canna commissioned Anderson Porter Design to create a design concept for its Marijuana Retailer facility. Anderson Porter Design designs, engineers, and constructs cannabis-industry facilities that transform ideas into successful, profitable businesses that promote health, wellness, and sustainability in design. The interior of the space has a sky-blue and white Italian tile floor, with a detailed ceiling featuring concrete over beams. The footprint of the facility was specifically designed to allow for clean lines and flow of customers.

Comm Ave Canna recognizes that the Town of Brookline is particularly concerned about crowd control issues that may occur during the first several weeks of operations. Leveraging deep experience with managing crowds at its restaurant, bar, and lounge, Comm Ave Canna has developed a plan to manage potential crowd control issues. For example, in addition to plenty of off-street and metered parking, there will be 12 parking spaces behind the store attended by a valet from Boston Valet to assist those customers who drive to Comm Ave Canna; bicycle racks will be provided at a volume to be determined by a Traffic Impact & Access Study currently being conducted by Design Consultants, Inc. on behalf of Comm Ave Canna; a receptionist will be stationed at the ground-floor door to pre-check IDs and prevent any disruption by lines forming; and, building upon a strong connection to neighborhood businesses, Comm Ave Canna will work with local cafés and restaurants to manage crowds by directing customers to patronize these businesses while they wait, and customers will be notified that they may enter the Marijuana Retailer via a telephone call or text message when staff are ready to serve them. During the first month of operations, and longer if necessary, Comm Ave Canna plans to take appointments to mitigate crowd control issues.

### **Plans for Expansion**

One of Comm Ave Canna's major goals in starting a Marijuana Retailer is to build a business that will survive based on its own cash flow without the need for injecting finances from external sources once the business is officially up and running. As detailed in Packet 3: Management and Operations Profile, Comm Ave Canna will make sure the correct foundation, structures, and processes are put in place to ensure that its staff and customers are well taken care of. As with

the other successful companies that the Comm Ave Canna team owns and operates, the company's corporate culture is designed to drive the business to greater heights, and treating staff like family is a cornerstone of that plan for growth. With this policy, Comm Ave Canna will be able to successfully hire and retain the best talent in the industry; in turn, they will be more committed to helping Comm Ave Canna expand.

Eventually, Comm Ave Canna would like to build upon success at its first location to expand its licenses to other areas of Massachusetts. At present, the limit is three marijuana retailer licenses for a single licensee. *M.G.L. c. 94G, §16.*

### **The Comm Ave Canna Team**

Comm Ave Canna is led by highly successful community business owners, the Hauck Family. Their two current businesses, Perfect Tan in Brookline and The Living Room in Boston are longstanding staples of the communities.

John Hauck will serve as **Bookkeeper** for Comm Ave Canna. John is a Vietnam-era Infantry Veteran who served in the 3rd Armored Division in Frankfurt, Germany, and subsequently worked for the Army with Special Services for four years after being honorably discharged. John's history serving the military has resulted in a passion for hiring veterans; for more information regarding Comm Ave Canna's plan to ensure equality among veterans, please see *Comm Ave Canna's Diversity Plan.*

John has been a local area business owner since 1976, when John and his wife, Francie, moved back to the United States from Europe to open an imported Italian Leathergoods shop at 31 Newbury Street. In 1983, he founded and served as Treasurer and Business Manager for

Ristorante Toscano. After opening, John assumed duties of Maitre'D and General Manager, including all bookkeeping, accounts payable and receivable, payroll, food and beverage purchases, marketing and advertising, hiring, and training of front of house staff. Eventually, John secured a full liquor license for the business in 1993, beginning his 15-year perfect track record of never receiving a local or state violation on his liquor licenses for overserving customers or allowing underage drinking. In 1998, John founded Atlantic 101, a unique seafood restaurant on Atlantic Avenue. In 2004, the business concept changed to The Living Room, a full-service restaurant, bar, and lounge with capacity for 240 guests that currently employs 31 people. Through owning and operating The Living Room, John became an expert in supply chain management, preventing diversion to minors, and creating a high-quality customer experience.

John is also co-founder and Treasurer of Perfect Tan, an award-winning tanning salon which is the largest in the area. The tanning industry is highly regulated by both the FDA and by local regulators (specifically the Brookline Health Department) because of UV exposure. Through owning and operating Perfect Tan, John and Francie Hauck gained experience in compliance with various local, state, and federal regulatory frameworks and learned the importance of adhering to strict operating procedures to maintain customer safety. Persons under 18 may not tan, so the Hauck family trains all staff on proper ID checking procedures. Federal guidelines allow individuals to tan only once each 24-hour period; therefore, Francie and the staff at Perfect Tan must monitor each client's tanning history on a continual basis. FDA warning signs are posted in each room, and at the front desk, along with rules for safe tanning. Further, specific bed sanitizing solutions must be mixed, tested, and the results documented and retained, as cleanliness is of the utmost importance to prevent the possibility of transferring disease. Upon licensure, the Perfect Tan location will be retrofitted to become Comm Ave Canna's dispensary.

With the Hauck family's deep experience with managing high-volume, customer-focused businesses with strict inventory and regulatory compliance requirements makes them uniquely qualified to own and operate a Marijuana Retailer in Brookline. With her ties to Brookline through Perfect Tan and her volunteer work with Brookline Adult Education, Francie Hauck will serve as Comm Ave Canna's Community Outreach Director.

J.B. Hauck, will serve as the **Chief Executive Officer** for Comm Ave Canna. After graduating from Bryant University in 2006, J.B. was determined to work his way into a General Manager role at his family's restaurant, bar, and lounge, The Living Room. For four years, J.B. served as the Function Manager, booking, planning, and executing private events for The Living Room clientele and learning the importance of building strong relationships with customers. This clientele ranged from large Fortune 500 corporations to small local charities and community organizations. Through this position, J.B. was able to work with the Boston Police A-1 Captain's Advisory Board on a variety of community issues. Eventually, J.B. spearheaded a campaign to build community support for The Living Room obtaining a 2:00 am liquor and DJ license. After meeting with key community stakeholders and addressing their concerns, J.B.'s campaign was successful, and The Living Room was granted the license. This experience will be critical for Comm Ave Canna, as J.B. will again engage local stakeholders to mitigate concerns about the development of a Marijuana Retailer in their community.

After successfully lobbying for this license, J.B. was promoted to Bar Manager. In that role, J.B. gained expertise in critical skills directly relevant to the operation of a Marijuana Retailer. First, J.B. was responsible for designing inventory systems, maintaining inventory of products, and building strong relationships with alcohol vendors. In the event of any inventory discrepancies, J.B. was responsible for investigating using sales data and video footage. This

experience will directly inform Comm Ave Canna's inventory policies and procedures. Second, J.B. was responsible for training all staff on checking IDs, and earned a Crowd Control Manager certification. J.B. ensured strict adherence to Alcoholic Beverage Control Commission rules at the Massachusetts state level, as well as adherence to Licensing Board for the City of Boston rules at the local level. The Living Room has never received a citation for underage drinking nor over-serving in its 15-year history. In fact, police often called upon him to view outside camera data in the event of traffic accidents or other incidents around the neighborhood. This cooperation helped resolve police neighborhood issues. Comm Ave Canna will continue that history of compliance by thoroughly training its staff on best practices related to preventing x to minors. Third, J.B. was responsible for hiring and training of all front-of-house employees, overseeing staff (and patrons) for safe service of alcoholic beverages. J.B. is ServSafe certified and has also completed ServSafe Food Allergen Trainings. The Living Room is inspected annually and has upwards of eight random, unannounced inspections by the Board of Health, Fire Department and plain-clothes detectives directed by the city to check for compliance with underage drinking laws, maintaining crowd control logs, over-serving, maintaining clear entrances and exits, and security protocols; the Living Room has **never once** been cited for any over-serving of customers or for any other crowd-control related issues. The Town of Brookline is particularly concerned about crowd control during the first three weeks of operations, and under J.B.'s leadership, Comm Ave Canna is uniquely qualified to manage high-volume crowds while still delivering excellent customer service. Since 2013, J.B. has served as General Manager for The Living Room, overseeing all aspects of the establishment while continuing the role of Bar Manager and Function Manager.

Garrett Hauck will serve as **General Manager/HR Director** for Comm Ave Canna. Since 2002, Garrett has worked for the Hauck family businesses (Perfect Tan and first Atlantic 101, Inc., DBA The Living Room) in a variety of roles, starting as bar-back, bartender, security, and eventually manager. In these roles, Garrett: ensures quality control, dating, and labeling of all perishable items; keeps the bar stocked and ready for service; and, ensured the facility was clean and ready for customers at all times. This experience will be critical for maintaining inventory control and a sanitary facility at Comm Ave Canna, both for the sake of customers and the safe storage of products. Garrett is also well-versed in crowd control, verifying forms of identification for validity, and is TIPS certified for identifying signs of intoxication and defusing escalated situations with artistry. These are three critically important aspects of running a compliant Marijuana Retailer, and Garrett is proud to continue The Living Room's tradition of never receiving a violation for serving minors or over-serving customers.

In 2011, Garrett graduated from Johnson & Wales University with a Bachelor of Science in Entrepreneurship and a concentration in Human Resource Training & Development. Garrett is also an entrepreneur in his own right; since 2009, Garrett has been the owner of Urban Green LandEscapes, a landscape and hardscape design/installation business. Through owning and operating this business, Garrett has become highly familiar with both the agricultural industry and what it takes to effectively run a business generally. He has developed skills in: effectively marketing a business to potential customers; creating strong business relationships with clients; writing scopes of work and contracts; managing and coordinating job responsibilities among multiple employees; maintaining records of daily income, administering bank deposits, and managing accounts payable/receivable; coordinating delivery schedules; conducting effecting on-the-job training while supervising and coordinating job activities; writing job descriptions,

training new employees, creating work flow charts, and developing standardized training procedures; and, is OSHA-certified to enforce safety procedure on site.

Frances “Francie” Hauck will serve as **Community Outreach Director** for Comm Ave Canna. Francie has lived in Boston since 1976 when she moved from Europe to Massachusetts to marry John Hauck. Living in Massachusetts was not happenstance for Francie—she traveled thousands of miles to make Massachusetts her home and absolutely adores her community. Francie graduated from the University of California Berkeley and earned a Bachelor of Arts degree in Communications and a minor in Biology. Since 1998, Francie has worked in the Hauck family business and largest tanning salon in Boston, Perfect Tan (and the later additions, Gloss Salon and Novell Revolution), in a variety of roles, including Manager, Corporate Secretary, Board Member, and eventually Corporate President. In these roles, Francie: managed day-to-day operations, led advertising efforts, hired and trained personnel, maintained inventory and headed purchasing, coordinated design and construction projects, and performed equipment maintenance.

Outside of running Perfect Tan, Francie volunteers often at the Brookline Adult & Community Education Center and began her own community garden, fondly called the “Guerilla Garden.” Francie originally enrolled herself in Silver Smiting classes at the Brookline Adult & Community Education Center, and after several years, she was asked to teach classes herself and to help promote community participation. Francie teaches a diverse group of students and often works with persons with mental or physical limitations. Francie takes particular joy in mentoring students who need special help in order to build confidence and foster social interactions. Her ability to aid these individuals, as well as increase participation in the community, is exceptionally gratifying.

Francie was the leading force behind the Hauck family's establishment of a Guerilla Garden in their neighborhood in the late 1980s. Through lots of hard work, dedication, lobbying, city planning, mobilizing, and community support, Francie has kept the community garden still running today. The garden is temporarily in an alternate location in Mission Hill, as the original Guerilla Garden plot is the future home to a subterranean housing development that incorporates gardens as the roof of the complex with the highest LEED certification. Without the diligent work of the Hauck's, the garden would have been lost forever, taken over by inevitable development and no longer an asset of the community. Francie is a paragon of community dedication and is excited to translate these skills into her role as Community Outreach Director at Comm Ave Canna.

Through owning and operating her businesses as well as volunteering extensively in the community garden and with Brookline Adult & Community Education, Francie has become highly familiar with community outreach and education, as well as what it takes to effectively run a business. Francie has developed skills in: orchestrating educational events, forming and implementing an effective community action plan, identifying local community groups and charitable organizations for potential relationships, and promoting participation, including volunteering, from local community groups.

### **Competitive Advantage**

Comm Ave Canna will maintain sustainable competitive advantage for several reasons. First, being a family-owned and operated business, Comm Ave Canna will quickly be able to change and adapt to fluctuating market developments and trends as they occur in real time. As local

business owners and community members, Comm Ave Canna will be locally driven and responsive to Brookline demands, as opposed to multi-state companies that open stores across the country but are directed from their headquarters elsewhere.

Comm Ave Canna will sell cannabis flower in both pre-packaged form and “deli-style.” This means that customers will be able to conveniently purchase pre-packaged quantities of cannabis flower if they know ahead of time exactly what product they are looking for, but will also be able to see and smell and the product that they are buying if they require more information prior to purchasing. By serving both deli-style and prepackaged, customers will have the best of both worlds. Comm Ave Canna believes that this style of serving customers is allowed by *935 CMR 500.105 (5)(a)(3)*, which states that Marijuana Retailers may package cannabis.

Comm Ave Canna will be sourcing its products from multiple vendors, and will choose which products to buy from each vendor based on what they do best. By doing so, Comm Ave Canna will make sure we are providing top-of-the-line products for its customers. One of Comm Ave Canna’s suppliers will have their brand and label in the Comm Ave Canna store; this company is supported by a 60-thousand square foot, state-of-the-art Cultivation facility. Their products have brand recognition and are some of the highest quality products available in Massachusetts. Comm Ave Canna believes that because of this supplier’s market presence and future marketing and advertising plans, customers will seek these products at Comm Ave Canna’s store. Comm Ave Canna has also explored opportunities for co-branding with this company, and by doing so, their products will be associated with Comm Ave Canna through joint efforts.

Comm Ave Canna will provide a customer experience that will rival that of any other competitor by giving its store a distinct neighborhood feel in a spacious, less-rushed

environment. The store's waiting area will hold 15-20 people; in order to expedite sales, customers will be able to preorder and pick up their products, skipping lines.

Comm Ave Canna intends to become a market leader by earning Leadership Ratings through the Cannabis Control Commission's Leadership Rating Program for Marijuana Establishments. *935 CRM 500.040 (1)(a-d)*. Comm Ave Canna will aim to achieve Leadership Ratings in the following categories: Local Employment Leader; Energy and Environmental Leader; and, Compliance Leader. In order to obtain these Leadership Ratings, Comm Ave Canna **will aim meet the following Leadership Rating criteria.**

- Local Employment Leader — Comm Ave Canna is already on its way to being a Local Employment Leader; 100% of its owners and current executive team have been Massachusetts residents for 12 months or more. In its first year of operations, Comm Ave Canna intends to employ 51% or more people who have been Massachusetts residents for 12 months or more, as determined by the Commission. This will allow Comm Ave Canna to become a Local Employment Leader at the beginning of the second year of its operations. *935 CRM 500.040 (3)(b)*.
- Energy and Environmental Leader — In its first year of operations, Comm Ave Canna intends to: meet its energy and environmental impact goals; consistently document and comply with best management practices for energy use, waste disposal, and environmental impact; document that renewable energy credits representing 100% of its energy usage have been retired; and, label all products it carries if they are produced using 100% renewable energy as being produced using 100% renewable energy. This

will allow Comm Ave Canna to become an Energy and Environmental Leader at the beginning of its second year of operations. *935 CRM 500.040 (3)(c)*.

- Compliance Leader — In its first year of operations, Comm Ave Canna intends to: ensure all employees have completed all required trainings for their positions within 90 days of hire; not be issued a written deficiency statement; not be the subject of a cease and desist order or a quarantine order; not have its license suspended; and, meet all timelines required by the Commission. This will allow Comm Ave Canna to become a Compliance Leader at the beginning of the second year of its operations. *935 CRM 500.040 (3)(d)*.

### **Community Engagement**

As residents of Mission Hill, Massachusetts since 1985, the Hauck family has always given back to their community. One way in which the Hauck family has given back is through community gardening. Their first plot was with the Mission Hill Community Garden, but quickly there were not enough plots in it for all the neighbors who wanted a plot. There was a local fallow field nearby about the size of a half city block. The lot was very overgrown with brush. The Haucks spoke with Representative Kevin Fitzgerald about potentially using the property for a community garden. At a community meeting, Representative Fitzgerald introduced Francie and John Hauck to then Boston Mayor Thomas Menino, and they explained what they wanted to do with the land. After having the soil tested for lead and other contaminants, the mayor allowed the Hauck family to use the property for a community garden, working with neighbors to obtain adequate resources for the project. Over the years, the garden came to be known as the “Guerrilla” Garden

because it was not officially recognized and funded by Boston Natural Areas Network. The garden had a total of six to fifteen garden plots each year.

Sharing fruits and produce grown on this property was a great way to introduce residents to urban agriculture. People walking down Parker Street would stop to watch gardeners pick tomatoes, zucchini, asparagus, and other seasonal crops. Many of the neighbors that had little or no gardening experience would approach members of the garden expressing interest in learning, working, and obtaining a garden plot of their own. Within the first few years of managing the Guerrilla Garden, the Mission Hill K-8 school system started gardening several plots within the garden. It was something special to see children learning, tilling the soil, planting seeds, watering, getting dirty, and, in the end, bringing fresh produce home with them after school.

Development was inevitable for this site, however. Over the years, several official uses for the property were proposed, but none met all the community's needs and would have proven harmful if allowed; by attending dozens of community meetings, the Hauck family and Guerrilla Garden members were able to keep these types of projects from taking over the garden lot. Soon enough, one developer came along with a plan and idea which everyone could agree on; Sebastian Mariscal and his development team proposed to build under the garden space, down the steep back of the hill with new roof tops serving as the new garden. This project was accepted by the community as the best option for the site, and the developer is currently awaiting permits to begin.

Since then, the Hauck family returned to Mission Hill Community Gardens and have two wonderful plots there. They continue to share the seasonal offerings with neighbors while encouraging others to develop a plot of their own. This story typifies the way in which the Hauck family engages community stakeholders to improve the lives of local residents. In fact, being a

socially responsible member of the community is part of Comm Ave Canna's mission statement. Corporate giving is nothing new to the Hauck family, as The Living Room has a long history of giving back to the community; each year, The Living Room hosts the North End Cornhole Classic, with all proceeds benefiting the North End Music and Performing Arts Center ("NEMPAC") and the Geraldine Marshall Scholarship Fund, which awards four North End children under the age of 18 with a full-year scholarship for music lessons or to participate in one of NEMPAC's artistic programs. Additionally, in the aftermath of Hurricane Irma and Hurricane Maria, The Living Room hosted a fundraiser to support relief efforts in the U.S. and British Virgin Islands. Comm Ave Canna will proudly continue the Hauck family's legacy of community engagement.

### **Conclusion**

Comm Ave Canna's business plan for its Marijuana Retailer is built upon the proven success of the Hauck family's two currently operating businesses, Perfect Tan in Brookline and The Living Room in Boston, both staples of their community. Comm Ave Canna will be fully integrated into its host community, leveraging existing relationships with local business owners, community organizations, regulatory officials, and law enforcement. Working proactively with regulators will allow Comm Ave Canna to continue the Hauck family's 15-year record of perfect regulatory compliance, having never once received a citation for overserving a customer or for serving a minor. At Comm Ave Canna, customers will come to expect the highest in product quality, customer education, and customer service, all provided by knowledgeable, friendly, and professional local staff.

## **COMM AVE CANNA – PLAN FOR OBTAINING LIABILITY INSURANCE**

Comm Ave Canna, Inc. (“CAC”) is aware of the statutory requirements under 935 CMR 500.00 to obtain Commercial Liability Coverage from an insurance carrier. CAC is currently in discussions with insurance carriers in Massachusetts and Colorado regarding options for coverage of the Marijuana Retail facility in Brookline, Massachusetts. CAC intends to obtain liability coverage of no less than \$1,000,000 per occurrence and \$2,000,000 per aggregate, and other such limits and coverages required by law.

Any insurance policy selected by CAC will meet the coverage and deductible limits set forth in 935 CMR 500.105: General Operational Requirements for Marijuana Establishments, Subjection (J) Liability Coverage or Maintenance of Escrow.

**COMM AVE CANNA – STATE APPLICATION: EMPLOYEE PROCEDURES & POLICIES**

State Application: Employee Procedures & Policies..... 1

Introduction..... 1

Staffing Plan..... 2

    Hiring & Termination Policies..... 3

    Staffing Plan & Records ..... 7

    Job Descriptions..... 9

Training Plan..... 22

    Onboarding ..... 23

    Responsible Vendor Training Program ..... 24

    Continuing Education ..... 27

    Periodic Performance Evaluations ..... 28

    Diversity & Sexual Harassment Training..... 28

General Employment Policies..... 30

    Employee Security & Dismissal Policies ..... 30

    Emergency Procedures..... 32

    Alcohol, Smoke, and Drug-free Workplace Policies..... 32

Conclusion ..... 34

**Introduction**

This section encompasses Comm Ave Canna’s employee procedures and policies, and includes: a staffing plan with provisions for hiring and termination, staffing records, an organizational chart, and job descriptions; a training plan with sections covering onboarding,

Responsible Vendor Training, performance evaluations, and diversity training; and, general employment policies including security and dismissal policies, emergency procedures, drug-free workplace policies.

### **Staffing Plan**

Comm Ave Canna seeks to employ minorities, women, and veterans, as well as individuals from communities disproportionately harmed by marijuana prohibition and enforcement. Comm Ave Canna will be located at 1030 Commonwealth Avenue, Brookline, MA and will search for local hires from areas of disproportionate impact in and around the immediate and surrounding communities, as fully detailed in the Positive Impact Plan submitted as part of this application packet.

Comm Ave Canna is led by the Hauck family, a staple of the Brookline community with deep roots in Massachusetts. They pride themselves in employing hard-working local people who understand the importance of customer satisfaction and who come from disadvantaged communities whenever possible. Comm Ave Canna's founders, JB, John, Francie, and Garrett Hauck, understand that having a diverse work staff is an immeasurable benefit to their current businesses, a long-standing bar and lounge and the largest tanning salon in Brookline. By having a diverse organization, they are able to problem solve more effectively by seeing obstacles from many different angles. The Living Room, the Hauck family's full-service restaurant, bar, and lounge, employs individuals from many different countries, including Brazil, El Salvador, Lebanon, Italy, and Portugal, and the ownership team itself is made up of female and veteran members.

Employing local has always been important to the founders of Comm Ave Canna, all of whom are Massachusetts residents. In the Massachusetts businesses they already own, most employees are Massachusetts residents. Comm Ave Canna will give employment priority to Massachusetts residents in both executive and general positions. Comm Ave Canna believes they will easily reach over 51% of Massachusetts residents on their executive team and among general employees in their first year and will strive to qualify as Local Employment Leader under the state's Leadership Rating Program. *935 CMR 500.040(3)(b)*.

Comm Ave Canna will strive to hire a diverse and talented workforce that the company can trust to uphold the highest standards of professionalism, regulatory compliance, and customer care. To meet diversity goals and operate the facility with maximum efficiency and talent, Comm Ave Canna will employ individuals from as many diverse groups as possible. To recruit talent, the HR Director will create and maintain partnerships with recruiting agencies, educational institutions, and media networks that target talent in Massachusetts' disproportionately affected communities. For more detailed information about Comm Ave Canna's plan for diverse hiring, please see the *Diversity Plan* in Comm Ave Canna's *Packet 3: Management and Operations Profile*. Increasing the number of diverse and talented individuals that Comm Ave Canna employs will allow Comm Ave Canna to operate a successful marijuana establishment where employees and customers from all backgrounds feel welcome.

### Hiring & Termination Policies

Comm Ave Canna understands that creating a diverse, inclusive, and safe workplace is integral to running any successful business. Comm Ave Canna will leverage the owners' previous experience operating a variety of businesses with thorough anti-discrimination policies

to build a diverse workforce. Comm Ave Canna is committed to hiring minority employees that are residents of the area in which it operates. Comm Ave Canna's plan to reduce inequality is built upon fair hiring practices, targeted job postings, and building an inclusive company culture through programs such as diversity awareness trainings.

Comm Ave Canna has established procedures and policies to promote and encourage full participation in the regulated marijuana industry by people from communities that have previously been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities in their Positive Impact Plan. *M.G.L. c. 94G, § 4(a 1/2)*.

Comm Ave Canna will not allow individuals under 21 years of age to volunteer or work on any aspect of the operations. *M.G.L. c. 94G, § 12(e)*. Comm Ave Canna will only hire individuals who are eligible to obtain a registration card as a Marijuana Establishment Agent from the Cannabis Control Commission ("Commission"). In order to be eligible for a registration card, the applicant must be 21 years of age or older, have not been convicted of an offense involving the distribution of controlled substances to minors, and be determined suitable for registration according to 935 CMR 500.800 and 935 CMR 500.802. *935 CMR 500.030*.

All potential employees (both executive and general employees) and volunteers will be required to submit to a background check and pass the Suitability Standard for Registration as a Marijuana Establishment Agent, as required by 935 CMR 500.802. Comm Ave Canna's Human Resources Director ("HR Director") will register Comm Ave Canna with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04(3), which allows an employer to register for an iCORI account to screen current employees or employment applicants, and will complete the CORI training as well as updating registration annually. *803 CMR 2.04(3), (7), (8)*.

Before onboarding a potential employee or volunteer, the HR Director will register the potential hire with the Commission, in accordance with 935 CMR 500.030, which includes an informational application, written acknowledgment, background check, and fee to be paid by Comm Ave Canna. *M.G.L. c. 94G, § 4(a 1/2) and 935 CMR 500.030(2)*. In order to complete the background check portion, the HR Director will submit to the Commission a CORI report and any other background check information required for each potential hire. Comm Ave Canna will require that all potential hires comply with the Suitability Standards for a Marijuana Establishment Agent working at a Marijuana Retail Establishment under 935 CMR 500.802, Table B.

Potential hires with “mandatory disqualification” or “presumptive negative suitability determination” will not be hired by Comm Ave Canna. “Mandatory disqualification” includes, indefinitely: a felony sex offense conviction; felony conviction for trafficking of controlled substances, except for marijuana-related crimes under M.G.L. c. 94c, § 32E(a) or like crimes in other jurisdictions; conviction or continuance without a finding for any distribution of a controlled substance to a minor; and, failure to register as a sex offender in any jurisdiction. “Mandatory disqualification” also includes felony convictions in Massachusetts or other jurisdictions for crimes of violence against a person or crimes of dishonesty or fraud, which occurred in the preceding five years. “Presumptive Negative Suitability Determination” includes present issues regarding open/unresolved felonious criminal proceedings, open occupational license cases, and open/unresolved Marijuana Business-Related License Violations in Massachusetts or other jurisdictions. *935 CMR 500.802, Table B*.

Comm Ave Canna is already familiar with the minimum standards for employment related to the operation of a marijuana establishment, because these qualifications are similar to those for

an alcoholic beverage establishment under M.G.L. chapter 138, and the executive team of Comm Ave Canna has decades of experience staffing and running an establishment with alcoholic beverage licensing and an impeccable regulatory record. *M.G.L. c. 94G, § 4(a 1/2)(iii)*. Comm Ave Canna's HR Director will submit the required general information and CORI report of its agents annually to renew their registration cards. *935 CMR 500.030(5)*.

All registered agents of Comm Ave Canna are responsible for immediately notifying Comm Ave Canna's HR Director of any changes to the information that was previously submitted to the Commission for their registration (e.g., address changes or new criminal charges), as well as any lost or stolen registration cards, so that Comm Ave Canna can notify the Commission within five business days of the change(s) or loss. *935 CMR 500.030(6)*. The commission may issue a new registration card based on new information, and the existing card is then void and inactive. *935 CMR 500.033*.

Comm Ave Canna will notify the Commission no more than one business day after a Marijuana Establishment Agent ceases to be associated with Comm Ave Canna, and the agent's registration will be immediately void when the agent is no longer associated with Comm Ave Canna. *935 CMR 500.030(4)*. The agent's registration card will be immediately void and inactive at that time as well. *935 CMR 500.033*. After the termination of a Marijuana Establishment Agent, Comm Ave Canna will maintain the individual's personnel records for at least 12 months. *935 CMR 500.105 (9)(d)(2)*.

Any of the following may result in the revocation of a Marijuana Establishment Agent Registration Card and termination from Comm Ave Canna:

- Submission of misleading, incorrect, false, or fraudulent information in the application or renewal application;

- Violation of the requirements of the state marijuana laws;
- Fraudulent use of a Marijuana Establishment Agent registration card;
- Selling, distributing, or giving marijuana to any unauthorized person;
- Tampering, falsifying, altering, modifying, duplicating, or allowing another person to use, tamper, falsify, alter, modify, or duplicate a Marijuana Establishment Agent registration card;
- Failure to notify the Commission within five business days after becoming aware that the registration card has been lost, stolen, or destroyed;
- Failure to notify the Commission within five business days after a change in the registration information contained in the application or required by the Commission to have been submitted in connection with the application for a Marijuana Establishment Agent registration card, including open investigations or pending actions as delineated in 935 CMR 500.802, as applicable, that may otherwise affect the status of the suitability for registration of the Marijuana Establishment Agent;
- Conviction, guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor; or,
- Conviction, guilty plea, plea of nolo contendere or admission to sufficient facts in the Commonwealth, or a like violation of the laws of another state, to an offense as delineated in 935 CMR 500.802 or 935 CMR 500.803, as applicable, that may otherwise affect the status of the suitability for registration of the Marijuana Establishment Agent. *935 CMR 500.032.*

## Staffing Plan & Records

Comm Ave Canna will establish and follow a set of detailed written standard operating procedures including a staffing plan and staffing records. *935 CMR 500.105 (1)*. As part of its staffing plan, Comm Ave Canna will be open 7 days a week, at least 8 hours per day, and has determined the roles with corresponding job descriptions necessary to run its operations, as evidenced by the organizational chart below. *935 CMR 500.105(9)(d)(3)*.

Comm Ave Canna will keep staffing records consisting of job descriptions for each employee, as well as organizational charts consistent with the job descriptions, and a personnel record for each Marijuana Establishment Agent. *935 CMR 500.105 (9)(d)(1)*. Each employee will have a personnel record that includes the agent's:

- Application for registration with the Commission (under *935 CMR 500.030(2)*);
- Documentation of verification of references;
- Job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken; and,
- Notice of completed responsible vendor and eight-hour related duty training. *935 CMR 500.105 (9)(d)(2)*.

Comm Ave Canna founders John, Francie, J.B., and Garrett Hauck, have a depth of experience in operating a local business in a highly-regulated industry and will employ experienced marijuana professionals for other major roles on the executive team.

### Job Descriptions

#### *J.B. Hauck – Chief Executive Officer – CEO*

The Chief Executive Officer (“CEO”) works closely with the senior planning and leadership teams to execute the strategic direction of the company and guides all staff efforts toward achieving company objectives and defined goals. The CEO will also assist with financial management and strategic production plans, provide oversight for all branches of the company, and develop a company culture that falls in line with the mission set forth by the company.

J.B. Hauck will serve as Comm Ave Canna’s CEO. J.B. gained extensive experience running a regulated business while serving as General Manager for The Living Room, the Hauck family’s full-service restaurant, bar, and lounge. In that role, J.B. was responsible for: designing inventory systems; maintaining inventory of products; building strong relationships with vendors; training all staff on checking IDs; hiring and training of all front-of-house employees; and, overseeing staff (and patrons) for safe service of alcoholic beverages. The Living Room has never once received a citation for underage drinking or over-serving in its 14-year history. J.B. looks forward to continuing this history of compliance and operational excellence with Comm Ave Canna.

Cost of goods sold (“COGS”) Task Allocation: 25% Operations, 25% Financial Management, 25% Sales/Business Development, 25% Staff Management.

- Provides complete oversight of all branches of the company

- Coordinates with the Marketing and Public Relations Officer to develop all branding and brand identity components, including product packaging and store design
- Evaluates and manages the fiscal and operational performance of the company
- Oversees each branch budget and departmental budgets

*Chief Financial Officer – CFO*

Reports to CEO. The Chief Financial is responsible for all financial activities including building the core financial practices to meet the needs of the company’s expanding operations, The CFO must have the ability to integrate the finance function effectively into the Company's operations, maintaining the strong financial infrastructure required to support continued rapid growth. CFO also oversees all accounting personnel and third-party accounting, tax preparation, and financial services vendors.

COGS Task Allocation: 75% Financial Management, 25% Staff Management.

- Oversees all financial functions of the company
- Creates and implements a company budget and departmental budgets
- Develops and maintains relationships with financial institutions
- Audits work of Bookkeeper and Accountant for accuracy and consistency with Generally Accepted Accounting Practices (GAAP) or other financial reporting standards

*Mike Lowe – Chief Operations Officer – COO*

Reports to CEO. The Chief Operations Officer manages operations, including development of standard operating procedures and staff training programs that are responsive and adaptable based on compliance with applicable regulations. COO must analyze current and future market

trends to help lead management to achieve goals and objectives of the company. COO works with branch executive teams to create and implement production plans, select equipment and materials, and assist in selecting vendors and outsourced services.

Mike Lowe will serve as Comm Ave Canna's Chief Operations Officer. Mike has spent the last ten years gaining expertise in Colorado's regulated marijuana industry. Mike began his career in the marijuana industry as a shop manager for Roots RX Aspen, where he was brought in to train employees and managers in sales strategies and how to engage the consumer in both the medical and adult-use markets. Mike then leveraged this marijuana retail experience to eventually own and operate his own retail location, Alternative Medical Solutions in Aspen, CO. After years of successfully operating Aspen's premier marijuana retail location, Mike relocated to Oxford, Maine. In Oxford, Mike built two cultivation facilities totaling over 20,000 ft<sup>2</sup>. As construction finished, Mike hired and trained all employees required to operate the cultivation facilities, and subsequently ran their day-to-day operations. Mike is excited to continue his successful career in the marijuana industry by helping Comm Ave Canna hire and train its staff, design its operating procedures, and manage its Marijuana Retailer location.

COGS Task Allocation: 50% Operations and Production, 20% Staff Management, 15% Regulatory Compliance, 15% Financial Management.

- Develops and implements compliant standard operating procedures
- Supports the operations of the retail stores
- Assists with developing staff training programs
- Identifies areas of cost savings and sources affordable equipment and supply vendors
- Coordinates internal and external audits of physical inventory and data with the Chief Compliance Officer

### *Chief Compliance Officer – CCO*

Reports to CEO. The Chief Compliance Officer ensures daily operational compliance by developing, maintaining, continuously improving upon a comprehensive compliance program designed to ensure that every level of the operation acts within the federal, state, and municipal regulations. The CCO also acts as the communication link between the Comm Ave Canna and the regulators when implementing any changes that the state or local jurisdiction needs to be made aware of.

COGS Task Allocation: 80% Regulatory Compliance, 20% Recordkeeping and Administrative Support.

- Manages license, bond, and permit application and renewal process
- Monitors and updates regulations to ensure all retail standard operating procedures stay compliant with local, state, and applicable federal regulation
- Audits all company inventory, systems and reports for accuracy and consistency and maintains records as required by state and federal regulation
- Assists with development of staff training materials and compliance tools

### *Garrett Hauck – Human Resources Director – HR Director*

Reports to COO. The Human Resources Director plans, directs, and coordinates the administrative functions of the organization. They oversee the recruiting, interviewing, and hiring of new staff; consult with top executives on strategic planning; and serve as a link between an organization's management and its employees. HR is also responsible for supervising and

providing consultation to management on strategic staffing plans, compensation, benefits, training and development, budget, and labor relations.

Garrett Hauck will serve as Comm Ave Canna's HR Director. In 2011, Garrett graduated from Johnson & Wales University with a Bachelor of Science in Entrepreneurship and a concentration in Human Resource Training & Development. Garrett is also an entrepreneur in his own right; since 2009, Garrett has been the owner of Urban Green LandEscapes, a landscape and hardscape design/installation business. Through owning and operating this business, Garrett has become highly familiar with both the agricultural industry and what it takes to effectively run a business generally. He has developed skills in: conducting effecting on-the-job training while supervising and coordinating job activities; writing job descriptions, training new employees, creating work flow charts, and developing standardized training procedures; and, is OSHA-certified to enforce safety procedures on site.

COGS Task Allocation: 30% - Recruitment, 40% - Staff Management and Training, 30% Recordkeeping and Administrative Support.

- Recruits and hires qualified staff to fill roles necessary for company growth and success
- Delivers new hire orientation
- Coordinates with management and subject matter experts to deliver operational training programs
- Manages staff attendance, scheduling, time off requests, and timekeeping systems

### *Marketing & PR Director*

Reports to CEO. The Marketing & PR Director role will be filled by an outside Marketing & PR firm, rather than an individual, to ensure the best possible development of the Comm Ave

Canna Brand. This role oversees marketing and public relations through maintaining the company's public image, devising sales strategies, and creating marketing materials in compliance with advertising restrictions and regulations. Brand management, content creation, and advertising on approved platforms are also responsibilities of the Marketing & PR Director.

COGS Task Allocation: 60% Marketing and Sales Support, 20% Public Relations, 20% Administrative Support.

- Manages company's brand and identifies intellectual property violations
- Manages social media presence and ensures integrity of online branding and prepares quarterly marketing plans and written reports
- Develops and approves marketing materials within the marketing budget and implements company public relations strategies
- Writes content for website, press, and marketing materials
- Designs marketing materials or oversees design, if performed by other staff or a vendor

*Francie Hauck – Community Outreach Director – COD*

Reports to CEO. The Community Outreach Director connects the company with community members, customers, advocacy organizations, industry groups, legislators, and regulators. The COD also educates the community about marijuana as medicine, organizes community outreach activities, and represents the company in a professional manner at community events.

With her ties to Brookline through Perfect Tan and her volunteer work with Brookline Adult Education, Francie Hauck will serve as Comm Ave Canna's Community Outreach Director. Through owning and operating Perfect Tan, Francie gained experience in compliance with various regulatory frameworks, learned the importance of adhering to strict operating procedures

to maintain customer safety, and became an expert in integrating a business into the local community.

COGS Task Allocation: 25% Customer Advocacy, 25% Recordkeeping and Administrative Support, 25% Event Coordination, 25% Company Representation.

- Assists with development and implementation of an effective community action plan and comprehensive customer relations plan.
- Identifies local community groups and charitable organizations for potential relationships
- Orchestrates community educational seminars and events
- Manages company participation in local community groups, including volunteerism, financial and in-kind donations

#### *John Hauck – Bookkeeper*

Reports to CFO. The Bookkeeper supports the financial objectives of the company by managing all financial transactions. Bookkeeper works with Accounting to guarantee adherence to Generally Accepted Accounting Principles (GAAP) or other professional bookkeeping standards for all transactions and documents.

John Hauck will serve as Comm Ave Canna's Bookkeeper. John is a Vietnam-era Infantry Veteran who served in the 3rd Armored Division in Frankfurt, Germany, and subsequently worked for the Army with Special Services for four years after being honorably discharged. In 1983, he founded and served as Treasurer and Business Manager for Ristorante Toscano. After opening, John assumed duties of General Manager, including all bookkeeping, accounts payable and receivable, payroll, food and beverage purchases, marketing and advertising, hiring, and training of front of house staff. Eventually, John secured a full liquor license for the business in

1993, beginning his 15-year perfect track record of never receiving a local or state violation on his liquor licenses. In 2004, the business concept changed to The Living Room, a full-service restaurant, bar, and lounge with capacity for 240 guests that currently employs 31 people. Through owning and operating The Living Room, John became an expert in supply chain management, preventing diversion to minors, and creating a high-quality customer experience. John is also co-founder and Treasurer of Perfect Tan, an award-winning tanning salon which is the largest in the area. The tanning industry is highly regulated by both the FDA and by local regulators (specifically the Brookline Health Department) because of UV exposure. Through owning and operating Perfect Tan, John gained experience in compliance with various local, state, and federal regulatory frameworks and learned the importance of adhering to strict operating procedures to maintain customer safety.

COGS Task Allocation: 50% Financial Management, 25% Regulatory Compliance, 25% Recordkeeping and Administrative Support.

- Manages accounts payables and accounts receivables
- Reconciles cash and inventory monthly
- Ensures financial procedures and recordkeeping policies adhere to local, state, and applicable laws and requirements
- Coordinates with and generates reports for the Accountant

*Garrett Hauck – General Manager – GM*

Reports to COO. The General Manager will plan and manage all aspects of day to day operations, including managing personnel, training staff in sales and customer satisfaction, inventory control and handling the daily procedures of all store related matters while adhering to

strict state and local guidelines and regulations. The GM will communicate with all levels of the organization to implement and maintain protocols, policies and procedures in accordance with company standards. The General Manager is also responsible for overseeing daily inventory operations under the supervision of the Chief Operations Officer. The General Manager creates and implements processes, protocols and key performance indicators associated with inventory management to ensure inbound and outbound inventory workflow meets daily sales and operational demands. The General Manager is also responsible for ensuring compliance with all related certifications, marijuana industry regulations, and local state and federal safety regulations within all managed facilities and throughout all business processes.

Garrett Hauck will serve as Comm Ave Canna's GM. As a manager of The Living Room, the Hauck family's full-service restaurant, bar, and lounge, Garrett: ensures quality control, dating, and labeling of all perishable items; keeps the bar stocked and ready for service; and, ensures the facility was clean and ready for customers at all times. This experience will be critical for maintaining inventory control and a sanitary facility at Comm Ave Canna, both for the sake of customers and the safe storage of products. Garrett is also well-versed in crowd control, verifying forms of identification for validity, and is TIPS certified for identifying signs of intoxication and defusing escalated situations with artistry. These are three critically important aspects of running a compliant Marijuana Retailer, and Garrett is proud to continue The Living Room's tradition of never receiving a violation for serving minors or over-serving customers. Further, through the operation of his own landscaping company, Garrett is an expert in: effectively marketing a business to potential customers; creating strong business relationships with clients; writing scopes of work and contracts; managing and coordinating job

responsibilities among multiple employees; maintaining records of daily income, administering bank deposits, and managing accounts payable/receivable; and, coordinating delivery schedules.

COGS Task Allocation: 50% Staff Management, 25% Executive Support, 10% Regulatory Compliance, 15% Sales Reporting and Analysis.

- Manages all daily Marijuana Retailer operations, including retail company processes and staff
- Supports all retail management staff to achieve sales and service goals
- Communicates executive directives to Marijuana Retailer management and staff
- Regularly reports to executive team about retail trends, inventory needs, sales performance, and staff
- Tracks inventory by entering data into the state seed-to-sale inventory tracking system and other business management platforms
- Tracks sales totals
- Audits inventory for accuracy
- Manages bulk ordering for office and retail supplies
- Writes inventory and compliance reports and ensures data uniformity in all reports and records

### *Assistant Manager*

Reports to GM. The Assistant Manager manages daily operations of the Marijuana Retailer at the guidance of the GM, including staff management, regulatory compliance, sales, and marketing support. The Assistant Manager is also responsible for making sure the store is

meeting sales and marketing goals while maintaining inventory within a secure, fully-compliant facility.

COGS Task Allocation: 40% Facility and Staff Management and Training, 15% Regulatory Compliance, 15% Inventory Tracking and Management, 15 % Financial Management, 15% Sales and Marketing Support.

- Creates schedules for all staff within the facility
- Provides high-level customer service and oversight of staff/customer interaction
- Secures active stock inventory in display and storage areas and back stock inventory in safes within the vault
- Prevents diversion through enforcing company policies, procedures, and state regulations
- Manages and adheres to a designated store/location/department budget

### *Sales Associate*

Reports to the Store Manager & Assistant Store Manager. Sales Associates support the daily operations of the Marijuana Retailer, through providing information, customer service, and sales of products to customers. Sales Associates also perform a variety of cleaning and maintenance tasks, stocking shelves and maintaining inventory, and staying current on new products to recommend to customers.

COGS Task Allocation: 30% Sales and Dispensing, 20% Cleaning and Maintenance, 30% Regulatory Compliance, 20% Inventory Tracking.

- Presents knowledge and information to customers in a friendly and professional manner
- Dispenses regulated products in compliance with dispensing limits set by the state including limitations on the quantity dispensed, types of products dispensed, and

frequency of purchases and completes sales by entering accurate data for each transaction in the inventory tracking system and business management platforms

- Stocks, merchandises, and replenishes displays of regulated and unregulated inventory
- Verifies the identity of customers prior to sale

#### *Administrative Support Associate*

Reports to the Store Manager & Assistant Store Manager. The Admin Support/Customer Intake Associate greets customers, visitors, and the public in person and by phone to ensure only approved persons gain access to the facility. Admin Support is responsible for checking in visitors and determining customer access eligibility, providing customer service, and acting as a primary point of contact for the public.

COGS Task Allocation: 10% Sales and Marketing Support, 25% Regulatory Compliance, 25% Administrative Support, 15% Customer Education, 15% Cleaning & Office Maintenance.

- Greets customers, visitors, and the public as well as answers phones and direct inquiries to appropriate personnel
- Verifies customer, visitor, or regulator identification and logs visit details prior to granting access to the facility and providing a visitor's badge to each visitor
- Maintains lobby and reception areas to create a welcoming environment
- Possesses an expert knowledge of products and pricing to provide quality customer service and increase sales to achieve sales goals

#### *Director of Security*

Reports to the COO & CCO. The Director of Security protects assets, ensures facility security, and oversees staff security training to create a safe working environment and protect the community. Director of Security creates standard operating procedures and sets up security protocols to achieve zero losses from diversion or criminal activity and maintain compliancy with the state and local regulations.

COGS Task Allocation: 50% Operations Support, 25% Staff Management and Training, 25% Research and Administrative Support.

- Protects and ensures the safety and security of all company locations, assets, and individuals including customers and employees
- Assists with the design and implementation of a comprehensive security plan, which includes both a security schematic and dedicated personnel
- Creates emergency procedures and implements security best practices to ensure compliance, safety, and efficacy
- Builds relationships with local law enforcement and emergency services to identify the company as a community partner and champion of safe facilities
- Trains non-security personnel in diversion prevention efforts as part of implementing an anti-diversion plan

### *Security Officer*

Hierarchy – Reports to Store Manager. Security Officers are responsible for maintaining the security and compliance of the facility, protecting company assets, and creating a safe working environment for all staff by physically securing the facility, overseeing visitors, preventing diversion and any other crimes or misconduct. Security Officers work under the guidance and

standard operating procedures created by the Director of Security to maintain consistency in procedures.

COGS Task Allocation: 65% - Asset Protection, 25% - Regulatory Compliance/Enforcement, 10% - Recordkeeping and Administrative Support.

- Monitors the interior and exterior of the store premises using video surveillance equipment to ensure the safety of customers, products, and staff
- Provides assistance with movement of cash throughout the facility and transfer to armored truck personnel or deposit to financial institutions
- Logs and escorts visitors, when necessary
- Adheres to and enforces access restrictions, including all limited access areas and inaccessible areas
- Prepares and files incident reports for all suspicious, non-compliant, or criminal activity

### **Training Plan**

Comm Ave Canna has divided company training plans into two training types: onboarding and continuing education. To maintain 100% compliance with all regulatory requirements and ensure consistent operations, onboarding training will be comprehensive and include a Responsible Vendor Program. Once employees have completed onboarding, employees will be expected to complete regular continuing education and role-specific training totaling at least 8 hours including the annual Responsible Vendor Program. Management will conduct mandatory retraining in response to changes in regulations, operational procedures, or other major industry or scientific updates as needed.

Comm Ave Canna has set its sights on being a Compliance Leader under the state's leadership rating system. Training is a crucial component to achieving Compliance Leader status, since all employees must complete their required trainings within 90 days of hire to qualify. *935 CMR 500.040(d)*. All employees of Comm Ave Canna will be properly trained in their respective professions as necessary. *M.G.L. c. 94G, § 4(a 1/2)(xv)*. The training will be tailored to the roles and responsibilities of the job function of each Marijuana Establishment Agent and will include a Responsible Vendor Program under *935 CMR 500.105(2)(b)*. All Comm Ave Canna agents will receive at least eight hours of on-going training annually. *935 CMR 500.105 (2)(a)*.

Comm Ave Canna will train its employees to treat every customer with the utmost respect and expects to receive exceptional reports from any Secret Shoppers authorized by the Commission under *935 CMR 500.301*. The Comma Ave Canna leadership team has a proven track record of hiring and training quality employees; in over two decades of working in highly regulated industries, none of their businesses have received citations, and in fact, have been paragons of customer service and compliance.

A summary of Comm Ave Canna's training plan is laid out below, and includes specific segments for Onboarding, Responsible Vendor Training, Continuing Education, Periodic Performance Evaluations, and Diversity & Sexual Harassment Training.

### Onboarding

Once a prospective staff member has accepted an offer of employment with Comm Ave Canna, passed all required background checks, and received a Registration Card from the Commission, he or she will receive an identification badge from Comm Ave Canna and begin the onboarding process. During onboarding, Comm Ave Canna will supply all staff with an

employee training manual that includes, but is not limited to: employee safety procedures, employee guidelines, security protocol, and educational training. The educational training portion includes information required under the Responsible Vendor Training Program, as well as Standard Operating Procedures (“SOPs”), Metrc, and POS software instruction, and other policies specific to Comm Ave Canna’s operations and facility. Onboarding education will begin in the classroom, where the COO will provide a combination of videos, PowerPoint presentations, roleplaying scenarios, open discussions, and quizzes based on the employee training manual. Onboarding education will be specifically tailored to the role and responsibility of the job function of each Comm Ave Canna employee. *935 CMR 500.105(2)*.

Once the classroom portion is completed and recorded in the employee’s training records, management will assign the employee to shadow a senior employee within their department. The shadowing process will allow the new hire to observe a senior member of staff throughout the workday to learn how to properly implement all the policies and procedures learned during classroom training. The new hire will be able to ask any questions they may have about how to safely and compliantly work with marijuana within the facility. Once this process is complete, the new hire be allowed to work independently within the facility. Senior employees will continue to shadow new hires and will regularly spot-check new hires’ work until satisfied with their level of competency.

#### Responsible Vendor Training Program

Comm Ave Canna will contract with an education provider accredited by the Commission to provide the annual minimum two-hour Responsible Vendor Training Program in a real-time, interactive setting. *935 CMR 500.105(2), (6)*. All current owners, managers, and employees that

handle and sell marijuana will take a Responsible Vendor Program annually, and new employees will attend the Responsible Vendor Program within 90 days of hire. *935 CMR 500.105(2)*. Comm Ave Canna will ensure that all required employees have taken the Responsible Vendor Program at the time of licensure or renewal of its Marijuana Establishment registration on or after July 1, 2019. Any employees that are not involved in the handling or sale of marijuana are strongly encouraged by Comm Ave Canna to take part in the Responsible Vendor training, although they are not required by law. *935 CMR 500.105(2)(b)*.

The core curriculum of the Responsible Vendor Program will include:

- Discussion concerning marijuana's effect on the human body. Training shall include:
  - Marijuana's physical effects based on type of marijuana product;
  - The amount of time to feel impairment;
  - Visible signs of impairment; and,
  - Recognizing the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices;
- Compliance with all tracking requirements;
- Acceptable forms of identification. Training will include:
  - How to check identification;
  - Spotting false identification;
  - Medical registration cards issued by the DPH;
  - Provisions for confiscating fraudulent identifications; and,
  - Common mistakes made in verification.
- Other key state laws and rules affecting owners, managers, and employees, which will include:

- Local and state licensing and enforcement;
  - Incident and notification requirements;
  - Administrative and criminal liability;
  - License sanctions and court sanctions;
  - Waste disposal;
  - Health and safety standards;
  - Patrons prohibited from bringing marijuana onto licensed premises;
  - Permitted hours of sale;
  - Conduct of establishment;
  - Permitting inspections by state and local licensing and enforcement authorities;
  - Licensee responsibilities for activities occurring within licensed premises;
  - Maintenance of records;
  - Privacy issues; and,
  - Prohibited purchases and practices.
- Such other areas of training determined by the Commission to be included in a responsible vendor training program. *935 CMR 500.105(2)(b)(7)*.

Comm Ave Canna's HR Director will record all employee training and include that information in each employee's personnel records, as well as a signed statement from the employee indicating the date, time, and place he or she received training and the topics discussed, including the name and title of presenters, and whether Responsible Vendor and eight-hour related duty training has been completed annually. *935 CMR 500.105 (9)(d)*. Comm Ave Canna will maintain records of responsible vendor training program compliance for four years

and make them available to inspection by the Commission and any other applicable licensing authority upon request. *935 CMR 500.105(2)*.

### Continuing Education

Comm Ave Canna will work diligently to incorporate new scientific and market research into training materials and continuing education programs for employees. The HR Director will keep employees informed of voluntary and mandatory upcoming continuing education opportunities. Mandatory continuing education will occur annually for each employee, totaling at least eight hours of on-going training annually, including Responsible Vendor Training. *935 CMR 500.105(2)*.

Even the best employees may struggle to remember all of Comm Ave Canna's policies and procedures. To keep important content fresh in employees' minds, Comm Ave Canna will also require annual refresher training for each employee. Refresher training will ensure that employees maintain an up-to-date and comprehensive knowledge of essential policies and procedures, such as updated security policies, how to comply with regulations, and upholding professional expectations. When there is a significant change to regulatory requirements, company policies or procedures, applicable laws, or marijuana science, the COO will offer mandatory continuing educational sessions at multiple times to ensure all employees are able to attend a session.

Comm Ave Canna strongly encourages all employees to take part in voluntary continuing education. Comm Ave Canna will reimburse staff who attend approved marijuana exhibits, seminars, and educational programs that pertain to marijuana operations. Comm Ave Canna will strive to hire employees who are interested in developing professionally and improving their

understanding of marijuana and the industry. Industry experts will offer continuing education remotely using digital communications, such as webinars or online conferences. Comm Ave Canna will encourage staff to attend industry-specific conferences and seminars related to marijuana science, cultivation, manufacturing, and dispensing.

#### Periodic Performance Evaluations

Comm Ave Canna will monitor employees through scheduled employee reviews on a regular basis. Comm Ave Canna will employ management strategies that will focus on continuous improvement of employees and company procedures. This process will be on-going, allowing managers to continually encourage employees to grow and to provide observable benchmarks over the employment history of every Comm Ave Canna employee. Every periodic performance evaluation will be included in the personnel record for each Marijuana Establishment Agent and will be maintained for at least 12 months after termination of the individual. *935 CMR 500.105(9)(d)(2)(e)*.

Employees will have access to human resource tools to greater enhance their skills. The COO will provide employee monitoring tools, including: training, administrative services, coaching, and management advice. The organizational function of the COO will be to propel all personnel to reach their maximum potential within the company, and strict monitoring of job performance will enhance efforts by Comm Ave Canna to develop a successful and financially sustainable marijuana retailer.

#### Diversity & Sexual Harassment Training

Comm Ave Canna will implement diversity, sexual harassment, and sensitivity training programs and will make explicitly clear to employees that there is zero tolerance for any discrimination and sexual harassment at Comm Ave Canna. Diversity, sexual harassment, and sensitivity training will educate participants about cultural and sexual differences in the workplace so that they can better understand, appreciate, and interact with each other. The purpose of diversity training is to teach employees how to properly act and communicate in a multi-employee environment with diverse personnel and customers. Topics covered in training sessions will include: professionalism, proper work etiquette, proper terminology, communication skills, anti-bullying management, and how to prevent, detect, and end sexual or other forms of harassment within the company. Diversity trainings will be company-wide programs committed to making Comm Ave Canna a safe, welcoming, and inclusive workplace for all members of the community regardless of their background.

Comm Ave Canna will provide a welcoming, safe workplace and promote involvement of diverse employees and diverse groups regardless of: age (40 or older); ancestry; color; religious creed (including religious dress and grooming practices); eligibility for family and medical care leave; disability (mental and physical, including HIV and AIDS status); marital status; medical condition (such as cancer and genetic characteristics); military and veteran status; national origin (including language use restrictions); race; sex; pregnancy, child birth, breastfeeding and medical conditions related to pregnancy, child birth or breastfeeding; gender, gender identity and gender expression; sexual orientation; or, any other protected status in accordance with all applicable federal, Massachusetts, and local laws. The company will implement a zero-tolerance discrimination policy, and Comm Ave Canna will encourage employees to report all workplace discrimination occurrences immediately.

Comm Ave Canna will train employees to recognize overt discrimination such as verbal or written threats, intimidation, harassment, or assault. Comm Ave Canna will train employees to recognize covert discrimination that puts diverse individuals at a disadvantage in the workplace and inform Comm Ave Canna management so immediate action can be taken if this occurs. Comm Ave Canna's employee manual and training seminars will emphasize that workplace discrimination can range from objectively offensive to seemingly invisible. Comm Ave Canna will encourage employees to suggest changes to the company's SOPs if they feel company processes are even in the slightest discriminatory to themselves or any individual employed by Comm Ave Canna.

### **General Employment Policies**

Comm Ave Canna will establish and follow a set of detailed written standard operating procedures. In regard to employment, these procedures include the following, and are addressed in turn below: employee security policies; a policy for immediate employee dismissal for certain offenses; emergency procedures; and, alcohol, smoke, and drug-free workplace policies. 935 *CMR 500.105 (1)*.

#### Employee Security & Dismissal Policies

The primary goals of employee security training will be securing inventory and ensuring the safety of all personnel and customers on premises. Instruction will cover proper use of security measures and controls that have been adopted for the prevention of diversion, theft, or loss of marijuana. Employees will be trained on security policies, including personal safety and crime prevention techniques. Employee onboarding training will include instruction on diversion

prevention, and employees must complete all diversion prevention training prior to beginning work.

The Hauck family has over 20 years' experience operating highly regulated businesses, such as a restaurant, nightclub, and tanning salon. Over the course of decades of restaurant and nightclub operation, these businesses never received a single citation for serving underage patrons or overserving a patron. The Comm Ave Canna team attributes these excellent results to hiring top-quality individuals and diligently training their employees with clear boundaries and repercussions. Comm Ave Canna has a zero-tolerance policy toward diversion of marijuana, unsafe practices, or distributing drugs to a minor, and onboarding trainings will make abundantly clear that any of these offenses will result in immediate dismissal from Comm Ave Canna on the first offense and termination of any affiliation with Comm Ave Canna, as well as revocation of the agent's registration with the Commission. For a list of additional offenses that may result in the revocation of a Marijuana Establishment Agent Registration Card and termination from Comm Ave Canna, see the "Hiring & Termination Policies" section above.

Part of employee diversion training will include instruction on how to identify diversion, including signs of possible diversion, suspicious activities, and discrepancies in inventory records. Employees will be required to report any suspected diversion or suspicious activities to a member of management, who will then initiate an investigation in accordance with Comm Ave Canna's diversion investigation procedures are located in the "*Plan to Prevent Diversion.*" To encourage reporting, Comm Ave Canna will implement an anonymous reporting system that will allow employees to report potential diversion without disclosing their identity.

For further information of security practices and employee security training, please see Comm Ave Canna's "*Plan to Prevent Diversion*" submitted as part of this application.

### Emergency Procedures

Comm Ave Canna acknowledges that potential hazards exist in operating a Marijuana Retail Establishment and that well-trained employees play an extremely significant role in ensuring the safety of the facility, inventory, customers, and staff. Comm Ave Canna has comprehensively examined potential risks and compiled safety procedures for responding to various emergencies, including fire, severe weather, tornados, earthquakes, robbery, and workplace violence. Comm Ave Canna will follow regulations and guidelines set by OSHA and the National Fire Protection Association and will enforce strict safety procedures to ensure personnel and facility safety. Management will ensure all employees are properly trained to execute emergency procedures, and continuing emergency trainings will ensure the safety of workers and protect customers and operations. Employees will be trained to carefully assess the situation before approaching any potential threat. The HR Director will keep detailed records of each employee's involvement in onboarding and continuing safety training.

### Alcohol, Smoke, and Drug-free Workplace Policies

The Hauck family's deep understanding of retail establishments influences and strengthens their commitment to maintaining a safe, alcohol-free, smoke-free, and drug-free work environment for all employees, agents, customers, and visitors. *M.G.L. c. 94G, § 2(e)*. Comm Ave Canna will explicitly prohibit the use, possession, solicitation for, or sale of illegal drugs, alcohol, cigarettes, tobacco products, or prescription medication without a prescription on company premises or while performing work-related assignments. All employees will receive training on Comm Ave Canna's alcohol, smoking, and drug-free policy during onboarding and

will read and consent to the policy in writing. The HR Director will maintain records related to the policy, including the detailed written policy itself and copies of signed employee signature pages confirming understanding of and consent to the policy, all of which will be available to the Commission.

Being impaired or under the influence of legal or illegal drugs or alcohol away from company premises, if such impairment or influence adversely affects the employee's work performance, the safety of the employee or of others, or damages Comm Ave Canna's reputation, will result in immediate job termination. Comm Ave Canna will prohibit the presence of any amount of prohibited substances in employees' urine while at work on company property, or while on company business.

Comm Ave Canna may ask employees to submit to a drug and/or alcohol test at any time management feels that an employee may be under the influence of drugs or alcohol. Employees will not suffer any negative consequences for failing a drug test solely because of the presence of marijuana in a confirmed positive test result if Comm Ave Canna does not have evidence that consumption of marijuana has occurred at the workplace or that the employee was under the influence of marijuana while at work. If Comm Ave Canna does have sufficient evidence, the employee will be subject to appropriate disciplinary action, including discharge from employment.

Any company employee involved in an on-the-job accident or injury under circumstances that suggest the possible use or influence of drugs or alcohol in the accident or injury event may be asked to submit to a drug and/or alcohol test. If an employee is tested for drugs or alcohol outside of the employment context and the results show a violation of this policy, or if an employee refuses a request to submit to testing under this policy, the employee may be subject to

appropriate disciplinary action, including discharge from employment. In such a case, the employee will be given an opportunity to explain the circumstances prior to any final employment action becoming effective.

Comm Ave Canna is deeply concerned for the well-being of its staff and will train employees to recognize the signs and symptoms of substance abuse. Comm Ave Canna will partner with local and regional substance abuse treatment groups to obtain educational materials and contact information, which Comm Ave Canna will provide to anyone upon request, as well as to employees it suspects or confirms are suffering from substance abuse.

### **Conclusion**

Comm Ave Canna has deep roots in Massachusetts and plans to hire its employees from within Massachusetts. Comm Ave Canna's diverse group of experienced, hard-working, customer-oriented employees will receive extensive onboarding and ongoing training in-house and from third-party educators to ensure a well-rounded and comprehensive education into the marijuana industry, Comm Ave Canna's retail operations, and other important employment policies and procedures.

**COMM AVE CANNA – STATE APPLICATION: RECORDKEEPING PROCEDURES SUMMARY**

Comm Ave Canna – State Application: Recordkeeping Procedures Summary ..... 1

    Introduction..... 1

    Recordkeeping Generally..... 2

    Standard Operating Procedures (“SOPs”) ..... 6

    Inventory and Seed-to-Sale Records..... 9

    Personnel Records..... 10

    Business Records ..... 13

    Other Operations Records..... 14

    Conclusion ..... 19

**Introduction**

Comm Ave Canna understands the importance of accurate recordkeeping as part of dispensary operations and business in general and appreciates the special attention necessary for marijuana businesses. To this end, Comm Ave Canna will employ physical recordkeeping systems at the proposed Marijuana Retail facility and mirror physical records within digital recordkeeping systems as well. Comm Ave Canna will maintain all records related to their dispensary facility in accordance with generally accepted accounting principles. *935 CMR 500.105*. Comm Ave Canna’s Chief Operations Officer (“COO”), Chief Compliance Officer (“CCO”), and General Manager will be responsible for the management of the facility’s records including data entry, auditing, reporting, and procedural revisions. Comm Ave Canna will maintain business records on the facility’s secure business management platforms (“BMPs”) and

inventory records in Metrc (the end-to-end tracking and tracing software mandated in Massachusetts) and the Cannabis Control Commission (“Commission”) approved point-of-sale system (“POS”). Utilizing a BMP provides Comm Ave Canna the ability to have a single, integrated interface for its business records and collected data, ensuring role-based controlled access to business records and all relevant historical information that will help guide business decisions. Comm Ave Canna designed all recordkeeping and inventory control systems and associated standard operating procedures (“SOPs”) based upon marijuana industry best practices and for compliance within the Commonwealth of Massachusetts. Comm Ave Canna will amend all recordkeeping practices in order to maintain compliance with regulatory changes and in alignment with updates to best practices as well. Comm Ave Canna will maintain all company records for at least two years following the closure of their facility, at their own expense in a form and location acceptable to the Commission. *935 CMR 500.105(9)(g)*. Summaries of Comm Ave Canna’s recordkeeping procedures are included below, encompassing: recordkeeping generally; standard operating procedures; inventory and seed-to-sale records; personnel records; business records; and finally, other operations records.

### **Recordkeeping Generally**

Comm Ave Canna will maintain all company records on internally linked, secure BMPs. The COO will setup and monitor BMPs on desktop computers located throughout the proposed dispensary. Comm Ave Canna will use standard word processing software, spreadsheet software, and cloud-based digital document storage system as their BMPs for editing and storing all business records of the proposed marijuana dispensary. BMPs will maintain company records including:

- Standard operating procedures (“SOPs”) as required by 935 CMR 500.105(1);
- Inventory records as required by 935 CMR 500.105(8);
- Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
- Waste disposal records as required under 935 CMR 500.105(12): Waste Disposal. Specifically, a record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Marijuana Establishment agents present during the disposal or other handling, with their signatures;
- The following personnel records:
  - Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each Marijuana Establishment agent. Comm Ave Canna will maintain these records for at least 12 months after termination of the individual’s affiliation with the Marijuana Establishment and will include:
    - All materials submitted to the Commission pursuant to 935 CMR 500.030(2) for each individual’s registration as a Marijuana Establishment agent;
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of

the individual indicating the date, time, and place he or she received the training and the topics discussed, including the names and titles of the presenters;

- Documentation of periodic performance evaluations;
  - A record of any disciplinary action taken; and,
  - Notice of completed responsible vendor and eight-hour related duty training;
- A staffing plan that will demonstrate Comm Ave Canna's hours of operation and procedures to ensure safe operating conditions are maintained at all times within the proposed facility;
  - Personnel policies and procedures;
  - All background check reports. *935 CMR 500.030*;
- Business records, including manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and,
    - Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any. *935 CMR 500.105(9)*.

In addition, Comm Ave Canna will also use BMPs to maintain the following additional records:

- Security records, per 935 CMR 500.110(5);
- Transportation manifests, per 935 CMR 500.105(13)(f)(5);
- Plans of correction generated per 935 CMR 500.320; and,
- Customer feedback records.

The BMPs present on each individual desktop will vary depending upon its location within the proposed dispensary and its primary user. Comm Ave Canna will restrict recordkeeping activities to management-level staff and above. Additionally, Comm Ave Canna's SOPs will incorporate documentation input review for all physical-to-digital record input. For example, once a manager saves a digital scan of a completed transport manifest into a BMP, they will request that a separate manager verify that all of the scanned document is legible with no information cut-off, is named according to established file naming convention, and is stored within the correct BMP folder for later access. SOPs will also outline the proper storage and filing of all original documents once they have been entered into BMPs.

The Bookkeeper will maintain detailed reports of all proceeds and expenses for Comm Ave Canna's dispensary, including all inventory, sales, and financial records, in accordance with generally accepted accounting principles. Comm Ave Canna will maintain all reports for seven years and will allow the Commission, or an audit firm contracted by the Commission, access to all books and records at all times. *M.G.L. c. 94G, § 12(d)*.

Comm Ave Canna understands that the Commission may audit the accounts, programs, activities, and functions of the proposed dispensary facility as often as the Commission determines necessary. *M.G.L. c. 94G, § 18*. To conduct the audit, authorized officers and employees of the Commission will have access to such accounts at all times and the Commission may require the production of books, documents, vouchers and other records relating to any matter within the scope of the audit, except tax returns. *M.G.L. c. 94G, § 18*. Comm Ave Canna may also release their tax returns to the Commission should they be requested as part of an ongoing investigation. In any audit report of the accounts, funds, programs, activities and functions of a licensee issued by the Commission containing adverse or critical audit results, the Commission may require a response, in writing, to the audit results. Comm Ave Canna will forward their response to the Commission within 15 days of notification by the Commission. *M.G.L. c. 94G, § 18*. Comm Ave Canna will maintain records of all responses sent to the Commission as result of an audit in BMPs as described above.

### **Standard Operating Procedures (“SOPs”)**

Comm Ave Canna will always maintain a complete physical copy of all SOPs within their dispensary for staff to follow during operations. These SOPs will include:

- Security measures in compliance with 935 CMR 500.110;
- Employee security policies, including personal safety and crime prevention techniques;
- Procedures describing Comm Ave Canna’s hours of operation; after-hours contact information provided to the Commission and law enforcement officials and updated pursuant to 935 CMR 500.000;

- Procedures for the storage of marijuana in compliance with 935 CMR 500.105(11);
- Procedures for describing the various strains of marijuana to be sold, as applicable, and the form(s) in which marijuana will be sold;
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- Procedures to ensure all quality control product testing requirements for contaminant prevention, in compliance with 935 CMR 500.160, are met by products purchased by the dispensary;
- Hiring procedures and procedures for the maintenance of staffing records in compliance with 935 CMR 500.105(9);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Procedures to ensure Comm Ave Canna’s alcohol, smoke, and drug-free workplace policies are maintained by staff at all times;
- Procedures describing how confidential information will be maintained;
- Procedures for the immediate dismissal of any Marijuana Establishment agent who has:
  - Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
  - Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or,
  - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in

the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority;

- Procedures outlining how Comm Ave Canna will maintain a list of all board members and executives of the dispensary, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on the Marijuana Establishment's website;
- Policies and procedures for the handling of cash at the dispensary including but not limited to storage, collection frequency, and transport to financial institution(s);
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old;
- Policies and procedures for energy efficiency and conservation that include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and,
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. 935 CMR 500.105(1).

The CCO will update physical copies of SOPs present at the dispensary with revised SOPs as they are generated. Comm Ave Canna will use cloud storage to maintain digital copies of all SOP versions with a separate folder containing a digital version of the current complete SOPs as well. Summaries of Comm Ave Canna's plans for the activities included in company SOPs are provided as part of the other sections included in this application.

### **Inventory and Seed-to-Sale Records**

Comm Ave Canna's inventory control procedures, seed-to-sale system use procedures, and all records associated with such procedures, were developed specifically for compliance within the Commonwealth of Massachusetts, specifically 935 CMR 500.105(8)(e). An overview of these procedures, with a focus on recordkeeping, is presented below. Comm Ave Canna will use Metrc and the POS to monitor all marijuana inventory within the proposed dispensary facility. Comm Ave Canna will use a barcoding inventory control system to track batch, strain, and amounts of usable marijuana in inventory and to track amounts of usable marijuana sold. The General Manager will conduct inventory audits once a month and comprehensive inventory audits every calendar year. *935 CMR 500.105(8)(c)(2) & 500.105(8)(c)(3)*. During all inventory audits, the General Manager will verify physical inventory amounts against those in Metrc and the POS for all marijuana contained within the proposed dispensary. Documentation for all inventory audits conducted at Comm Ave Canna's proposed marijuana dispensary will include:

- The date of the inventory;
- A summary of inventory findings; and,

- The names, signatures, and titles of the individuals who conducted the inventory. 935  
*CMR 500.105(8)(d).*

The General Manager will initiate an investigation upon discovering any discrepancy between physical and digital totals. If the discrepancy is not resolved as a result of immediate investigation, the General Manager will notify the Commission and appropriate law enforcement authorities immediately. To determine the root cause of the discrepancy and avoid similar instances in the future, the General Manager will also relay all documentation and security camera footage relating to the discrepancy to the Commission and appropriate law enforcement authorities. The resolution of a discrepancy may also result in a plan of correction, in which case Comm Ave Canna will pursue the steps described above to ensure that such a discrepancy does not occur again. For more information on Comm Ave Canna's inventory procedures please see the *Inventory Procedures Summary* included as part of this application.

### **Personnel Records**

Comm Ave Canna will use a standard human resources document management software or secure third-party service as their BMP for storage of all personnel records, tracking hours worked, and processing benefits and payroll for all employees of the proposed marijuana dispensary. This system will maintain all records relating to:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;

- A personnel record for each Marijuana Establishment agent. Comm Ave Canna will maintain these records for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and will include:
  - All materials submitted to the Commission pursuant to 935 CMR 500.030(2) for each individual's registration as a Marijuana Establishment agent;
  - Documentation of verification of references;
  - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received the training and the topics discussed, including the names and titles of the presenters;
  - Documentation of periodic performance evaluations;
  - A record of any disciplinary action taken; and,
  - Notice of completed responsible vendor and eight-hour related duty training;
- A staffing plan that will demonstrate Comm Ave Canna's hours of operation and procedures to ensure safe operating conditions are maintained at all times within the proposed facility;
- Personnel policies and procedures; and,
- All background check reports. *935 CMR 500.030*.

Comm Ave Canna will maintain personnel records for two years following termination of an individual's affiliation with the Marijuana Retailer. Comm Ave Canna will maintain personnel

records longer if necessary regarding a pending criminal, civil, administrative investigation, or other legal proceeding for which these records may contain relevant information, or if otherwise instructed by an authority. Should Comm Ave Canna be awarded a Marijuana Establishment registry certificate, they will have all Marijuana Establishment agents associated with their dispensary operation submit and receive registry identification cards from the Commission prior to beginning work at the facility, per 935 CMR 500.030: Registration of Marijuana Establishment Agents. *935 CMR 500.030(1)*. All of Comm Ave Canna's agents will hold valid registry identification cards and Comm Ave Canna will maintain copies of each employee's card as part of their personnel records as well. Comm Ave Canna will enter all employee registration card expiration dates into the BMP, which will then automatically notify the CCO and employee in question sixty days before expiration in order to prevent a lapse in validity. Registry identification cards expire one year after issuance or upon the termination of the dispensary's registration certificate, whichever occurs first. To prevent interruption of possession of a valid registry identification card, Comm Ave Canna will ensure that all Marijuana Establishment agents in their employ renew their registry identification cards by submitting a complete renewal application no less than 45 calendar days before the expiration date of the existing registry identification card.

Comm Ave Canna will notify the Commission within five calendar days if any Marijuana Establishment Agent in their employ has a change of name or address or if they have knowledge of a change of any information that they were previously required to submit to the Commission or after discovery that a registration card has been lost or stolen. *935 CMR 500.030(6)*. Comm Ave Canna will notify the Commission no more than one business day after an agent of their

dispensary ceases to be associated with the dispensary, immediately voiding their registration.  
*935 CMR 500.105(4).*

Comm Ave Canna will organize physical copies of all personnel records listed above in locked filing cabinets with alphabetized folders for each individual employee. The HR Director will maintain these records and enter each physical form into the BMP prior to filing. Comm Ave Canna will keep these records in the main office area alongside the other business records described below. Comm Ave Canna will update all personnel recordkeeping practices in order to maintain compliance within the Commonwealth of Massachusetts.

### **Business Records**

Comm Ave Canna will use standard word processing software, spreadsheet software, and cloud-based digital document storage system as their BMPs for editing and storing all business records of the proposed marijuana dispensary. These systems will maintain the majority of the facility's records, including but not limited to:

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

For all business records, staff will follow established SOPs to scan physical records onto a desktop computer, store scanned files on the cloud, store physical records in organized files, and enter relevant information into spreadsheets for financial modeling and accounting activities. Like all other records, Comm Ave Canna will maintain all business according to generally accepted accounting principles. *935 CMR 500.105*. For sales records, Comm Ave Canna will attach scanners for use with accounting records to the desktop computer located in the main office area. Management-level staff will upload scanned files to Comm Ave Canna's cloud-based digital document storage system (e.g., Dropbox or equivalent) as instructed in SOPs. The facility's main office area will also house the filing cabinets used to store physical records. The physical filing system used will mirror the organization of the digital storage system (e.g., purchase invoices stored together, bills stored together, all organized with the most recent in front and descending chronologically). In this way, Comm Ave Canna will maintain a record of all their business relationships to accurately track and keep record of all business records associated with their dispensary. The Bookkeeper will review all accounting records and the financial model for accuracy. For more information on financial record-keeping please see the *Plan for Maintaining Financial Records Summary* included as part of this application.

### **Other Operations Records**

For other operations records, staff will also follow established SOPs to scan physical records onto a desktop computer, store scanned files on the cloud, store physical records in organized files, and enter relevant information into spreadsheets for process oversight, incident response tracking, and all other operations. Other operations records Comm Ave Canna will keep include

but are not limited to: security records; transportation manifests; plans of correction; customer feedback; and, maintenance records. Comm Ave Canna will attach a scanner for use with operations records to the desktop computer in the main office area. Staff will upload scanned files to Comm Ave Canna's cloud-based digital document storage system (e.g., Dropbox or equivalent) as instructed in SOPs. Staff will store physical copies of relevant documentation in locking filing cabinets in the main office area alongside the personnel records mentioned previously. In this way, Comm Ave Canna will maintain a record of all internal operations that take place within the proposed marijuana dispensary. Comm Ave Canna's COO will review all other operations records for accuracy and create and execute a plan of correction for any detected errors.

### *Security Records*

Comm Ave Canna will generate and store security records for the Marijuana Retail facility. Such records include restricted access area usage, security camera footage, and alarm system records. For Limited Access Area usage, Comm Ave Canna will maintain documentation of access to Limited Access Areas of all Marijuana Establishment agents, contractors, authorized Commission personnel, and individuals accompanied by authorized Commission personnel including the date of entry, time of entry, time of exit, name of individual, reason for access, and any other information required by the Commission. Such information will constitute Comm Ave Canna's "Visitor Log," which they will maintain for at least three years.

For security camera footage, Comm Ave Canna will use surveillance systems that: capture clear and certain information of any person entering or exiting the dispensary; have the ability to produce a clear, color, still photo either live or from a recording; have an embedded date-and-

time stamp on all recordings that is synchronized and does not obscure the picture; and, continue to operate during a power outage. *935 CMR 500.110(5)(a)(6) & 500.110(5)(a)(8)*. Comm Ave Canna's security camera video recordings will also: export images in an industry standard format; be archived in a proprietary format that ensures authentication and guarantees the recorded image has not been altered; be saved in an industry standard file format that can be played on a standard computer operating system; and, be erased or destroyed upon completion of their required retention period. *935 CMR 500.110(5)(a)(9)*. Comm Ave Canna will maintain all security system equipment and recordings in a Limited Access Area to prevent theft, loss, destruction, corruption, and alterations. *935 CMR 500.110(5)(b)*. Comm Ave Canna will ensure that 24-hour recordings from all video cameras are: available for viewing by the Commission through a secure internet connection; maintained free of alteration or corruption; and, retained longer if their dispensary is given notice of a pending criminal, civil, or administrative investigation, or other legal proceeding for which the recording may contain relevant information. *935 CMR 500.110(5)(a)(5)*.

Comm Ave Canna will install a perimeter alarm system to all building entry and exit points and perimeter windows. *935 CMR 500.110(5)(a)(1)*. They will also install duress/holdup/panic alarms inconspicuously throughout the facility that are connected to local public safety or law enforcement authorities. *935 CMR 500.110(5)(a)(2)*.

Comm Ave Canna will test the security alarm system and all devices every 30 calendar days and maintain a record of all tests. *935 CMR 500.110(5)(e)*. Should the monthly alarm test indicate a malfunctioning or broken piece of equipment, Comm Ave Canna will immediately engage a qualified alarm vendor to repair or replace the piece in question and notify the Commission. Comm Ave Canna will contract a security audit conducted by a vendor approved

by the Commission. They will submit a report of each audit to the Commission no later than 30 calendar days after the audit is conducted. If the audit identifies concerns related to their security systems, Comm Ave Canna will also submit a plan to mitigate those concerns within ten business days of submitting the audit. *935 CMR 500.110(8)*. Comm Ave Canna will maintain physical and digital records of: all security tests and audits; plans to mitigate concerns identified as part of tests/audits; and, all communications from the Commission and security vendors received as part of tests/audits. For more information regarding Comm Ave Canna security systems, please reference the *Security Procedures Summary* included as part of this application.

#### *Transport Manifests*

Comm Ave Canna will track all transportation of marijuana to-and-from their dispensary facility and other licensed Marijuana Establishments using Metrc and the transport manifests generated therein. Comm Ave Canna will maintain all manifests for at least one year and will make them available to the Commission upon request. *935 CMR 500.105(13)(f)(5)*. Upon completing their inspection of a marijuana delivery, the General Manager will scan the signed manifest into the BMP for digital storage and file the physical copy in company records alongside other manifests of its type. Comm Ave Canna will store all physical transport manifests in folders separated by supplier with digital scans organized identically to physical copies. For more information regarding transportation, please reference the *Inventory Procedures Summary* section submitted as part of this application.

#### *Plans of Correction*

Comm Ave Canna will submit to any and all inspections of the proposed dispensary facility by agents of the Commission. *935 CMR 500.300(1)*. As part of the inspection, Comm Ave Canna will, upon request, immediately make available to the Commission all information that may be relevant to the inspection, or an investigation of any incident or complaint. *935 CMR 500.300(2)*. Comm Ave Canna and their agents will make all reasonable efforts to facilitate the Commission's inspection of investigation of any incident or complaint, including the taking of samples, photographs, video, or other recordings by the Commission or its agents, and to facilitate the Commission's interviews of Marijuana Establishment agents. *935 CMR 500.300(3)*. Comm Ave Canna will maintain records of all deficiency statements issued by the Commission, per *935 CMR 500.310: Deficiency Statements*, regarding their dispensary facility. Comm Ave Canna will develop a plan of correction for any violations cited in a deficiency statement issued pursuant to *935 CMR 500.310: Deficiency Statements* within ten business days after the receipt of the statement. *935 CMR 500.320(1)*. Comm Ave Canna's plans of correction will state, with respect to each deficiency, the specific corrective step(s) to be taken and the date by which compliance with *935 CMR 500.000* will be achieved. The timetable and compliance dates shall be consistent with achievement of compliance in the most expeditious manner possible. *935 CMR 500.320(2)*. Should the Commission reject that plan of correction upon reviewing the proposed plan, Comm Ave Canna will amend and resubmit the plan within five business days after receipt of such notice. *935 CMR 500.320(4)*. The COO will open a unique file for each plan of correction where they will note all actions taken to remediate the incident, staff/contractors involved, SOPs updated in response, and all other supporting documentation. Staff will store applicable documents in duplicate with one copy in the usual location and the other in the incident file (i.e., if the incident involves contracting an outside vendor to perform work Comm

Ave Canna will store the invoice for that work per accounting documentation SOPs and in the incident report as well). Comm Ave Canna will store records associated with Secret Shopper Investigative Results, per 935 CMR 500.301(4): Use of Secret Shopper Investigative Results, in this manner as well.

### *Customer Feedback*

Customer feedback reports include both customer satisfaction surveys and customer complaints. Comm Ave Canna will solicit customer satisfaction surveys from customers and in order to determine customer satisfaction with the services provided by their dispensary. In addition, Comm Ave Canna will address all customer complaints, including the reporting of adverse reactions, with the utmost gravity and attention. Comm Ave Canna will report all incidents involving adverse reactions related to the use of usable marijuana to the Commission.

### **Conclusion**

Comm Ave Canna is committed to good recordkeeping practices in order to meet and exceed the requirements of the Commonwealth of Massachusetts as well as to uphold the highest standards for dispensary operations. Comm Ave Canna will employ good recordkeeping practices throughout their facility and all operations performed therein. Comm Ave Canna will ensure records are maintained using thorough SOPs as well as regular audits of all digital and physical documentation. Comm Ave Canna will update all documentation methods and associated SOPs with all regulatory changes or process changes within the facility so that there is never a lapse in the quality of their records or question as to their proper storage. These practices will ensure the success of the proposed dispensary as one of Massachusetts's first licensed adult-

use dispensaries and provide the Commission with the utmost confidence in the quality of usable marijuana dispensed at the proposed facility.

**COMM AVE CANNA – STATE APPLICATION: PLAN FOR MAINTAINING FINANCIAL RECORDS**

Comm Ave Canna – State Application: Plan for Maintaining Financial Records ..... 1

    Introduction..... 1

    Record Maintenance Methodology..... 2

    Audits..... 3

**Introduction**

Comm Ave Canna’s Chief Financial Officer (“CFO”) will maintain all company books and financial or other records or statements in a manner that the Cannabis Control Commission (“Commission”) deems proper. *M.G.L. c. 94G, § 4(a)(xxi)*. To that end, Comm Ave Canna’s CFO will maintain company financial records, including all records required of Marijuana Establishments in any section of 935 CMR 500.000 governing their operations, in accordance with generally accepted accounting principles. *935 CMR 500.105(9)*. Comm Ave Canna’s founders have a long history of compliant business operations in the Commonwealth of Massachusetts and will maintain this exemplary record of compliance throughout operations of the proposed Marijuana Retailer facility. Comm Ave Canna will maintain physical and digital financial records of:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- Sales records including the quantity, form, and cost of marijuana products; and,
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Comm Ave Canna, including members of the nonprofit corporation, if any. *935 CMR 500.105(9)(e)*.

### **Record Maintenance Methodology**

The CFO will use QuickBooks, or equivalent software, for managing financial records associated with the Marijuana Retailer facility. Additionally, Comm Ave Canna's staff will organize financial records, and digital scans of those records, in a manner prescribed by company standard operating procedures ("SOPs") such that all copies are easily retrievable. Comm Ave Canna will train all staff tasked with performing recordkeeping tasks for financial records, such as the General Manager, to do so in a way that ensures all such records are never lost or mishandled; by developing site-specific SOPs for the handling of records, training staff on those SOPs, and consistently evaluating staff on their ability to follow SOPs, Comm Ave Canna will ensure that its staff handle records in a consistent and compliant manner. Comm Ave Canna will maintain orderly, consistent, and up-to-date records in both physical and digital format as part of its general good business practices and so that such materials are easily produced as part of investigations from the Commission. Comm Ave Canna will also adopt separate accounting practices at the point-of-sale ("POS") for marijuana and non-marijuana sales. *935 CMR 500.140 (6)(f)*.

## Audits

Comm Ave Canna understands that the Commission will audit the accounts, programs, activities, and functions of their business as often as the Commission deems necessary. *M.G.L. c. 94G, § 18*. In order to conduct such audits, Comm Ave Canna will provide employees of the Commission with access to such accounts at reasonable times and produce books, documents, vouchers, and other records related to any matter within the scope of the audit, except tax returns. *M.G.L. c. 94G, § 18*. Comm Ave Canna may also release their tax returns to the Commission should they be requested as part of an ongoing investigation. Comm Ave Canna also understands that the superior court shall have jurisdiction to enforce the production of records that the commission requires to be produced under this section and the court shall order the production of all such records within the scope of any such audit. *M.G.L. c. 94G, § 18*.

Comm Ave Canna anticipates that the Commission will conduct all audits in accordance with generally accepted auditing standards established by the American Institute of Certified Public Accountants. *M.G.L. c. 94G, § 18*. Comm Ave Canna also anticipates that the Commission and the Department of Revenue may also audit their POS system in order to ensure compliance with Massachusetts tax laws and any section of 935 CMR 500.000. *935 CMR 500.140 (6)(g)*. Should the Commission include adverse or critical results in any audit report of the accounts, funds, programs, activities and functions of a licensee issued by the Commission, Comm Ave Canna will produce a response, in writing, to the audit results within 15 days of notification by the Commission. *M.G.L. c. 94G, § 18*. Comm Ave Canna will maintain records of all such responses in both digital and physical format in the same manner as described above for its financial records. In this way, the Applicant will maintain a record their business and all of their business

relationships to accurately track and keep record of the products they purchase and sell. For more information on Comm Ave Canna's recordkeeping procedures please see the *Recordkeeping Procedures Summary* provided as part of this application.

#### **Misc.**

For financial records, as with any records maintained by the dispensary, Comm Ave Canna will never use any software or other methods to manipulate or alter sales data. 935 CMR 500.140(6)(c). The CFO will work with dispensary management to conduct a monthly analysis of all equipment and sales data to ensure that no software has been installed that could be used to manipulate or alter sales data, and that no other methodology has been used to manipulate or alter sales data. 935 CMR 500.140(6)(d). For each monthly analysis, the manager conducting the analysis will maintain a record of the analysis, including any suspicious activity or violations discovered, and Comm Ave Canna will provide any records of monthly analyses to the Commission upon request. 935 CMR 500.140(6)(d). If management suspects that any software has been installed or that sales data has been manipulated or altered by any means, Comm Ave Canna will immediately disclose this information to the Commission, cooperate in any investigation, and take any additional actions directed by the Commission. 935 CMR 500.140(6)(d)(1-3).

The CFO will ensure that Comm Ave Canna adopts and maintains financial recordkeeping practices that comply with all state requirements, including 830 CMR 62C.25.1: Record Retention and the Department of Revenue's Directive 16-1: Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems. 935 CMR 500.140(6)(e).

Comm Ave Canna will adopt and maintain separate accounting practices at the point-of-sale for marijuana and non-marijuana sales. 935 CMR 500.140(6)(f).

Comm Ave Canna's dispensary will not be co-located with any other Marijuana Establishments or Medical Marijuana Treatment Centers. As such, Comm Ave Canna cannot and is not required to provide any sales data for months preceding this application. 935 CMR 500.140(6)(h).

**COMM AVE CANNA –DETAILED DESCRIPTION OF QUALIFICATIONS AND INTENDED TRAININGS  
FOR AGENTS WHO WILL BE EMPLOYEES**

**Detailed Description of Qualifications and Intended Trainings for Agents who will be**

**Employees ..... 1**

**Introduction..... 1**

**Job Qualifications ..... 2**

Executive Team ..... 2

Marijuana Retailer Staff..... 9

Facilities Staff..... 14

**Intended Trainings..... 16**

Onboarding ..... 17

Responsible Vendor Training Program ..... 18

Continuing Education ..... 20

Periodic Performance Evaluations..... 21

Diversity & Sexual Harassment Training ..... 22

**Conclusion ..... 24**

**Introduction**

Comm Ave Canna’s founding team has decades of skill in staffing their businesses with a workforce that is diverse, hardworking, and disciplined. Comm Ave Canna believes that creating a diverse, inclusive, and safe workplace is essential to running any successful business. Comm Ave Canna will leverage the owners’ previous experience operating a variety of businesses with marked diversity and thorough anti-discrimination policies to build a diverse workforce. Comm

Ave Canna is committed to hiring minority employees that are residents of the area in which it operates. Comm Ave Canna's plan to reduce inequality is built upon fair hiring practices, targeted job postings, and building an inclusive company culture through programs such as diversity awareness trainings.

## **Job Qualifications**

### Executive Team

#### *J.B. Hauck – Chief Executive Officer – CEO*

The Chief Executive Officer (“CEO”) works closely with the senior planning and leadership teams to execute the strategic direction of the company and guides all staff efforts toward achieving company objectives and defined goals. The CEO will also assist with financial management and strategic production plans, provide oversight for all branches of the company, and develop a company culture that falls in line with the mission set forth by the company.

J.B. Hauck will serve as Comm Ave Canna's CEO. J.B. gained extensive experience running a regulated business while serving as General Manager for The Living Room, the Hauck family's full-service restaurant, bar, and lounge. In that role, J.B. was responsible for: designing inventory systems; maintaining inventory of products; building strong relationships with vendors; training all staff on checking IDs; hiring and training of all front-of-house employees; and, overseeing staff (and patrons) for safe service of alcoholic beverages. The Living Room has never once received a citation for underage drinking or over-serving in its 14-year history. J.B. looks forward to continuing this history of compliance and operational excellence with Comm Ave Canna.

Cost of goods sold (“COGS”) Task Allocation: 25% Operations, 25% Financial Management, 25% Sales/Business Development, 25% Staff Management.

- Provides complete oversight of all branches of the company
- Coordinates with the Marketing and Public Relations Officer to develop all branding and brand identity components, including product packaging and store design
- Evaluates and manages the fiscal and operational performance of the company
- Oversees each branch budget and departmental budgets

#### *Chief Financial Officer – CFO*

Reports to CEO. The Chief Financial is responsible for all financial activities including building the core financial practices to meet the needs of the company’s expanding operations, The CFO must have the ability to integrate the finance function effectively into the Company's operations, maintaining the strong financial infrastructure required to support continued rapid growth. CFO also oversees all accounting personnel and third-party accounting, tax preparation, and financial services vendors.

COGS Task Allocation: 75% Financial Management, 25% Staff Management.

- Oversees all financial functions of the company
- Creates and implements a company budget and departmental budgets
- Develops and maintains relationships with financial institutions
- Audits work of Bookkeeper and Accountant for accuracy and consistency with Generally Accepted Accounting Practices (GAAP) or other financial reporting standards

#### *Mike Lowe – Chief Operations Officer – COO*

Reports to CEO. The Chief Operations Officer manages operations, including development of standard operating procedures and staff training programs that are responsive and adaptable based on compliance with applicable regulations. COO must analyze current and future market trends to help lead management to achieve goals and objectives of the company. COO works with branch executive teams to create and implement production plans, select equipment and materials, and assist in selecting vendors and outsourced services.

Mike Lowe will serve as Comm Ave Canna's Chief Operations Officer. Mike has spent the last ten years gaining expertise in Colorado's regulated marijuana industry. Mike began his career in the marijuana industry as a shop manager for Roots RX Aspen, where he was brought in to train employees and managers in sales strategies and how to engage the consumer in both the medical and adult-use markets. Mike then leveraged this marijuana retail experience to eventually own and operate his own retail location, Alternative Medical Solutions in Aspen, CO. After years of successfully operating Aspen's premier marijuana retail location, Mike relocated to Oxford, Maine. In Oxford, Mike built two cultivation facilities totaling over 20,000 ft<sup>2</sup>. As construction finished, Mike hired and trained all employees required to operate the cultivation facilities, and subsequently ran their day-to-day operations. Mike is excited to continue his successful career in the marijuana industry by helping Comm Ave Canna hire and train its staff, design its operating procedures, and manage its Marijuana Retailer location.

COGS Task Allocation: 50% Operations and Production, 20% Staff Management, 15% Regulatory Compliance, 15% Financial Management.

- Develops and implements compliant standard operating procedures
- Supports the operations of the retail stores
- Assists with developing staff training programs

- Identifies areas of cost savings and sources affordable equipment and supply vendors
- Coordinates internal and external audits of physical inventory and data with the Chief Compliance Officer

*Chief Compliance Officer – CCO*

Reports to CEO. The Chief Compliance Officer ensures daily operational compliance by developing, maintaining, continuously improving upon a comprehensive compliance program designed to ensure that every level of the operation acts within the federal, state, and municipal regulations. The CCO also acts as the communication link between the Comm Ave Canna and the regulators when implementing any changes that the state or local jurisdiction needs to be made aware of.

COGS Task Allocation: 80% Regulatory Compliance, 20% Recordkeeping and Administrative Support.

- Manages license, bond, and permit application and renewal process
- Monitors and updates regulations to ensure all retail standard operating procedures stay compliant with local, state, and applicable federal regulation
- Audits all company inventory, systems and reports for accuracy and consistency and maintains records as required by state and federal regulation
- Assists with development of staff training materials and compliance tools

*Garrett Hauck – Human Resources Director – HR Director*

Reports to COO. The Human Resources Director plans, directs, and coordinates the administrative functions of the organization. They oversee the recruiting, interviewing, and

hiring of new staff; consult with top executives on strategic planning; and serve as a link between an organization's management and its employees. HR is also responsible for supervising and providing consultation to management on strategic staffing plans, compensation, benefits, training and development, budget, and labor relations.

Garrett Hauck will serve as Comm Ave Canna's HR Director. In 2011, Garrett graduated from Johnson & Wales University with a Bachelor of Science in Entrepreneurship and a concentration in Human Resource Training & Development. Garrett is also an entrepreneur in his own right; since 2009, Garrett has been the owner of Urban Green LandEscapes, a landscape and hardscape design/installation business. Through owning and operating this business, Garrett has become highly familiar with both the agricultural industry and what it takes to effectively run a business generally. He has developed skills in: conducting effecting on-the-job training while supervising and coordinating job activities; writing job descriptions, training new employees, creating work flow charts, and developing standardized training procedures; and, is OSHA-certified to enforce safety procedures on site.

COGS Task Allocation: 30% - Recruitment, 40% - Staff Management and Training, 30% Recordkeeping and Administrative Support.

- Recruits and hires qualified staff to fill roles necessary for company growth and success
- Delivers new hire orientation
- Coordinates with management and subject matter experts to deliver operational training programs
- Manages staff attendance, scheduling, time off requests, and timekeeping systems

*Marketing & PR Director*

Reports to CEO. The Marketing & PR Director oversees marketing and public relations through maintaining the company's public image, devising sales strategies, and creating marketing materials in compliance with advertising restrictions and regulations. Brand management, content creation, and advertising on approved platforms are also responsibilities of the Marketing & PR Director.

COGS Task Allocation: 60% Marketing and Sales Support, 20% Public Relations, 20% Administrative Support.

- Manages company's brand and identifies intellectual property violations
- Manages social media presence and ensures integrity of online branding and prepares quarterly marketing plans and written reports
- Develops and approves marketing materials within the marketing budget and implements company public relations strategies
- Writes content for website, press, and marketing materials
- Designs marketing materials or oversees design, if performed by other staff or a vendor

*Francie Hauck – Community Outreach Director – COD*

Reports to CEO. The Community Outreach Director connects the company with community members, customers, advocacy organizations, industry groups, legislators, and regulators. The COD also educates the community about marijuana as medicine, organizes community outreach activities, and represents the company in a professional manner at community events.

With her ties to Brookline through Perfect Tan and her volunteer work with Brookline Adult Education, Francie Hauck will serve as Comm Ave Canna's Community Outreach Director. Through owning and operating Perfect Tan, Francie gained experience in compliance with

various regulatory frameworks, learned the importance of adhering to strict operating procedures to maintain customer safety, and became an expert in integrating a business into the local community.

COGS Task Allocation: 25% Customer Advocacy, 25% Recordkeeping and Administrative Support, 25% Event Coordination, 25% Company Representation.

- Assists with development and implementation of an effective community action plan and comprehensive customer relations plan.
- Identifies local community groups and charitable organizations for potential relationships
- Orchestrates community educational seminars and events
- Manages company participation in local community groups, including volunteerism, financial and in-kind donations

#### *John Hauck – Bookkeeper*

Reports to CFO. The Bookkeeper supports the financial objectives of the company by managing all financial transactions. Bookkeeper works with Accounting to guarantee adherence to Generally Accepted Accounting Principles (GAAP) or other professional bookkeeping standards for all transactions and documents.

John Hauck will serve as Comm Ave Canna's Bookkeeper. John is a Vietnam-era Infantry Veteran who served in the 3rd Armored Division in Frankfurt, Germany, and subsequently worked for the Army with Special Services for four years after being honorably discharged. In 1983, he founded and served as Treasurer and Business Manager for Ristorante Toscano. After opening, John assumed duties of General Manager, including all bookkeeping, accounts payable and receivable, payroll, food and beverage purchases, marketing and advertising, hiring, and

training of front of house staff. Eventually, John secured a full liquor license for the business in 1993, beginning his 15-year perfect track record of never receiving a local or state violation on his liquor licenses. In 2004, the business concept changed to The Living Room, a full-service restaurant, bar, and lounge with capacity for 240 guests that currently employs 31 people. Through owning and operating The Living Room, John became an expert in supply chain management, preventing diversion to minors, and creating a high-quality customer experience. John is also co-founder and Treasurer of Perfect Tan, an award-winning tanning salon which is the largest in the area. The tanning industry is highly regulated by both the FDA and by local regulators (specifically the Brookline Health Department) because of UV exposure. Through owning and operating Perfect Tan, John gained experience in compliance with various local, state, and federal regulatory frameworks and learned the importance of adhering to strict operating procedures to maintain customer safety.

COGS Task Allocation: 50% Financial Management, 25% Regulatory Compliance, 25% Recordkeeping and Administrative Support.

- Manages accounts payables and accounts receivables
- Reconciles cash and inventory monthly
- Ensures financial procedures and recordkeeping policies adhere to local, state, and applicable laws and requirements
- Coordinates with and generates reports for the Accountant

### Marijuana Retailer Staff

*Garrett Hauck – General Manager – GM*

Reports to COO. The General Manager will plan and manage all aspects of day to day operations, including managing personnel, training staff in sales and customer satisfaction, inventory control and handling the daily procedures of all store related matters while adhering to strict state and local guidelines and regulations. The GM will communicate with all levels of the organization to implement and maintain protocols, policies and procedures in accordance with company standards. The General Manager is also responsible for overseeing daily inventory operations under the supervision of the Chief Operations Officer. The General Manager creates and implements processes, protocols and key performance indicators associated with inventory management to ensure inbound and outbound inventory workflow meets daily sales and operational demands. The General Manager is also responsible for ensuring compliance with all related certifications, marijuana industry regulations, and local state and federal safety regulations within all managed facilities and throughout all business processes.

Garrett Hauck will serve as Comm Ave Canna's GM. As a manager of The Living Room, the Hauck family's full-service restaurant, bar, and lounge, Garrett: ensures quality control, dating, and labeling of all perishable items; keeps the bar stocked and ready for service; and, ensures the facility was clean and ready for customers at all times. This experience will be critical for maintaining inventory control and a sanitary facility at Comm Ave Canna, both for the sake of customers and the safe storage of products. Garrett is also well-versed in crowd control, verifying forms of identification for validity, and is TIPS certified for identifying signs of intoxication and defusing escalated situations with artistry. These are three critically important aspects of running a compliant Marijuana Retailer, and Garrett is proud to continue The Living Room's tradition of never receiving a violation for serving minors or over-serving customers. Further, through the operation of his own landscaping company, Garrett is an expert in:

effectively marketing a business to potential customers; creating strong business relationships with clients; writing scopes of work and contracts; managing and coordinating job responsibilities among multiple employees; maintaining records of daily income, administering bank deposits, and managing accounts payable/receivable; and, coordinating delivery schedules.

COGS Task Allocation: 50% Staff Management, 25% Executive Support, 10% Regulatory Compliance, 15% Sales Reporting and Analysis.

- Manages all daily Marijuana Retailer operations, including retail company processes and staff
- Supports all retail management staff to achieve sales and service goals
- Communicates executive directives to Marijuana Retailer management and staff
- Regularly reports to executive team about retail trends, inventory needs, sales performance, and staff
- Tracks inventory by entering data into the state seed-to-sale inventory tracking system and other business management platforms
- Tracks sales totals
- Audits inventory for accuracy
- Manages bulk ordering for office and retail supplies
- Writes inventory and compliance reports and ensures data uniformity in all reports and records

#### *Assistant Manager*

Reports to GM. The Assistant Manager manages daily operations of the Marijuana Retailer at the guidance of the GM, including staff management, regulatory compliance, sales, and

marketing support. The Assistant Manager is also responsible for making sure the store is meeting sales and marketing goals while maintaining inventory within a secure, fully-compliant facility.

COGS Task Allocation: 40% Facility and Staff Management and Training, 15% Regulatory Compliance, 15% Inventory Tracking and Management, 15 % Financial Management, 15% Sales and Marketing Support.

- Creates schedules for all staff within the facility
- Provides high-level customer service and oversight of staff/customer interaction
- Secures active stock inventory in display and storage areas and back stock inventory in safes within the vault
- Prevents diversion through enforcing company policies, procedures, and state regulations
- Manages and adheres to a designated store/location/department budget

### *Sales Associate*

Reports to the Store Manager & Assistant Store Manager. Sales Associates support the daily operations of the Marijuana Retailer, through providing information, customer service, and sales of products to customers. Sales Associates also perform a variety of cleaning and maintenance tasks, stocking shelves and maintaining inventory, and staying current on new products to recommend to customers.

COGS Task Allocation: 30% Sales and Dispensing, 20% Cleaning and Maintenance, 30% Regulatory Compliance, 20% Inventory Tracking.

- Presents knowledge and information to customers in a friendly and professional manner

- Dispenses regulated products in compliance with dispensing limits set by the state including limitations on the quantity dispensed, types of products dispensed, and frequency of purchases and completes sales by entering accurate data for each transaction in the inventory tracking system and business management platforms
- Stocks, merchandises, and replenishes displays of regulated and unregulated inventory
- Verifies the identity of customers prior to sale

#### *Administrative Support Associate*

Reports to the Store Manager & Assistant Store Manager. The Admin Support/Customer Intake Associate greets customers, visitors, and the public in person and by phone to ensure only approved persons gain access to the facility. Admin Support is responsible for checking in visitors and determining customer access eligibility, providing customer service, and acting as a primary point of contact for the public.

COGS Task Allocation: 10% Sales and Marketing Support, 25% Regulatory Compliance, 25% Administrative Support, 15% Customer Education, 15% Cleaning & Office Maintenance.

- Greets customers, visitors, and the public as well as answers phones and direct inquiries to appropriate personnel
- Verifies customer, visitor, or regulator identification and logs visit details prior to granting access to the facility and providing a visitor's badge to each visitor
- Maintains lobby and reception areas to create a welcoming environment
- Possesses an expert knowledge of products and pricing to provide quality customer service and increase sales to achieve sales goals

## Facilities Staff

### *Sanitation Officer*

Reports to CCO & COO. The Sanitation Officer works with the Directors of all departments to create a sanitation plan to maintain a sanitary and compliant environment for the business. The sanitation plan includes standard operating procedures on how to clean each part of the facility including equipment, how to create and properly mix cleaning solutions for different projects, and security protocol for cleaning after hours and in limited access areas.

COGS Task Allocation: 80% Facilities Maintenance, 10% Regulatory Compliance, 10% Recordkeeping and Administrative Support.

- Cleans and sanitizes the facility and equipment
- Stores supplies and equipment in designated areas and restocks supplies, as needed
- Maintains the facility perimeter, including landscaping, building façade, drainage systems, waste disposal, and parking areas
- Logs equipment service and maintenance

### *Director of Security*

Reports to the COO & CCO. The Director of Security protects assets, ensures facility security, and oversees staff security training to create a safe working environment and protect the community. Director of Security creates standard operating procedures and sets up security protocols to achieve zero losses from diversion or criminal activity and maintain compliancy with the state and local regulations, particularly regulations set forth in *935 CMR 500.110: Security Requirements for Marijuana Establishments*.

COGS Task Allocation: 50% Operations Support, 25% Staff Management and Training, 25% Research and Administrative Support.

- Protects and ensures the safety and security of all company locations, assets, and individuals including customers and employees
- Assists with the design and implementation of a comprehensive security plan, which includes both a security schematic and dedicated personnel
- Creates emergency procedures and implements security best practices to ensure compliance, safety, and efficacy
- Builds relationships with local law enforcement and emergency services to identify the company as a community partner and champion of safe facilities
- Trains non-security personnel in diversion prevention efforts as part of implementing an anti-diversion plan

### *Security Officer*

Hierarchy – Reports to Store Manager. Security Officers are responsible for maintaining the security and compliance of the facility, protecting company assets, and creating a safe working environment for all staff by physically securing the facility, overseeing visitors, preventing diversion and any other crimes or misconduct. Security Officers work under the guidance and standard operating procedures created by the Director of Security to maintain consistency in procedures.

COGS Task Allocation: 65% - Asset Protection, 25% - Regulatory Compliance/Enforcement, 10% - Recordkeeping and Administrative Support.

- Monitors the interior and exterior of the store premises using video surveillance equipment to ensure the safety of customers, products, and staff
- Provides assistance with movement of cash throughout the facility and transfer to armored truck personnel or deposit to financial institutions
- Logs and escorts visitors, when necessary
- Adheres to and enforces access restrictions, including all limited access areas and inaccessible areas
- Prepares and files incident reports for all suspicious, non-compliant, or criminal activity

### **Intended Trainings**

Comm Ave Canna has divided company training plans into two training types: onboarding and continuing education. To maintain 100% compliance with all regulatory requirements and ensure consistent operations, onboarding training will be comprehensive and include a Responsible Vendor Program. Once employees have completed onboarding, employees will be expected to complete regular continuing education and role-specific training totaling at least 8 hours including the annual Responsible Vendor Program. Management will conduct mandatory retraining in response to changes in regulations, operational procedures, or other major industry or scientific updates as needed.

Comm Ave Canna has set its sights on being a Compliance Leader under the state's leadership rating system. Training is a crucial component to achieving Compliance Leader status, since all employees must complete their required trainings within 90 days of hire to qualify. 935 *CMR 500.040(d)*. All employees of Comm Ave Canna will be properly trained in their respective professions as necessary. *M.G.L. c. 94G, § 4(a 1/2)(xv)*. The training will be tailored to the roles

and responsibilities of the job function of each Marijuana Establishment Agent and will include a Responsible Vendor Program under 935 CMR 500.105(2)(b). All Comm Ave Canna agents will receive at least eight hours of on-going training annually. *935 CMR 500.105 (2)(a)*.

Comm Ave Canna will train its employees to treat every customer with the utmost respect and expects to receive exceptional reports from any Secret Shoppers authorized by the Commission under 935 CMR 500.301. The Comma Ave Canna leadership team has a proven track record of hiring and training quality employees; in over two decades of working in highly regulated industries, none of their businesses have received citations, and in fact, have been paragons of customer service and compliance.

A summary of Comm Ave Canna's training plan is laid out below, and includes specific segments for Onboarding, Responsible Vendor Training, Continuing Education, Periodic Performance Evaluations, and Diversity & Sexual Harassment Training.

### Onboarding

Once a prospective staff member has accepted an offer of employment with Comm Ave Canna, passed all required background checks, and received a Registration Card from the Commission, he or she will receive an identification badge from Comm Ave Canna and begin the onboarding process. During onboarding, Comm Ave Canna will supply all staff with an employee training manual that includes, but is not limited to: employee safety procedures, employee guidelines, security protocol, and educational training. The educational training portion includes information required under the Responsible Vendor Training Program, as well as Standard Operating Procedures ("SOPs"), Metrc, and POS software instruction, and other policies specific to Comm Ave Canna's operations and facility. Onboarding education will begin

in the classroom, where the COO will provide a combination of videos, PowerPoint presentations, roleplaying scenarios, open discussions, and quizzes based on the employee training manual. Onboarding education will be specifically tailored to the role and responsibility of the job function of each Comm Ave Canna employee. *935 CMR 500.105(2)*.

Once the classroom portion is completed and recorded in the employee's training records, management will assign the employee to shadow a senior employee within their department. The shadowing process will allow the new hire to observe a senior member of staff throughout the workday to learn how to properly implement all the policies and procedures learned during classroom training. The new hire will be able to ask any questions they may have about how to safely and compliantly work with marijuana within the facility. Once this process is complete, the new hire be allowed to work independently within the facility. Senior employees will continue to shadow new hires and will regularly spot-check new hires' work until satisfied with their level of competency.

#### Responsible Vendor Training Program

Comm Ave Canna will contract with an education provider accredited by the Commission to provide the annual minimum two-hour Responsible Vendor Training Program in a real-time, interactive setting. *935 CMR 500.105(2), (6)*. All current owners, managers, and employees that handle and sell marijuana will take a Responsible Vendor Program annually, and new employees will attend the Responsible Vendor Program within 90 days of hire. *935 CMR 500.105(2)*. Comm Ave Canna will ensure that all required employees have taken the Responsible Vendor Program at the time of licensure or renewal of its Marijuana Establishment registration on or after July 1, 2019. Any employees that are not involved in the handling or sale of marijuana are

strongly encouraged by Comm Ave Canna to take part in the Responsible Vendor training, although they are not required by law. *935 CMR 500.105(2)(b)*.

The core curriculum of the Responsible Vendor Program will include:

- Discussion concerning marijuana's effect on the human body. Training shall include:
  - Marijuana's physical effects based on type of marijuana product;
  - The amount of time to feel impairment;
  - Visible signs of impairment; and,
  - Recognizing the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices;
- Compliance with all tracking requirements;
- Acceptable forms of identification. Training will include:
  - How to check identification;
  - Spotting false identification;
  - Medical registration cards issued by the DPH;
  - Provisions for confiscating fraudulent identifications; and,
  - Common mistakes made in verification.
- Other key state laws and rules affecting owners, managers, and employees, which will include:
  - Local and state licensing and enforcement;
  - Incident and notification requirements;
  - Administrative and criminal liability;
  - License sanctions and court sanctions;
  - Waste disposal;

- Health and safety standards;
  - Patrons prohibited from bringing marijuana onto licensed premises;
  - Permitted hours of sale;
  - Conduct of establishment;
  - Permitting inspections by state and local licensing and enforcement authorities;
  - Licensee responsibilities for activities occurring within licensed premises;
  - Maintenance of records;
  - Privacy issues; and,
  - Prohibited purchases and practices.
- Such other areas of training determined by the Commission to be included in a responsible vendor training program. *935 CMR 500.105(2)(b)(7)*.

Comm Ave Canna's HR Director will record all employee training and include that information in each employee's personnel records, as well as a signed statement from the employee indicating the date, time, and place he or she received training and the topics discussed, including the name and title of presenters, and whether Responsible Vendor and eight-hour related duty training has been completed annually. *935 CMR 500.105 (9)(d)*. Comm Ave Canna will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request. *935 CMR 500.105(2)*.

### Continuing Education

Comm Ave Canna will work diligently to incorporate new scientific and market research into training materials and continuing education programs for employees. The HR Director will keep

employees informed of voluntary and mandatory upcoming continuing education opportunities. Mandatory continuing education will occur annually for each employee, totaling at least eight hours of on-going training annually, including Responsible Vendor Training. *935 CMR 500.105(2)*.

Even the best employees may struggle to remember all of Comm Ave Canna's policies and procedures. To keep important content fresh in employees' minds, Comm Ave Canna will also require annual refresher training for each employee. Refresher training will ensure that employees maintain an up-to-date and comprehensive knowledge of essential policies and procedures, such as updated security policies, how to comply with regulations, and upholding professional expectations. When there is a significant change to regulatory requirements, company policies or procedures, applicable laws, or marijuana science, the COO will offer mandatory continuing educational sessions at multiple times to ensure all employees are able to attend a session.

Comm Ave Canna strongly encourages all employees to take part in voluntary continuing education. Comm Ave Canna will reimburse staff who attend approved marijuana exhibits, seminars, and educational programs that pertain to marijuana operations. Comm Ave Canna will strive to hire employees who are interested in developing professionally and improving their understanding of marijuana and the industry. Industry experts will offer continuing education remotely using digital communications, such as webinars or online conferences. Comm Ave Canna will encourage staff to attend industry-specific conferences and seminars related to marijuana science, cultivation, manufacturing, and dispensing.

#### Periodic Performance Evaluations

Comm Ave Canna will monitor employees through scheduled employee reviews on a regular basis. Comm Ave Canna will employ management strategies that will focus on continuous improvement of employees and company procedures. This process will be on-going, allowing managers to continually encourage employees to grow and to provide observable benchmarks over the employment history of every Comm Ave Canna employee. Every periodic performance evaluation will be included in the personnel record for each Marijuana Establishment Agent and will be maintained for at least 12 months after termination of the individual. *935 CMR 500.105(9)(d)(2)(e)*.

Employees will have access to human resource tools to greater enhance their skills. The COO will provide employee monitoring tools, including: training, administrative services, coaching, and management advice. The organizational function of the COO will be to propel all personnel to reach their maximum potential within the company, and strict monitoring of job performance will enhance efforts by Comm Ave Canna to develop a successful and financially sustainable marijuana retailer.

#### Diversity & Sexual Harassment Training

Comm Ave Canna will implement diversity, sexual harassment, and sensitivity training programs and will make explicitly clear to employees that there is zero tolerance for any discrimination and sexual harassment at Comm Ave Canna. Diversity, sexual harassment, and sensitivity training will educate participants about cultural and sexual differences in the workplace so that they can better understand, appreciate, and interact with each other. The purpose of diversity training is to teach employees how to properly act and communicate in a multi-employee environment with diverse personnel and customers. Topics covered in training

sessions will include: professionalism, proper work etiquette, proper terminology, communication skills, anti-bullying management, and how to prevent, detect, and end sexual or other forms of harassment within the company. Diversity trainings will be company-wide programs committed to making Comm Ave Canna a safe, welcoming, and inclusive workplace for all members of the community regardless of their background.

Comm Ave Canna will provide a welcoming, safe workplace and promote involvement of diverse employees and diverse groups regardless of: age (40 or older); ancestry; color; religious creed (including religious dress and grooming practices); eligibility for family and medical care leave; disability (mental and physical, including HIV and AIDS status); marital status; medical condition (such as cancer and genetic characteristics); military and veteran status; national origin (including language use restrictions); race; sex; pregnancy, child birth, breastfeeding and medical conditions related to pregnancy, child birth or breastfeeding; gender, gender identity and gender expression; sexual orientation; or, any other protected status in accordance with all applicable federal, Massachusetts, and local laws. The company will implement a zero-tolerance discrimination policy, and Comm Ave Canna will encourage employees to report all workplace discrimination occurrences immediately.

Comm Ave Canna will train employees to recognize overt discrimination such as verbal or written threats, intimidation, harassment, or assault. Comm Ave Canna will train employees to recognize covert discrimination that puts diverse individuals at a disadvantage in the workplace and inform Comm Ave Canna management so immediate action can be taken if this occurs. Comm Ave Canna's employee manual and training seminars will emphasize that workplace discrimination can range from objectively offensive to seemingly invisible. Comm Ave Canna will encourage employees to suggest changes to the company's SOPs if they feel company

processes are even in the slightest discriminatory to themselves or any individual employed by Comm Ave Canna.

### **Conclusion**

Comm Ave Canna has deep roots in Massachusetts, both living in and owning several businesses in the state, and plans to hire its employees from within Massachusetts. With a great understanding of Massachusetts and the Boston/Brookline area, the Comm Ave Canna's founding team will focus their recruitment efforts on disadvantaged or disproportionately affected areas in the host community. Comm Ave Canna's diverse group of experienced, hard-working, customer-oriented employees will receive extensive onboarding and ongoing training in-house and from third-party educators to ensure a well-rounded and comprehensive education into the marijuana industry, Comm Ave Canna's retail operations, and other important employment policies and procedures.

**COMM AVE CANNA – PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER;**

Comm Ave Canna, Inc. (“CAC”) has the following plan for restricting access to customers age 21 and older.

All visitors must be 21 years of age or older to enter the facility. 935 CMR 500.002. All consumers entering the Marijuana Retailer must be 21 age of older unless the establishment is co-located with a Medical Marijuana Treatment Center. 935 CMR 500.050(5).

Upon an individual’s entry into the establishment, a CAC agent shall immediately inspect the individual's proof of identification and determine the individual's age. An individual shall not be admitted to the premises, unless CAC has verified that the individual is 21 years of age or older by an individual's proof of identification.

CAC’s trained security agents will be on-site during business hours to observe, report and prevent loitering, solicitation, diversion of marijuana and marijuana product, and access by individuals under the age of 21.

If CAC security has any questions about the ID, the company will have an updated copy of the ID checking guide for reference and agents will also be instructed to ask additional questions such as their astrological sign or year they graduated school if they have any doubt. Guests may also be asked to produce a secondary form of identification such as a bank card or credit card.

In the front of the establishment (on Commonwealth Avenue), CAC intends to hire a police detail from the Town of Brookline in addition to the company’s front area security guard.

If CAC discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission

will be promptly notified. CAC also will not hire, as agents, any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

In compliance with state regulations, CAC will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to, or portray minors under the age of 21. CAC will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data.

CAC will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, that may be attractive to minors. In accordance with state regulations, any adult use marijuana marketing, advertising and branding materials for public viewing will include a warning stating, "For use only by adults 21 years of age or older. Keep out of the reach of children."

CAC's packaging will be tamper or child-resistant, and will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors.

CAC's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.

**COMM AVE CANNA – STATE APPLICATION: QUALITY CONTROL AND TESTING PROCEDURES**

Comm Ave Canna – State Application: Quality Control and Testing Procedures ..... 1

    Description of Quality Control and Testing Procedures..... 1

        Responding to Laboratory Results of Contamination..... 2

        Records of Testing Results ..... 3

        Transportation of Marijuana to/from Independent Testing Laboratories ..... 3

        Storage of Marijuana by Independent Testing Laboratories..... 3

        Disposal of Excess Marijuana..... 3

    Additional Operational Procedures .....4

**Description of Quality Control and Testing Procedures**

Proper testing of all marijuana products is essential to protecting public health and ensuring that Comm Ave Canna consistently provides only the highest-quality marijuana to customers in Massachusetts. To this end, Comm Ave Canna will ensure that the marijuana products received by its dispensary have undergone all requisite testing by a licensed Independent Testing Laboratory. Comm Ave Canna will never sell or otherwise market for adult use any marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under *935 CMR 500.160*. *935 CMR 500.160(9)*. Except as allowed under *935 CMR 500.000*, Comm Ave Canna will never sell or otherwise market for adult-use any product that is not capable of being testing by Independent Testing Laboratories. *935 CMR 500.160(1)*.

As Comm Ave Canna is pursuing a dispensary license, Comm Ave Canna will not perform testing or engage with Independent Testing Laboratories. Instead, Comm Ave Canna will receive tested products from licensed Marijuana Establishments who, as part of their production operations and license conditions, will be responsible for arranging for required testing. When selecting suppliers, Comm Ave Canna will carefully vet Marijuana Establishments to ensure they comply with the testing procedures in *935 CMR 500.160: Testing of Marijuana and Marijuana Products*, as well as any other testing requirements under state law or required by the Commission.

For all products tested, Comm Ave Canna will require that testing be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the Department of Public Health. Comm Ave Canna will only contract with licensed growers whose environmental media (e.g., soils, solid growing media, and water) are performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health. *935 CMR 500.160(1)*

#### Responding to Laboratory Results of Contamination

Comm Ave Canna will require that its suppliers have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the Department of Public Health protocols in *935 CMR 500.160(1)*. These policies must include notification to the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Notifications must be provided by both the Marijuana Establishment and the Independent Testing Laboratory,

separately and directly, and must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. *935 CMR 500.160(2)*.

#### Records of Testing Results

Comm Ave Canna will require that its suppliers maintain results of all testing for no less than one year and be capable of providing these results to Comm Ave Canna and the Commission upon request. *935 CMR 500.160(3)*. Additionally, Comm Ave Canna understands that sales of seeds are not subject to the Commission's testing provisions and that clones are subject to these provisions, but are exempt from testing for metals. *935 CMR 500.160(4), (5)*.

#### Transportation of Marijuana to/from Independent Testing Laboratories

Comm Ave Canna will require that all suppliers have procedures in place to comply with transportation requirements in *935 CMR 500.105(13)* for transport to and from Independent Testing Laboratories providing testing services. *935 CMR 500.160(6)*.

#### Storage of Marijuana by Independent Testing Laboratories

Comm Ave Canna will contract with suppliers who use Independent Testing Laboratories that comply with *935 CMR 500.105(11)* requirements for storage of marijuana. *935 CMR 500.160(7)*.

#### Disposal of Excess Marijuana

Marijuana Establishments or Independent Testing Laboratories in Comm Ave Canna's supply chain will dispose of all excess marijuana in compliance with *935 CMR 500.105(13)*, either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal, or by the Independent Testing Laboratory disposing of it directly. *935 CMR 500.160(8)*.

### Additional Operational Procedures

Comm Ave Canna shall ensure that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:

- 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; and
- Prepared and handled on food-grade stainless steel tables.

Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including: Maintaining adequate personal cleanliness; and washing hands appropriately. *935 CMR 500.105(3)*.

Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. *935 CMR 500.105(3)*

There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. *935 CMR 500.105(3)*

Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. *935 CMR 500.105(12)*. *935 CMR 500.105(3)*

Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*

All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*.

All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. *935 CMR 500.105(3)*

Water supply shall be sufficient for necessary operations. *935 CMR 500.105(3)*

Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. *935 CMR 500.105(3)*

The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3)*

Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*

**COMM AVE CANNA, INC.**  
**DIVERSITY PROGRAM**

**1. OVERVIEW/DEMOGRAPHICS**

Comm Ave Canna, Inc. (“CAC”) is dedicated to promoting equity in its operations for diverse populations, which the Cannabis Control Commission has defined to include the following demographic distinctions: 1. Minorities; 2. Women; 3. Veterans; 4. People with disabilities; and 5. LGBTQ+ (collectively, the “Diverse Populations”). CAC’s diversity goals will be reached over time, using the metrics detailed herein, by extensive targeted recruiting of the above-listed demographics, to include, but not be limited to, the areas of Roxbury, Mattapan, and Dorchester, and the economically disadvantaged populations (low income) of Brookline.

**2. ACKNOWLEDGEMENTS**

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

**3. GOALS:** CAC has the following specific goals, in addition to the Programs detailed in Section 4, to established balanced and equitable diversity in its workforce:

- 3.1 Create hiring practices to employ 10-15% of individuals from Diverse Populations so that CAC’s employee demographic, at minimum, exceeds the host community’s demographic in the above-listed groups;
- 3.2 Create hiring and training practices to employ at least 20% of individuals from Diverse Populations to hold management and executive positions and to provide them tools for success;
- 3.3 Participate in no less than two (2) job fairs annually to promote the hiring of Diverse Populations
- 3.4 Conduct a diversity training seminar with staff no less than once per calendar year;

**4. PROGRAMS**

CAC’s Diversity Programs for its Marijuana Retail operation, along with its plans to track and monitor such programs, are listed below:

- 4.1 Targeted Recruitment: Recruit at two (2) or more job fairs in areas of disproportionate impact (as defined by the CCC) and actively search for diverse and qualified candidates.
- 4.2 Community & Organizational Outreach. CAC’s specific local recruitment strategies will include outreach to the following organizations. Please note that no monetary funds or time will be donated by CAC to the organizations.
  - a) *Project Place (Boston):* Social Services Agency. Clients include veterans, women and men returning from prisons.
  - b) *Next Steps Training Incentive Program (Brookline):* Career/employment/training resource and referral program of the Brookline Housing Authority funded in part by the Brookline Community Foundation and a Community Development Block Grant (CDBG).
  - c) *Brookline Veteran’s Service Department (Brookline):* Assists local veterans in finding employment;

- d) *Roxbury Community College & Fenway Community Development Corporation Career Fair (Boston)*.
- e) *LGBTQ Job Fairs/Massachusetts LGBT Chamber of Commerce (Boston)*: Register and attend annual events held in the City of Boston.

4.3 Advertise for Diversity. CAC will undertake the following tasks when advertising for job openings:

- a) Include an affirmative action policy or statement in all job advertisements and CAC's website;
- b) Every posted CAC job opportunity will be published in no less than one (1) local newspaper in disadvantaged areas of Boston and Greater-Boston.

4.4 Target Recruitment Activities to Diverse Populations

- a) On a quarterly basis (no less than four times per year), discuss objectives with hiring managers and track the demographic profile of existing staff to refine, increase, and achieve diversity goals;
- b) CAC shall have staff attend no less than (1) job fair per year at local community, junior, and 4-year colleges that serve primarily underrepresented populations;
- c) Maintain a file of resumes and contact information for potential candidates from Diverse Populations.

4.5 Training, On-the-Job Mentorships and Career Ladders

- a) CAC will include policies regarding Diversity and Equal Employment Opportunity within the company's Employee Handbook. The handbook will be distributed to all new employees during the initial employee training period;
- b) At the time of hire, provide CAC employees with information on cannabis industry training and mentorship opportunities;

## **5. METRICS AND MONITORING OF DIVERSITY PROGRAM**

CAC's Human Resource Director will work to meet the company's goals of diversity and inclusion.

5.1 Implementation: The implementation of CAC's Diversity Plan shall include setting and meeting diversity and inclusion goals based upon regular review of workforce metrics, as further detailed below; (a) Scheduling and implementing employee meetings to make sure goals are met; (b) Creating positive dialogue with staff on merits of diversity and inclusion; (c) Training and events designed to focus on appreciation and recognition of diversity; (d) Providing short surveys to engage employees and gather their opinions on workplace; (e) Monitoring, developing, and auditing our procedures, programs and policies to promote greater diversity and more inclusion in workforce.

5.2 Metrics. Further, CAC will use the following protocols to measure the metrics of its Diversity Program (particularly the measurable goals detailed in Section 3):

- a) CAC will calculate and record, upon issuance of its Marijuana Retailer license, the number of self-identified members of Diverse Populations among management and staff in order to provide a base measure of diversity employment at the outset of company operations;

- b) CAC will measure the progress and success of the program goals, including those detailed in Sections 3 and 4 above, one year from the issuance of CAC's Provisional License and each year thereafter.
- c) CAC will maintain an up-to-date record of recruitment, hiring, and promotion of people falling into the above-mentioned demographic groups;
- d) CAC will document the number and type of postings and job announcements in media outlets and other venues serving under-represented population;
- e) CAC will annually review its staff and management diversity to ensure that it reflects the demographic diversity of its host community;
- f) To ensure that CAC's internal benchmarks are reached, CAC will employ a metric system such as Glint, Office Vibe, or Survey Monkey to track employee hires.