



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282337
Original Issued Date: 08/26/2021
Issued Date: 08/26/2021
Expiration Date: 08/26/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Commonwealth Alternative Care, Inc.

Phone Number: 617-529-1894 Email Address: compliance@tiltholdings.com

Business Address 1: 30 Mozzone Boulevard

Business Address 2:

Business City: Taunton

Business State: MA

Business Zip Code: 02780

Mailing Address 1: 30 Mozzone Boulevard

Mailing Address 2:

Mailing City: Taunton

Mailing State: MA

Mailing Zip Code: 02780

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201926

RMD INFORMATION

Name of RMD: Commonwealth Alternative Care, Inc.

Department of Public Health RMD Registration Number: 040

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Director

Other Role:

First Name: Mark

Last Name: Scatterday

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control:

Role: Director Other Role:

First Name: Foster Last Name: Boone Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:

Role: Director Other Role:

First Name: John Last Name: Barravecchia Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:

Role: Director Other Role:

First Name: Jane Last Name: Batzofin 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 5

Percentage Of Ownership: Percentage Of Control:

Role: Director Other Role:

First Name: Mark Last Name: Coleman 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: Percentage Of Control:

Role: Director Other Role:

First Name: David Last Name: Milner Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: Percentage Of Control:

Role: Director Other Role:

First Name: D'Angela Last Name: Simms Suffix:
Gender: Female User Defined Gender:
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 8

Percentage Of Ownership: Percentage Of Control:
Role: Director Other Role:
First Name: Timothy Last Name: Conder 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 9

Percentage Of Ownership: Percentage Of Control: 100
Role: Director Other Role:
First Name: Gary Last Name: Santo Suffix: Jr.
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100
Entity Legal Name: Sea Hunter Therapeutics, LLC Entity DBA: DBA
City: City:
Entity Description: Sea Hunter Therapeutics (wholly owned by TILT Holdings, Inc.) is the sole owner of Commonwealth Alternative Care, Inc.
Foreign Subsidiary Narrative:
Entity Phone: 508-738-6380 Entity Email: info@commonwealthaltcare.org Entity Website:
Entity Address 1: 2801 E Camelback Road Entity Address 2:
Entity City: Phoenix Entity State: AZ Entity Zip Code: 85016
Entity Mailing Address 1: 2801 E Camelback Road Entity Mailing Address 2:
Entity Mailing City: Phoenix Entity Mailing State: AZ Entity Mailing Zip Code: 85016
Relationship Description: Sea Hunter Therapeutics, LLC, a wholly-owned subsidiary of TILT Holdings, Inc., is the sole owner of Commonwealth Alternative Care, Inc.

Entity with Direct or Indirect Authority 2

Percentage of Control: 100 Percentage of Ownership: 100
Entity Legal Name: TILT Holdings, Inc. Entity DBA: DBA
City: City:
Entity Description: Owner of Sea Hunter Therapeutics
Foreign Subsidiary Narrative: TILT is a British Columbia corporation with shares traded on the Canadian Securities Exchange and the US OTCQX. TILT does not have a majority shareholder.

Entity Phone: 508-738-6380	Entity Email: info@commonwealthaltcare.org	Entity Website:
Entity Address 1: 2801 E Camelback Road		Entity Address 2:
Entity City: Phoenix	Entity State: AZ	Entity Zip Code: 85016
Entity Mailing Address 1: 2801 E Camelback Road		Entity Mailing Address 2:
Entity Mailing City: Phoenix	Entity Mailing State: AZ	Entity Mailing Zip Code: 85016

Relationship Description: TILT is a British Columbia corporation with shares traded on the Canadian Securities Exchange and the US OTCQX. TILT does not have a majority shareholder. Commonwealth Alternative Care, Inc. is a wholly-owned subsidiary of TILT via its wholly-owned subsidiary, Sea Hunter Therapeutics, LLC.

Entity with Direct or Indirect Authority 3

Percentage of Control: 100	Percentage of Ownership: 100		
Entity Legal Name: JJ Blocker Co.	Entity DBA:	DBA City:	
Entity Description: Delaware Corporation and Holding Company			
Foreign Subsidiary Narrative:			
Entity Phone: 617-752-2047	Entity Email: mhiggins@tiltholdings.com	Entity Website:	
Entity Address 1: 251 Little Falls Drive	Entity Address 2:		
Entity City: Wilmington	Entity State: DE	Entity Zip Code: 19808	
Entity Mailing Address 1: 251 Little Falls Drive	Entity Mailing Address 2:		
Entity Mailing City: Wilmington	Entity Mailing State: DE	Entity Mailing Zip Code: 19808	

Relationship Description: JJ Blocker Co. is the 100% owner of Sea Hunter Therapeutics, LLC

Entity with Direct or Indirect Authority 4

Percentage of Control: 100	Percentage of Ownership: 100		
Entity Legal Name: Jimmy Jang LP	Entity DBA:	DBA City:	
Entity Description: Parent company of JJ Blocker Co.			
Foreign Subsidiary Narrative:			
Entity Phone: 617-752-2047	Entity Email: mhiggins@tiltholdings.com	Entity Website:	
Entity Address 1: 251 Little Falls Drive	Entity Address 2:		
Entity City: Wilmington	Entity State: DE	Entity Zip Code: 19808	
Entity Mailing Address 1: 251 Little Falls Drive	Entity Mailing Address 2:		
Entity Mailing City: Wilmington	Entity Mailing State: DE	Entity Mailing Zip Code: 19808	

Relationship Description: Parent company of JJ Blocker Co.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Commonwealth Alternative Care, Inc.	Entity DBA:
Email:	Phone: 508-738-6380

info@commonwealthaltcare.org

Address 1: 30 Mozzone Boulevard

Address 2:

City: Taunton

State: MA

Zip Code: 02780

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided:

Percentage of Initial Capital:

\$50000

100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Bckbrd OCA

Entity DBA: Blackbird

Entity Description: Bckbrd is a licensed medical marijuana distributor in California and Nevada. Bckbrd OCA has merged with and into Yaris Aquisition, LLC. Yaris Aquisition, LLC is owned by TILT Holdings, Inc. TILT Holdings, Inc. is the parent company of Sea Hunter Therapeutics, LLC.

Entity Phone: 800-865-6121

Entity Email: info@myblackbird.com

Entity Website:

Entity Address 1: 316 California Avenue

Entity Address 2: #30

Entity City: Reno

Entity State: NV

Entity Zip Code: 89509

Entity Country: USA

Entity Mailing Address 1: 316 California Avenue

Entity Mailing Address 2: #30

Entity Mailing City: Reno

Entity Mailing State: NV

Entity Mailing Zip Code: 89509

Entity Mailing Country:
USA

Business Interest in Other State 2

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Jupiter Research, LLC

Entity DBA:

Entity Description: Designer, developer and distributor of vaporization hardware and C-cell technologies exclusively for the natural plant-derived extractor and consumer.

Entity Phone: 480-867-6100

Entity Email:
info@jupiterresearch.com

Entity Website:

Entity Address 1: 2801 E Camelback Road,

Entity Address 2:

Entity City: Phoenix

Entity State: AZ

Entity Zip Code: 85016

Entity Country: USA

Entity Mailing Address 1: 2801 E Camelback Road

Entity Mailing Address 2:

Entity Mailing City: Phoenix

Entity Mailing State: AZ

Entity Mailing Zip Code: 85016

Entity Mailing Country:
USA

Business Interest in Other State 3

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

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Standard Farms LLC

Entity DBA:

Entity Description: Medical marijuana grower/processor

Entity Phone: 484-464-3950

Entity Email: INFO@STANDARD-
FARMS.COM

Entity Website:

Entity Address 1: 411 Susquehanna St

Entity Address 2:

Entity City: White Haven

Entity State: PA

Entity Zip Code: 18661

Entity Country: USA

Entity Mailing Address 1: 411 Susquehanna St

Entity Mailing Address 2:

Entity Mailing City: White Haven	Entity Mailing State: PA	Entity Mailing Zip Code: 18661	Entity Mailing Country: USA
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Business Interest in Other State 4

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Baker Technologies, Inc.	Entity DBA:		
Entity Description: Cannabis CRM - Technology			
Entity Phone: 888-776-0942	Entity Email: info@trybaker.com	Entity Website:	
Entity Address 1: 1644 Platte Street, Floor 4	Entity Address 2:		
Entity City: Denver	Entity State: CO	Entity Zip Code: 80202	Entity Country: USA
Entity Mailing Address 1: 1644 Platte Street, Floor 4	Entity Mailing Address 2:		
Entity Mailing City: Denver	Entity Mailing State: CO	Entity Mailing Zip Code: 80202	Entity Mailing Country: USA

Business Interest in Other State 5

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Briteside Holdings LLC	Entity DBA:		
Entity Description: Cannabis delivery and logistics (see: Briteside Modular LLC, Briteside e-Commerce LLC, Briteside Oregon LLC, Oregon Company LLC); this entity has been wound up			
Entity Phone: 888-776-0942	Entity Email: help@brtside.com	Entity Website:	
Entity Address 1: 1695 Westover Lane	Entity Address 2:		
Entity City: Chattanooga	Entity State: TN	Entity Zip Code: 37405	Entity Country: USA
Entity Mailing Address 1: 1695 Westover Lane	Entity Mailing Address 2:		
Entity Mailing City: Chattanooga	Entity Mailing State: TN	Entity Mailing Zip Code: 37405	Entity Mailing Country: USA

Business Interest in Other State 6

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

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Sante Veritas Holdings Inc.	Entity DBA:		
Entity Description: Health Canada licensed producer applicant under ACMPR.			
Entity Phone: 647-777-1717	Entity Email: ir@svhcanada.com	Entity Website:	
Entity Address 1: 885 West Georgia Street	Entity Address 2: Suite 2200		
Entity City: Vancouver, British Columbia	Entity State: Outside US	Entity Zip Code: V6C 3E8	Entity Country: Canada
Entity Mailing Address 1: 2 Bloor Street West	Entity Mailing Address 2: Suite 1911		
Entity Mailing City: Toronto, Ontario	Entity Mailing State: Outside US	Entity Mailing Zip Code: M4W 3E2	Entity Mailing Country: Canada

Business Interest in Other State 7

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: SANTE VERITAS THERAPEUTICS INC.	Entity DBA:	

Entity Description: Health Canada licensed producer applicant under ACMPR.

Entity Phone: 647-777-1717

Entity Email:
ir@svhcanada.com

Entity Website:

Entity Address 1: 507, 595 Howe Street

Entity Address 2:

Entity City: Vancouver, British Columbia

Entity State: Outside US

Entity Zip Code: V6C 2T5

Entity Country: Canada

Entity Mailing Address 1: 507, 595 Howe Street

Entity Mailing Address 2:

Entity Mailing City: Vancouver, British
Columbia

Entity Mailing State: Outside
US

Entity Mailing Zip Code:
V6C 2T5

Entity Mailing Country:
Canada

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Mark

Last Name: Scatterday

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Taunton

Marijuana Establishment State: MA

Individual 2

First Name: Mark

Last Name: Scatterday

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Taunton

Marijuana Establishment State: MA

Individual 3

First Name: mark

Last Name: Scatterday

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Brockton

Marijuana Establishment State: MA

Individual 4

First Name: Foster

Last Name: Boone

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care,
Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Taunton

Marijuana Establishment State: MA

Individual 5

First Name: Foster

Last Name: Boone

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care,
Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Taunton

Marijuana Establishment State: MA

Individual 6

First Name: Foster

Last Name: Boone

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care,
Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Brockton

Marijuana Establishment State: MA

Individual 7

First Name: John

Last Name: Barravecchia

Suffix:

Marijuana Establishment Name: Commonwealth Alternative Care, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Taunton

Marijuana Establishment State: MA

Individual 8

First Name: John	Last Name: Barravecchia	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 9

First Name: John	Last Name: Barravecchia	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 10

First Name: Jane	Last Name: Batzofin	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 11

First Name: Jane	Last Name: Batzofin	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 12

First Name: Jane	Last Name: Batzofin	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 13

First Name: Mark	Last Name: Coleman	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 14

First Name: Mark	Last Name: Coleman	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 15

First Name: Mark	Last Name: Coleman	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 16

First Name: David	Last Name: Milner	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 17

First Name: David	Last Name: Milner	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 18

First Name: David	Last Name: Milner	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 19

First Name: D'Angela	Last Name: Simms	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 20

First Name: D'Angela	Last Name: Simms	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 21

First Name: D'Angela	Last Name: Simms	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 22

First Name: Timothy	Last Name: Conder	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 23

First Name: Timothy	Last Name: Conder	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 24

First Name: Timothy	Last Name: Conder	Suffix:
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Brockton	Marijuana Establishment State: MA	

Individual 25

First Name: Gary	Last Name: Santo	Suffix: Jr.
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 26

First Name: Gary	Last Name: Santo	Suffix: Jr
Marijuana Establishment Name: Commonwealth Alternative Care, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Taunton	Marijuana Establishment State: MA	

Individual 27

First Name: Gary	Last Name: Santo	Suffix: Jr.
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Marijuana Establishment Name: Commonwealth Alternative Care, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Brockton

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 30 Mozzone Boulevard

Establishment Address 2:

Establishment City: Taunton

Establishment Zip Code: 02780

Approximate square footage of the establishment: 100000

How many abutters does this property have?: 18

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification.pdf	pdf	5c4bdb603779161b2a86fac4	01/25/2019
Plan to Remain Compliant with Local Zoning	CAC Zoning Taunton.pdf	pdf	5c4bdb719ff0081b48216d03	01/25/2019
Community Outreach Meeting Documentation	CAC Taunton Outreach.pdf	pdf	5c4bdb7bb411c1126ceff3e5	01/25/2019

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	CAC - ADI Plan - RFI 6.10.21.pdf	pdf	60c2056e839da0211ee1edc6	06/10/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role: President

First Name: Foster

Last Name: Boone Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Director

Other Role:

First Name: Mark

Last Name: Scatterday Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: Director

Other Role:

First Name: John

Last Name: Barravecchia Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Director

Other Role:

First Name: Jane

Last Name: Batzofin **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Director

Other Role:

First Name: Mark

Last Name: Coleman **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 6

Role: Director

Other Role:

First Name: David

Last Name: Milner **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 7

Role: Director

Other Role:

First Name: D'Angela

Last Name: Simms **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 8

Role: Director

Other Role:

First Name: Timothy

Last Name: Conder **Suffix:**

RMD Association: RMD Manager

Background Question: yes

Individual Background Information 9

Role: Director

Other Role:

First Name: Gary

Last Name: Santo **Suffix:** Jr.

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify)

Other Role: Owner

Entity Legal Name: Sea Hunter Therapeutics, LLC

Entity DBA:

Entity Description: Sole owner of Commonwealth Alternative Care, Inc.

Phone: 508-738-6380

Email: info@commonwealthaltcare.org

Primary Business Address 1: 2801 E Camelback Road

Primary Business Address 2:

Primary Business City: Phoenix

Primary Business State: AZ

Principal Business Zip Code: 85016

Additional Information:**Entity Background Check Information 2****Role:** Investor/Contributor**Other Role:****Entity Legal Name:** Commonwealth Alternative Care, Inc.**Entity DBA:****Entity Description:** Registered Marijuana Dispensary**Phone:** 508-738-6380**Email:** info@commonwealthaltcare.org**Primary Business Address 1:** 30 Mozzone Boulevard**Primary Business Address 2:****Primary Business City:** Taunton**Primary Business State:** MA**Principal Business Zip Code:** 02780**Additional Information:****Entity Background Check Information 3****Role:** Other (specify)**Other Role:** Owner**Entity Legal Name:** TILT Holdings, Inc.**Entity DBA:****Entity Description:** Owner of Sea Hunter Therapeutics**Phone:** 508-738-6380**Email:** info@commonwealthaltcare.org**Primary Business Address 1:** 2801 E Camelback Road**Primary Business Address 2:****Primary Business City:** Phoenix**Primary Business State:** AZ**Principal Business Zip Code:** 85016**Additional Information:****Entity Background Check Information 4****Role:** Other (specify)**Other Role:** Owner**Entity Legal Name:** JJ Blocker Co.**Entity DBA:****Entity Description:** Delaware Corporation and Holding Company**Phone:** 617-752-2047**Email:** mhiggins@tiltholdings.com**Primary Business Address 1:** 251 Little Falls Drive**Primary Business Address 2:****Primary Business City:** Wilmington**Primary Business State:** DE**Principal Business Zip Code:** 19808**Additional Information:****Entity Background Check Information 5****Role:** Other (specify)**Other Role:** Owner**Entity Legal Name:** Jimmy Jang LP**Entity DBA:****Entity Description:** Parent company of JJ Blocker Co.**Phone:** 617-752-2047**Email:** mhiggins@tiltholdings.com**Primary Business Address 1:** 251 Little Falls Drive**Primary Business Address 2:****Primary Business City:** Wilmington**Primary Business State:** DE**Principal Business Zip Code:** 19808**Additional Information:****MASSACHUSETTS BUSINESS REGISTRATION****Required Business Documentation:**

Document Category	Document Name	Type	ID	Upload Date
Bylaws	CAC Bylaws.pdf	pdf	5c4bdc28b411c1126ceff3ee	01/25/2019
Articles of Organization	CAC Conversion.pdf	pdf	5c4bdc2cedbb73122a613287	01/25/2019
Department of Revenue - Certificate of Good standing	CAC - DOR.pdf	pdf	5c4bdc363d84de123a60db8d	01/25/2019

Secretary of Commonwealth - Certificate of Good Standing	20040426350.pdf	pdf	5f6a312c8012da07a0d926f0	09/22/2020
Department of Revenue - Certificate of Good standing	MA Unemployment Cert of Compliance 5-4-21.pdf	pdf	60c212f80e03aa2187d966b5	06/10/2021

No documents uploaded

Massachusetts Business Identification Number: 001343711

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	CAC Liability.pdf	pdf	5c4bdc21e71bd1262327ceb	01/25/2019
Business Plan	CAC Business Plan.pdf	pdf	5c4bdc8edbb73122a61328f	01/25/2019
Proposed Timeline	CAC - Timeline.pdf	pdf	5c4bdcf12724e81b52557dc0	01/25/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	6078cdb9a6d53445a21e4d42	04/15/2021
Separating recreational from medical operations, if applicable	Plan for Separating Recreational from Medical Operations.pdf	pdf	6078cdc04989114597237f0a	04/15/2021
Restricting Access to age 21 and older	Plan for Restricting Access to Age 21 And Older.pdf	pdf	6078cdc759973545607659e1	04/15/2021
Security plan	Security Plan.pdf	pdf	6078cdcc16d4db44ccf587ec	04/15/2021
Prevention of diversion	Prevention of Diversion.pdf	pdf	6078cdd47eb80444db4683bc	04/15/2021
Storage of marijuana	Storage of Marijuana.pdf	pdf	6078cddbcefab844e6714e24	04/15/2021
Inventory procedures	Inventory Procedures.pdf	pdf	6078cde759973545607659e5	04/15/2021
Quality control and testing	Quality Control and Testing.pdf	pdf	6078cdef3a37ef458c086bb9	04/15/2021
Dispensing procedures	Dispensing Procedures.pdf	pdf	6078cdf54989114597237f0e	04/15/2021
Personnel policies including background checks	Personnel Policies Including Background Checks.pdf	pdf	6078ce0386f403457678d6ac	04/15/2021
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	6078ce0921aec245a96cb612	04/15/2021
Maintaining of financial records	Maintaining Financial Records.pdf	pdf	6078ce109cefd04567d4e6ef	04/15/2021
Qualifications and training	Qualifications and Training.pdf	pdf	6078ce2221aec245a96cb616	04/15/2021
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	6078ce284989114597237f14	04/15/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	6078cf2c7eb80444db4683cc	04/15/2021
Diversity plan	CAC - Diversity - Taunton.pdf	pdf	60c205d8fae31721b39c0de0	06/10/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

Commission.: I Agree

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

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

I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:30 AM	Monday To: 7:30 PM
Tuesday From: 9:30 AM	Tuesday To: 7:30 PM
Wednesday From: 9:30 AM	Wednesday To: 7:30 PM
Thursday From: 9:30 AM	Thursday To: 7:30 PM
Friday From: 9:30 AM	Friday To: 7:30 PM
Saturday From: 9:30 AM	Saturday To: 7:30 PM
Sunday From: 9:30 AM	Sunday To: 7:30 PM

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

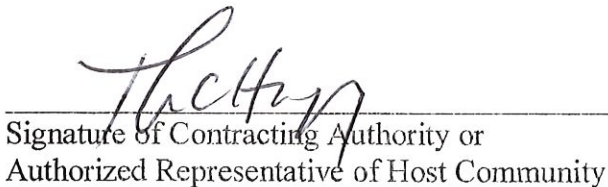
I, DOROTHY M WHALEN, (insert name) certify as an authorized representative of COMMONWEALTH ALTERNATIVE CARE (insert name of applicant) that the applicant has executed a host community agreement with Taunton (insert name of host community) pursuant to G.L.c. 94G § 3(d) on 12/19/2018 (insert date).



Signature of Authorized Representative of Applicant

Host Community

I, Thomas C Hye Jr, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Taunton (insert name of host community) to certify that the applicant and Wink (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 1/2/19 (insert date).



Signature of Contracting Authority or
Authorized Representative of Host Community



Plan to Remain Compliant with Local Zoning

Commonwealth Alternative Care, Inc. ("Commonwealth Alternative Care") will remain compliant at all times with the local zoning requirements set forth in the City of Taunton's Zoning Ordinance. In accordance with the Zoning Ordinance, Commonwealth Alternative Care's proposed Marijuana Cultivator, Retailer and Product Manufacturing facility is an industrially-zoned parcel that has been designated by the City of Taunton for the aforementioned uses.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12. Furthermore, pursuant to local regulations, the facility is not located within 500 feet of another Marijuana Establishment.

As required by City of Taunton's Zoning Ordinance, Commonwealth Alternative Care will apply for a Special Permit from the Planning Board. Commonwealth Alternative Care will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Establishment at Commonwealth Alternative Care's proposed location.

Commonwealth Alternative Care has already attended several meetings with various municipal officials and boards to discuss Commonwealth Alternative Care's plans for a proposed Marijuana Establishment and has executed a Host Community Agreement with City of Taunton. Commonwealth Alternative Care will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Commonwealth Alternative Care's Marijuana Establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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

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, Dorothy Whalen, (*insert name*) attest as an authorized representative of Commonwealth Alternative Care, 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 December 19, 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 December 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 December 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 December 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.

To advertise call 508.676.2517 • online **TAUNTONGAZETTE.com**

new today

Auctions/ Estate Sales

Auctions
AC & DR Morris Sun
Dec 9 View Sat 12-4
Sun 10-1 pm Start RT
140 Exit 10 @ 33
Myricks St on RT 79 N
1 mile Lakeville MA
Lic # 115 Photo auc-
tionzip.com ID#11536
Phone Bids Absentee
or Consign Call 508-
947-3270 Sterling
Bowl & Flatware pcs
Many pcs of Jewelry
18K Gold Dankner
Pin, 14K Gold Rings
Primitives Stoneware
Jug w/blu Penn
House Tbl w/6 Chairs
China Cut Glass 2 Lg
Dawson Nautical Prints
Springfield Bayonet
Double Barrel Muzzle
Loading Shotgun
Partial list 300 lots
Check Auction zip
Often 15% BP Cash
or Check



EMPLOYMENT

Help Wanted

Help Wanted

P/T Spare District Driver - based in Braintree, MA

Spare District Drivers make deliveries to stores, vending machines and other various outlets driving our Company vehicles. Drivers are responsible for following and completing a specific route in a timely manner. You must have the ability to lift bundles of newspapers weighing up to 40 lbs. repetitively. Spare District Drivers are required to pass a DOT physical.

5 day work schedule - 25 hours per week. Schedule is Monday through Wednesday 6:00 a.m.-11:00 a.m. and both Saturday and Sunday early morning 1:00 a.m.-6:00 a.m.

To apply, submit resume to:
mrichman@gatehouse-media.com
or Fax to:
781-433-6647

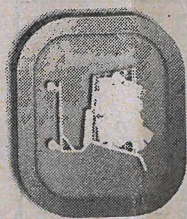
or stop by
135 Bay State Drive,
Braintree, MA to fill
out an application
An Equal Opportunity
Employer

GateHouse Media
New England

The Entrepreneur

Help Wanted

STUFF



Auctions/ Estate Sales

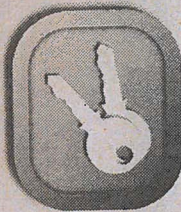
Auctions
AC & DR Morris Sun
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Many pcs of Jewelry
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House Tbl w/6 Chairs
China Cut Glass 2 Lg
Dawson Nautical Prints
Springfield Bayonet
Double Barrel Muzzle
Loading Shotgun
Partial list 300 lots
Check Auction zip
Often 15% BP Cash
or Check

ADVERTISE your
Furniture or Appliance
Repair/Store in the

Fall River, Commercial,
Industrial, Garage & Office
Space, 70 X 30, 3 over-
head doors, Full Fin

Machinery & Tools

Heavy duty Little
Giant ladder reaches
up to second floor of
house, \$125. Mitre
Saw for cutting tiles,
\$50. Table saw, \$50
Call 508-822-7902



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TAUNTON Rooms &
studios starting at \$110/
week. \$240 to move in. No
lease or Sec. Dep. 508-
822-4273, M-F, 8:30-5

Taunton: 3 bedrm,
1st flr, clean, closets,
private deck, all utils
included. No pets.
\$1500/mo. (508) 254-
6375. 508-989-8841

Commercial Prop. Sale/Lease

Legal Notices

Legal Notices

LEGAL NOTICE
Notice of Public Hearing
Conservation Commission
Raynham, Massachusetts

In accordance with Massachusetts General Laws, Chapter 131, Section 40 and the Town of Raynham Local By-Law, the Raynham Conservation Commission will hold a public hearing on Wednesday, December 19, 2018 at 5:30 pm in the Donald L. McKinnon Meeting Room in the Raynham Veterans' Memorial Town Hall at 558 South Main Street, Raynham, MA on a Notice of Intent filed by Alice Hall, c/o David Buckley, Jr., 204 Signal Hill Road, Barrington, IL 60010. The applicant proposes a sewer tie-in, with septic system abandonment and associated site grading, that would be located approximately 10 feet from a bordering vegetated wetland. The applicant also requires review and approval of a delineated vegetated wetland line and associated resource areas. The property is owned by Alice Hall, c/o David Buckley, Jr., 204 Signal Hill Road, Barrington, IL 60010, and is located at 681 Broadway, Map 4, Parcel 330.

AD#13753338
TDG 12/7/18

Legal Notices

Legal Notices

HALL INTERESTS

LEGAL NOTICE
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Bristol Probate and Family Court
Office of Registrar Suite 240
40 Broadway
Taunton MA 02780

Docket No. BR18PP2455GD

NOTICE AND ORDER:
Petition for Appointment of Guardian of a Minor
In the interests of Adrian Maak Hall
of Taunton, MA

Minor

NOTICE TO ALL INTERESTED PARTIES

1. Hearing Date/Time: A hearing on a Petition for Appointment of Guardian of a Minor filed on 10/22/2018 by Sophia Johnson of Taunton, MA will be held 12/17/2018 08:30 AM Review Hearing Located 289 Rock St., Fall River, MA 02720

Legal Notices

Legal Notices

COMMONWEALTH ALTERNATIVE CARE, INC.
LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING
COMMONWEALTH ALTERNATIVE CARE, INC.

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Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

AD#13753861
TDG 12/7/18

Legal Notices

Legal Notices

5 REDWOOD DRIVE
LEGAL NOTICE
COMMONWEALTH OF MASSACHUSETTS



LAND COURT
DEPARTMENT OF THE TRIAL COURT

ORDER OF NOTICE

Case No. 18 SM 00684

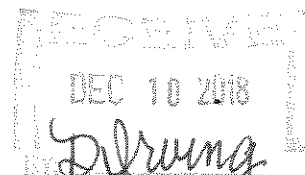
TO: Yannis R. Wash
and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. c. 50 §3901 (et seq);
U.S. Bank Trust National Association, as Owner Trustee of Eliza

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COT - Planning Zoning
& Conservation

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RECEIVED
CITY OF TAUNTON
2018 DEC 10 12 13:45
TAUNTON, MA
CITY CLERK

*for Clerk of Committees
for Council GR*

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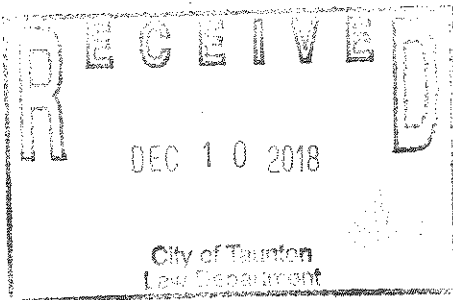
RECEIVED
CITY CLERK
2018 DEC 10 PM 1:34
TAUNTON, MA

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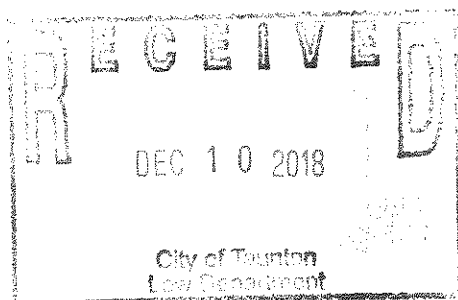
License Commission

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2018 DEC 10 P 2:23
CITY OF TAUNTON
CLERK OF BOARD

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TAUNTON, MA 02780

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Extra Services & Fees (check box, add fee)	\$0.00
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
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<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
Postage	\$0.50
Total Postage	\$3.95

Sent To: [REDACTED]
Street and A: [REDACTED]
City, State: [REDACTED]

PS Form 3800

BOSTON MA 02109
Postmark Here
DEC 10 2018
12/10/2018



Commonwealth Alternative Care, Inc. (“CAC”) is dedicated to serving and supporting residents within the communities of which it is a part, particularly those that are classified as areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is CAC’s intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Goals

CAC has established specific goals to make a positive impact on areas of disproportionate impact. Through its Plan to Positively Impact Areas of Disproportionate Impact, CAC seeks to:

1. Provide mentoring, professional, and technical services for individuals and businesses facing systemic barriers by providing CORI sealing seminars to 60 individuals each year.

CORI Rights Series

CAC will host four (4) CORI sealing clinics annually in geographic areas of disproportionate impact, with a specific focus on the City of Taunton and the City of Brockton. The trainings will assist individuals in areas of disproportionate impact with retrieving copies of their CORI reports and administratively sealing the reports when eligible. CAC will seek at least 15 attendees for each clinic.

Seminars will be publicized within local newspapers, including bilingual media (one advertisement each quarter); distributed at local career agencies, criminal justice areas and community centers (one advertisement each quarter); and circulated to marijuana advocacy organizations for publication. One of each outreach type will be conducted per CORI session.

Plan Administration + Measurement

The CEO and COO or their designees will administer the Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”), relying on legal representation to assist as required for more complex cases. Prior to renewal each year, CAC will compile its reports tracking both the qualitative and quantitative measures that demonstrate the progress or success of the plan. Metrics will have an identified data source. Metrics that will be utilized include:

1. The number of events held annually (must be four)
2. Locations of CORI sealing clinics (must be Taunton or Brockton);
3. Number of participants that attended the clinics (must be 60 total);
4. Number of participants from the selected areas of disproportionate impact that attended the training events (must be over 60); and
5. Assessments from program attendees as to how helpful the trainings were (must be 75% or higher).

Disclosures

CAC 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 Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

BYLAWS OF COMMONWEALTH ALTERNATIVE CARE, INC.

Section 1.01 Name and Purposes. The name of the Corporation is COMMONWEALTH ALTERNATIVE CARE, INC. (the “Corporation”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “Articles of Entity Conversion”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“Chapter 156D”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“Bylaws”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice.

Section 2.04 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least one (1) day and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.

(d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.05 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the board of directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the board.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

Section 2.06 Quorum of and Action by Shareholders. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one or more classes or series that are entitled, by law or the Articles of Organization, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than 120 days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 2.07 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

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

Section 2.08 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.09 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.10 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with

the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to Chapter 156D, § 7.22.

Section 2.11 Action by Shareholders Without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be two (2) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be:

- (a) Alexander Coleman; and
- (b) Robert Leidy.

Section 3.02 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, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the board of directors, from the death, resignation, disqualification or removal of a director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.05 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony,

or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, or by any one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least twenty-four (24) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) Place of Meetings. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 3.08 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time.

Section 3.10 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.

(e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

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

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a

result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges

to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.03 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.04 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.
- (b) Relocate the principal office or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.05 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

Section 8.06 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

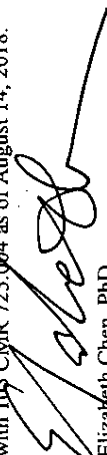
Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

D

The Commonwealth of Massachusetts

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

Commonwealth Alternative Care, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 105 CMR 725.004 as of August 14, 2018.


Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

FORM MUST BE TYPED

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

FORM I

- (1) Exact name of the non-profit: Commonwealth Alternative Care, Inc.

001169869

- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

Commonwealth Alternative Care, Inc.

- (3) The plan of entity conversion was duly approved in accordance with the law.

- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Commonwealth Alternative Care, 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:*

The corporation is organized to (a) cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis, and other related products, all for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) engage in all activities incidental thereto; and (c) engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a

FORM MUST BE TYPED

**Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation**

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

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

ARTICLE I

The exact name of the corporation upon conversion is:

Commonwealth Alternative Care, 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:*

The corporation is organized to (a) cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis, and other related products, all for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) engage in all activities incidental thereto; and (c) engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

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	100,000			

ARTICLE IV

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

Each owner of record of Common Stock shall be entitled to one vote for each share of Common Stock. Subject to applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation may determine, declare, order to be paid and pay in its discretion. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata to the holders of Common Stock, subject to applicable law.

ARTICLE V

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

ARTICLE VI

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

See attached Article VI

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

ARTICLE VI CONTINUATION SHEET

- A. Limitation of Director Liability. Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
- B. Indemnification. The Corporation shall, to the extent permitted by G.L c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
- C. Partnership. The corporation may be a partner to the maximum extent permitted by law.
- D. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
- E. 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.
- F. 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 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.

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:
c/o Vicente Sederberg, 2 Seaport Lane, 11th Floor, Boston, MA 02110
- b. The name of its initial registered agent at its registered office:
Adam Fine
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Robert Leidy, 515 N. Flagler Drive, Suite 1700, West Palm Beach, FL 33401

Treasurer: Robert Leidy, 515 N. Flagler Drive, Suite 1700, West Palm Beach, FL 33401


Secretary: Robert Leidy, 515 N. Flagler Drive, Suite 1700, West Palm Beach, FL 33401

Director(s): Alexander Coleman, 515 N. Flagler Drive, Suite 1700, West Palm Beach, FL 33401
Robert Leidy, 515 N. Flagler Drive, Suite 1700, West Palm Beach, FL 33401

- d. The fiscal year end of the corporation:
December 31st
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, sell and distribute medicinal cannabis and related products.
- f. The street address of the principal office of the corporation:
26 Watson Street, Suite 1, Cambridge, MA 02139
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

26 Watson Street, Suite 1, Cambridge, MA 02139, which is
(number, street, city or town, state, zip code)

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

Signed by: 
(signature of authorized individual)

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

on this 1st day of August, 2018

COMMONWEALTH OF MASSACHUSETTS

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

2542

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$495⁰⁰ having been paid, said articles are deemed to have been filed with me this 29th day of August, 2018, at 4⁴⁵ a.m./p.m. (p.m.)

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

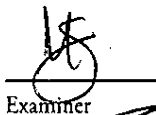
Telephone: _____

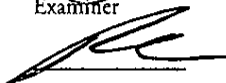
Email: _____

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

SECRETARY OF THE
COMMONWEALTH
2018 AUG 29 PM 1:45
CORPORATIONS DIVISION

1316405


Examiner


Name approval

C

M



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



COMMONWEALTH ALTERNATIVE CARE INC
26 WATSON ST STE 1
CAMBRIDGE MA 02139-4050

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, COMMONWEALTH ALTERNATIVE CARE 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 to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 22, 2020

To Whom It May Concern :

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

COMMONWEALTH ALTERNATIVE CARE, INC.

is a domestic corporation organized on **August 29, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 20040426350

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

Processed by: Nma



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



345370474

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

COMMONWEALTH ALTERNATIVE CARE INC
30 MOZZONE BOULEVARD
TAUNTON, MA 02780

EAN: 22114503
May 04, 2021

Certificate Id:47703

The Department of Unemployment Assistance certifies that as of 5/4/2021 ,COMMONWEALTH ALTERNATIVE CARE INC is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance



Plan for Obtaining Liability Insurance

Commonwealth Alternative Care, Inc. (“Commonwealth Alternative Care”) plans to contract with James River Insurance Company to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Commonwealth Alternative Care will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Commonwealth Alternative Care will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. Commonwealth Alternative Care will keep reports documenting compliance with 935 CMR 500.105(10).



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1. EXECUTIVE SUMMARY

1.1 Mission Statement and Message from the CEO

Commonwealth Alternative Care (“CAC”) is a Marijuana Establishment (“ME”) committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

CAC is a cannabis organization offering high quality medical cannabis products to patients and customers throughout the Commonwealth. Our primary commitment is to deliver products with the highest quality, safety, and efficacy in a professional, unique, and inspiring setting. CAC partners locally, adding value to our patients and communities through education, outreach, charitable giving, and community involvement. CAC is focused on providing medical cannabis in the forms of flower, edibles, concentrates, oil, shatters, wax and sugar. CAC brings quality, alternative care, within reach.

1.2 License Type

CAC is applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a co-located ME Cultivator, ME Manufacturer and Retail ME in Taunton. CAC is also applying for a Certificate of Registration from the CCC to operate Retail MEs in Brockton and Cambridge.

1.3 Product

CAC will offer dissolving tablets and strips, tinctures, nasal/oral sprays, suppositories and other marijuana products designed to be absorbed through the body’s mucus membranes; Ready-to-use extracted cannabis and hash distillates, oils, waxes, shatters, budders, live resins, saps, taffies, crumbles, moon rocks and other whole-plant cannabis and terpene extracts designed to be pre-heated and absorbed by inhalation, to be sold as stand-alone products or in pre-dosed vaporizers, which will all be compliant with the guidelines and regulations set out by the CCC.

In addition to traditional sativa, indica, and hybrid cannabis flower, CAC will offer a wide range of products and services that will allow CAC to serve customers with a wide variety of needs. Products CAC intends to offer include, but will not be limited to: Creams, salves, lotions, body butters, topicals, dermal patches and other marijuana products designed to be absorbed by transdermal application; and capsules, cooking oils, beverages, sauces, dips, baked goods, confections, chocolates, candies, gums, sugars, salts, syrups, butters, mints, teas and other marijuana products designed to be orally ingested and absorbed through the digestive system.

1.4 Customers

CAC’s target customers include adults 21 years of age and older, including a growing customer base of atypical users which are advocating for cannabis use than ever before – creating a new era of cannabis culture. New consumer groups are emerging. From chronically ill patients looking for alternative symptom relief, to the savvy adult-use buyer, CAC is finding through market research studies that there are even more consumer groups in between that are contributing to this rapidly-expanding market.

- The Traditional User: the backbone of the cannabis market, the foundation of cannabis culture. This group are consistent users, and largely recreational. This market expanded over time to include Artists and Celebrities, for creative focus and energy.
- Cannabis moved to The Adult Traditional User, stemming from long-term users who already had a set method and drive for purchasing and consuming cannabis. Within this group, product diversity emerged.
- The Cannabis Patient became the next market: a consumer who selected cannabis for a definitive purpose (pain relief, anxiety, insomnia, amongst others). For this buyer, cannabis is therapeutic.
- With the increase of recreational cannabis nationwide, The Connoisseur market has emerged. This group is able and willing to pay for boutique products including organic and premium selections.
- Generation X (users born between 1961 – 1981) is another exciting group, specifically looking for cannabis products to promote mental health and wellness. This is a broad market. This group is largely made up of professionals, teachers, business men and women, scientists and innovators. Cannabis works on the stress levels of this group.

Research has identified that there is no one type of person who uses cannabis. CAC's flexibility, open-mindedness and innovation will be essential to support consumers in the new Massachusetts adult use market.

1.5 What Drives Us

CAC's goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of CAC's operations within their communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;
5. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within CAC and the cannabis industry as a whole;
6. Having a diverse and socially representative pool of employees;
7. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching;
8. Running an environmentally friendly ME in the Commonwealth of Massachusetts through the use of efficient cultivation methods; and
9. Creating branded marijuana products that are safe, effective, consistent, and high quality.

2. COMPANY DESCRIPTION

2.1 Structure

CAC is a Massachusetts domestic for-profit corporation interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the Commonwealth.

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

2.2 Operations

CAC will file for licensure in Taunton to operate as a Marijuana Cultivator, Marijuana Manufacturer, and a Marijuana Retailer. In Brockton, CAC will file for licensure to operate as a Marijuana Retailer. At CAC’s Cambridge location, it will apply for licensure to operate as a Marijuana Retailer.

Taunton Facility

CAC is a Registered Marijuana Dispensary and holds a Medical Final Certificate of Registration and Sales Ready Certificate for its Taunton facility, located at 30 Mozzone Boulevard. The building is 49,000 square feet – completely renovated and designed to be state-of-the-art and vertically integrated in cultivation, manufacturing and dispensing medical marijuana. CAC currently supports the City of Taunton and surrounding communities with high quality medical marijuana products.

The facility is well positioned and matches the ideal picture of a community dispensary store. Before taking over the facility, it was used as a warehouse. CAC renovated all areas of the building to support its world-class operations. In addition to yearly contributions to the city ranging from the Mayor’s Lighting of the Green each year to sponsoring the local Veteran’s Association, CAC pledges to give back to its disproportionately-affected host, promoting locally through hiring, contracting, creating business partnerships, and conducting outreach activities.

The facility encompasses a total of 49,000 square feet, with approximately 42,000 square feet dedicated exclusively to cultivation, approximately 5,000 square feet dedicated to manufacturing, and approximately 2,300 square feet of retail space.

Brockton Facility

CAC is a Registered Marijuana Dispensary and holds a Medical Retail Provisional Certificate of Registration at its 1090 West Chestnut Street, Brockton location. The leased 6,000 square foot renovated retail facility in one of Brockton’s disproportionately affected downtown areas. CAC believes that this central location will be a cornerstone for best practices in cannabis, enhancing this economically distressed community, and providing Brockton the space and knowledge to flourish professionally within CAC and the cannabis industry as a whole. CAC plans to hire locally, and develop strategic business partnerships for promoting additional charitable activities. CAC anticipates a Final Certificate of Registration/Sales Ready Inspection with the CCC in the month of February 2019, and opening doors to medical patients in early April 2019.

Cambridge Facility

CAC is a Registered Marijuana Dispensary and holds a Retail Provisional Certificate of Registration at its 1385 Cambridge Street location, in the heart of vibrant Inman Square. The building is 3 stories. CAC is renovating approximately 3,200 square feet on the first floor and 1,200 square feet in the basement. In addition, CAC is renovating 380 square feet of sub-tenant space for other retail uses that will activate the street frontage. CAC will locate corporate offices on the 2nd and 3rd floors of the same building. The Mid-Cambridge Neighborhood Conservation District Commission has issued a Certificate of Appropriateness for this project. CAC has also donated funds to add bicycle racks and is contributing to the community as a whole with programs and partnerships with local businesses. CAC is working diligently with the Inman Square Neighborhood Association on all exterior renovations and implementation of the active storefront presence. CAC is currently undergoing Architectural Review with the CCC. CAC plans to open doors to serve medical patients in Cambridge in the Fall of 2019.

CAC will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana products in the process of cultivation and finished, stored marijuana; conduct a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

CAC will tag and track all marijuana seeds, clones, plants, and marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission.

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

CAC will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

CAC will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no higher than \$5,000 per occurrence.

CAC will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

CAC will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

Prior to commencing operations, CAC will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund. The bond will ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of CAC.

CAC and CAC agents will comply with all local rules, regulations, ordinances, and bylaws.

2.3 Security

CAC will contract Curt Powell from Security Management International (SMI), a global security consulting and intelligence advisory services provider, to oversee physical security operations, as well as crisis management planning. SMI will design, implement, and monitor a comprehensive security plan to ensure that the facility maintains a safe and secure environment for employees and the local community. SMI's scope of services includes threat analysis, employee training, emergency response planning, vulnerability assessments, first responder liaison, and technical security planning and implementation. Over the past ten years, SMI has shared its expertise with thousands of security professionals from various industries, including two dozen Fortune 500 companies, as well as domestic and international government agencies.

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

In addition to the primary alarm systems, CAC will maintain an Uninterruptable Power System (UPS) to ensure the facility remains operational during a power outage for at least 4 – 8 hours. CAC will have the security equipment inspected monthly and the UPS will be inspected at least every three years.

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

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

Only CAC's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, including local law enforcement, and a visitor log will be maintained in perpetuity.

All agents and visitors will be required to visibly display an ID badge, and CAC will maintain a

current list of individuals with access.

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

CAC will have security personnel on-site during business hours.

2.4 Benefits to the Municipality

CAC looks forward to working cooperatively with its host communities to ensure that CAC operates as a responsible, contributing neighbor and business partner.

Statistically:

- the City of Taunton approved the 2016 Ballot Question 4 legalizing adult use marijuana with 55.8% of the vote
- the City of Brockton approved the 2016 Ballot Question 4 legalizing adult use marijuana with 51.7% of the vote.
- the City of Cambridge approved the 2016 Ballot Question 4 legalizing adult use marijuana with 71.6% of the vote

CAC anticipates establishing a mutually beneficial relationship with its host communities in exchange for permitting CAC to site and operate. The host communities stand to benefit in various ways, including but not limited to the following:

- Jobs:
 - A Cultivator facility will add 60 full-time jobs, in addition to hiring qualified, local contractors and vendors.
 - A Manufacturer facility will add 25 full time jobs, in addition to hiring qualified, local contractors and vendors
 - A Retail facility will add 25 full time jobs, in addition to hiring qualified, local contractors and vendors
- Monetary Benefits:
 - A Host Community Agreement with significant monetary donations will provide the host community with additional financial benefits beyond local property taxes.
- Access to Quality Product:
 - CAC will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- Control:
 - In addition to the Commission, the host's Police Department and other municipal departments will have oversight over CAC's security systems and processes.
- Responsibility:
 - CAC is comprised of experienced cultivators, manufacturers and retail professionals, in addition to support staff, who will be thoroughly background checked and scrutinized by the Commission.
- Economic Development:
 - CAC's renovation of the facilities in Taunton, Brockton and Cambridge will revitalize the areas and contribute to the overall economic development of the local communities.

3. MARKET RESEARCH

3.1 Industry

CAC's proposed location is located in Taunton, Brockton and Cambridge. Surrounding areas include:

- Taunton
 - Bridgewater
 - Easton
 - Attleboro
 - Rehoboth
 - Berkley
 - Myricks
 - Lakeville
 - Middleborough
- Brockton
 - Avon
 - Abington
 - Whitman
 - East Bridgewater
 - West Bridgewater
 - Easton
 - Stoughton
- Cambridge
 - Somerville
 - Medford
 - Belmont
 - Watertown
 - Brookline
 - Boston
 - Arlington

3.2 Competitors

CAC's competitors include:

- Taunton
 - Theory Wellness – Bridgewater
 - Alternative Compassion Services – Bridgewater
- Brockton
 - In Good Health – Brockton
- Cambridge
 - Sira Naturals – Cambridge, Somerville
 - Revolutionary Clinics – Cambridge, Somerville
 - NETA – Brookline
 - Patriot Care – Boston
 - Healthy Pharms – Cambridge
 - Liberty Cannabis – Somerville

- Garden Remedies – Newton
- Mayflower Medicinals – Boston

3.3 Competitive Advantage

CAC's competitive advantages over the competition include a combination of an expanding team of industry experts in cannabis management and finance, cultivation, extraction, packaging, retail operations, science, IT, compliance and security. Regulatory compliance, quality control and product efficacy are a central focus for CAC. CAC's mission and methodology is designed to meet patient and consumer expectations for product diversity, quality, price and availability – through a patient and consumer-centered experience.

CAC strives to balance investing in innovative research and development while providing cost effective solutions to patients and customers. Meeting the needs of patient and consumers and adhering to regulations will always measure CAC's success.

The following photographs are taken from the cultivation, manufacturing and retail floor areas at CAC's facility located at 30 Mozzone Boulevard, Taunton.







3.4 Regulations

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

CAC will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. CAC will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

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

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

CAC's Taunton facility will include vertically-integrated cultivation, processing/manufacturing, packaging and retail/dispensing operations.

CAC's Brockton facility will include retail/dispensing operations only.

CAC's Cambridge facility will include retail/dispensing operations only.

4. PRODUCT / SERVICE

4.1 Product & Service

Cultivation

CAC will cultivate marijuana at its 30 Mozzone Boulevard, Taunton location. CAC will cultivate, process and package marijuana, and transfer marijuana to other Marijuana Establishments, but not to consumers, in accordance with CAC's licensed cultivation tier. All phases of the cultivation, processing, and packaging of marijuana by CAC will take place in a designated area that is not visible from a public place without the use of binoculars, aircraft or other optical aids.

CAC will comply with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00. Any testing results indicating noncompliance will be immediately reported to the CCC, who may refer any such result to the Massachusetts Department of Agricultural Resources. In the event that CAC sells or otherwise transfers marijuana to another Marijuana Establishment, CAC will provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160. CAC will only label marijuana with the word "organic" if all cultivation is consistent with US Department of Agriculture organic requirements at 7 CFR 205. Solid media for cultivation will meet federal standards identified by the CCC.

CAC's cultivation process will use best practices to limit contamination including, but not limited to, mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana, mildew, and any other contaminant identified as posing potential harm. Any application of plant nutrient to land used for the cultivation of marijuana will comply with St. 2012, c. 262, as amended by St. 2013, c. 118, § 26, and 330 CMR 31.00: *Plant Nutrient Application Requirements for Agricultural Land and Non-agricultural Turf and Lawns*.

CAC, through the use of its approved POS Software, will assign and record a unique, sequential alphanumeric identifier to each cultivation batch for the purposes of production tracking, product labeling, and product recalls.

Cultivation Rooms and Facilities

Cultivation Rooms

- Nursery/Clone Room
- Mother Room (if needed)
- Vegetative Room
- Flowering Rooms

Support Rooms

- Supply Storage Room (*i.e.* nutrients, fertilizers)
- Trash Room (General and plant waste)
- Locker Rooms
- Mechanical Room
- Electrical room
- Trim Room
- Dry Room

Technical Specifications

The CAC facility utilizes a water-chilled system/heat to control temperature and humidity levels. Cultivation rooms are individually controlled and monitored through the use of a Direct Digital Control (“DDC”), which is an automated control of a condition or process by a digital device. Adjustable environmental parameters include heat, humidity, and light control. Cultivation rooms that house plant material will be under video surveillance—as outlined in the CAC Security Policies and Procedures.

Overview of Cultivation Rooms

Clone Room: The Clone Room is initially dedicated to the germination of seeds during ramp up, and then will be used to house clones from vegetative plants, which will be chosen from initial seed stock. Cloning, the act of taking a genetically identical specimen from vegetative stock, takes place in the clone and vegetative room. The Cultivation Technician that oversees the Nursery/Clone Room propagates plant material and is responsible for the plants’ life cycle from cutting to vegetative phase.

Mother Room or designated area (if needed): The Mother Room (or designated area) houses all selected plants from initial seed stock that meet the characteristics that are preferred for production. The Mother Room consists of lights that offer the proper wavelengths to encourage rapid growth to produce clones on a weekly basis. The Mother Room light cycle can be up to twenty-four (24) hours of light.

Vegetative Room: The Vegetative Room houses all plants that are in between the Clone Room and Flowering Rooms. High Pressure Sodium (HPS) and Light Emitting Plasma (LEP) will be used to encourage vegetative growth and proper root establishment. Plant material will also be

transitioned from low intensity lighting to high intensity to prevent transplant/light shock. The Vegetative Room light cycle varies between eighteen to twenty-four (18-24) hours of light.

Flowering Rooms: The Flowering Rooms consist of marijuana plants fed from the vegetative room. Marijuana plants are placed under a twelve/twelve (12/12) light cycle to initiate flowering. With the use of HPS bulbs, the flowering marijuana plants receive the correct amount of red/orange wavelengths of light to promote proper flowering behavior. The Flowering Rooms are where the plants' life cycles end; this period can vary from eight to twelve (8-12) weeks.

Safety

All agents will complete mandatory safety training sessions. CAC agents and management will have specific responsibilities to ensure health and safety at the CAC facility:

Health and Safety Responsibilities for CAC Management:

- Ensure the health and safety of Cultivation Technicians;
- Correct any workplace conditions that are hazardous to the health and safety of Cultivation Technicians;
- Inform Cultivation Technicians about any remaining hazards;
- Make copies of the *Workers Compensation Act* and OSHA Regulations available by posting throughout the Facility;
- Ensure agents know their rights and responsibilities under OSHA Regulations and the Act and that they comply with them;
- Provide and maintain protective devices, equipment, and clothing, and ensure that agents use them;
- Provide Cultivation Technicians with education, supervision, and training specific to the Cultivation Facility and equipment used to cultivate; and
- Perform ongoing reviews of policies and procedures and update as needed.

Health and Safety Responsibilities for CAC Agents:

- Take care to protect individual health and safety and the health and safety of others who may be affected by individual's actions;
- Comply with all regulations and other legal requirements;
- Follow established safe work procedures;
- Use the required personal protective equipment;
- Refrain from horseplay or similar conduct that may endanger others;
- Ensure individual ability to work safely is not impaired by drugs or alcohol;
- Report accidents and other incidents (including near misses) to the Director of Cultivation; and
- Report the following to the Director of Cultivation:
 - A hazard that might endanger CAC agents;
 - A problem with personal protective equipment or clothing; and
 - Any suggestions to improve workplace safety.

Cultivation Agent Health and Safety Program: Eight basic components have been identified to help prevent accidents and injuries from occurring within the Cultivation Facility, as well as to help deal effectively with any incidents that do occur. These components are:

- Hazard Identification & Risk Control—determine which hazards are present in the workplace and take steps to eliminate or minimize such hazard.
- Safe Work Procedures:
 - Dealing with wet surfaces;
 - Wearing proper personal protective equipment and clothing;
 - Handling solvents with use of protective gloves and proper ventilation; and
 - Using proper body mechanics when lifting heavy objects.
- Orientation, Education, Training & Supervision—properly prepare agents for job duties and ensure policies and procedures are consistently followed.
- Safety Inspections—regular safety inspections throughout Cultivation Facility, which will help identify workplace hazards so that they can be eliminated or controlled.
- Incident Investigation—determine cause of accident or injury and implement preventive measures.
- Health and Safety Meetings—regular meetings to provide an opportunity for agents and managers to communicate any concerns about health and safety.
- First Aid—determine what level of first aid is necessary on-site.
- Records & Statistics—maintain documentation to help identify recurring problems and ensure that hazardous conditions are corrected.

An annual Health and Safety Program review will be carried out to address current concerns. Smoking is prohibited on CAC property.

Plant Care

Cultivation Technicians will be responsible for all plant maintenance in their assigned cultivation rooms. Responsibilities will include watering/irrigation, potting/re-potting, pruning and Integrated Pest Management (IPM). The IPM Program is designed to control and limit pests and other pathogens. Cultivation Technicians will maintain appropriate levels of sanitation in all cultivation areas and keep assigned cultivation rooms clean and free from hazards. Toxic cleaning agents will be labeled, identified appropriately, held, and stored in the cultivation supply room in order to protect marijuana and MIPs from being contaminated.

Irrigation: All plants will be top fed via drip irrigation. Multiple reservoirs will feed plants, and reservoirs will contain the mixture of water and a concentrated multi-part fertilizer that will be adjusted to the proper ppm/EC levels that are required for the different stages of the marijuana plant cycle. The irrigation water will also be adjusted to the proper pH level to ensure proper nutrient uptake. Cultivation technician responsibilities include filling reservoirs with water and adding concentrated nutrients to reach the proper nutrient levels required and adjusting pH with the use of nutrient/pH meter. Fertigation Technicians will monitor the flow of irrigation through the system to ensure that all plants are receiving adequate amounts of water. Fertigation technicians will consult with the Cultivation Manager and Director of Cultivation with regards to irrigation frequency and duration.

Potting/Re-Potting: Plants are propagated in starter plugs in the nursery, from there they are transferred into a larger solid media cube for continued growth in the vegetative cycle.

Pruning: Marijuana plants will be pruned regularly to encourage adequate growth traits and to maximize flowering sites on the plant. Pruning will also be used to maximize the yield potential of individual plants and also to eliminate flowering sites that do not receive adequate light due to full canopy. Cultivation Technicians will undergo training in this procedure by the Director of Cultivation during initial training to ensure proper techniques.

Pest Control Prevention

Pests and pathogens will be managed and controlled to the greatest extent possible. Pests include insects, diseases, or any unwanted organism that directly or indirectly damages plants. CAC will implement an Integrated Pest Management (IPM) Program to manage and control pest problems. IPM is a systematic approach to managing pests that focuses on long-term prevention or suppression with minimal impact on human health, the environment, and non-target organisms. A successful IPM Program consists of five (5) main categories: sanitation, monitoring, identification of pest problems, control methods, and evaluation.

Sanitation: Maintaining a clean and sterile environment is the most important phase of the IPM program. Agents will be responsible for ensuring assigned cultivation rooms are properly maintained, floors remain free from debris, and that tables on which plants are being grown are clean. Between harvests, Flowering Rooms, including floors, tables and walls, will be treated with a greenhouse disinfectant. All irrigation systems and lines will be cleaned between harvests. Cultivation Technicians will be required to wear uniforms or disposable one-piece work jumpsuits during shifts to limit the introduction of unwanted pests/pathogens.

Monitoring: IPM requires a thorough assessment of plants and their overall appearance. Cultivation Technicians will perform visual assessments for their dedicated areas and report any findings to the Cultivation Manager and Director of Cultivation.

Identification of Pest Problems: Visual inspections are the primary method for determining if pest problems exist in the Cultivation Facility. Sticky traps will be used throughout cultivation rooms to allow agents to consistently monitor pests that may be present. If and when a pest/pathogen is identified, Cultivation Technicians will immediately notify the Cultivation Manager and Director of Cultivation in order to minimize the risk of the pest/pathogen from spreading. In conjunction with the Director of Cultivation and the Compliance team, the Cultivation Manager will create a remedial plan to eliminate the pest or pathogen.

Control Methods: The goal of the IPM Program is to create and maintain a well-organized and sanitized Cultivation Facility. The use of cultural control methods places a focus on proper environmental conditions and is critical to maintaining them. Biological control methods will be used throughout the Cultivation Facility. Biological agents (plant, animal, or microbe) will be used to control pests. When necessary, Cultivation Technicians will use mechanical controls (i.e. hands-on and exclusion techniques) such as handpicking and destroying pests/or pathogens or destroying plants that are heavily infected in order to prevent other plants from becoming contaminated. Cultivation Technicians will also utilize exclusion methods, such as making sure

cultivation room doors remain closed, prohibiting non-essential agents from entering cultivation rooms, and requiring agents to change into uniforms when their shift begins.

Solid media for cultivation will meet the U.S. Agency for Toxic Substances and Disease Registry's Environmental Media Evaluation Guidelines for residential environmental media levels.

The cultivation process will use best practices to limit contamination, including but not limited to mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana, mildew, and any other contaminant identified as posing potential harm.

Evaluation: All aspects of the IPM Program will be thoroughly documented, including frequency, rates, methodology, and time/date when applied. Such records will be utilized to determine any necessary changes in the IPM Program and will be retained as part of CAC's recordkeeping requirements.

Cultivation Agent Entrance Procedures

All Cultivation Technicians will enter the Cultivation Facility using the main exterior door. Upon entry, Cultivation Technicians will proceed directly to the Locker Rooms to change into CAC issued uniforms and will then report to their assigned Cultivation Room(s).

Cultivation Flow

Clone Room: Initial ramp up begins with the germination of seeds in the Clone Room. Seeds will be germinated in solid media cubes and housed in the clone room for up to 1-3 weeks. All viable plants will continue to be grown under LED lighting in the Clone Room until determined by the Nursery Manager that plants are ready to be transitioned into the Vegetative Room.

Vegetative Room: After plants leave the Clone Room they will be transported directly to the Vegetative Room, where they are introduced to high intensity light, which encourages rapid growth. All seeds/clones are repotted into a solid media upon entering the Vegetative Room. Marijuana plants will be housed in the Vegetative Room for 2-4 weeks depending on individual, strain-specific characteristics. During the initial ramp up phase, some plants may be diverted into the Mother Room, at the discretion of the Director of Cultivation, for the purpose of creating mother stock from which future propagation from clone/cuttings will be taken. The Vegetative Room will house plants before they transition into Flowering Rooms.

Mother Room or designated area (if needed): All mother stock plants may be housed in the Mother Room or designated area. Plant growth is encouraged through a light cycle and nutrient regimen to produce the maximum amount of cuttings/clones. Cultivation Technicians will be responsible for taking cuttings from the mother stock (if needed) and propagating within the Nursery/Clone Room.

Flowering Rooms: After plants are grown in the Vegetative Room, they will be transported directly into Flowering Rooms. In the Flowering Rooms a 12 hour on/12 hour off light cycle flowering will be initiated. Marijuana plants finish their life cycle in the Flowering Rooms and can spend anywhere from 8-12 weeks in the flowering phase. Flowering Rooms may house

multiple varieties and different stages of the marijuana flowering phase. All plants will remain properly labeled and tracked using [POS Software] throughout the process. CAC anticipates harvests on a weekly or bi-weekly schedule to ensure a steady flow of marijuana is available.

Production Plan

All initial plant stock will come from the germination of seeds. After initial seed germination, all subsequent plants will be propagated via cutting/clone from vegetative stock. Under the supervision of the Nursery manager, Cultivation Technicians will use a variety of techniques to encourage rapid, vigorous growth in both the Nursery and Vegetative Rooms to ensure a sufficient number of plants to feed the Flowering Rooms.

Harvest

When marijuana plants reach full maturity, as determined by the Flower Manager or Cultivation Manager by examining the trichomes of the plant, plants will be cut down to the solid media line in the Flowering Rooms and transferred to the Trim Room. Trimming will be conducted by a machine while the flowers are wet. Cultivation Technicians engaged in the harvest process will wear gloves to prevent contamination. After marijuana flowers are processed by the mechanical trimmer, they will be moved to the Dry Room. The environmental conditions in the Dry Room will be maintained to ensure the even drying of marijuana flowers. Once dried, marijuana flowers will be packaged in sealed containers in compliance with CCC regulations. Samples of batches are sent out for third-party testing.

Testing

- a. No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products will be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of environmental media (e.g., solid growing media and water) will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH;
- b. CAC will have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Any such policy will include notifying the CCC within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both CAC and the Independent Testing Laboratory, separately and directly. The notification from CAC must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination;
- c. CAC will maintain the results of all testing for no less than one year;
- d. The sale of seeds is not subject to these testing provisions;
- e. Clones are subject to these testing provisions but are exempt from testing for metals;
- f. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13);

- g. All storage of marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11);
- h. All excess marijuana will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to [ME Short Name] for disposal or by the Independent Testing Laboratory disposing of it directly; and
- i. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Solid Growing Media Sampling

Cultivation media will be tested in compliance with CCC protocols. Solid media for cultivation will meet the ATSDR Environmental Media Evaluation Guidelines (EMEG) for residential solid media levels and limits any pesticide residues, until such time that the CCC identifies an alternate federal standard for solid media for cultivation. All solid media and solid growing media will be sampled and analyzed initially prior to use for cultivation of marijuana, and at least annually, or quarterly if the solid media is amended. Specifically, all source solid media or solids will be sampled and analyzed prior to use in cultivation and whenever new solid media or solids are received from a different source. Samples will be taken from a percentage of individual plant containers. Sample collection documentation will identify the sample collection date and start time, participating personnel, a general description of the media and locations sampled, relevant environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used, and a record of plants or batches that would potentially be impacted should analysis results indicate unacceptable contamination. Agents performing sampling will use decontaminated sampling tools and equipment to ensure that samples are not contaminated. All instructions from the analyzing laboratory will be followed in the transportation of samples. Laboratory analysis will be performed by a laboratory that is:

- Accredited to International Organization for Standardization (ISO) 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement; or
- Certified, registered, or accredited by an organization.

Source solid media will be sampled and analyzed:

- Prior to use in cultivation;
- Whenever a new source material is utilized; or
- At a rate of one sample per cubic yard of source solid media or, when collected prior to distribution among beds or containers, source solid media or solids samples will be taken to best represent the overall source solid media (e.g., collected from different areas and depths of a stockpile).

Source solid media and solids passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless the stockpile has been contaminated or altered while stored. Situations for re-analysis may include but are not limited to solid media that have been amended, mixed with other source solid media/solids, subject to pesticide application, used for other purposes, or inundated by flood waters.

Cultivation solid medias will be analyzed at least annually during the calendar year of use. Solids tested initially as source solid media or solids prior to use in cultivation do not require retesting until the following year (or quarter if amended as described below). If amended, the solid growing media/solid media used in cultivation will be sampled and analyzed during the quarter in which it was amended. Cultivation solid media and solid samples will be collected to represent the broad range of cultivation units, growth stages, and solid media and solid types whether from beds or containers.

Sources of solid growing media including solid media must be sampled and analyzed prior to use in cultivation and upon any change in the source of solids. Once cleared for use in cultivation, cultivation solid media must be sampled and analyzed at least annually and within the quarter that solid media is amended. The spatial distribution of samples must be considered to ensure representativeness across the entire cultivation operation. Sampling and analysis frequency, sample locations, and quality control (QC) samples are detailed herein and will comply with all regulatory guidance and will be periodically reviewed and amended to ensure such compliance.

Minimum Sampling and Analysis Frequency for Solid medias and Solids

Source Solid medias and Solids

- All source solid media will be sampled and analyzed prior to use in cultivation.
- All source solid media will be sampled and analyzed whenever a new source material is utilized (e.g., different source solid media location or different source manufacturer).
- All source solid media for initial use must be sampled at the rate of one (1) sample per cubic yard of solid media.
- Source solid media passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless the stockpile has been contaminated or altered while stored. Situations for re-analysis may include but are not limited to solid media that have been amended, mixed with other source solid medias/solids, subject to pesticide application, used for other purposes, or inundated by flood waters.

Cultivation Solid medias or Solids

- All cultivation solid media and solid materials will be analyzed at least annually during the calendar year of use. Solids tested initially as source solid medias or solids prior to use in cultivation do not require retesting until the following year (or quarter if amended as described below).
- If amended, the solid growing media/solid media used in cultivation will be sampled and analyzed during the quarter in which it was amended. Note that solid media amendment includes any material added to a solid media, including other solid medias, to improve its physical properties, such as water retention, permeability, water infiltration, drainage, aeration, and structure. Note that solid media amendment does not include addition of water or fertilizers added solely for nutrients. Materials such as compost or manure that are added for nutrients and to change the character of the solid media and that are added in bulk are considered solid media amendments for the purpose of this protocol. Application of solid media amendments must be consistent with all CCC requirements.
- For cultivation that utilizes beds or other broad area cultivation, solid growing media/solid media samples will be collected at the rate of 1 sample per discrete

cultivation unit or at least 1 sample per 100 square feet of solid media area for larger discrete cultivation units.

- For cultivation that utilizes individual plant containers (as opposed to beds or in-ground cultivation), solid growing media/solid media samples will be collected from a minimum of 5 percent of the total number of growing containers.
- Solid growing media samples will be collected to be representative of the horizontal and vertical conditions of the growing configuration.
- When collected prior to distribution among beds or containers, source solid media or solids samples will be taken to best represent the overall source solid medias (e.g., collected from different areas and depths of a stockpile).
- Cultivation solid media and solid samples will be collected to represent the broad range of cultivation units, growth stages, and solid media and solid types whether from beds or containers.
- Samples will be analyzed individually as grab samples unless the analysis methods used allow analytical reporting limits to be achieved on composite sample analyses that would demonstrate that any single sample in the composite would not exceed the contaminant limits described later in this protocol. In no case may more than five (5) primary samples be composited into a single sample for analysis. When analyzed as a composite, the laboratory results of the composite must demonstrate that each composite subsample is below the relevant contaminant limits, not just the composite itself. For example, if the results of a five-sample composite are reported as 1.0 mg/kg, any one subsample (20% of the total composite) could contain up to 5 mg/kg when accounting for the effective dilution of the other four subsamples (i.e., 1 sample at 5 mg/kg + 4 samples at 0 mg/kg = average of 1 mg/kg).
- Composite samples are not recommended but are allowable to scale sampling and analysis to fit the cultivation scale and approach. However, use of composite samples to demonstrate compliance would require corrective actions on all individual samples should the composite sample fail to achieve acceptable limits on any target analyte.

A diagram of the cultivation area, the sampling design, and the horizontal and vertical location of each sample will be created for each sampling event and maintained on file for review by inspection authorities.

Quality Control (QC) Samples for Solid medias and Solids

Field duplicate samples will be collected at least annually and one (1) for every twenty (20) field samples of the solid samples collected to provide verification of field and laboratory procedures. Field duplicate samples will be collected and analyzed for each analytical method performed on the samples. Field duplicate samples will not be identified to the laboratory (blind QC). Blank samples are required to provide important information on potential positive bias on any positive results in field samples.

Equipment rinsate blanks are required whenever non-disposable sampling equipment is used to collect samples at multiple locations such as in source solid media testing or testing of hydroponic nutrient solutions. Equipment rinsate blanks must be collected at the rate of one (1) per sampling event per sampling equipment type with at least one (1) equipment rinsate blank for every twenty (20) field samples of the same matrix. Where equipment rinsate blanks are not

appropriate (i.e., use of disposable sampling equipment, collection of just one sample location, or direct collection into the sampling container), field blanks may be used to evaluate potential for contamination and potential positive bias at the same frequency of one (1) per sampling event per sampling equipment type with at least one (1) for every twenty (20) field samples of the same matrix.

Water Samples

CAC's water supply will be sufficient for necessary operations. Water will not be sampled because the water is from a Public Water Source (PWS), used in solids-based cultivation. Public water analysis records will be maintained by CAC and available to inspectors to demonstrate adequate analysis of the water and exemption from analysis.

Recalls

CAC's policies and procedures for handling voluntary and mandatory recalls of marijuana will be adequate to deal with recalls due to any action initiated at the request or order of the CCC, and any voluntary action by CAC to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety.

Product recalls may be initiated by the CCC or by CAC. In the event of a product recall, the following will transpire to ensure that all impacted consumers are promptly notified and such recalled product is destroyed:

- Knowing the product in question, determine the beginning and end dates in which product needs to be recalled (i.e. establish the recall period);
- CAC will then publicly post the nature of the recall on its website and at its facilities; and
- The recall will clearly explain the situation and instructions on returning the recalled product.

Consumers will return the recalled product to CAC and will be given the option of a refund or credit to be used during that visit. Destruction of the recalled product will occur pursuant to waste disposal requirements.

Waste Disposal

a. All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

b. Liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements, including but not limited to, for discharge of pollutants into surface water or groundwater (Massachusetts Clean Waters Act, M.G.L. c. 21 §§ 26 through 53; 314 CMR 3.00: *Surface Water Discharge Permit Program*; 314 CMR 5.00: *Groundwater Discharge Program*; 314 CMR 12.00: *Operation Maintenance and Pretreatment Standards for Wastewater Treatment Works and Indirect Dischargers*; the Federal Clean Water Act, 33 U.S.C. 1251 *et seq.*, the National Pollutant Discharge Elimination System Permit Regulations at 40 CFR Part 122, 314 CMR 7.00: *Sewer System Extension and Connection Permit Program*), or stored pending disposal in an industrial wastewater holding tank in accordance with 314 CMR 18.00: *Industrial Wastewater Holding Tanks and Containers*.

- c. Organic material, recyclable material, and solid waste generated at a CAC facility be redirected or disposed of as follows:
 - 1. Organic material and recyclable material will be redirected from disposal in accordance with the waste disposal bans described at 310 CMR 19.017: *Waste Bans*.
 - 2. To the greatest extent feasible:
 - i. Any recyclable material as defined in 310 CMR 16.02: *Definitions* will be recycled in a manner approved by the CCC; and
 - ii. Any remaining marijuana waste will be ground and mixed with other organic material as defined in 310 CMR 16.02: *Definitions* such that the resulting mixture renders the marijuana unusable for its original purpose. Once such marijuana waste has been rendered unusable, the mixture may be composted or digested at an aerobic or anaerobic digester at an operation that is in compliance with the requirements of 310 CMR 16.00: *Site Assignment Regulations for Solid Waste Facilities*.
 - 3. Solid waste containing cannabis waste generated at a CAC facility may be ground up and mixed with solid wastes such that the resulting mixture renders the cannabis unusable for its original purposes. Once such cannabis waste has been rendered unusable, it may be brought to a solid waste transfer facility or a solid waste disposal facility (e.g., landfill or incinerator) that holds a valid permit issued by the Department of Environmental Protection or by the appropriate state agency in the state in which the facility is located; or
- d. No fewer than two CAC agents must witness and document how the marijuana waste is disposed or otherwise handled (recycled, composted, etc.) in accordance with 935 CMR 500.105(12). When marijuana products or waste is disposed or handled, CAC will create and maintain a written or electronic 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 CAC agents present during the disposal or other handling, with their signatures. CAC will keep these records for at least three years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the CCC.

Energy Efficiency and Conservation

CAC will demonstrate consideration of the following factors:

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

CAC will satisfy minimum energy efficiency and equipment standards established by the CCC and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license under 935 CMR 500.103(2). CAC will adopt and use additional best

management practices as determined by the CCC, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the CCC in a form determined by the CCC. [ME Short Name] will be subject to the following minimum energy efficiency and equipment standards:

- a. The building envelope for all facilities, except greenhouses, must meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
- b. The Lighting Power Densities (LPD) for cultivation space must not exceed an average of 36 watts per gross square foot of active and growing space canopy, but for Tier 1 and Tier 2 a requirement of 50 watts per gross square foot of active canopy or growing unless otherwise determined in guidelines issued by the Commission.
- c. Heating Ventilation and Air Condition (HVAC) and dehumidification systems must meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
- d. Safety protocols must be established and documented to protect workers and consumers (e.g., eye protection near operating grow light).
- e. Requirements 935 CMR 500.120(11)(b) and (c) will not be required if an indoor marijuana cultivator is generating 100% or more of the onsite load from an onsite clean or renewable resource.
- f. The Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.
- g. A RMD with a final certificate of registration before March 15, 2018, will have a 12-month period to comply with 935 CMR 500.120(11) or until March 23, 2019.

Dispensing

CAC will dispense marijuana at its three locations, 30 Mozzone Boulevard, Taunton, 1090 West Chestnut Street, Brockton, and 1385 Cambridge Street, Cambridge. In accordance with 935 CMR 500.140(3), access to CAC's facility is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Program ID Card issued by the DPH. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered

qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer's entry into CAC's premises, a CAC agent will immediately inspect the customer's proof of identification and determine the individual's age. An individual will not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual's proof of identification. At the door, a designated staff member will collect valid customer identification and confirm a minimum age of 21 years old, failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

Once inside the retail area, customers will enter a queue to obtain individualized service where they may select any of the products available to them with the help of a CAC agent. Point of sale stations for adult-use and medical sales will be physically separated as described below. Upon checkout, customers will be required to confirm their identities and age a second time. Check out also activates the seed-to-sale tracking system that is compliant with 935 CMR 500.105(8).

Per M.G.L. c. 94G § 7, sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale.

Once a customer has selected a product for purchase, a CAC agent will collect the chosen items from the designated product storage area. All products for purchase will be packaged and labeled pursuant to 935 CMR 500.105. A CAC agent will then scan each product barcode into the point of sale system.

In the event a CAC agent determines an individual would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer.

CAC will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection.

Pursuant to 935 CMR 500.140(6)(d), CAC will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, CAC will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. CAC will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, CAC will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. CAC will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

CAC will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical and adult-use sales areas. CAC will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. CAC will provide for separate queues for sales of marijuana products

for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card may use either line and will not be limited only to the medical use queue. CAC retail locations will provide an area that is separate from the sales floor to allow for confidential patient consultation.

CAC will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

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

In compliance with 935 CMR 5001.140(8), CAC will provide educational materials designed to help consumers make informed marijuana product purchases. CAC's educational materials will describe the varying types of products available at CAC, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, and withdrawal.

CAC will produce concentrates for bulk sale and the creation of marijuana products using CO₂ and then refined to extremely high purity and cleanliness using a fractional distillation process. The refinement process will reduce levels of microbials (mold, yeast, gram negative bacteria, etc.) and heavy metals down to an undetectable scale. This will ensure CAC can provide consumers with clean and safe products.

Manufacturing

CAC will manufacture marijuana products at its 30 Mozzone Boulevard, Taunton location. CAC is committed to producing marijuana products in a safe and sanitary manner. CAC will process leaves and flowers of the female marijuana plant only, which will be well cured and free of seeds, stems, dirt, sand, debris, and other foreign matter and will not be contaminated by mold, rot, other fungus, and/or bacterial diseases. Marijuana products will be prepared and handled on food-grade stainless steel tables with no contact to agents' bare hands and will be packaged in a secure area.

The CAC facility will utilize standards based on municipal health codes, as well as FDA codes, to ensure optimal safety of all food products produced and is designed with ample cold storage and sanitization equipment to ensure food safety.

All edible marijuana products will be prepared, handled, and stored in compliance with

the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.

CAC agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All CAC agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand-washing facilities will be placed conveniently within the CAC facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All CAC agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

Food material used in the preparation of marijuana products will be acquired from an approved source. Any and all materials used in the production of marijuana products that can support the rapid growth of undesirable microorganisms will be stored in a manner that prevents the growth of such microorganisms, such as proper refrigeration or other appropriate storage. All thermometers used in the storage and preparation of marijuana products will be tested regularly to ensure accuracy. All food products will be properly stored in their original containers and will be properly labeled. Only approved food additives will be used. Marijuana products and food products used in the production of marijuana products will be maintained in good condition and will be unadulterated.

The CAC facility has ample space for placement of equipment and storage of materials necessary for maintaining sanitary operations. Litter and waste will be properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12).

All surfaces and equipment within the CAC facility will be cleaned frequently in order to ensure that they are kept in a clean and sanitary condition. Surfaces and equipment will be sanitized with a sanitizing agent registered by the EPA and used in accordance with the labeled instructions.

Any and all toxic materials will be properly identified and stored in a manner that protects against contamination of marijuana products. Proper safety and cleanliness procedures will be visibly posted or easily accessible in the facility. CAC's water supply is sufficient for necessary operations.

Product Manufacturer Processes

The CAC facility utilizes state of the art extraction technology platforms and several different solvents. Solvents include CO₂, reagent grade ethanol and simple alkane light hydrocarbons. Each solvent has different selectivity and is necessary in the ability to capture a wide variety of highly medicinal compounds, i.e. cannabinoids and secondary metabolite mono terpenoids. Further refinement of these selected concentrated molecules will be accomplished using a molecular still for removal of any trace amounts of microbial and heavy metals contamination.

This highly purified concentrate will be used in precision-dosed marijuana products, as well as in vaporizer cartridges.

- Drying: Any material to be processed through the supercritical fluid CO₂ extractor will be dried as much as possible. Trim is to be dried on perforated sheet pans lined with parchment and placed on speed racks. Trim material will be laid on sheet pans in a thin layer in order to dry properly and quickly. A fan will circulate air around the trim in order to expedite drying, as well as prohibit biological contamination. Trim and whole plant material may also be dried in the ovens at a low temperature so as to prevent decarboxylation.
 - Safety: If trim or plant material is handled in the CAC facility, the agent must wear a dust-mask as well as gloves and a lab coat.
 - Cleaning: The inside of grinders and food processors will be cleaned and sterilized after each batch is processed. This is accomplished using lab wipes to wipe out any remaining resinous material and then cleaning and sterilizing in the high temperature washer/sanitizer.
- Grinding: Sufficiently dried material will be ground to the consistency of fine coffee grinds, using a (designated) large food processor or botanical chopper. Once the material is ground to proper specification, it will be stored in large stainless steel pans with stainless steel lids with appropriate labeling regarding batch information.
 - Safety: If trim or plant material is handled in the CAC facility, the agent must wear a dust-mask, as well as gloves and a lab coat.
 - Cleaning: The inside of grinder or food processor, along with its blade, will be cleaned and sterilized after each batch is processed. This is accomplished using lab wipes to wipe out any remaining resinous material, prior to cleaning and sterilizing in the high temperature washer/sanitizer. The grinder/food processor body will be wiped down with lab wipes after each batch. The steel pans will be cleaned and sterilized after each batch is processed. This is accomplished using lab wipes to wipe out any remaining resinous material, and then cleaning and sterilizing in a high temperature washer/sanitizer.
- Packing Supercritical CO₂ (SSCO₂) Extractor: The extraction vessel is opened by the push of a button, the lid lifts up, and the provided funnel put in its place. The agent will fit 4.4lbs of prepared cannabis into the 6L vessel. The material to be processed will be packed lightly into the reactor column. Once full, the lid will be closed, and the extractor vessel bolts replaced using the provided torque wrench.
 - Safety: The agent will make sure vessel pressures are all 0 psi. Using the User Interface, the agent will select “Open Extractor Vessel” from the maintenance screen, prior to removing the extractor vessel bolts. Packing of the column will be done in small increments and never too hard. Any time trim or plant material is handled in the CAC facility, the agent must wear a dust-mask, as well as gloves and a lab coat.
 - Cleaning: The agent will vacuum all of the processed material out of the extraction vessel using a (dedicated) shop vac. The outside of the SSCO₂ extractor will be cleaned using sanitizing wipes. Running the machine empty overnight will suitably clean and sterilize the inside of the machine.
- Running CO₂ Extractor:

- Safety: The machine has a number of built-in safety features in the event of over-pressure runs or solvent leakage. In the event that the machine is unable to recover CO₂, slowly vent the CO₂ from valve 10 at the bottom of separator #2 and evacuate the CAC facility until CO₂ is completely vented. The provided ventilation in the CAC facility will remove all CO₂ and replace it with fresh air from outside the building.
- Cleaning: All solvent lines will be cleaned out with ethanol. Once a week, the machine will be run empty, thoroughly cleaning the machine on the cleaning cycle parameters. The closed loop system will recapture the ethanol used to clean lines.
- Spin on Hotplate/Freeze:
 - Safety: The hotplate will continue to stay hot for some time even after it is turned off. The readout will read “HOT” until the plate is sufficiently cooled. Do not touch the hotplate when it is running or when the readout reads “HOT.”
 - Cleaning: The hotplate should be wiped down with a lab wipe after every use. If heavier cleaning is needed, wipe the plate down with denatured alcohol.
- Soak in Hot Ethanol:
 - Safety: Ethanol must be heated under the hood. When removing ethanol from the hood, a solvent respirator must be worn by the lab agent to prevent hot fumes from being inhaled. Caution must be taken when pouring, as the liquid is hot.
 - Cleaning: Cleaned with acetone and sanitized in the sanitizing dishwasher.
- Filtering:
 - Safety: The cold trap must remain full of dry ice at all times to prevent contamination of ethanol into the vacuum pump.
 - Cleaning: Replace used filters with new filters for each batch. Pass hot ethanol through the funnel to clean the filter. Sanitize in the sanitizing dishwasher.
- Removal of Ethanol in Rotary Evaporator:
 - Safety: The agent should use caution not to fill the boiling flask of the rotary evaporator more than halfway. The cold trap must remain full of dry ice at all times to prevent contamination of ethanol in the vacuum pump.
 - Cleaning: The boiling flask, receiving flask and vapor tube will be cleaned with acetone under the fume hood and sanitized in the sanitizing dishwasher.
- Decarboxylating: Decarboxylation or “decarbing” is the act of removing water from concentrate to aid in efficient distillation. To do this, the agent places a stainless-steel bain-marie or pot full of concentrate directly on to an induction burner. The concentrate should be heated quickly to a temperature of 180°C then immediately removed from heat. At this point, the concentrate is fully decarboxylated.
 - Safety: The induction burner must be set up under the fume hood and the task performed with the hood closed.
 - Cleaning: Clean the bain-marie with acetone under the fume hood and sanitize in the sanitizing dishwasher. Wipe the induction burner down with a lab wipe.
- Fractional Distillation: The cold trap on the left will always be full of acetone/dry ice to prevent terpenes from contaminating the pump oil. The feeder will be filled with no more than 500mL of dewaxed/decarbed oil in order to reduce the risk of clogs.
 - Safety: Never run the still dry—there must be material flowing from the feeder before turning the motor on.

- Cleaning: The still can be cleaned without being disassembled by running warm ethanol through under ambient pressure.

Definitions of Key Equipment

- CO2 Extractor: A device used to extract cannabis oil from the plant matter. CO2 is used as it is the safest, most environmentally friendly solvent available to the industry. CO2 is warmed, pressurized, and pumped through a column of cultivated material. The CO2 “fluid” soaks into the plant matter to extract and concentrate only the cannabinoids, terpenes and other medicinally beneficial components. The CO2 is then recycled back into storage tanks for later use. As this is a “closed loop” system, no CO2 is vented from the machine, at any time.
- Fractional Distillation Still: The fractional distillation still is used to further purify the CO2 concentrate. During this process, the material is heated under reduced pressure and re-condensed and collected. The distilled concentrate is increased in purity and potency, resulting in a pharmaceutical-quality product suitable for human consumption.
- Rotary Evaporator: A rotary evaporator is used for cold recovery of ethanol in the purification process.
- Blast Chiller: A blast chiller is used to cryogenically freeze concentrate to keep it sterile, and to precipitate plant waxes and lipids for separation prior to distillation.
- Fume Hood: The fume hood is used as a safety measure when using solvent to clean lab glassware and utensils. All cleaning and soaking of glass and utensils will be done under the closed hood to prevent solvent fumes from being inhaled by agents.
- Vacuum Purge Oven: Used to desiccate material used prior to purification. Water removal is an important step in the purification process.

Standard Equipment

Standard equipment used at CAC may include the following:

- CO2 Extractor
- Fractional Distillation Still
- Rotary Evaporator
- Blast Chiller
- 3-bay Sink
- Closed Lab Hood
- Sanitizing Dishwasher
- Vacuum Purge Oven
- Hand Washing Station
- Eye Washing Station
- 4 Burner Gas Range
- Double-Decker Convection Oven
- Reach in Freezer
- Reach in Refrigerator

Policies and Procedures Regarding Cleaning and Sanitization

Cleaning and sanitization are both important factors in producing sterile concentrates and food-safe marijuana products.

- Cleaning:
 - Cleaning of all equipment, work surfaces, laboratory glassware and kitchen cookware can be challenging given the non-aqueous nature of cannabis concentrate. Often, strong solvents such as acetone must be used to chemically dissolve hard-to-clean cannabis concentrate. When acetone is used to clean surfaces, a solvent respirator must be worn to prevent inhalation of fumes. When acetone is used to clean lab glass and utensils, soaking must be done under the fume hood at all times. Used solvent will be disposed of in the provided solvent-waste bin, which is only to be removed by a chemical waste disposal professional.
 - A strong solution of hot water and soap can be used to clean aqueous matter in the CAC facility.
- Sanitization:
 - Post cleaning sanitization is performed on all work surfaces, laboratory glassware, and kitchen cookware. The chlorine-based solution will be prepared each morning, using the following recipe:

Minimum concentration: 50ppm Range recommended: 50-100ppm. Do not exceed 200 ppm. Use provided test strips.	Amount needed per unit of water		
	per 2 quarts	per gallon	per 12 gallons
Check the temperature of the water for recommend temperature of 75-120 degrees Fahrenheit.	½ tsp.	1 tsp.	1/4 cup

- The sanitizing solution will be measured, tested, and placed into red sanitization bins and used to wipe down surfaces that will then air-dry.
- The third bay in the bay sinks will be filled with the solution, in order to soak utensils, cookware and labware, for a minimum of one (1) minute, and will air-dry.

Safety

All agents will complete mandatory safety training sessions. CAC agents and CAC management will have the following responsibilities when it comes to health and safety:

- CAC Management:
 - Ensure the health and safety of all agents.
 - Correct any workplace conditions that are hazardous to the health and safety of agents.
 - Inform agents about any remaining hazards.
 - Make copies of the *Workers Compensation Act* and OSHA Regulations available by posting throughout the Facility.
 - Ensure agents know their rights and responsibilities under OSHA Regulations and the Act and that they comply with them.

- Provide and maintain protective devices, equipment, and clothing, and ensure that agents use them.
- Provide agents with education, supervision, and training specific to equipment.
- Perform ongoing reviews and updates to policies and procedures as needed.
- CAC Agents:
 - Take care to protect health and safety and the health and safety of others who may be affected by individual actions.
 - Comply with all regulations and other legal requirements.
 - Follow established safe work procedures.
 - Use the required personal protective equipment.
 - Refrain from horseplay or similar conduct that may endanger others.
 - Ensure individual ability to work safely is not impaired by drugs or alcohol.
 - Report accidents and other incidents (including near misses) to the Production Manager.
 - Report the following to the Production Manager:
 - A hazard that might endanger CAC agents;
 - A problem with personal protective equipment or clothing; or
 - Any suggestions to improve workplace safety.

CAC Lab and Production Agent Health and Safety Program

CAC has identified eight basic components which have been identified to help prevent accidents and injuries from happening in the CAC facility, as well as to help deal effectively with any incidents that do occur. These components are:

- Hazard Identification & Risk Control—determine which hazards are present in the workplace and take steps to eliminate or minimize such hazard.
- Safe Work Procedures:
 - Dealing with wet surfaces;
 - Wearing proper personal protective equipment and clothing;
 - Handling solvents with use of protective gloves and proper ventilation; and
 - Using proper body mechanics when lifting heavy objects.
- Orientation, Education, Training & Supervision—properly prepare agents for job duties and ensure policies and procedures are consistently followed.
- Safety Inspections—regular safety inspections throughout the CAC facility, which will help identify workplace hazards so that they can be eliminated or controlled.
- Incident Investigation—determine cause of accident or injury and implement preventive measures.
- Health and Safety Meetings—regular meetings to provide an opportunity for agents and managers to communicate any concerns about health and safety.
- First Aid—determine what level of first aid is necessary on-site.
- Records & Statistics—maintain documentation to help identify recurring problems and ensure that hazardous conditions are corrected.

An annual Health and Safety Program review will be carried out to address current concerns.

Packaging and Labeling

Packaging of Marijuana and Marijuana Products

CAC will ensure that all marijuana products that are provided for sale to consumers will be sold in tamper or child-resistant packaging. To be in compliance with 935 CMR 500.105(6), CAC will ensure:

1. That to the extent it is not unreasonably impracticable for the specific type of product, marijuana products are packaged in containers that are:
 - a. Opaque or plain in design;
 - b. Resealable for any marijuana product intended for more than a single use or containing multiple servings; and
 - c. Certified by a qualified third-party tamper or child-resistant packaging testing firm that the packaging is in compliance with the most recent poison prevention packaging regulations of the US Consumer Product Safety Commission as included at 16 CFR 1700; or
2. That where compliance with the requirements of tamper or child-resistant packaging is deemed by CAC to be unreasonably impracticable, marijuana products will be placed in an exit package that is:
 - a. Capable of being resealed and made tamper or child-resistant again after it has been opened;
 - b. Includes the following statement, including capitalization, in at least ten-point Times New Roman, Helvetica or Arial font: KEEP OUT OF REACH OF CHILDREN; and
 - c. Is certified by a qualified third-party tamper or child-resistant packaging testing firm that the packaging is in compliance with the most recent poison prevention packaging regulations of the US Consumer Product Safety Commission as included at 16 CFR 1700.

Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors. Packaging is explicitly prohibited from:

1. Using bright colors that are “neon” in appearance;
2. Imitating or having a semblance to any existing branded consumer products, including foods and beverages, that do not contain marijuana;
3. Featuring cartoons;
4. Featuring a design, brand or name that resembles a non-cannabis consumer product of the type that is typically marketed to minors;
5. Featuring symbols or celebrities that are commonly used to market products to minors;
6. Featuring images of minors; or
7. Featuring words that refer to products that are commonly associated with minors or marketed to minors.

Packaging of Multiple Servings

Packaging for marijuana products sold or displayed for consumers in multiple servings will include the following statement on the exterior of the package in a printed

font that is no smaller than ten-point Times New Roman, Helvetica or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Packaging for marijuana products in solid form sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings. Edible marijuana products in a solid form will be easily and permanently scored to identify individual servings.

Notwithstanding 935 CMR 500.105(6)(c)2.a., where a product is unable, because of its form, to be easily and permanently scored to identify individual servings, the product will be packaged in a single serving size. The determination of whether a product is able to be easily and permanently scored will be decided by the CCC consistent with sub-regulatory guidelines established by the CCC and provided to licensees. Packaging for marijuana product beverages will be packages solely in a single serving size. Multiple serving beverages are strictly prohibited for sale. Each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped or otherwise imprinted with the symbol issued by the CCC under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. Serving size will be determined by CAC but in no instance will an individual serving size of any edible marijuana product contain more than five milligrams of delta-nine tetrahydrocannabinol. Any marijuana product that is made to resemble a typical food or beverage product must be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).

Labeling of Edible Marijuana Infused Products

Prior to edible marijuana products being sold or transferred, CAC will place a legible, firmly affixed label on which the wording is no less than 1/16 inch in size on each edible marijuana product that it prepares for retail sale or wholesale, containing at a minimum the following information:

1. CAC’s name and registration number, together with CAC’s business telephone number, e-mail address, and website information, if any;
2. The name of the marijuana product;
3. Refrigeration of the product is required, as applicable;
4. Net weight or volume in US customary and metric units;
5. The quantity of usable marijuana contained within the product as measured in ounces;
6. The type of marijuana used to produce the product, including what, if any, processing technique or solvents were used;
7. A list of ingredients, including the full cannabinoid profile of the marijuana contained within the marijuana product, including the amount of delta-nine-tetrahydrocannabinol and other cannabinoids in the package and in each serving of a marijuana product as expressed in absolute terms and as a percentage of volume;
8. The serving size of the marijuana product in milligrams if the package is a multiple serving package;
9. The number of serving sizes within the marijuana product based on the limits provided in 935 CMR 500.150;
10. The amount, in grams, of sodium, sugar, carbohydrates and total fat per serving;
11. The date of creation and the recommended “use by” or expiration date which will not be altered or changed;
12. A batch number, sequential serial number and barcodes when used, to identify the batch associated with manufacturing and processing;

13. Directions for use of the marijuana product if relevant;
14. A statement and a seal that the product has been tested for contaminants, that there were no adverse findings, and the date of testing in accordance with M.G.L. c. 94G, § 15;
15. A warning if nuts or other known allergens are contained in the product;
16. This statement, including capitalization: “The impairment effects of edible products may be delayed by two hours or more. This product has not been analyzed or approved by the FDA. There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN”;
17. The following symbol or easily recognizable mark issued by the CCC that indicates the package contains marijuana product:



18. The following symbol or other easily recognizable mark issued by the CCC that indicates that the product is harmful to children:



Labeling of Marijuana Concentrates and Extracts

Prior to marijuana concentrates or extracts being sold or transferred, CAC will place a legible, firmly affixed label on which the wording is no less than 1/16 inch in size on each marijuana

concentrate container that it prepares for retail sale or wholesale, containing at a minimum the following information:

1. CAC's name and registration number, together with CAC's business telephone number, e-mail address, and website information, if any;
2. The name of the marijuana product;
3. Product identity including the word "concentrate" or "extract" as applicable;
4. Net weight of volume expressed in US customary units and metric units;
5. The type of marijuana used to produce the product, including what, if any, processing technique or solvents were used;
6. A list of ingredients, including the full *Cannabinoid* profile of the marijuana contained within the marijuana product, including the amount of delta-nine tetrahydrocannabinol and other cannabinoids in the package and in each serving of a marijuana product as expressed in absolute terms and as a percentage of volume;
7. A statement of the serving size and number of servings per container or amount suggested for use based on the limits provided in 935 CMR 500.150;
8. The date of creation and the recommended "use by" or expiration date;
9. A batch number, sequential serial number, and barcode when used, to identify the batch associated with manufacturing and processing;
10. Directions for use of the marijuana product if relevant;
11. A statement and a seal that the product has been tested for contaminants, that there were no adverse findings, and the date of testing in accordance with M.G.L. c. 94G, § 15;
12. A warning if nuts or other known allergens are contained in the product;
13. This statement, including capitalization: "This product has not been analyzed or approved by the FDA. There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN.";
14. The following symbol or easily recognizable mark issued by the CCC that indicates the package contains marijuana product:



15. The following symbol or other easily recognizable mark issued by the CCC that indicates that the product is harmful to children:



Labeling of Marijuana Infused Tinctures and Topicals

Prior to marijuana infused tinctures or topicals being sold or transferred, CAC will place a legible, firmly affixed label on which the wording is no less than 1/16 inch in size on each container of marijuana infused tincture or topical that it prepares for retail sale or wholesale, containing at a minimum the following information:

1. CAC's name and registration number, together with CAC's business telephone number, e-mail address, and website information, if any;
2. The marijuana product's identity;
3. The type of marijuana used to produce the product, including what, if any, processing technique or solvents were used;
4. A list of ingredients, including the full Cannabinoid profile of the marijuana contained within the marijuana product, including the amount of delta-nine tetrahydrocannabinol and other cannabinoids in the package and in each serving of a marijuana product as expressed in absolute terms and as a percentage of volume;
5. Net weight or volume as expressed in US customary units or metric units;
6. The date of product creation;
7. A batch number, sequential serial number, and barcode when used, to identify the batch associated with manufacturing and processing;
8. Directions for use of the marijuana product if relevant;
9. A statement and a seal that the product has been tested for contaminants, that there were no adverse findings, and the date of testing in accordance with M.G.L. c. 94G, § 15;
10. A warning if nuts or other known allergens are contained in the product;
11. This statement, including capitalization: "This product has not been analyzed or approved by the FDA. There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN.";
12. The following symbol or easily recognizable mark issued by the CCC that indicates the package contains marijuana product:



13. The following symbol or other easily recognizable mark issued by the CCC that indicates that the product is harmful to children:



In circumstances where the labeling of the marijuana product is unreasonable or impractical, CAC may include the labeling information on a peelback label or may place the product in a sealed bag with an insert or additional, easily readable label firmly affixed to that bag.

Additional Labeling and Packaging Requirements for Edible Marijuana Products

In addition to the requirements set forth in M.G.L. c. 94G, § 4(a½)(xxvi) and 935 CMR 500.105(5) and (6), CAC will ensure that the following information or statement is affixed to every container holding an edible marijuana product:

1. If the retail edible marijuana product is perishable, a statement that the edible marijuana product must be refrigerated;
2. The date on which the edible marijuana product was produced;
3. A nutritional fact panel that must be based on the number of THC servings within the container;
4. Information regarding the size of each serving for the product by milligrams, the total number of servings of marijuana in the product, and the total amount of active THC in

the product by milligrams (mgs). For example: “The serving size of active THC in this product is X mg(s), this product contains X servings of marijuana, and the total amount of active THC in this product is X mg(s).”

5. A warning that the impairment effects of edible marijuana may be delayed by two hours or more.

Once a label with a use-by date has been affixed to a container holding an edible marijuana product, CAC will not alter that date or affix a new label with a later use-by date. CAC will ensure that each single serving of an edible marijuana product is physically demarked in a way that enables a reasonable person to intuitively determine how much of the product constitutes a single serving of active THC. Each serving of an edible marijuana product within a multi-serving package of edible marijuana products must be easily separable in order to allow an average person 21 years of age or older to physically separate, with minimal effort, individual servings of the product. Each single serving of an edible marijuana product contained in a packaged unit of multiple edible marijuana product will be marked, stamped, or otherwise imprinted with a symbol or easily recognizable mark issued by the CCC that indicates the package contains marijuana product.

Energy Standards

CAC will satisfy minimum energy efficiency and equipment standards established by the CCC and meet all applicable environmental laws, regulations, permits, and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the CCC in consultation with the working group established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation, and mitigate other environmental impacts.

Testing

1. No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of CAC’s marijuana products will be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.
2. CAC will have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Any such policy will include notifying the CCC within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification will be from both CAC and the Independent Testing Laboratory, separately and directly. The notification from CAC will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
3. CAC will maintain the results of all testing for no less than one year;
4. The sale of seeds is not subject to these testing provisions.

5. Clones are subject to these testing provisions but are exempt from testing for metals.
6. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13).
7. All storage of marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11);
8. All excess marijuana must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to CAC for disposal or by the Independent Testing Laboratory disposing of it directly; and
9. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

CAC will provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160.

Recalls

CAC's policies and procedures for handling voluntary and mandatory recalls of marijuana products will be adequate to deal with recalls due to any action initiated at the request or order of the CCC, and any voluntary action by CAC to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Product recalls may be initiated by the CCC or by CAC. In the event of a product recall, the following will transpire to ensure that all impacted consumers are promptly notified, and such recalled product is destroyed:

- ☐ Knowing the product in question, determine the beginning and end dates in which product needs to be recalled (i.e. establish the recall period);
- ☐ CAC will then publicly post the nature of the recall on its website and at its facilities; and
- ☐ The recall will clearly explain the situation and instructions on returning the recalled product.

Consumers will return the recalled product to CAC and will be given the option of a refund or credit to be used during that visit. Destruction of the recalled product will occur pursuant to waste disposal requirements.

Destruction

CAC will have Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures will provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, will be in compliance with 935 CMR 500.105(12).

All outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products will be stored prior to destruction in accordance with the following standards:

- a. CAC, for the purposes of storage, will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110;
- b. CAC will have separate areas for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, until such products are destroyed;
- c. CAC storage areas will be maintained in a clean and orderly condition;
- d. CAC storage areas will be free from infestation by insects, rodents, birds, and pests of any kind; and
- e. CAC storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

All waste, including waste composed of or containing finished marijuana and MIPs, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

- a. All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.
- b. Liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements, including but not limited to, for discharge of pollutants into surface water or groundwater (Massachusetts Clean Waters Act, M.G.L. c. 21 §§ 26 through 53; 314 CMR 3.00: *Surface Water Discharge Permit Program*; 314 CMR 5.00: *Groundwater Discharge Program*; 314 CMR 12.00: *Operation Maintenance and Pretreatment Standards for Wastewater Treatment Works and Indirect Dischargers*; the Federal Clean Water Act, 33 U.S.C. 1251 *et seq.*, the National Pollutant Discharge Elimination System Permit Regulations at 40 CFR Part 122, 314 CMR 7.00: *Sewer System Extension and Connection Permit Program*), or stored pending disposal in an industrial wastewater holding tank in accordance with 314 CMR 18.00: *Industrial Wastewater Holding Tanks and Containers*.
- c. Organic material, recyclable material and solid waste generated at CAC will be redirected or disposed of as follows:
 - i. Organic material and recyclable material will be redirected from disposal in accordance with the waste disposal bans described at 310 CMR 19.017: *Waste Bans*.
 - ii. To the greatest extent feasible:
 - 1. Any recyclable material as defined in 310 CMR 16.02: *Definitions* will be recycled in a manner approved by the CCC; and
 - 2. Any remaining marijuana waste will be ground and mixed with other organic material as defined in 310 CMR 16.02: *Definitions* such that the resulting mixture renders the marijuana unusable for its original purpose. Once such marijuana waste has been rendered unusable, the mixture may be composted or digested at an aerobic or anaerobic digester at an operation that is in compliance with the requirements of 310 CMR 16.00: *Site Assignment Regulations for Solid Waste Facilities*.

- iii. Solid waste containing cannabis waste generated at CAC may be ground up and mixed with solid wastes such that the resulting mixture renders the cannabis unusable for its original purposes. Once such cannabis waste has been rendered unusable, it may be brought to a solid waste transfer facility or a solid waste disposal facility (*e.g.*, landfill or incinerator) that holds a valid permit issued by the Department of Environmental Protection or by the appropriate state agency in the state in which the facility is located.
- d. No fewer than two CAC agent must witness and document how the marijuana waste is disposed or otherwise handled (recycled, composted, *etc.*) in accordance with 935 CMR 500.105(12). When marijuana products or waste is disposed or handled, CAC will create and maintain a written or electronic 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 CAC agents present during the disposal or other handling, with their signatures. CAC will keep these records for at least three years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the CCC.

Overview

CAC will engage in reasonable marketing, advertising and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) that do not jeopardize the public health, welfare or safety of the general public or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old.

The use of medical symbols, images of marijuana, related paraphernalia, and colloquial references to cannabis and marijuana are prohibited from use in CAC's logo.

All CAC marketing, advertising and branding created for viewing by the public will include the statement "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the following warnings in their entirety in a conspicuous manner on the face of the advertisement:

- a. "This product may cause impairment and may be habit forming."
- b. "Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of this drug."
- c. "There may be health risks associated with consumption of this product."
- d. "For use only by adults 21 years of age or older. Keep out of the reach of children."
- e. "Marijuana should not be used by women who are pregnant or breastfeeding."

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

In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

CAC will not engage in the following advertising, marketing, and branding activities:

1. Advertising, marketing, and branding in such a manner that is deemed to be deceptive, false, misleading, or untrue, or tends to deceive or create a misleading impression, whether directly, or by ambiguity or omission;
2. Advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, or print publication, 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;
3. Advertising, marketing, and branding that utilizes statements, designs, representations, pictures or illustrations that portray anyone younger than 21 years old;
4. Advertising, marketing, and branding including, but not limited to, mascots, cartoons, brand sponsorships and celebrity endorsements, that is deemed to appeal to a person younger than 21 years old;
5. Advertising, marketing, and branding, including statements by a licensee, that makes any false or misleading statements concerning other licensees and the conduct and products of such other licensees;
6. Advertising, marketing, and branding through certain identified promotional items as determined by the CCC including, but not limited to, gifts, giveaways, coupons, or “free” or “donated” marijuana;
7. Advertising, marketing, and branding by a licensee that asserts that its products are safe, or represent that its products have curative or therapeutic effects, other than labeling required pursuant to M.G.L. c. 94G, § 4(a½)(xxvi), unless supported by substantial evidence or substantial clinical data with reasonable scientific rigor as determined by the CCC;
8. Installation of any neon signage or any illuminated external signage which fails to comply with all local ordinances and requirements;
9. Installation of any external signage that is illuminated beyond the period of 30 minutes before sundown until closing;
10. The use of vehicles equipped with radio or loud speakers for the advertising of marijuana;
11. The use of radio or loud speaker equipment in any CAC facility for the purpose of attracting attention to the sale of marijuana;
12. Advertising, marketing, and branding at, or in connection with, a charitable, sporting or similar event, unless at least 85% of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data;
13. Operation of any website of CAC that fails to verify that the entrant is 21 years of age or older;
14. Use of unsolicited pop-up advertisements on the internet;
15. Any advertising, marketing, and branding materials for marijuana products that fails to contain the standard health warning developed by the DPH;
16. Any advertising of an improper or objectionable nature including, but not limited to, the use of recipe books or pamphlets for marijuana products which contain obscene or suggestive statements;

17. Advertising, marketing or branding of marijuana products, on clothing, cups, drink holders, apparel accessories, electronic equipment or accessories, sporting equipment, novelty items and similar portable promotional items;
18. Advertising, marketing or branding on or in public or private vehicles and at bus stops, taxi stands, transportation waiting areas, train stations, airports, or other similar transportation venues including, but not limited to, vinyl-wrapped vehicles or signs or logos on transportation vehicles or company cars;
19. Signs or other printed matter advertising any brand or kind of marijuana product that are displayed on the exterior or interior of any licensed premises wherein marijuana products are not regularly and usually kept for sale;
20. Advertising or marketing of the price of marijuana products, except that CAC will provide a catalogue or a printed list of the prices and strains of marijuana available at CAC to consumers and may post the same catalogue or printed list on its website and in the retail store; and
21. Display of marijuana products so as to be clearly visible to a person from the exterior of a CAC facility.

CAC may use a mark provided by the CCC that uses images of marijuana.

4.2 Pricing Structure

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

4.3 Research & Development

The vision of CAC's Research & Development ("R&D") Team is to genetically revolutionize the Cannabis cultivation industry by developing advanced hybrid Cannabis seed varieties that are developed through high throughput selection. These seed varieties will exhibit superior performance characteristics for the medical Cannabis marketplace as well as for Adult Use markets. Defined by uniform genetics which produce robust, pathogen-free Cannabis flower, CAC's R&D Team will transition the industry to one of precision agriculture where consumers will have high reliability of products with consistent chemical profiles and expected therapeutic results.

The cannabis breeding industry has been plagued by misinformation propagated by amateur breeders and the internet, with only scattered efforts focused on attempting to understand the relationships between the Cannabis genome and traits expression in the plant; moreover, there has been very little concerted effort in to develop medical grade and high performance cannabis. CAC's R&D Team will apply our unique combination of molecular breeding technologies under a high throughput format to advance cannabis yields, productivity and medical specificity in a way that the industry has yet to see.

The CAC R&D Team is led by Eric Mathur. Mr. Mathur has 40+ years of experience in applied biotechnology with working knowledge and expertise in plant molecular breeding, genome sciences, environmental microbiology, drug discovery & nutraceutical product development. Mr. Mathur has led large scientific research teams at San Diego biotechnology companies including Stratagene, Diversa, Synthetic Genomics, SG Biofuels and Yulex Corporations. He is an internationally recognized speaker, author of over 50 peer-reviewed publications, and named inventor on over 100 issued patents. Mr. Mathur's work has been storied in The New York Times, USA Today, The Wall Street Journal and most recently, Wired Magazine. Mr. Mathur's pedigree and track record enabled him to form TILT Genetics with an exceptional and loyal plant breeding research team, in addition to being able to surround himself with excellent support, both at scientific and business levels. Mr. Mathur's vision and integrity will lead the CAC R&T Team, in spirit of innovation in crop science.

Currently, the CAC R&D Team is genetically, phenotypically, and chemotypically characterizing all plants being cultivated in the facility and working toward uniform seed cultivars for production. DNA-based analyses help the team to identify male plants at the seedling stage, while more in-depth DNA sequencing reveals the genetic makeup of all varieties under cultivation. Throughout the life cycle, a quantitative phenotyping platform is used to monitor the specific growth characteristics and production metrics of each variety. Upon harvest, the chemical analytics team measures the full chemical profile of selected plants, identifying varieties of value to the customer. Following several generations of validation to ensure consistency and repeatability, the plants are utilized for flower production.

These efforts will allow CAC to continually present its customers with new products with unique effects, cannabinoid and terpene profiles.

Additionally, the Research & Development team works in conjunction with the cultivation team, conducting trials and experiments to optimize plant management practices. In this manner, CAC can guarantee continued improvement upon the quality and consistency of its products.

5. MARKETING & SALES

5.1 Growth Strategy

CAC's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. A compelling loyalty program;
4. An exemplary customer and patient-centric in-store experience;
5. A caring and thoughtful staff made of consummate professionals;
6. Positioning CAC as an innovation leader in research & development; and
7. Providing a robust, responsive and diverse product line to meet the needs of a growing patient and consumer base.

5.2 Communication

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

All marketing, advertising, and branding produced by or on behalf of CAC will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a^{1/2})(xxvi): “This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

CAC plans to communicate with customers through:

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

CAC will provide a Menu and a printed list of the prices and strains of marijuana available to consumers and will post the same Menu and list on its website and in the retail store.

5.3 Sales

CAC will increase sales of products by engaging customers with knowledgeable in-store personnel, and an innovative and responsive product line.

CAC will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, CAC will market its products and services to reach a wide range of qualified consumers.

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

Packaging for marijuana products sold or displayed for consumers in multiple servings will

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

5.4 Logo

CAC has developed a logo to be used in labeling, signage, patient handbooks and other distributed materials.

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

An image of the logo can be found below:



Final Remarks

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

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



PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Commonwealth Alternative Care, Inc. (“Commonwealth Alternative Care”) has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with the requirements of 935 CMR 500.000 and 935 CMR 501.000.

Prior to the point of sale or at the point of sale, Commonwealth Alternative Care will designate whether marijuana and/or Marijuana Products are intended for sale for adult use or medical use through Metrc. All marijuana and Marijuana Products will be transferred to the appropriate license within Metrc prior to sale. After the point of sale, Commonwealth Alternative Care will reconcile that inventory in Metrc.

Commonwealth Alternative Care will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of Commonwealth Alternative Care’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, Commonwealth Alternative Care will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, Commonwealth Alternative Care will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, Commonwealth Alternative Care will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at Commonwealth Alternative Care’s retailer or easily accessible at another Commonwealth Alternative Care location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. Commonwealth Alternative Care will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. Commonwealth Alternative Care may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

In addition to virtual separation, Commonwealth Alternative Care will provide for physical separation between the medical and adult use sales areas. A temporary or semi-permanent physical barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.



Commonwealth Alternative Care's agents will prioritize patient and caregiver identification verification and physical entry into the retail area.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. A registered patient/caregiver 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue, so long as the transaction can be recorded in accordance with 935 CMR 501.105.

Commonwealth Alternative Care will also provide an enclosed patient consultation area that is separate from the sales floor to allow privacy and for confidential visual and auditory consultation. The patient consultation area will have signage stating, "Consultation Area" and will be accessible by patients and caregivers without having to traverse a Limited Access area.

Commonwealth Alternative Care will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Commonwealth Alternative Care, Inc. (“Commonwealth Alternative Care”) will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Commonwealth Alternative Care agent will immediately inspect the person’s proof of identification and determine the person’s age, in accordance with 935 CMR 500.140(2).

Commonwealth Alternative Care will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), Commonwealth Alternative Care will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Commonwealth Alternative Care will not engage in any advertising by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of 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. Commonwealth Alternative Care will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, fruit, or sporting-equipment item including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any advertising created for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.”** Pursuant to 935 CMR 500.105(6)(b), Commonwealth Alternative Care packaging for any marijuana or marijuana products will not use bright colors, defined as colors that are “neon” in appearance, resemble existing branded products, feature cartoons, a design, brand or name that resembles a non-cannabis consumer 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 marketed to minors. Commonwealth Alternative Care’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



QUALITY CONTROL AND TESTING

Quality Control

Commonwealth Alternative Care, Inc. ("Commonwealth Alternative Care") will comply with the following sanitary requirements:

1. Any Commonwealth Alternative Care agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Commonwealth Alternative Care agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Commonwealth Alternative Care's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Commonwealth Alternative Care's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Commonwealth Alternative Care's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Commonwealth Alternative Care will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Commonwealth Alternative Care's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Commonwealth Alternative Care's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Commonwealth Alternative Care's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Commonwealth Alternative Care will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing



products used in the cultivation of marijuana. Commonwealth Alternative Care acknowledges and understands that the Commission may require Commonwealth Alternative Care to demonstrate the intended and actual use of any toxic items found on Commonwealth Alternative Care's premises;

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

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

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

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

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, and any marijuana product that is made to resemble a typical food or beverage product will be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).



When selling or otherwise transferring marijuana to another marijuana establishment Commonwealth Alternative Care will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Testing

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

Any Independent Testing Laboratory relied upon by Commonwealth Alternative Care for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

Testing of Commonwealth Alternative Care's marijuana products will be performed by an Independent Testing Laboratory in compliance with a protocol(s) established in accordance with M.G.L. c. 94G, § 15 and in a form and manner determined by the Commission, including but not limited to, the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*. Testing of Commonwealth Alternative Care's environmental media will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

Commonwealth Alternative Care's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Colocated Marijuana Operations*. Commonwealth Alternative Care acknowledges and understands that the Commission may require additional testing.



Commonwealth Alternative Care's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both Commonwealth Alternative Care and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Commonwealth Alternative Care will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. Commonwealth Alternative Care acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Commonwealth Alternative Care's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Commonwealth Alternative Care for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Any marijuana or marijuana products that fail any test for contaminants must either be reanalyzed without remediation, remediated or disposed of. In the event marijuana or marijuana products are reanalyzed, a sample from the same batch shall be submitted for reanalysis at the ITL that provided the original failed result. If the sample passes all previously failed tests at the initial ITL, an additional sample from the same batch previously tested shall be submitted to a second ITL other than the initial ITL for a Second Confirmatory Test. To be considered passing and therefore safe for sale, the sample must have passed the Second Confirmatory Test at a second ITL. Any Marijuana or Marijuana Product that fails the Second Confirmatory Test will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees without first being remediated. Otherwise, any such product shall be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

If marijuana or marijuana products are destined for remediation, a new test sample will be submitted to a licensed ITL, which may include the initial ITL for a full-panel test. Any failing Marijuana or Marijuana Product may be remediated a maximum of two times. Any Marijuana or Marijuana Product that fails any test after the second remediation attempt will not be sold,



transferred or otherwise dispensed to Consumers, Patients or Licensees and will be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Commonwealth Alternative Care, Inc. (“Commonwealth Alternative Care”) will securely maintain personnel records, including registration status and background check records.

Commonwealth Alternative Care will keep, at a minimum, the following personnel records:

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

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with Commonwealth Alternative Care and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training; and
- Results of initial background investigation, including CORI reports.

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

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Commonwealth Alternative Care will undergo a detailed background investigation prior to being granted access to a Commonwealth Alternative Care facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Commonwealth Alternative Care pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Commonwealth Alternative Care will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Commonwealth Alternative Care will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Commonwealth Alternative Care will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
 - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary

Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Commonwealth Alternative Care or the Commission.

Personnel Policies and Training

As outlined in Commonwealth Alternative Care's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All Commonwealth Alternative Care agents are required to complete training as detailed in Commonwealth Alternative Care's Qualifications and Training plan which includes but is not limited to Commonwealth Alternative Care's strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

Commonwealth Alternative Care will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Commonwealth Alternative Care operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.



RECORDKEEPING PROCEDURES

General Overview

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

Recordkeeping

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

- **Corporate Records**

Corporate Records are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:

- Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
- Third-Party Laboratory Contracts
- Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
- Corporate Governance:
 - Annual Report
 - Secretary of Commonwealth Filings

- **Business Records**

Business Records require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- Assets and liabilities;



- Monetary transactions;
- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Commonwealth Alternative Care.
- Personnel Records

At a minimum, Personnel Records will include:

 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Commonwealth Alternative Care and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe operating conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - Commonwealth Alternative Care will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - Commonwealth Alternative Care will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software



inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Sales Records for Marijuana Retailer
 - Commonwealth Alternative Care will maintain records that it has performed a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, Commonwealth Alternative Care will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Commonwealth Alternative Care for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within Commonwealth Alternative Care's jurisdiction on request.
- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Commonwealth Alternative Care will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Commonwealth Alternative Care agents present during the disposal or other handling, with their signatures. Commonwealth Alternative Care will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.



- Recordings shall not be destroyed or altered and shall be retained as long as necessary if Commonwealth Alternative Care is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - Commonwealth Alternative Care will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)
 - Records that any and all of Commonwealth Alternative Care's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - Commonwealth Alternative Care shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event Commonwealth Alternative Care closes, all records will be kept for at least two (2) years at Commonwealth Alternative Care's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Commonwealth Alternative Care will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

Policies and Procedures related to Commonwealth Alternative Care's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:

 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of Commonwealth Alternative Care's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;



- Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to Commonwealth Alternative Care operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of Commonwealth Alternative Care, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Commonwealth Alternative Care's website.
- Policies and procedures for the handling of cash on Commonwealth Alternative Care premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including



plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.

- License Renewal Records

- Commonwealth Alternative Care shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. 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.

Record-Retention

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

MAINTAINING OF FINANCIAL RECORDS

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Commonwealth Alternative Care.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Prohibiting the use of software or other methods to manipulate or alter sales data;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - If Commonwealth Alternative Care determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and

- If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(15).
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - Commonwealth Alternative Care shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. 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.

QUALIFICATIONS AND TRAINING

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

Qualifications

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

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

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Commonwealth Alternative Care’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A Commonwealth Alternative Care Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program (“RVT”) courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

Non-RVT may be conducted in-house by Commonwealth Alternative Care or by a third-party vendor engaged by the Commonwealth Alternative Care. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All Commonwealth Alternative Care Agents that are involved in the handling or sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission.

Basic Core Curriculum

Commonwealth Alternative Care Agents must first take the Basic Core Curriculum within 90 days of hire, which includes the following subject matter:

- Marijuana's effect on the human body, including:
 - Scientifically based evidence on the physical and mental health effects based on the 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 must include:
 - How to check identification;
 - Spotting and confiscating fraudulent identification;
 - Common mistakes made in identification verification.
 - Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G, § 13.
- Other key state laws and rules affecting Commonwealth Alternative Care Agents which shall include:
 - Conduct of Commonwealth Alternative Care Agents;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Local and state licensing and enforcement, including registration and license sanctions;
 - Incident and notification requirements;
 - Administrative, civil, and criminal liability;
 - Health and safety standards, including waste disposal;
 - Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
 - Permitted hours of sale;
 - Licensee responsibilities for activities occurring within licensed premises; xix. Maintenance of records, including confidentiality and privacy; and
 - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

Commonwealth Alternative Care will encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. Commonwealth Alternative Care’s records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

After successful completion of the Basic Core Curriculum, each Commonwealth Alternative Care Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Commonwealth Alternative Care to maintain designation as a Responsible Vendor. Once the Commonwealth Alternative Care Agent has completed the Basic Core Curriculum, the Agent is eligible to take the Advanced Core Curriculum. Failure to maintain Responsible Vendor status is grounds for action by the Commission.



ENERGY COMPLIANCE PLAN

Commonwealth Alternative Care, Inc. (“Commonwealth Alternative Care”) is currently exploring potential energy-use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Commonwealth Alternative Care will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Potential Energy-Use Reduction Opportunities

Commonwealth Alternative Care is considering the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

1. Natural Lighting;
2. Energy efficient exterior wall construction, which may include batt insulation, continuous rigid insulation, and air and vapor barriers; and
3. Plumbing fixtures that are Water Sense rated for reduced water consumption.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Commonwealth Alternative Care will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

Commonwealth Alternative Care is in the process of considering opportunities for renewable energy generation (including wind and solar options). Commonwealth Alternative Care’s preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Commonwealth Alternative Care may reconsider at a future date. Commonwealth Alternative Care will also consult with its architects and engineers when designing the facility to determine the building’s capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

Strategies to Reduce Electric Demand

Commonwealth Alternative Care is considering the following strategies to reduce electric demand:

1. Exterior and interior glazing on windows such that maximum natural daylight can enter the building without compromising security, reducing the reliance on artificial light during daytime hours;
2. Lighting fixtures that are energy efficient and used with Energy Star rated bulbs; and
3. Room lighting and switching will have occupancy sensors to reduce electrical consumption when rooms are unoccupied.



As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Commonwealth Alternative Care will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

Commonwealth Alternative Care also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives.

Commonwealth Alternative Care will also coordinate with Guardian Energy Management Solutions (<https://guardian-energy.com/>) to explore any energy efficiency options available to Commonwealth Alternative Care.



Diversity Plan

Commonwealth Alternative Care, Inc. ("CAC") believes in creating and sustaining a robust policy of inclusivity and diversity. CAC recognizes that diversity in the workforce is key to the integrity of a company's commitment to its community. CAC's diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+. CAC will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

Goals

CAC seeks to develop a Diversity Plan that promotes equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations. CAC has developed specific goals, including:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment to reflect the broader Taunton community; and
2. Providing tools to ensure the success of individuals falling into the above-listed demographics.

Diversity Recruitment and Sourcing

CAC will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. We believe it is important for our workforce to reflect the composition of the broader Taunton community at large and have developed the following hiring goals:

1. Women: 30%
2. Minorities: 20%
3. People with disabilities: 10%
4. Veterans: 5%
5. People who identify as LGBTQ+: 5%

As it relates to disabilities and sexual orientation, CAC recognizes that employers are limited in the information that they can lawfully collect about potential or current employees during the hiring process, but will allow applicants to voluntarily submit such personal information during the hiring process or throughout the tenure of their

employment. As outlined further in this narrative, CAC will take active steps to ensure that its company culture and working environment foster diverse viewpoints and walks of life.

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

- Hosting two career fairs annually;
- Advertising employment opportunities in the Institute for Community Inclusion, North Central Massachusetts Minority Coalition, Mass Recreational Consumer Council, Massachusetts Community Action, Citizens for Citizens, Women Grow,. Fisher House, Semper Fi Fund, New England Veterans Alliance, Sage US, BAGLY, and GLAD. ;
- Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings;
- Encouraging employees to refer applicants from diverse groups for employment; and
- Utilizing Zip Recruiter to reach over 100 online career and job websites, as well as social media.

Employee Retention, Training and Development

Perhaps the most critical element of maintaining a diverse and inclusive workforce is keeping the pathways to professional development and promotion open for all employees. Therefore, CAC's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

CAC will offer promotions, career counseling, and training to provide all employees with opportunity for growth and to decrease turnover. CAC will proactively communicate opportunities for advancement, training programs, and clearly-defined job descriptions. Training programs will be both internal and external to the company and cannabis industry, and may include topics such as: marijuana cultivation techniques, product manufacturing techniques, retail practices, compliance, writing, management training, and industry seminars provided at annual conferences such as MJBizCon. CAC anticipates hosting quarterly educational trainings (four each year).

Additionally, CAC will:

- Provide annual cultural training on cultural sensitivity and recognizing unconscious bias, focusing on materials including learning about multicultural environments, how to foster inclusion and belonging, intercultural competence, and break out group sessions;

- Ensure that the facility is designed in a manner that is fully ADA compliant;
- Provide mental health tools and resources to employees; and
- Use suppliers who are also committed to diversity and inclusion, identified throughout the procurement process specifically through questions about commitment to diversity, measurement of current diversity within organizations, and proactive diversity planning

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

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

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

- Inclusion of CAC's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose CAC's goal for a diverse workforce;
- Postings in suitable areas for employee communication;
- Annual diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

Measuring Progress

CAC will establish a Diversity Committee (the "Committee") to assist the executive management team and compliance officer with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity. All employees will be made aware of the Committee and invited to join if it is of interest.

The Committee will be responsible for the development of policies, programs, and internal and external communication procedures in support of the goals of the Diversity Plan; assisting in the identification of problematic areas, including receiving, reviewing, and resolving any complaints of discrimination or other non-compliance, assisting management in arriving at effective solutions to problems regarding issues of diversity

and inclusion, designing and implementing internal reporting systems that measure the effectiveness of programs designed to support a company culture that fosters diversity, keeping the company informed of progress through quarterly reports, reviewing the Diversity Plan with management at all levels of CAC to ensure that the Diversity Plan is understood; and auditing CAC's internal and external job postings to ensure information is in compliance with CAC's diversity policies and procedures. The audit will include:

- Employment data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;
- Number and subject matter of trainings held and the number of individuals falling into the above-listed demographics in attendance; and
- A comprehensive description of all efforts made by CAC to monitor and enforce the Diversity Plan.

Acknowledgements

- CAC 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 Commission's regulations with respect to limitations on ownership or control or other applicable state laws.