



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283056
Original Issued Date: 04/30/2021
Issued Date: 04/30/2021
Expiration Date: 04/30/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Debilitating Medical Condition Treatment Centers

Phone Number: 413-374-1915

Email Address: johnh@dmcmass.com

Business Address 1: 11-13 Hampden St

Business Address 2:

Business City: Springfield

Business State: MA

Business Zip Code: 01103

Mailing Address 1: 11-13 Hampden St

Mailing Address 2:

Mailing City: Springfield

Mailing State: MA

Mailing Zip Code: 01103

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: RP201977

RMD INFORMATION

Name of RMD: Debilitating Medical Condition Treatment Centers

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 15.4 Percentage Of Control:

Role: Owner / Partner

Other Role:

First Name: Grant

Last Name: Guelich

Suffix:

Gender: Male

User Defined Gender:

Date generated: 09/24/2021

Page: 1 of 14

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 6.7 Percentage Of Control: 25

Role: Owner / Partner

Other Role:

First Name: David

Last Name: Goldblum

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 3

Percentage Of Ownership: 13.1 Percentage Of Control: 25

Role: Owner / Partner

Other Role:

First Name: Bradley

Last Name: Joseph

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: 13.1 Percentage Of Control:

Role: Owner / Partner

Other Role:

First Name: Adam

Last Name: Firsel

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 5

Percentage Of Ownership: 7.7 Percentage Of Control: 25

Role: Owner / Partner

Other Role:

First Name: Samuel

Last Name: Hanmer

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 6

Percentage Of Ownership: 20.8 Percentage Of Control: 25

Role: Owner / Partner

Other Role:

First Name: Jared

Last Name: Glanz-Berger

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 25

Percentage of Ownership: 15.4

Entity Legal Name: Englewood Managements LLC

Entity DBA:

DBA City:

Date generated: 09/24/2021

Page: 2 of 14

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 413-374-1915

Entity Email: samhanmer63@gmail.com

Entity Website:

Entity Address 1: 63 Deerfield Ave

Entity Address 2:

Entity City: Longmeadow

Entity State: MA

Entity Zip Code: 01106

Entity Mailing Address 1: 63 Deerfield Ave

Entity Mailing Address 2:

Entity Mailing City: Longmeadow

Entity Mailing State: MA

Entity Mailing Zip Code: 01106

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 2

Percentage of Control:

Percentage of Ownership: 15.4

Entity Legal Name: Jin Yang MA, LLC

Entity DBA:

DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 509-881-8707

Entity Email: grantguelich@gmail.com

Entity Website:

Entity Address 1: 29 Florence Ave

Entity Address 2:

Entity City: Arlington

Entity State: MA

Entity Zip Code: 02476

Entity Mailing Address 1: 29 Florence Ave

Entity Mailing Address 2:

Entity Mailing City: Arlington

Entity Mailing State: MA

Entity Mailing Zip Code: 02476

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 3

Percentage of Control: 75

Percentage of Ownership: 67.1

Entity Legal Name: Core High Yield MA LLC

Entity DBA:

DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 617-312-0592

Entity Email: jared.glanzberger@gmail.com

Entity Website:

Entity Address 1: 8 The Green

Entity Address 2: Suite R

Entity City: Dover

Entity State: DE

Entity Zip Code: 19901

Entity Mailing Address 1: 29 Florence Ave

Entity Mailing Address 2:

Entity Mailing City: Arlington

Entity Mailing State: MA

Entity Mailing Zip Code: 02476

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 4

Percentage of Control: 75

Percentage of Ownership: 67.1

Entity Legal Name: MidCo CHY MA LLC

Entity DBA:

DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 617-312-0592

Entity Email: jared.glanzberger@gmail.com

Entity Website:

Entity Address 1: 251 Little Falls Dr

Entity Address 2:

Entity City: Wilmington

Entity State: DE

Entity Zip Code: 19808

Entity Mailing Address 1: 29 Florence Ave

Entity Mailing Address 2:

Entity Mailing City: Arlington

Entity Mailing State: MA

Entity Mailing Zip Code: 02476

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 5

Percentage of Control: Percentage of Ownership: 40.9

Entity Legal Name: JointCo LLC Entity DBA: DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 617-312-0592 Entity Email: jared.glanzberger@gmail.com Entity Website:

Entity Address 1: 8 The Green Entity Address 2: Suite R

Entity City: Dover Entity State: DE Entity Zip Code: 19901

Entity Mailing Address 1: 29 Florence Ave Entity Mailing Address 2:

Entity Mailing City: Arlington Entity Mailing State: MA Entity Mailing Zip Code: 02476

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 6

Percentage of Control: Percentage of Ownership: 20.8

Entity Legal Name: JointCo JGB LLC Entity DBA: DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 617-312-0592 Entity Email: jared.glanzberger@gmail.com Entity Website:

Entity Address 1: 29 Florence Ave Entity Address 2:

Entity City: Arlington Entity State: MA Entity Zip Code: 02476

Entity Mailing Address 1: 29 Florence Ave Entity Mailing Address 2:

Entity Mailing City: Arlington Entity Mailing State: MA Entity Mailing Zip Code: 02476

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 7

Percentage of Control: Percentage of Ownership: 26.2

Entity Legal Name: Core High Yield Investments LLC Entity DBA: DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 847-477-7556 Entity Email: bjooseph@coreacq.com Entity Website:

Entity Address 1: 200 S. Wacker Dr Entity Address 2: Ste 1325

Entity City: Chicago Entity State: IL Entity Zip Code: 60606

Entity Mailing Address 1: 200 S. Wacker Dr Entity Mailing Address 2: Ste 1325

Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60606

Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 8

Percentage of Control: Percentage of Ownership: 13.1

Entity Legal Name: Shine Yingala Holdings LLC Entity DBA: DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 847-477-7556 Entity Email: bjooseph@coreacq.com Entity Website:

Entity Address 1: 200 S. Wacker Dr Entity Address 2: Ste 1325

Entity City: Chicago Entity State: IL Entity Zip Code: 60606

Entity Mailing Address 1: 200 S. Wacker Dr Entity Mailing Address 2: Ste 1325
Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60606
Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 9

Percentage of Control: Percentage of Ownership: 13.1
Entity Legal Name: 22 Squared Holdings LLC Entity DBA: DBA City:
Entity Description: Management Company
Foreign Subsidiary Narrative:
Entity Phone: 312-909-9565 Entity Email: afirsel@coreacq.com Entity Website:
Entity Address 1: 200 S. Wacker Dr Entity Address 2: Ste 1325
Entity City: Chicago Entity State: IL Entity Zip Code: 60606
Entity Mailing Address 1: 200 S. Wacker Dr Entity Mailing Address 2: Ste 1325
Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60606
Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 10

Percentage of Control: 25 Percentage of Ownership:
Entity Legal Name: Core High Yield Management LLC Entity DBA: DBA City:
Entity Description: Management Company
Foreign Subsidiary Narrative:
Entity Phone: 847-477-7556 Entity Email: bjooseph@coreacq.com Entity Website:
Entity Address 1: 200 S. Wacker Dr Entity Address 2: Ste 1325
Entity City: Chicago Entity State: IL Entity Zip Code: 60606
Entity Mailing Address 1: 200 S. Wacker Dr Entity Mailing Address 2: Ste 1325
Entity Mailing City: Chicago Entity Mailing State: IL Entity Mailing Zip Code: 60606
Relationship Description: Entity owner/partner.

Entity with Direct or Indirect Authority 11

Percentage of Control: 50 Percentage of Ownership:
Entity Legal Name: JointCo Manager LLC Entity DBA: DBA City:
Entity Description: Management Company
Foreign Subsidiary Narrative:
Entity Phone: 617-312-0592 Entity Email: jared.glanzberger@gmail.com Entity Website:
Entity Address 1: 251 Little Falls Dr Entity Address 2:
Entity City: Wilmington Entity State: DE Entity Zip Code: 19808
Entity Mailing Address 1: 29 Florence Ave Entity Mailing Address 2:
Entity Mailing City: Arlington Entity Mailing State: MA Entity Mailing Zip Code: 02476
Relationship Description: Entity owner/partner.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: John Last Name: Hanmer Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Head of Operations

Close Associates or Member 2

Date generated: 09/24/2021

First Name: Samuel	Last Name: Hanmer	Suffix:
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Describe the nature of the relationship this person has with the Marijuana Establishment: Managing member of DMC

Close Associates or Member 3

First Name: Grant	Last Name: Guelich	Suffix:
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Describe the nature of the relationship this person has with the Marijuana Establishment: Managing Member

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Core High Yield MA LLC	Entity DBA:
Email: jared.glanzberger@gmail.com	Phone: 617-312-0592
Address 1: 8 The Green	Address 2: Suite R
City: Dover	State: DE
Types of Capital: Monetary/Equity, Other, Debt	Other Type of Capital: In kind contributions
Total Value of Capital Provided: \$990000	Percentage of Initial Capital: 100
Capital Attestation: Yes	

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Grant	Owner Last Name: Guelich	Owner Suffix:
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Entity Legal Name: Wander Farms

Entity Description: Processing Distribution

Entity Phone: 509-881-8707	Entity Email: grantguelich@gmail.com	Entity Website:
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Entity Address 1: 3012 GS CENTER RD STE B

Entity City: Wenatchee

Entity Mailing Address 1: 89 SPRINGHILL DR

Entity Mailing City: EAST WENATCHEE

Entity State: WA

Entity Mailing State: WA

Entity Address 2:

Entity Zip Code: 98801

Entity Mailing Address 2:

Entity Mailing Zip Code: 98802

Entity Country: Chelan

Entity Mailing Country: Chelan

Business Interest in Other State 2

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

Owner First Name: Grant	Owner Last Name: Guelich	Owner Suffix:
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Entity Legal Name: Gulu LLC

Entity Description: LLC

Entity Phone: 509-888-3868	Entity Email: grantguelich@gmail.com	Entity Website:
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Entity Address 1: 3012 GS CENTER RD

Entity City: WENATCHEE

Entity Mailing Address 1: 3012 GS CENTER RD

Entity Mailing City: WENATCHEE

Entity State: WA

Entity Mailing State: WA

Entity Address 2:

Entity Zip Code: 98801

Entity Mailing Address 2:

Entity Mailing Zip Code: 98801

Entity Country: Chelan

Entity Mailing Country: Chelan

Business Interest in Other State 3

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

Owner First Name: Grant	Owner Last Name: Guelich	Owner Suffix:	
Entity Legal Name: Verdant Ventures	Entity DBA:		
Entity Description: LLC			
Entity Phone: 509-881-8707	Entity Email: grantguelich@gmail.com	Entity Website:	
Entity Address 1: 3012 GS CENTER RD STE B	Entity Address 2:		
Entity City: WENATCHEE	Entity State: WA	Entity Zip Code: 98801	Entity Country: Chelan
Entity Mailing Address 1: 895 RIVERSIDE DR UNIT D246	Entity Mailing Address 2:		
Entity Mailing City: WENATCHEE	Entity Mailing State: WA	Entity Mailing Zip Code: 98801	Entity Mailing Country: Chelan

Business Interest in Other State 4

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

Owner First Name: Grant	Owner Last Name: Guelich	Owner Suffix:	
Entity Legal Name: Access Huge WA	Entity DBA:		
Entity Description: LLC			
Entity Phone: 509-881-8707	Entity Email: grantguelich@gmail.com	Entity Website:	
Entity Address 1: 89 Springhill Drive	Entity Address 2:		
Entity City: East Wenatchee	Entity State: WA	Entity Zip Code: 98802	Entity Country: Chelan
Entity Mailing Address 1: 89 Springhill Dr	Entity Mailing Address 2:		
Entity Mailing City: East Wentachee	Entity Mailing State: WA	Entity Mailing Zip Code: 98802	Entity Mailing Country: Chelan

Business Interest in Other State 5

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

Owner First Name: Grant	Owner Last Name: Guelich	Owner Suffix:	
Entity Legal Name: Pacific Grown Organics	Entity DBA:		
Entity Description: Marijuana Cultivation			
Entity Phone: 509-881-8707	Entity Email: collin@pacificgrownorganics.com	Entity Website:	
Entity Address 1: 5892 Via Real	Entity Address 2:		
Entity City: Carpinteria	Entity State: CA	Entity Zip Code: 93013	Entity Country: Santa Barbara
Entity Mailing Address 1: 27 WEST ANAPAMU ST, #137	Entity Mailing Address 2:		
Entity Mailing City: Santa Barbara	Entity Mailing State: CA	Entity Mailing Zip Code: 93013	Entity Mailing Country: Santa Barbara

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Samuel	Last Name: Hanmer	Suffix:
Marijuana Establishment Name: The Heirloom Collective	Business Type: Other	
Marijuana Establishment City: Bernardston	Marijuana Establishment State: MA	

Individual 2

First Name: John	Last Name: Hanmer	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 3

First Name: Grant	Last Name: Guelich	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 4

First Name: Samuel	Last Name: Hanmer	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 5

First Name: Jared	Last Name: Glanz-Berger	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 6

First Name: Bradley	Last Name: Joseph	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 7

First Name: Adam	Last Name: Firsel	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

Individual 8

First Name: David	Last Name: Goldblum	Suffix:
Marijuana Establishment Name: Debilitating Medical Condition Treatment Centers Inc.	Business Type: Other	
Marijuana Establishment City: Springfield	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 7 River Rd	
Establishment Address 2:	
Establishment City: Whately	Establishment Zip Code: 01093
Approximate square footage of the Establishment: 807413	How many abutters does this property have?: 11
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes	
Cultivation Tier:	Cultivation Environment:

FEE QUESTIONS

Cultivation Tier: Tier 10: 80,001 to 90,000 sq. ft	Cultivation Environment: Outdoor
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HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload
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				Date
Plan to Remain Compliant with Local Zoning	complianceplan.pdf	pdf	5fad859f57d9d707ee4d9073	11/12/2020
Certification of Host Community Agreement	signedHCA.pdf	pdf	5fad866108242707d4a78715	11/12/2020
Community Outreach Meeting Documentation	Outreach Meeting Audio.pdf	pdf	5fce7d35f867b207bbf10342	12/07/2020
Community Outreach Meeting Documentation	Outreach attendees.pdf	pdf	5fd784f9925f52079a1f4200	12/14/2020
Community Outreach Meeting Documentation	DMC COM completed packet with abutters list.pdf	pdf	5fd911eff867b207bbf11c11	12/15/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	DMCTC - Revised Positive Impact Plan.pdf	pdf	6001ef1f89d382080d8efc70	01/15/2021
Other	GCC Foundation Letter to Cannabis Control Commission 1-26-2021.pdf	pdf	60131ae59b156e07a06324be	01/28/2021
Other	DMCTCsupport.pdf	pdf	6013374ede284b081c6909d6	01/28/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:

First Name: Samuel Last Name: Hanmer Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role:

First Name: John Last Name: Hanmer Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: Owner / Partner Other Role:

First Name: Grant Last Name: Guelich Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Owner / Partner Other Role:
First Name: Jared Last Name: Glanz-Berger Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Owner / Partner Other Role:
First Name: David Last Name: Goldblum Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 6

Role: Owner / Partner Other Role:
First Name: Adam Last Name: Firsel Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 7

Role: Owner / Partner Other Role:
First Name: Bradley Last Name: Joseph Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
Entity Legal Name: Englewood Management LLC Entity DBA:
Entity Description: Holding Company
Phone: 413-374-8988 Email: samhanmer63@gmail.com
Primary Business Address 1: 63 Deerfield Ave Primary Business Address 2:
Primary Business City: Longmeadow Primary Business State: MA Principal Business Zip Code: 01106
Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:
Entity Legal Name: Jin Yang MA Entity DBA:
Entity Description: Management Company
Phone: 509-881-8707 Email: GrantGuelich@gmail.com
Primary Business Address 1: 29 Florence Ave Primary Business Address 2:
Primary Business City: Arlington Primary Business State: MA Principal Business Zip Code: 02476
Additional Information:

Entity Background Check Information 3

Role: Investor/Contributor Other Role:
Entity Legal Name: Core High Yield MA LLC Entity DBA:
Entity Description: Management Company

Phone: 617-312-0592 Email: jared.glanzberger@gmail.com
Primary Business Address 1: 29 Florence Ave Primary Business Address 2:
Primary Business City: Arlington Primary Business State: MA Principal Business Zip Code: 02476
Additional Information:

Entity Background Check Information 4

Role: Investor/Contributor Other Role:
Entity Legal Name: MidCo CHY MA LLC Entity DBA:
Entity Description: Management Company
Phone: 617-312-0592 Email: jared.glanzberger@gmail.com
Primary Business Address 1: 29 Florence Ave Primary Business Address 2:
Primary Business City: Arlington Primary Business State: MA Principal Business Zip Code: 02476
Additional Information:

Entity Background Check Information 5

Role: Investor/Contributor Other Role:
Entity Legal Name: JointCo LLC Entity DBA:
Entity Description: Management Company
Phone: 617-312-0592 Email: jared.glanzberger@gmail.com
Primary Business Address 1: 29 Florence Ave Primary Business Address 2:
Primary Business City: Arlington Primary Business State: MA Principal Business Zip Code: 02476
Additional Information:

Entity Background Check Information 6

Role: Investor/Contributor Other Role:
Entity Legal Name: Core High Yield Investments LLC Entity DBA:
Entity Description: Management Company
Phone: 847-477-7556 Email: bjooseph@coreacq.com
Primary Business Address 1: 200 S Wacker Dr Primary Business Address 2: Ste 1325
Primary Business City: Chicago Primary Business State: IL Principal Business Zip Code: 60606
Additional Information:

Entity Background Check Information 7

Role: Investor/Contributor Other Role:
Entity Legal Name: Shine Yingala Holdings LLC Entity DBA:
Entity Description: Management Company
Phone: 847-477-7556 Email: bjooseph@coreacq.com
Primary Business Address 1: 200 S. Wacker Dr Primary Business Address 2: Ste 1325
Primary Business City: Chicago Primary Business State: IL Principal Business Zip Code:
60606
Additional Information:

Entity Background Check Information 8

Role: Investor/Contributor Other Role:
Entity Legal Name: 22 Squared Holdings LLC Entity DBA:
Entity Description: Management Company

Phone: 312-909-9565

Email: afirsel@coreacq.com

Primary Business Address 1: 200 S. Wacker Dr

Primary Business Address 2: Ste 1325

Primary Business City: Chicago

Primary Business State: IL

Principal Business Zip Code: 60606

Additional Information:

Entity Background Check Information 9

Role: Investor/Contributor

Other Role:

Entity Legal Name: Core High Yield Management LLC

Entity DBA:

Entity Description: Management Company

Phone: 847-477-7556

Email: bjooseph@coreacq.com

Primary Business Address 1: 200 S Wacker Dr

Primary Business Address 2: Ste 1325

Primary Business City: Chicago

Primary Business State: IL

Principal Business Zip Code: 60606

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	SOCgoodstanding.pdf	pdf	5f984a6e57d9d707ee4d6093	10/27/2020
Bylaws	DMC bylaws.pdf(1).pdf	pdf	5f984a776e60eb07f57efe15	10/27/2020
Articles of Organization	DMC -Plan of Conversion(3232058.1)(1).pdf	pdf	5f984a95edc7d60856d94f9b	10/27/2020
Articles of Organization	DMC arts of conversion.pdf(2).pdf	pdf	5f984a9b4a2789086108afc3	10/27/2020
Department of Revenue - Certificate of Good standing	goodstanding11:2020.pdf	pdf	5fb3f4a05b823307b79b854f	11/17/2020
Department of Revenue - Certificate of Good standing	DUA Statement (1).pdf	pdf	5fd7761c301ec4074f756916	12/14/2020

No documents uploaded

Massachusetts Business Identification Number: 001363005

Doing-Business-As Name: Debilitating Medical Condition Treatment Centers, Inc.

DBA Registration City: Springfield

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Whatelytimeline.pdf	pdf	5fa17fb74a2789086108c499	11/03/2020
Plan for Liability Insurance	DMCTC - Plan to Obtain Liability Insurance.pdf	pdf	5fcfa976d8789e0780e41845	12/08/2020
Business Plan	businessplanwhately.pdf	pdf	5fd3dbb763caf5075a67edc0	12/11/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload
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				Date
Storage of marijuana	Marijuana Storage.pdf	pdf	5fd1281c87f4c7077b6110ec	12/09/2020
Inventory procedures	Inventory Management.pdf	pdf	5fd13251f867b207bbf10bbb	12/09/2020
Separating recreational from medical operations, if applicable	Separationofmedical.pdf	pdf	5fd137b0925f52079a1f3742	12/09/2020
Maintaining of financial records	Financial Records.pdf	pdf	5fd1397f5ea0dd074817b9f3	12/09/2020
Record Keeping procedures	Record Keeping.pdf	pdf	5fd27512d8789e0780e42090	12/10/2020
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older(cultivation.pdf	pdf	5fd277e85ea0dd074817bcf4	12/10/2020
Energy Compliance Plan	energyplan.pdf	pdf	5fd27aff63caf5075a67e92a	12/10/2020
Prevention of diversion	Prevention of Diversion.pdf	pdf	5fd27d89925f52079a1f3a5e	12/10/2020
Policies and Procedures for cultivating.	DMCTC - Policies and Procedures for Cultivation (1).pdf	pdf	60020585b11eae07c3c5a6cc	01/15/2021
Quality control and testing	DMCTC - Quality Control and Testing (1).pdf	pdf	600205859597d30802d2e683	01/15/2021
Personnel policies including background checks	DMCTC- Personnel Policies Including Background Checks (1).pdf	pdf	60020586eb00b107e4546e68	01/15/2021
Qualifications and training	DMCTC - Qualifications and Training (1).pdf	pdf	60020587982b2307e19961a0	01/15/2021
Transportation of marijuana	DMCTC - Transportation of Marijuana (1).pdf	pdf	6002058844f61c07f6800e98	01/15/2021
Security plan	DMCTC - Security Plan for Outdoor Cultivation.pdf	pdf	60020602e826e207c07dda39	01/15/2021
Diversity plan	DiversityPlanRFI.pdf	pdf	6037ccff4bc57307f1ff3ede	02/25/2021

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 6:00 AM	Monday To: 6:00 PM
Tuesday From: 6:00 AM	Tuesday To: 6:00 PM
Wednesday From: 6:00 AM	Wednesday To: 6:00 PM
Thursday From: 6:00 AM	Thursday To: 6:00 PM
Friday From: 6:00 AM	Friday To: 6:00 PM
Saturday From: 6:00 AM	Saturday To: 6:00 PM
Sunday From: 6:00 AM	Sunday To: 6:00 PM

**RE: DMCTC, Inc.
 Marijuana Cultivation
 7 River Road**

Site Overview

The site totals approximately 52 acres, which includes 2 parcels. The front, 21-acre, parcel is the site of essentially all proposed construction and cultivation activities. The rear parcel is predominantly wetland, except for a narrow strip of land that extends along the southern lot line of the front parcel. This strip contains agricultural field and an access road.

A single-family house, barn and small ground-mounted solar array are located near the front of the property, approximately 300 feet from the street. The remaining land consists of active agricultural fields with some wooded wetland area on the front parcel and extensive wooded wetlands on the rear parcel.

The property is a flag lot with 93 feet of frontage on River Road, and the existing barn is located within the property line setback. These two conditions do not conform to the zoning bylaw in the existing condition, as described in a later section of this letter.

Zoning District/Land Use

The entire property is zoned Agricultural/Residential but encompasses two zoning districts. The land within 400’ of River Road is zoned A/R1 and the remaining land is zoned A/R2. Under the Whately Zoning Bylaw (§171-8), marijuana cultivation is a permitted use in zone A/R2 by special permit from ZBA with Site Plan Review by the Planning Board.

All structures that house cannabis, and all activities that involve handling of cannabis would occur within a security fence that will coincide with the boundary of A/R2. The existing house and barn, located in A/R1, are proposed to be used for administrative functions and storage of non-cannabis equipment and materials. The proposed parking lot is also located in this zone.

General Zoning Requirements

Dimensional Regulations

The proposed project complies with the dimensional regulations under §171-8.

§171-28.6 requires marijuana establishments to be located at least 50 feet from any property line. All cannabis will be grown on land at least 50 feet from a property line. We propose to construct security fence between the 50-foot setback and the property line to allow for access to fields by equipment and maintenance of field edges. We proposed to delineate the 50-foot setback line with permanent timber or metal posts to ensure compliance with the bylaw.

Environmental Performance Standards

The project is designed to meet the standards established by §171-15. Specifically:

1. No unusual noise-producing equipment is proposed. The noise from the site will be consistent with normal agricultural practices. New, modern fan equipment will be used to ventilate greenhouses.
2. Odor control is discussed in more detail later in this letter.
3. The proposed use does not generate dust or fumes.
4. Flammable materials will include gasoline and diesel fuel for equipment, and propane for heating stored in two 1,000 gallon tanks. Excess gasoline and diesel will not be stored on site. Propane storage will be constructed in compliance with NFPA 58.
5. Greenhouses will be covered in standard poly sheeting, typical of small greenhouse structures.
6. Radioactivity: Not Applicable
7. The site will be accessed from a single driveway off River Road. Sightlines from this driveway are excellent, and it is sufficiently separated from the nearest intersection at Pilvinis Road. The small proposed parking lot is located directly behind a large existing barn that will remain.
8. The greenhouses are constructed with open space between each bay to allow stormwater to be disbursed over the large, flat site and encouraged to infiltrate to groundwater. Soil testing showed poorly-draining soils with shallow groundwater, which are not conducive to infiltration. Greenhouses will be constructed on gravel surfacing to eliminate the creation of new impervious surface.
9. In addition to tilling and other disturbance directly related to cultivation activities, disturbances will be required for construction of the proposed greenhouses, driveway, and parking lot. Silt fence and/or straw wattle will be used at the downslope edges of the site to prevent sediment from leaving the site.

Requirements Specific to Marijuana Establishments

Allowed Locations

Setbacks from Certain Land Uses

The enclosed Neighborhood Plan identifies the land uses present within 1,000 feet of the site and shows the limit of the 500' buffer around the proposed Marijuana Establishment (measured from the property line of the parcel, for simplicity). None of the restricted land uses are located within 500' of the project.

Residential Units

No residential units exist or are proposed within the secure perimeter of the cultivation facility.

Additional Setback

All structures housing cannabis and all land used for growing cannabis are located more than 50 feet from the property line. As noted in an earlier section, we propose to construct fencing inside the setback for field access and to utilize the existing barn for storage of non-cannabis equipment and materials.

Permitting Standards

The project is designed to meet the marijuana-specific design standards established by §171-28.6.D. Specifically:

1. Dimensional Requirements: Dimensional requirements are met. All structures housing cannabis and all land used for growing cannabis meet the setback requirements. The property line setbacks are proposed to be staked in the field with permanent timber or metal posts to delineate the land where cannabis may be grown.
2. Parking and Loading Requirements: A small parking lot is provided for year-round employees, and ample space is available for short periods of time when seasonal workers are present.
3. Site Screening: The site security fence includes a privacy screen to obscure the operation of the facility. Additional landscaping is proposed along the north property line to break up the fence line and provide a natural buffer. Adequate natural screening exists on other areas of the site and will remain. The parking lot and secure entrance to the site are screened by an existing barn that will remain.
4. Lighting & Security: Exterior lighting is shown on the site plan and consists of the minimum lighting necessary to allow for employees to walk between the greenhouse and the proposed parking areas. Additional wall-mounted lights will be provided only as required by the building code at entrances. Exterior lighting will be dark sky compliant and programmed to turn off after employees leave for the evening and remain off overnight. Security cameras will be infrared low-light cameras that function with ambient light and do not require additional site lighting.

The facility will be licensed for outdoor cultivation and will not be allowed to use grow lights. CFL work lights will be utilized for safety when workers are on site before sunrise or after sunset.

Details of the proposed security plan are confidential. A meeting with the Chief of Police is scheduled to review the site plan and discuss the security plan prior to our meeting with the Board. Cameras will be infrared, capable of operation based on ambient light and do not require artificial lighting. Secure areas of the site will be surrounded by an 8' chain-link fence with privacy screen. Security personnel will be at the site any time employees are working and will monitor the site 24-hours per day.

5. Noise & Odors: Noises produced from the site will be consistent with typical agricultural production, including tractors and other conventional farm equipment. Greenhouses will have conventional fans for ventilation, which will feature new modern equipment.

DMCTC will take a multi-pronged approach to managing odor in its greenhouse and outdoor facilities. In its greenhouses, exhaust fans will be fitted with an activated high volume carbon filter and finely tuned negative air pressure to trap cannabis terpenes and scrub odor from the exhaust air. These carbon filters are industry standard for the removal of terpene compounds in cannabis cultivation facilities, and work through both adsorption and chemisorption processes. If applied correctly, efficiency of 99.9%, as stated by several vendors, can be achieved. Personnel will be trained in odor mitigation protocols for the greenhouses, including sealing internal greenhouse environments from the outside and routine maintenance of the carbon filtration systems.

The majority of the plants will be grown outdoors in the open air. These fields will be located behind the proposed greenhouses and are more than 400' from the nearest residence. The rear cultivation field, which makes up approximately half of the outdoor grow areas, is more than 1,300 feet from the nearest residence. DMCTC will be planting low odor varieties, including Northern Lights, Tangie, Pineapple Express, Wedding Cake, GG4, and various other strains that have relatively mild odor. DMCTC will continue to be careful in the selection of genetics that have low VOC counts. The proposed low-odor varieties will be further graded by odor potential, with the lowest-odor varieties

grown in the front fields nearest the greenhouses. The fields include wooded vegetative environmental buffers, especially the rear field which is surrounded on all sides. The wooded buffers will be retained and are generally located in protected wetland areas. The vegetative buffers deflect odor upwards, away from ground level, and support dissipation.

6. Energy Efficiency: The proposed project is for outdoor cultivation, which provides dramatic energy efficiency improvement against indoor cultivation operations. This compares favorably with indoor cannabis cultivation, which use significant energy due to the need for horticultural lighting, dehumidification, and HVAC systems. CCC regulations recognize this environmental benefit and provides certain benefits to outdoor cultivation licensees.

DMCTC will use no supplemental horticultural lighting – only sunlight – in both its greenhouse and outdoor cultivation process, natural cooling as well as low impact mechanized exhaust fans, and conduct its outdoor cultivation operation within the natural growing season of the local environment. The proposed project will utilize high-efficiency equipment and fixtures wherever possible. The existing small solar array will be retained and integrated to the site electrical system.

7. Water Efficiency: DMCTC will irrigate all of its plants using filtered water from a new private well. The primary element to DMCTC's water efficiency plan will be in the delivery of water to the plants. A drip irrigation system will be used to supply all plants with water and nutrients. Drip irrigation systems can save up to 80% more water than more traditional irrigation systems. Drip irrigation reduces water loss due to evaporation, and reduces the overall water used by delivering precise quantities of water and nutrients to each individual plant. Moreover, water and nutrient levels will be monitored daily to tailor irrigation to deliver the exact amount of water and nutrients delivered to the plants -- no more or less than is needed. Irrigation will be scheduled using timers ensuring all plants receive the appropriate amount of water and nutrients. All irrigation runoff from the greenhouses will be re-used on the outdoor crops, leading to virtually zero waste.

The project team explored the use of rainwater harvesting to supplement well water. It was determined that it would not be feasible to capture rainwater due to both the style and layout of proposed "light touch" greenhouse design. The greenhouses will be simple gothic style frames with poly sheeting roof and sides. Greenhouses will be constructed as multiple stand-alone units separated by walkways. The greenhouses would not have gutters, and the only plausible way to capture rainwater would be with a series of drip-strips or French drains. Unfortunately, regulated marijuana cultivation requires extremely high-quality water to grow plants that can pass stringent CCC testing requirements, and captured surface water poses significant challenges during water treatment as compared to groundwater. However, the dispersed nature of the greenhouses, which are constructed with gravel surfacing and are generally not watertight at ground level, encourages stormwater to infiltrate into the ground at much greater rates than a large gutter-connected greenhouse.

8. Hazardous Materials: Hazardous Materials: DMCTC anticipates using only products that the EPA considers minimum risks to control pests, including neem-based organic sprays. Pesticides will only be used outside of its cultivation area, and only as allowed under the Wetlands Protection Act and MDAR regulations. While EPA has identified minimum risk active ingredients, CCC and MDAR will inspect marijuana and marijuana products produced for the presence of pesticides on cannabis. DMCTC therefore pursues a low volume, light touch approach to the use of these materials. DMCTC anticipates using Nutrichem 20-20-20, Stimplex Silica 0-60-40 as nutrients.

DMCTC anticipates having a 1-2,000 gallon propane tank on site to supply greenhouse heaters with fuel. DMCTC may additionally have limited quantities of gasoline to supply farm vehicles and equipment, similar in quantity to what area households may store.

All materials that have toxicity or potential to be hazardous will be stored in accordance with department of agriculture guidelines while following the directions of the products label and MSDS. DMCTC does not anticipate having anything onsite that cannot be purchased by general households. All pesticides and nutrients will be in accordance with stringent CCC guidelines and stored and labeled to prevent application by untrained staff/visitors. These materials will also be locked and secured to ensure limited access by personnel. Cleaning materials and waste will be stored in designated areas with clear guidelines on disposal and storage.

The project team has met with the Fire Chief to have an initial conversation about the safety plan for 7 River Road, and will be meeting again with the Chief prior to the ZBA hearing to review the site plan in detail.

9. Signs: The proposed signage is indicated on the plan and discussed in an earlier section of this letter. Signage will comply with all pertinent regulations.
10. Greenhouses: Proposed greenhouses are consistent with the definition in the zoning bylaw. Greenhouses will have gravel floors. The front portion of the site consists of Prime Farm Soils, which are almost entirely located in the A/R1 district within 400 feet of River Road. The proposed greenhouses will not disturb prime farm soils. Outdoor fields are proposed to be constructed with

hoop house frames for the purpose of pulling blackout tarps over the plants for a few hours per day, seasonally.

11. Buildings: No new buildings are proposed. An existing single-family farmhouse and barn will be re-purposed for support activities that do not involve the handling or storage of cannabis.
12. Marketing: The proposed facility will not engage in consumer marketing activities. Products are sold to licensed marijuana manufacturers or retailers. The facility will not be open to the public.
13. Hours of Operation: General operation will occur during normal business hours for agricultural work, with generally longer hours (sunrise to sunset) during harvest time. Security personnel may be at the site at any time, up to 24-hours per day.
14. Retailer Liimits: Not applicable.
15. Site Plan Review: A site plan review application is in process. It is anticipated that the site plan will be submitted to the Planning Board at their meeting on 8/25/20.
16. Reporting: Noted. The applicant will comply with the reporting requirements.
17. Change in License or Owner: Noted. The applicant will comply with the notice requirements.
18. Change in Ownership: Noted. The applicant does intend to eventually purchase the property from the current landowner.
19. Host Community Agreement: HCA has been completed

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, Samuel Hamner, (*insert name*) certify as an authorized representative of Debilitating Medical Conditions Treatment Centers, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Whately (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on July 15, 2020 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Frederick Orloski, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Whately (*insert name of host community*) to certify that the applicant and Whately (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 15, 2020 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Debilitating Medical Conditions Treatment Centers Inc.

Community Outreach Meeting Audio Link:

<https://drive.google.com/drive/folders/1Nh5PV3mF9M1pkJ1dL-xhO23lgFlwjFdf?usp=sharing>

Number of Attendees

12

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

1. The Community Outreach Meeting was held on the following date(s): June-15-2020
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

- a. Date of publication: 06/05/2020
- b. Name of publication: The Greenfield Recorder

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

- a. Date notice filed: 06/05/2020

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

- a. Date notice(s) mailed: 06/05/2020

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



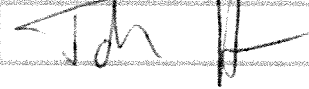
Name of applicant:

Debilitating Medical Condition Treatment Centers, Inc.

Name of applicant's authorized representative:

John Hanmer

Signature of applicant's authorized representative:

A handwritten signature in black ink, appearing to read "John Hanmer", written over a horizontal line.

Pentagon, Trump clash over military and protests

By ZEKI MILLER
and ROBERT BURNS
Associated Press

WASHINGTON — President Donald Trump is not only drawing criticism from his usual political foes but also backtalk from his defense secretary, his former Pentagon chief and a growing number of Republicans.

A day after Defense Secretary Mark Esper shot down Trump's idea of using active-duty troops to quell protests across the United States, retired four-star Gen. John Allen joined the chorus of former military leaders going after the president. And Republican Alaska Sen. Lisa Murkowski said Esper's remarks were

"overdue" and she didn't know if he would support Trump in November.

Although Esper's declaration was followed by the Pentagon reversing course on pulling part of the 82nd Airborne Division off standby outside Washington, the rising criticism underscored an extraordinary clash between the U.S. military and its commander in chief.

Both Trump and Esper also drew stinging, rare public criticism from Trump's first defense secretary, Jim Mattis, in the most public pushback of Trump's presidency from the men he put at the helm of the world's most powerful military. Mattis' rebuke Wednesday said Esper's threats to

use the military to "dominate" the streets where Americans are demonstrating following the death of George Floyd, a black man who died when a white police officer pressed his knee into his neck for several minutes. Trump had urged governors to call out the National Guard to contain protests that turned violent and warned that he could send in active-duty military forces if they did not.

Esper angered Trump when he said he opposed using military troops for law enforcement, seemingly taking the teeth out of the president's threat to use the Insurrection Act. Esper said the 1807 law should be invoked "only in the most urgent and dire of situations."

He added, "We are not in one of those situations now."

After Esper's visit to the White House, the Pentagon abruptly overturned an earlier decision to send a couple hundred active-duty soldiers home from Washington, D.C., region, a public sign of the growing tensions with the White House amid mounting criticism that the Pentagon was being politicized in response to the protests.

Former Secretary Mattis, a retired Marine general, lambasted both Trump and Esper in an essay in *The Atlantic* for their consideration of using the active-duty military in law enforcement — and for the use of the National Guard in clearing out a largely peaceful protest

near the White House on Monday evening.

"We must reject any thinking of our cities as a 'bat-temed space' that our uniformed military is called upon to dominate," Mattis wrote, referencing quotes by Esper and Trump respectively. "Militarizing our response, as we witnessed in Washington, D.C., sets up a conflict — a false conflict — between the military and civilian society."

Trump responded on Twitter by calling Mattis "the world's most overrated general," adding: "I didn't like his leadership style or much else about him, and many others agree. Glad he is gone!"

There is no one home," he wrote.

Writing in *Foreign Policy*, Allen urged people to make their votes in November for the future of America's democracy. "It will have to come from the bottom up. For at the White House, there is no one home," he wrote.

BRUNSWICK, GA.



AP PHOTO
Johnnie Mae Holmes-Wilson wears a gas mask while listening to the live feed from a preliminary hearing for Travis McMichael, Gregory McMichael and William Bryan, outside the Glynn County Courthouse in Brunswick, Ga., Thursday.

Prosecutors: Shooter used racist slur as Arbery lay dying

By RUSS BYNUM
Associated Press

BRUNSWICK, Ga. — A state investigator alleged Thursday that a white man was heard saying a racist slur as he stood over Ahmaud Arbery's body moments after killing him with three shots from a pump-action shotgun.

The lead Georgia Bureau of Investigation agent in the case testified that Travis and Gregory McMichael and a third man in another pickup, William "Roddie" Bryan, used their trucks to chase down and box in Arbery, who repeatedly reversed directions and even jumped into a ditch in a desperate struggle to escape.

Travis McMichael then got out of his truck and confronted Arbery, later telling police he shot him in self defense after Arbery refused his order to get on the ground, Special Agent Richard Dial said. A close examination of the video of the shooting shows the first shot was to Arbery's chest, the second was to his hand, and the

third was to his chest before he collapsed in the road, Dial said.

Bryan, who recorded that video, said he heard the gunman say a racist epithet as he stood over Arbery's body before police arrived, Dial said. Special prosecutor Jesse Evans said Arbery "was chased, hunted down and ultimately executed."

"I don't think it was self-defense by Mr. McMichael. I think it was self-defense by Mr. Arbery," Dial said later under defense questioning. "When he couldn't get away, he chose to fight."

SUDOKU ANSWER									
9	8	2	6	9	3	7	4	1	5
7	6	1	5	2	4	8	9	3	1
9	4	5	1	8	9	6	5	2	7
1	9	4	5	6	7	2	8	3	9
6	2	8	7	4	1	5	9	3	8
6	5	9	8	2	3	1	4	7	5
2	1	9	9	6	4	1	5	7	9
4	6	2	1	7	9	8	5	3	6
8	9	5	4	9	1	2	6	7	4

WONDERWORD

HOW TO PLAY: All the words listed below appear in the puzzle — horizontally, vertically, diagonally and even backward. Find them, circle each letter of the word and strike it off the list. The leftover letters spell the WONDERWORD.

THE STOCK MARKET Solution: 10 letters

B S W A M I C R O S O F T G L
B I E S Y N W A R R E N N L O
I S L T E F F U B E I E A D
O S D L A N O D C M P S M I G
T S P N L G O L E P S O T C I
E S P E O W T R I E R S S N N
C R D O P B I H I N C P E A G
H E C R N T S T I E I V N R
H B R E D I N T S K N I O
E A O A D G S O E S E I F W
Z W E O S I A E I X N E T
I T A M T T H V I C T T D O H
F F M A A U O I N T P I E J
P O R T F O L I O D T O O L R
C S S N O I T C A S N A R T E

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Auto, Bill, Botch, Bonds, Buffett, CBOE, Commodities, Crash, Data, Dividend, Dow, Drops, Financial, Gain, Gates, Growth, Insider, Investment, Jobs, Lodging, McDonalds, Microsoft, Morningstar, NYSE, Options, Papi, Pitzer, Portfolio, Retirement, Sailor, Sell, Shipping, Schwere, Spike, Statistics, Textile, Transactions, Warren
Yesterday's Answer: Once Upon A Time
Job Jewels Collector's Edition is back by popular demand! Purchase online at www.WonderWordBooks.com or call 1-800-642-6460.

Virginia to remove iconic Lee statue

By SARAH RANKIN
and ALAN SUDERMAN
Associated Press

RICHMOND, Va. — A lowering statue of Confederate Gen. Robert E. Lee will be removed as soon as possible from Richmond's Monument Avenue, Virginia Gov. Ralph Northam said Thursday, pledging the state will no longer "preach a false version of history."

The bronze equestrian statue, which sits on an enormous pedestal on state property, will be moved to storage while Northam's administration works "with the community to determine its future," the governor said at a news conference where the announcement was met with extended applause.



AP FILE PHOTO
A statue of Confederate Gen. Robert E. Lee in the middle of a traffic circle on Monument Avenue in Richmond, Va., is seen in 2017.

"You see, in Virginia, we no longer preach a false version of history. One that pretends the Civil War was about 'state

rights' and not the evils of slavery. No one believes that any longer," Northam said.

Northam made the decision, which has been widely praised by black leaders and activists, after days of angry protests in Richmond and across the country over the death of George Floyd, a black man who died after a white police officer pressed a knee into his neck while he pleaded for air.

The decision also came a day after Richmond's mayor, Levar Stoney, announced he will seek to remove the four other Confederate statues along Monument Avenue, a prestigious residential street and National Historic Landmark district in the former capital of the Confederacy. Together, the decisions

mark a striking departure from recent years when even after a violent rally of white supremacists descended on Charlottesville in 2017 and other Confederate monuments started falling across the country, Virginia did not make the same changes.

In part, local governments were hamstrung by a state law that protects memorials to war veterans. That law was amended earlier this year by the new Democratic majority at the statehouse and signed by Northam. When the changes go into effect July 1, all other Confederate statues along Monument Avenue will be able to decide the monuments' fate.

As for the Lee statue, Northam and his predecessor, fellow Democrat Terry McAuliffe, have not previously pressed the issue.

LEGAL NOTICES

Legals

BERNARDSTON CEMETERY CORPORATION ANNUAL MEETING
Monday, June 15, 2020
5:00 pm
Bernardston Cemetery
Dorset Street
Barnardston, MA 01327
Rundator: Monday, June 15

Legals

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Friday, June 19 at 6 pm and in light of COVID-19, will be held virtually as follows:
Join Zoom Meeting: <https://us02web.zoom.us/j/91039235055>
Meeting ID: 910 3923 5055
or Via Dial-In: (617) 958 9858 and entering the Meeting ID 43787

The proposed Marijuana Cultivation Establishment is anticipated to be located at 101 West Street, Weymouth, MA. There will be an opportunity for the public to ask questions.

Legals

Notice is hereby given that Debilitating Medical Condition Treatment Centers, Inc. (DMC) will hold a web-based Community Outreach Meeting June 15, 2020 at 6:00 PM via Zoom to discuss the proposed filing of a marijuana cultivation facility.

DMC intends to apply for a license to operate as a Marijuana Cultivator to be located at 7 River Rd. Weymouth, MA. 01973 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

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 of minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions in advance and receive answers from DMC's representatives about the proposed facility and operations. A question and answer session will also take place after the presentation.

To join the zoom meeting simply type the link below into any web browser:
<https://bit.ly/DMCWhatyZoom>

Meeting ID: 825 3252 4889
Password: 609095

Meeting materials will be posted at <https://bit.ly/WhatyCOM> no later than 24 hours in advance of the scheduled meeting.

Sincerely,
John Morrongiolo
COO - DMC
john@dmcmass.com

43780 June 5

Legals

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Franklin Probate and Family Court
43 Hope Street
Greenfield, MA 01301
(413) 774-7011
CITATION ON PETITION FOR FORMAL ADMINISTRATION
Docket No. F20P0132EA
Estate of: Arthur Joseph Ducharme, Jr.
Also known as: Arthur J. Ducharme; Arthur J. Ducharme, Jr.
Date of Death: 04/27/2020
To all interested persons:
A petition for Formal Probate of Will with Appointment of Personal Representative has been filed by Douglas A. Ducharme of South Dorrfield, MA, requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition. The Petitioner requests that Douglas A. Ducharme of South Dorrfield, MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.

IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before 10:00 am on the return day of 08/26/2020. This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate including the distribution of assets and expenses of administration. WITNESS Hon. Beth A. Crawford, First Justice of this Court. Date: May 28, 2020
John F. Morrongiolo, Registrar of Probate June 5

43759

Please Recycle This Newspaper

Attachment B

From: Lynn <townclerk@whately.org>
Date: Tuesday, November 17, 2020 at 2:26 PM
To: John Hanmer <johnh@dmcmass.com>
Subject: RE: confirmation of receipt of notice

I received the notice June 8, 2020

PLEASE NOTE THE NEW EMAIL townclerk@whately.org

Lynn M. Sibley, MMC, CMMC, CMMT
Whately Town Clerk, Treasurer/Collector, Records Access Officer, EMD
Mailing Address: 4 Sandy Lane
So. Deerfield, MA 01373
Phone: 413-665-4400 x3
Fax: 413-665-9560
Email: townclerk@whately.org

Please be advised that the Secretary of the Commonwealth has determined that all email messages and attached content sent from and to this email address are public records unless qualified as an exemption under the Massachusetts Public Records Law (MGL c. 4.57(26)).

From: John Hanmer <johnh@dmcmass.com>
Sent: Tuesday, November 17, 2020 2:09 PM
To: Lynn <townclerk@whately.org>
Subject: confirmation of receipt of notice

My name is John Hanmer. I represent Debilitating Medical Conditions Treatment Centers Inc. We held a community outreach meeting via zoom on June-15-2020 at 6:00 pm.

As part of that meeting we sent out mail giving notice and details of the meeting to abutters and various town departments. Would it be possible for you to confirm over e-mail that you received this notice?

Thank You,

Notice is hereby given that Debilitating Medical Condition Treatment Centers, Inc. (DMC) will hold a web-based Community Outreach Meeting June 15, 2020 at 6:00 P.M. via Zoom to discuss the proposed citing of a marijuana cultivation facility.

DMC intends to apply for a license to operate as a Marijuana Cultivator to be located at 7 River Rd, Whately MA, 01373 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

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.

Interested members of the community are encouraged to ask questions in advance and receive answers from DMC's representatives about the proposed facility and operations. A question and answer session will also take place after the presentation.

To join the zoom meeting simply type the link below into any web browser:

<https://bit.ly/DMCWhatelyZoom>

For those who have the Zoom app click the Join button on the home page and type in the meeting ID number:

Meeting ID: 825 3252 4869

Password: 609095

Meeting materials will be posted at <https://bit.ly/WhatelyCOM> no later than 24 hours in advance of the scheduled meeting.

Sincerely,

John Hanmer

COO – DMC

johnh@dmcmass.com

Attachment C

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Meeting ID: 825 3252 4869
Password: 609095

Meeting materials will be posted at <https://bit.ly/WhatelyCOM> no later than 24 hours in advance of the scheduled meeting.

Sincerely,
John Hanmer
COO – DMC
johnh@dmcmass.com



300 foot Abutters List Report

Whately, MA
December 15, 2020

Subject Property:

Parcel Number: 07-0-09
CAMA Number: 07-0-09
Property Address: 7 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
[REDACTED]

Abutters:

Parcel Number: 07-0-01
CAMA Number: 07-0-01
Property Address: OFF RIVER NR HATFIELD LINE

Mailing Address:

[REDACTED]
[REDACTED]
LARAMIE, WY 82070

Parcel Number: 07-0-02
CAMA Number: 07-0-02
Property Address: W/S RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-03
CAMA Number: 07-0-03
Property Address: 5 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
WHATELY, MA 01093

Parcel Number: 07-0-04
CAMA Number: 07-0-04
Property Address: E/S RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-05
CAMA Number: 07-0-05
Property Address: W/S RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-08
CAMA Number: 07-0-08
Property Address: E/S RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-10
CAMA Number: 07-0-10
Property Address: 13 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-11
CAMA Number: 07-0-11
Property Address: 15 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-13
CAMA Number: 07-0-13
Property Address: 17/21 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373

Parcel Number: 07-0-15
CAMA Number: 07-0-15
Property Address: 29 RIVER RD

Mailing Address:

[REDACTED]
[REDACTED]
S DEERFIELD, MA 01373



www.cai-tech.com

12/15/2020

Data shown on this report is provided for planning and informational purposes only. The municipality and CAI Technologies are not responsible for any use for other purposes or misuse or misrepresentation of this report.

Page 1 of 2



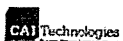
300 foot Abutters List Report

Whately, MA
December 15, 2020

Parcel Number: 07-0-15-1
CAMA Number: 07-0-15-1
Property Address: 41 RIVER RD

Mailing Address:

[REDACTED]
S DEERFIELD, MA 01373



www.cai-tech.com

12/15/2020

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Page 2 of 2

Abutters List Report - Whately, MA

TOWN OFFICES
4 SANDY LANE
SOUTH DEERFIELD, MA
01373



TELEPHONE: (413) 665-4400
FAX: (413) 665-9560
WEBSITE: www.whately.org

TOWN OF WHATELY MASSACHUSETTS

SELECTBOARD

May 18, 2020

John Hanmer
Chief Operating Officer
Debilitating Medical Conditions Treatment, Inc.
11-13 Hampden Street
Springfield, MA 01103

Dear Mr. Hanmer:

At its meeting on May 13, 2020, the Whately Selectboard voted to approve a request from Debilitating Medical Conditions Treatment Centers, Inc. (DMC) that DMC be allowed to hold a virtual community outreach meeting for its proposed marijuana cultivation establishment. The approval of the Selectboard is granted pursuant to the Massachusetts Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings – Paragraph 3 and applies only to the 7 River Road location in Whately, MA.

Sincerely,

Joyce Palmer-Fortune
Whately Selectboard Chairperson



WHATELY SELECTBOARD

Meeting Agenda
May 13, 2020
6:00 pm

Town Offices
4 Sandy Lane
Whately, MA

THIS WILL BE A REMOTE MEETING OF THE WHATELY SELECTBOARD
Please use the information below to access the meeting by computer or telephone:

Join Zoom Meeting by Computer:
<https://us02web.zoom.us/j/96614954581>
Meeting ID: 966 1495 4581

Join Zoom Meeting by Telephone:
1-888-788-0099 (US Toll-free)
1-877-853-5247 (US Toll-free)
Meeting ID: 966 1495 4581

1. Meeting Minutes: Review and vote to approve the meeting minutes from April 29, 2020.
2. Vendor & Payroll Warrants: Review past vendor and payroll warrants.
3. Public Comment: Listen to comments from the public related to items not listed on the agenda.
4. Public Hearings:
 - a. (6:00 p.m.) Petition from Eversource to install utility poles and three (3) regulators on Long Plain Road.
5. Scheduled Appointment:
 - a. (6:15 p.m.) John Hanmer & Jared Glanzberger (Debilitating Medical Conditions Treatment Centers, Inc.) to discuss a request for permission to hold a remote Community Outreach Meeting per recently adopted Cannabis Control Commission regulations; and to introduce plans for a proposed marijuana cultivation establishment at 7 River Road.
 - b. (6:45 p.m.) To meet with the Whately Energy Committee to discuss recommendations for the Town in regards to the current municipal aggregation effort that will set the default electric supplier for residents and likely provide additional options for residents seeking to purchase electricity generated with a higher percentage of renewable sources; and to vote to authorize an individual to contract on behalf of the Town of Whately in relation to the municipal aggregation effort.

6. COVID19 State of Emergency

- a. To discuss, review and consider modifications to the following:
 - i. *Directive Limiting Work in Town Buildings to Only Essential Activities by Essential Employees & Board Members & Requiring Employees to Work from Home or Remain on Call to Perform Essential Functions;*
 - ii. *Directive on Employee Pay Through May 18, 2020; and*
 - iii. *Emergency Order Restricting Public Access to Town Buildings* adopted by the Selectboard on March 24, 2020.
- b. To discuss any updates on the Annual Town Election or Annual Town Meeting.

7. Old Business:

- a. To discuss and vote to enter into an Agreement for Services with FRCOG to assist the Town with bids for the Chestnut Plain Road sidewalk reconstruction project.
- b. To discuss and vote to enter into a Contribution and Donation Agreement with Smith College for Poplar Hill Road.
- c. To review the list of double utility poles remaining in town as submitted by the Highway Superintendent.

8. New Business:

- a. To consider a proposal from Earthlight Solar & Energy Solutions (submitted by Frontier/Union#38 Facilities Director) for lighting and energy efficiency improvements at the Whately Elementary School.
- b. To consider a request to extend the time for employees to use “banked” vacation time and to increase the amount of allowed carryover vacation time from fiscal year 2020 to 2021 due to COVID19.

9. Town Administrator Updates:

Items likely to be discussed: MVP Grant Extension Requested; Annual Report; Culvert Grant Submitted; Williamsburg Road Bridge Replacement Project.

10. Items Not Anticipated:

11. Adjourn

Next Meetings: May 27, 2020
 June 10, 2020

Debilitating Medical Conditions Treatment Centers Inc.

Community Outreach Meeting Audio Link:

<https://drive.google.com/drive/folders/1Nh5PV3mF9M1pkJ1dL-xhO23lgFlwiFdf?usp=sharing>

Positive Impact Plan

Program Summary

Debilitating Medical Condition Treatment Centers, Inc. (“DMC”) will partner with Greenfield Community College (“GCC”) to provide job and skills training related to the cannabis industry to past or present residents of Greenfield, an area identified in CCC Guidance documents as one of 29 Areas of Disproportionate Impact (“ADI”).

DMC employs a model that provides 1) career education and experience through paid work and industry readiness programs 2) use of mentors to facilitate the ongoing positive development of disproportionately impacted individuals 3) relationships with local educators to facilitate industry preparedness. Performance measures will be based on the number of courses that integrate the cannabis industry and the number of individuals that complete programs associated with career readiness in the cannabis industry.

Plan Elements

1. **Goal:** Hire 25% of its staff who are past or present residents of Greenfield and/or other ADI
2. **Programs:** In an effort to meet the aforementioned goal, DMC shall implement the following programs and practices
 - Hold one jobs training Program with Greenfield Community College per academic year in which DMC and GCC jointly provide knowledge, information, and practical skills about the cannabis industry specifically for past and present residents of Greenfield and other ADI
 - Post monthly advertisements in the local newspaper, The Greenfield Gazette, stating that the establishment is specifically looking for past and present residents of Greenfield and other ADI for employment for three months following the GCC Program
3. **Measurements:** Each year, prior to license renewal, DMC will review the following criteria in an effort to measure the success of its Plan to Positively Affect Areas of Disproportionate Impact:
 - Identify the number of individuals participating in its Programs with GCC
 - Identify the number of events it has held with GCC through the Program
 - Identify the number of training hours provided to participants of the Program and
 - Identify the percent of its staff who are past or present residents of Greenfield and other ADI

DMCTC

DMC's partnership with Greenfield Community College will focus on GCC's farm and food systems curriculum, and GCC's plant and soil science curriculum. GCC summarizes its Farm and Food curriculum as follows:

Farm and food systems explores the broad field of sustainable farming and food systems. It provides students with an interdisciplinary understanding of the ecological, economic, political, and social systems as they relate to food and farming. Through additional applied courses and internships, students learn hands-on skills such as food cultivation, preservation, processing, techniques for propagation, and season-extension, and design of annual and perennial production systems. Students engage in community partnerships and participate in bioregional efforts to support food security, local economies, and planning for resiliency. Relevant courses in this area of study include:

AGR 117 Greenhouse Production and Management

AGR 293/294 Internship in Agriculture

AGR 295/296 Directed Study in Agriculture

BUS 114 Farm and Food Entrepreneurship

GCC's plant and soil science curriculum aims to provide a background in both subjects with a course specifically dedicated to soil science. DMC's cultivation operations are uniquely geared to augment GCC's curriculum by providing students direct experience at its cultivation site and collaborating with educators to include cannabis cultivation practices in their curriculum. In this way students will develop skills needed to enter the general agricultural field and the rapidly growing cannabis industry.

DMC will work with GCC educators to add cannabis cultivation components to their existing Farm and Food Systems program, and their Plant and Soil Science program. These components will likely be add-ons to existing classes, and highlight differences between cannabis cultivation and traditional food cultivation.

DMC affirmatively states that it: (1) has confirmed that the above mentioned organizations have (or will) accept donations from DMC; (2) acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; (3) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws; and (4) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of this license.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: October 08, 2020

To Whom It May Concern :

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

DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.

is a domestic corporation organized on **January 09, 2019** , 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: 20100203130

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

Processed by: ili

BYLAWS
OF
DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.

SECTION 1

Articles of Organization

The name of the corporation shall be as set forth in the articles of organization. These bylaws, the powers of the corporation and of its directors and shareholders, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to the articles of organization. All references in these bylaws to the articles of organization shall mean the articles of organization of the corporation, as from time to time in effect. All references in these bylaws to the Massachusetts Business Corporation Act shall mean Massachusetts General Laws Chapter 156D, as from time to time in effect.

SECTION 2

Shareholders

2.1 **Annual Meeting**

The annual meeting of the shareholders shall be held on the third Tuesday of March if it is not a legal holiday, and if it is a legal holiday, then on the next succeeding day not a legal holiday, at the hour stated in the written notice of such meeting, or on such other date as may be determined by the board of directors. Except as otherwise may be provided in the articles of organization, purposes for which an annual meeting is to be held, in addition to the election of directors, may be specified by the board of directors or by the President and stated in the notice of the meeting.

2.2 **Special Meetings**

Special meetings of the shareholders may be called by the President or the board of directors. A special meeting of the shareholders shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, if the holders of at least 10 percent of the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date and deliver to the Secretary one or more demands for the meeting describing the purpose for which it is to be held. Such call shall state the date, time, place and purposes of the meeting.

2.3 **Place of Meetings; Remote Participation**

All meetings of the shareholders shall be at the principal office of the corporation or at such other place as the board of directors, the President or the person or persons calling

the meeting may determine. If authorized by the directors, any meeting of shareholders need not be held at any place but instead may be held solely by remote communication. Shareholders and proxyholders not physically present at a meeting of shareholders may participate in a meeting of shareholders, be deemed present in person and vote at a meeting of shareholders, by means of remote communication, subject to such guidelines and procedures as the board of directors may adopt. Such guidelines and procedures shall include reasonable measures (a) to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder, and (b) to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. If any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, the corporation shall maintain a record of such vote or other action.

2.4 Notice of Shareholder Meetings

A written notice of each meeting of shareholders, stating the place, day and hour of such meeting and the purposes for which the meeting is called, shall be given by the Secretary, Assistant Secretary, President or such person designated by the board of directors, at least seven and no more than 60 days before the meeting, to each shareholder entitled to such notice. A shareholder may waive any notice required by the Massachusetts Business Corporation Act, the articles of organization or the bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the shareholder entitled to the notice and delivered to the corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A shareholder's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.5 Action at Meeting

Unless otherwise provided by the Massachusetts Business Corporation Act, the articles of organization or these bylaws, at any meeting of the shareholders, a majority of the votes entitled to be cast upon a matter by a voting group at the meeting shall constitute a quorum of that voting group for action on that matter, but a lesser interest may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless: (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting. Unless otherwise required by Massachusetts Business Corporation Act, the articles of

organization or these bylaws, if a quorum of a voting group exists, (x) favorable action on a matter, other than the election of directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, and (y) directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at the meeting.

2.6 Voting and Proxies

Unless otherwise provided in the articles of organization, each share shall have one vote on any matter to be considered at the meeting. Shareholders may vote either in person or by proxy, which shall be filed with the Secretary or Temporary Secretary at the meeting, or any adjournment of the meeting, before being voted. Unless otherwise provided in the appointment form, a proxy is valid for 11 months from the date the shareholder signed the form, or if it is undated, from the date of its receipt by the officer or agent of the corporation. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting.

2.7 Action By Consent; Electronic Transmission

- a. Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken either by all shareholders entitled to vote on the action, or to the extent permitted by the articles of organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the dates of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the corporation. Such consents shall be treated as a vote of shareholders for all purposes. If the shareholders take action by written consent, the corporation shall give such notice of the action to shareholders who have not signed such consent as is required by the Massachusetts Business Corporation Act.
- b. Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that sets forth or is delivered with information from which the corporation can determine (1) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (2) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered the date on which it was signed. The electronic transmission shall be considered received by the corporation if it has been sent to any address specified by the corporation for that purpose or, if no address has been specified, to the principal office of the corporation, addressed to the

Secretary or other officer or agent having custody of the records of proceedings of shareholders.

SECTION 3

Directors

3.1 Number and Election

The corporation shall have a board of directors consisting of one or more individuals. The board of directors shall be elected by such shareholders as have the right to vote at the annual meeting of the shareholders or at a special meeting held in place thereof. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election. Subject to any minimum number of directors required by the Massachusetts Business Corporation Act, the number of directors shall be fixed by vote at the meeting at which they are elected, but the shareholders, at any special meeting held for the purpose, or a majority of the directors then in office, may increase the number of directors as thus fixed and elect new directors to complete the number so fixed, and the shareholders, at any such special meeting, may decrease the number of directors as thus fixed and remove directors to reduce the number of directors to the number so fixed. Subject to the articles of organization and these bylaws, each director shall hold office until the next annual meeting and until his or her successor is elected and qualified.

3.2 Resignation, Removal and Vacancy

A director may resign at any time by delivering written notice of resignation to the board of directors, its chairman or the corporation. Except as otherwise provided by the Massachusetts Business Corporation Act, the articles of organization or these bylaws: (a) the shareholders may remove one or more directors with or without cause, (b) the directors may remove a director for cause by vote of a majority of the directors then in office, and (c) the shareholders or board of directors may fill any vacancy, or if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

3.3 Powers of Directors

Subject to law and the articles of organization, all corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its board of directors.

3.4 Regular Meetings

Regular meetings of the board of directors may be held without call or formal notice at such places and at such times as the board may by vote from time to time determine. A regular meeting of the board of directors may be held without call or formal notice

immediately after and at the same place as the annual meeting of the shareholders, or the special meeting of the shareholders held in place of such annual meeting.

3.5 Special Meetings

Special meetings of the board of directors may be held at any time and at any place when called by the President, Treasurer or two or more directors, or the sole director if there is only one director. Notice of such meeting shall be given to each director by the Secretary or, if there is no Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by the officer or directors calling the meeting. Such notice (a) must be given at least two days prior to the date of the special meeting, and (b) need not describe the purpose of the meeting unless otherwise required by the articles of organization or these bylaws.

3.6 Waiver of Notice

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

3.7 Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board of directors, unless the vote of a greater number of directors is required by the articles of organization or these bylaws.

3.8 Action By Consent

Any action by the board of directors may be taken without a meeting by unanimous consent by the directors and filed with the records of the directors' meetings. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each director, or delivered to the corporation by electronic transmission, to the address specified by the corporation for the purpose or, if no address has been specified, to the principal office of the corporation, addressed to the Secretary or other officer having custody of the records of proceedings of directors. Such consent shall be treated as a vote of the board of directors for all purposes.

3.9 Remote Participation

Members of the board of directors or any committee designated by the board of directors may participate in a meeting of the board or such committee, or conduct any such meeting, through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

3.10 Committees

Except as otherwise provided in the articles of organization, the board of directors may, by vote of a majority of the directors, appoint from its own number a committee or committees, consisting of one or more members who shall serve at the pleasure of the board of directors, and which may exercise such authority of the board of directors as is delegated by the board, except for those powers which, pursuant to the Massachusetts Business Corporation Act, may not be delegated to any such committee. Subject to the Massachusetts Business Corporation Act, the provisions of such Act and these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members.

SECTION 4

Officers

4.1 Identity, Election and Appointment of Officers

The officers of the corporation shall consist of a President, Treasurer and Secretary, who shall be elected by the board of directors, and such other officers as the board of directors may appoint.

4.2 Duties and Powers; Qualification and Tenure

Subject to these bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his or her office and such duties and powers as the board of directors may from time to time designate. Any officer may, but need not, be a shareholder or director. Any two or more offices may be held by the same person. Any officer may be required by the board of directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the board of directors may determine. Except as otherwise provided by law, the articles of organization, these bylaws or the directors' resolution electing or appointing such officer, the President, Treasurer and Secretary shall hold office until the first meeting of the board of directors following the annual meeting of shareholders and thereafter until his or her successor is elected and qualified, and all other officers shall hold office until the respective successor of each is elected and qualified.

4.3 President

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the board of directors, have general supervision and control of its business. Unless otherwise provided by the board of directors, the President shall preside, if present, at all meetings of shareholders and of the board of directors.

4.4 Treasurer

The Treasurer, subject to the direction and under the supervision of the board of directors, shall have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, except his or her own bond. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation.

4.5 Secretary

The Secretary shall keep a record of the meetings of shareholders, the board of directors and any executive and other committees. In the absence of the Secretary from any such meetings, an Assistant Secretary, if one has been elected, otherwise a Temporary Secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

4.6 Removal and Vacancies

The board of directors may remove any officer at any time with or without cause, and may fill any vacancy in any office.

SECTION 5

Capital Shares

5.1 Share Certificates

Each shareholder shall be entitled to a share certificate in such form as is prescribed by law and approved from time to time by the board of directors. The certificates shall be signed by the President or any Vice-President and by the Treasurer or any Assistant Treasurer. Such signatures may be facsimiles. If any officer who has signed or whose facsimile signature has been placed on such certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

5.2 Transfer of Shares

Subject to restrictions, if any, imposed by the articles of organization, title to a share certificate and to the shares represented thereby shall be transferred only by delivery of

the certificate properly endorsed, or by delivery of the certificate accompanied by a written assignment of shares represented by such certificate, or a written power of attorney to sell, assign or transfer the certificate or the shares represented thereby, properly executed. The person registered in the records of the corporation as the owner of shares shall have the exclusive right to receive dividends thereon and to vote thereon as such owner, shall be held liable for such calls and assessments, if any, as may lawfully be made thereon and, except only as may be required by law, may in all respects, be treated by the corporation as the exclusive owner thereof unless and to the extent that the corporation has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the corporation as the shareholder.

5.3 Transfer Records

Unless a transfer agent is appointed, the Secretary shall keep or cause to be kept, at the principal office of the corporation or at the office of the Secretary, the share and transfer records of the corporation, in which are contained the names of all shareholders and the record address and the amount of shares held by each. The transfer records of the shares of the corporation may be closed for such period from time to time in anticipation of shareholders' meetings or the declaration or payment of dividends as the board of directors may determine.

5.4 Lost or Destroyed Certificates

In case of the alleged loss, destruction or mutilation of a share certificate, a new share certificate may be issued in place of the lost, destroyed or mutilated certificate upon such terms as the board of directors may determine.

SECTION 6

Fiscal Year

Except as from time to time otherwise determined by the board of directors, the fiscal year of the corporation shall end on December 31.

SECTION 7

Indemnification

The corporation shall indemnify and hold harmless each present or former director or officer of the corporation to the fullest extent permitted by law, subject to such determination as the law may require that indemnification is permissible, for any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal ("Proceeding"), against such director or officer in his or her capacity as such or in his or

her capacity as a director, officer, partner, trustee, manager, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, limited liability company, employee benefit plan or other entity, if the corporation requested him or her to so serve. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. The corporation may, before final disposition of any Proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a Proceeding to the extent permitted by law. Nothing in this Section shall affect any rights to indemnification to which any person may be entitled by contract or otherwise under law. No amendment or repeal of any provision of this Section shall adversely affect the right of a person to indemnification under this Section with respect to his or her acts or omissions that occurred at any time prior to such amendment or repeal.

SECTION 8

Other Provisions

8.1 Notices

Notices to or from any shareholder, director, officer or the corporation may be given in any manner permitted under the Massachusetts Business Corporation Act.

8.2 Voting of Securities

Except as the board of directors may otherwise designate, the President may waive notice of, or vote for this corporation or appoint any person or persons to act as proxy or attorney in fact for this corporation with or without power of substitution at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by this corporation.

SECTION 9

Transfer of Common Shares

9.1 Voluntary Transfers

No shareholder and no transferee of such shareholder's shares may sell, assign, transfer, exchange, encumber or otherwise dispose of any shares or any interest therein now held or hereafter acquired by such shareholder or transferee without first giving written notice thereof to the corporation identifying the proposed transaction, and offering such shares to the corporation for the purchase by it as hereinafter provided. Within 30 days after receipt of the notice, the corporation may elect to purchase any or all of the shares so offered upon the price per share and terms of any bona fide offer by any proposed

transferee, or, at the corporation's election, the price and terms specified in Sections 9.6 and 9.7 of this Section. If the corporation does not elect so to do, such shares may be transferred within 60 days after the expiration of such 30-day period to the proposed transferee upon the price and terms specified in the notice, provided that such transferee shall be subject to the provisions of this Section.

9.2 Approval of Transfer

Unless any transferee has been approved in writing to be a voting shareholder by the Class A common shareholders, other than the shareholder whose shares are to be transferred, any Class A common shares so transferred shall be converted into the same number of shares of Class B nonvoting common shares.

9.3 Death of a Shareholder

In the event of the death of a shareholder, such shareholder's personal representative shall, within 90 days after the date of the death, give written notice to the corporation offering to it for purchase as hereinafter provided all of the shares owned by such shareholder. Within 30 days after receipt of the notice, the corporation may elect to purchase all of the shares so offered and if it does not do so, such shares may be retained by the estate of such shareholder, or by transferees of such estate, subject to all other provisions of this Section including Section 9.2 (Approval of Transfer).

9.4 Transfers by Operation of Law; Disapproval by Licensing Agency

In the event that a shareholder (a) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, (b) is subject involuntarily to such a petition or assignment or to any attachment or other legal or equitable proceeding with respect to such shareholder's shares and such involuntary petition, assignment, attachment, or other proceeding is not discharged within 30 days after its date, (c) is subject to a transfer of such shareholder's shares by any other operation of law, including, but not limited to, shares transferred pursuant to a decree of divorce or marital separation agreement, or (d) is disapproved by any governmental agency, whose approval of such shareholder is required in connection with any license or permit needed by the corporation, the corporation shall have the right to purchase all of the shares which are owned by such shareholder. Failure of the corporation to elect to purchase such shares under this paragraph shall not affect its right to purchase the same shares under this Section in the event of a proposed sale, assignment, transfer, pledge, or other disposition by or to any receiver, petitioner, assignee, transferee or other person obtaining an interest in such shares.

9.5 Transfers in Violation of this Section

If any transfer of shares is made or attempted contrary to the provisions of this Section, including the transfer of shares that are not offered to the corporation as required by this Section, the corporation shall have the right to purchase such shares from the owner

thereof or any transferee at any time before or after the transfer, as hereinafter provided. In addition to any other legal or equitable remedies which it may have, the corporation may enforce its rights by actions for specific performance (to the extent permitted by law) and may refuse to recognize any transferee as one of its shareholders for any purpose, including, without limitation, for purposes of dividend and voting rights, until all applicable provisions of this Section have been complied with.

9.6 Purchase Price

Except as otherwise provided in Section 9.1, the purchase price of any share transferred or to be transferred under this Section shall be the fair market value per share of the issued and outstanding shares of the corporation. Notwithstanding the foregoing sentence, the shareholder whose shares are being purchased may require, by delivering a written request therefore to the corporation within 30 days after the date of the corporation's election to purchase, that the corporation appoint an appraiser, the shareholder whose shares are being purchased (or such shareholder's legally appointed representative) appoint a second appraiser, and the two appraisers so appointed appoint a third appraiser. The appraisers shall proceed by majority vote to determine the value of the share as of a convenient date selected by them, and such determination shall be final and binding upon all interested persons. The appraisers shall promptly notify in writing the corporation, the shareholder whose shares are being purchased, or such shareholder's representative, and any other interested persons known to the appraisers, of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the corporation and one-half by the shareholder or such shareholder's representative.

9.7 Payment of the Purchase Price

Payment of any portion of the purchase price may be deferred at the option of either the transferor or the transferee. The deferred portion of the price shall be evidenced by the promissory note of the purchasing party made payable to the order of the selling party. Such note shall bear simple interest at a rate equal to the Prime Interest Rate published in the Wall Street Journal, and shall be payable to the selling party in equal quarterly installments of principal and interest over a term of five (5) years commencing three (3) months from the date of delivery of such note.

9.8 Waiver

The Class A common shareholders of the corporation may in any instance unanimously waive the provisions of this Section 9.

SECTION 10

Amendments

These bylaws may be amended or repealed by the shareholders. If authorized by the articles of organization, the board of directors may also make, amend or repeal the bylaws in whole or in part, except with respect to this Section and any provision of these bylaws which, by an express provision in the Massachusetts Business Corporation Act, the articles of organization or these bylaws, requires action by the shareholders. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the board of directors of any bylaw, notice stating the substance of the action taken by the board of directors shall be given to all shareholders entitled to vote on amending the bylaws. Any action taken by the board of directors with respect to the bylaws may be amended or repealed by the shareholders.

2990414v2

DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.

Consent of Directors

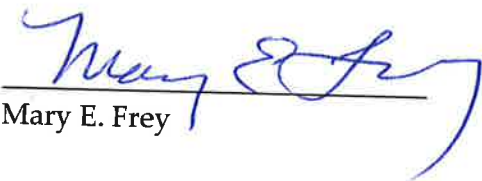
The undersigned, being all the Directors of Debilitating Medical Condition Treatment Centers, Inc., a Massachusetts non-profit corporation (the "Corporation"), pursuant to Massachusetts General Laws Chapter 180, hereby consent to the following vote:

VOTED: To approve and adopt a Plan of Conversion in the form attached to this Consent, and that the President and each other officer, acting singly, is hereby authorized to execute such documents, and to take any other actions, as any such officer deems necessary or appropriate to effectuate such Plan.

Date: 11/13/18, 2018


Heriberto Flores


Tonia Butler Perez


Mary E. Frey

PLAN OF CONVERSION

DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.

1. Pursuant to Chapter 55, Section 72 of the Acts of 2017 and therefor M.G.L. Chapter 156D, Section 9.30, Debilitating Medical Condition Treatment Centers, Inc., a Massachusetts nonprofit corporation ("DMC") shall become a Massachusetts business corporation, effective upon the filing of Articles of Entity Conversion of a Domestic Non-Profit with a Pending, Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Profit Corporation (the "Articles of Conversion") with the Secretary of the Commonwealth, Corporations Division (the "Effective Time").
2. At the Effective Time: (a) the Articles of Organization of DMC shall be amended and restated in their entirety as set forth in the Articles of Conversion to be filed with the Secretary of the Commonwealth, which shall be substantially in the form attached hereto as Attachment A, (b) the bylaws of DMC shall be amended and restated in their entirety to be the bylaws attached hereto as Attachment B, and (c) the directors and officers of DMC at the Effective Time shall remain as the directors and officers of DMC.
3. After the Effective Time, the board of directors of DMC shall have the authority, consistent with M.G.L. Chapter 156D, to issue shares of DMC.
4. This plan of conversion may be amended before the filing of Articles of Conversion, except as provided in M.G.L. Chapter 156D, Section 9.30 (d).

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 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 MUST BE TYPED

- (1) Exact name of the non-profit: Debilitating Medical Condition Treatment Centers, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Debilitating Medical Condition Treatment Centers, 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:

Debilitating Medical Condition Treatment Centers, Inc.

ARTICLE II

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

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Class A common	137,500			
Class B common	137,500			

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.

The Class A common shares and Class B common shares shall be identical in every respect except that Class B common shares shall have no voting rights except as required by 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:

None

ARTICLE VI

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

See Attached Other Lawful Provisions

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
11-13 Hampden Street, Springfield, MA 01103
- b. The name of its initial registered agent at its registered office:
Heriberto Flores
- 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: Heriberto Flores

Treasurer: Mary E. Frey

Secretary: Tonia Butler Perez

Director(s): Heriberto Flores
Mary E. Frey
Tonia Butler Perez

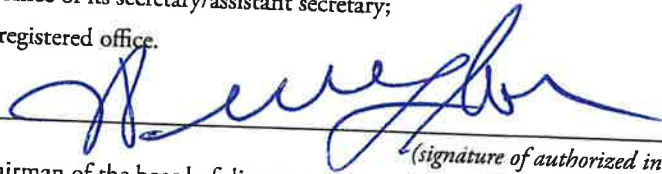
- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
The promotion and support of activities for the effective treatment of debilitating medical conditions
- f. The street address of the principal office of the corporation:
11-13 Hampden Street, Springfield, MA 01103
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

11-13 Hampden Street, Springfield, MA 01103

(number, street, city or town, state, zip code), which is

- ☒ 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

17th

day of

November, 2018

COMMONWEALTH OF MASSACHUSETTS

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

**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 \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

David A. Parke, Esq.

Bulkley, Richardson and Gelinas, LLP

1500 Main Street, Suite 2700, Springfield, MA 01115

Telephone: 413-272-6257

Email: daparke@bulkley.com

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.

BYLAWS
OF
DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.

SECTION 1

Articles of Organization

The name of the corporation shall be as set forth in the articles of organization. These bylaws, the powers of the corporation and of its directors and shareholders, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to the articles of organization. All references in these bylaws to the articles of organization shall mean the articles of organization of the corporation, as from time to time in effect. All references in these bylaws to the Massachusetts Business Corporation Act shall mean Massachusetts General Laws Chapter 156D, as from time to time in effect.

SECTION 2

Shareholders

2.1 **Annual Meeting**

The annual meeting of the shareholders shall be held on the third Tuesday of March if it is not a legal holiday, and if it is a legal holiday, then on the next succeeding day not a legal holiday, at the hour stated in the written notice of such meeting, or on such other date as may be determined by the board of directors. Except as otherwise may be provided in the articles of organization, purposes for which an annual meeting is to be held, in addition to the election of directors, may be specified by the board of directors or by the President and stated in the notice of the meeting.

2.2 **Special Meetings**

Special meetings of the shareholders may be called by the President or the board of directors. A special meeting of the shareholders shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, if the holders of at least 10 percent of the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date and deliver to the Secretary one or more demands for the meeting describing the purpose for which it is to be held. Such call shall state the date, time, place and purposes of the meeting.

2.3 **Place of Meetings; Remote Participation**

All meetings of the shareholders shall be at the principal office of the corporation or at such other place as the board of directors, the President or the person or persons calling

the meeting may determine. If authorized by the directors, any meeting of shareholders need not be held at any place but instead may be held solely by remote communication. Shareholders and proxyholders not physically present at a meeting of shareholders may participate in a meeting of shareholders, be deemed present in person and vote at a meeting of shareholders, by means of remote communication, subject to such guidelines and procedures as the board of directors may adopt. Such guidelines and procedures shall include reasonable measures (a) to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder, and (b) to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. If any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, the corporation shall maintain a record of such vote or other action.

2.4 Notice of Shareholder Meetings

A written notice of each meeting of shareholders, stating the place, day and hour of such meeting and the purposes for which the meeting is called, shall be given by the Secretary, Assistant Secretary, President or such person designated by the board of directors, at least seven and no more than 60 days before the meeting, to each shareholder entitled to such notice. A shareholder may waive any notice required by the Massachusetts Business Corporation Act, the articles of organization or the bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the shareholder entitled to the notice and delivered to the corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A shareholder's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.5 Action at Meeting

Unless otherwise provided by the Massachusetts Business Corporation Act, the articles of organization or these bylaws, at any meeting of the shareholders, a majority of the votes entitled to be cast upon a matter by a voting group at the meeting shall constitute a quorum of that voting group for action on that matter, but a lesser interest may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless: (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting. Unless otherwise required by Massachusetts Business Corporation Act, the articles of

organization or these bylaws, if a quorum of a voting group exists, (x) favorable action on a matter, other than the election of directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, and (y) directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at the meeting.

2.6 Voting and Proxies

Unless otherwise provided in the articles of organization, each share shall have one vote on any matter to be considered at the meeting. Shareholders may vote either in person or by proxy, which shall be filed with the Secretary or Temporary Secretary at the meeting, or any adjournment of the meeting, before being voted. Unless otherwise provided in the appointment form, a proxy is valid for 11 months from the date the shareholder signed the form, or if it is undated, from the date of its receipt by the officer or agent of the corporation. Such proxy shall entitle the holder thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting.

2.7 Action By Consent; Electronic Transmission

- a. Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken either by all shareholders entitled to vote on the action, or to the extent permitted by the articles of organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the dates of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the corporation. Such consents shall be treated as a vote of shareholders for all purposes. If the shareholders take action by written consent, the corporation shall give such notice of the action to shareholders who have not signed such consent as is required by the Massachusetts Business Corporation Act.
- b. Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that sets forth or is delivered with information from which the corporation can determine (1) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (2) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered the date on which it was signed. The electronic transmission shall be considered received by the corporation if it has been sent to any address specified by the corporation for that purpose or, if no address has been specified, to the principal office of the corporation, addressed to the

Secretary or other officer or agent having custody of the records of proceedings of shareholders.

SECTION 3

Directors

3.1 Number and Election

The corporation shall have a board of directors consisting of one or more individuals. The board of directors shall be elected by such shareholders as have the right to vote at the annual meeting of the shareholders or at a special meeting held in place thereof. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election. Subject to any minimum number of directors required by the Massachusetts Business Corporation Act, the number of directors shall be fixed by vote at the meeting at which they are elected, but the shareholders, at any special meeting held for the purpose, or a majority of the directors then in office, may increase the number of directors as thus fixed and elect new directors to complete the number so fixed, and the shareholders, at any such special meeting, may decrease the number of directors as thus fixed and remove directors to reduce the number of directors to the number so fixed. Subject to the articles of organization and these bylaws, each director shall hold office until the next annual meeting and until his or her successor is elected and qualified.

3.2 Resignation, Removal and Vacancy

A director may resign at any time by delivering written notice of resignation to the board of directors, its chairman or the corporation. Except as otherwise provided by the Massachusetts Business Corporation Act, the articles of organization or these bylaws: (a) the shareholders may remove one or more directors with or without cause, (b) the directors may remove a director for cause by vote of a majority of the directors then in office, and (c) the shareholders or board of directors may fill any vacancy, or if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

3.3 Powers of Directors

Subject to law and the articles of organization, all corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its board of directors.

3.4 Regular Meetings

Regular meetings of the board of directors may be held without call or formal notice at such places and at such times as the board may by vote from time to time determine. A regular meeting of the board of directors may be held without call or formal notice

immediately after and at the same place as the annual meeting of the shareholders, or the special meeting of the shareholders held in place of such annual meeting.

3.5 Special Meetings

Special meetings of the board of directors may be held at any time and at any place when called by the President, Treasurer or two or more directors, or the sole director if there is only one director. Notice of such meeting shall be given to each director by the Secretary or, if there is no Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by the officer or directors calling the meeting. Such notice (a) must be given at least two days prior to the date of the special meeting, and (b) need not describe the purpose of the meeting unless otherwise required by the articles of organization or these bylaws.

3.6 Waiver of Notice

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

3.7 Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board of directors, unless the vote of a greater number of directors is required by the articles of organization or these bylaws.

3.8 Action By Consent

Any action by the board of directors may be taken without a meeting by unanimous consent by the directors and filed with the records of the directors' meetings. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each director, or delivered to the corporation by electronic transmission, to the address specified by the corporation for the purpose or, if no address has been specified, to the principal office of the corporation, addressed to the Secretary or other officer having custody of the records of proceedings of directors. Such consent shall be treated as a vote of the board of directors for all purposes.

3.9 Remote Participation

Members of the board of directors or any committee designated by the board of directors may participate in a meeting of the board or such committee, or conduct any such meeting, through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

3.10 Committees

Except as otherwise provided in the articles of organization, the board of directors may, by vote of a majority of the directors, appoint from its own number a committee or committees, consisting of one or more members who shall serve at the pleasure of the board of directors, and which may exercise such authority of the board of directors as is delegated by the board, except for those powers which, pursuant to the Massachusetts Business Corporation Act, may not be delegated to any such committee. Subject to the Massachusetts Business Corporation Act, the provisions of such Act and these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members.

SECTION 4

Officers

4.1 Identity, Election and Appointment of Officers

The officers of the corporation shall consist of a President, Treasurer and Secretary, who shall be elected by the board of directors, and such other officers as the board of directors may appoint.

4.2 Duties and Powers; Qualification and Tenure

Subject to these bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his or her office and such duties and powers as the board of directors may from time to time designate. Any officer may, but need not, be a shareholder or director. Any two or more offices may be held by the same person. Any officer may be required by the board of directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the board of directors may determine. Except as otherwise provided by law, the articles of organization, these bylaws or the directors' resolution electing or appointing such officer, the President, Treasurer and Secretary shall hold office until the first meeting of the board of directors following the annual meeting of shareholders and thereafter until his or her successor is elected and qualified, and all other officers shall hold office until the respective successor of each is elected and qualified.

4.3 President

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the board of directors, have general supervision and control of its business. Unless otherwise provided by the board of directors, the President shall preside, if present, at all meetings of shareholders and of the board of directors.

4.4 Treasurer

The Treasurer, subject to the direction and under the supervision of the board of directors, shall have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, except his or her own bond. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation.

4.5 Secretary

The Secretary shall keep a record of the meetings of shareholders, the board of directors and any executive and other committees. In the absence of the Secretary from any such meetings, an Assistant Secretary, if one has been elected, otherwise a Temporary Secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

4.6 Removal and Vacancies

The board of directors may remove any officer at any time with or without cause, and may fill any vacancy in any office.

SECTION 5

Capital Shares

5.1 Share Certificates

Each shareholder shall be entitled to a share certificate in such form as is prescribed by law and approved from time to time by the board of directors. The certificates shall be signed by the President or any Vice-President and by the Treasurer or any Assistant Treasurer. Such signatures may be facsimiles. If any officer who has signed or whose facsimile signature has been placed on such certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

5.2 Transfer of Shares

Subject to restrictions, if any, imposed by the articles of organization, title to a share certificate and to the shares represented thereby shall be transferred only by delivery of

the certificate properly endorsed, or by delivery of the certificate accompanied by a written assignment of shares represented by such certificate, or a written power of attorney to sell, assign or transfer the certificate or the shares represented thereby, properly executed. The person registered in the records of the corporation as the owner of shares shall have the exclusive right to receive dividends thereon and to vote thereon as such owner, shall be held liable for such calls and assessments, if any, as may lawfully be made thereon and, except only as may be required by law, may in all respects, be treated by the corporation as the exclusive owner thereof unless and to the extent that the corporation has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the corporation as the shareholder.

5.3 Transfer Records

Unless a transfer agent is appointed, the Secretary shall keep or cause to be kept, at the principal office of the corporation or at the office of the Secretary, the share and transfer records of the corporation, in which are contained the names of all shareholders and the record address and the amount of shares held by each. The transfer records of the shares of the corporation may be closed for such period from time to time in anticipation of shareholders' meetings or the declaration or payment of dividends as the board of directors may determine.

5.4 Lost or Destroyed Certificates

In case of the alleged loss, destruction or mutilation of a share certificate, a new share certificate may be issued in place of the lost, destroyed or mutilated certificate upon such terms as the board of directors may determine.

SECTION 6

Fiscal Year

Except as from time to time otherwise determined by the board of directors, the fiscal year of the corporation shall end on December 31.

SECTION 7

Indemnification

The corporation shall indemnify and hold harmless each present or former director or officer of the corporation to the fullest extent permitted by law, subject to such determination as the law may require that indemnification is permissible, for any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, and whether formal or informal ("Proceeding"), against such director or officer in his or her capacity as such or in his or

her capacity as a director, officer, partner, trustee, manager, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, limited liability company, employee benefit plan or other entity, if the corporation requested him or her to so serve. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. The corporation may, before final disposition of any Proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a Proceeding to the extent permitted by law. Nothing in this Section shall affect any rights to indemnification to which any person may be entitled by contract or otherwise under law. No amendment or repeal of any provision of this Section shall adversely affect the right of a person to indemnification under this Section with respect to his or her acts or omissions that occurred at any time prior to such amendment or repeal.

SECTION 8

Other Provisions

8.1 Notices

Notices to or from any shareholder, director, officer or the corporation may be given in any manner permitted under the Massachusetts Business Corporation Act.

8.2 Voting of Securities

Except as the board of directors may otherwise designate, the President may waive notice of, or vote for this corporation or appoint any person or persons to act as proxy or attorney in fact for this corporation with or without power of substitution at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by this corporation.

SECTION 9

Transfer of Common Shares

9.1 Voluntary Transfers

No shareholder and no transferee of such shareholder's shares may sell, assign, transfer, exchange, encumber or otherwise dispose of any shares or any interest therein now held or hereafter acquired by such shareholder or transferee without first giving written notice thereof to the corporation identifying the proposed transaction, and offering such shares to the corporation for the purchase by it as hereinafter provided. Within 30 days after receipt of the notice, the corporation may elect to purchase any or all of the shares so offered upon the price per share and terms of any bona fide offer by any proposed

transferee, or, at the corporation's election, the price and terms specified in Sections 9.6 and 9.7 of this Section. If the corporation does not elect so to do, such shares may be transferred within 60 days after the expiration of such 30-day period to the proposed transferee upon the price and terms specified in the notice, provided that such transferee shall be subject to the provisions of this Section.

9.2 Approval of Transfer

Unless any transferee has been approved in writing to be a voting shareholder by the Class A common shareholders, other than the shareholder whose shares are to be transferred, any Class A common shares so transferred shall be converted into the same number of shares of Class B nonvoting common shares.

9.3 Death of a Shareholder

In the event of the death of a shareholder, such shareholder's personal representative shall, within 90 days after the date of the death, give written notice to the corporation offering to it for purchase as hereinafter provided all of the shares owned by such shareholder. Within 30 days after receipt of the notice, the corporation may elect to purchase all of the shares so offered and if it does not do so, such shares may be retained by the estate of such shareholder, or by transferees of such estate, subject to all other provisions of this Section including Section 9.2 (Approval of Transfer).

9.4 Transfers by Operation of Law; Disapproval by Licensing Agency

In the event that a shareholder (a) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, (b) is subject involuntarily to such a petition or assignment or to any attachment or other legal or equitable proceeding with respect to such shareholder's shares and such involuntary petition, assignment, attachment, or other proceeding is not discharged within 30 days after its date, (c) is subject to a transfer of such shareholder's shares by any other operation of law, including, but not limited to, shares transferred pursuant to a decree of divorce or marital separation agreement, or (d) is disapproved by any governmental agency, whose approval of such shareholder is required in connection with any license or permit needed by the corporation, the corporation shall have the right to purchase all of the shares which are owned by such shareholder. Failure of the corporation to elect to purchase such shares under this paragraph shall not affect its right to purchase the same shares under this Section in the event of a proposed sale, assignment, transfer, pledge, or other disposition by or to any receiver, petitioner, assignee, transferee or other person obtaining an interest in such shares.

9.5 Transfers in Violation of this Section

If any transfer of shares is made or attempted contrary to the provisions of this Section, including the transfer of shares that are not offered to the corporation as required by this Section, the corporation shall have the right to purchase such shares from the owner

thereof or any transferee at any time before or after the transfer, as hereinafter provided. In addition to any other legal or equitable remedies which it may have, the corporation may enforce its rights by actions for specific performance (to the extent permitted by law) and may refuse to recognize any transferee as one of its shareholders for any purpose, including, without limitation, for purposes of dividend and voting rights, until all applicable provisions of this Section have been complied with.

9.6 Purchase Price

Except as otherwise provided in Section 9.1, the purchase price of any share transferred or to be transferred under this Section shall be the fair market value per share of the issued and outstanding shares of the corporation. Notwithstanding the foregoing sentence, the shareholder whose shares are being purchased may require, by delivering a written request therefore to the corporation within 30 days after the date of the corporation's election to purchase, that the corporation appoint an appraiser, the shareholder whose shares are being purchased (or such shareholder's legally appointed representative) appoint a second appraiser, and the two appraisers so appointed appoint a third appraiser. The appraisers shall proceed by majority vote to determine the value of the share as of a convenient date selected by them, and such determination shall be final and binding upon all interested persons. The appraisers shall promptly notify in writing the corporation, the shareholder whose shares are being purchased, or such shareholder's representative, and any other interested persons known to the appraisers, of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the corporation and one-half by the shareholder or such shareholder's representative.

9.7 Payment of the Purchase Price

Payment of any portion of the purchase price may be deferred at the option of either the transferor or the transferee. The deferred portion of the price shall be evidenced by the promissory note of the purchasing party made payable to the order of the selling party. Such note shall bear simple interest at a rate equal to the Prime Interest Rate published in the Wall Street Journal, and shall be payable to the selling party in equal quarterly installments of principal and interest over a term of five (5) years commencing three (3) months from the date of delivery of such note.

9.8 Waiver

The Class A common shareholders of the corporation may in any instance unanimously waive the provisions of this Section 9.

SECTION 10

Amendments

These bylaws may be amended or repealed by the shareholders. If authorized by the articles of organization, the board of directors may also make, amend or repeal the bylaws in whole or in part, except with respect to this Section and any provision of these bylaws which, by an express provision in the Massachusetts Business Corporation Act, the articles of organization or these bylaws, requires action by the shareholders. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the board of directors of any bylaw, notice stating the substance of the action taken by the board of directors shall be given to all shareholders entitled to vote on amending the bylaws. Any action taken by the board of directors with respect to the bylaws may be amended or repealed by the shareholders.

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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
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

Debilitating Medical Condition Treatment Centers, Inc.
is a registrant with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of November 20, 2018.


Elizabeth Chen, PhD, MBA, MPH
Assistant Commissioner
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Debilitating Medical Condition Treatment Centers, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Debilitating Medical Condition Treatment Centers, 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:

Debilitating Medical Condition Treatment Centers, 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 (1) promote and support activities for the treatment of debilitating medical conditions including cancer, glaucoma, AIDS, hepatitis, Parkinson's disease, multiple sclerosis and other conditions that impair the health and well being of individuals, (2) engage in the cultivation, processing, or sale of marijuana and related products for medicinal purposes through the operation of a registered marijuana dispensary and related activities, and (3) engage in any other lawful business under the laws of the Commonwealth of Massachusetts.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Class A common	137,500			
Class B common	137,500			

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.

The Class A common shares and Class B common shares shall be identical in every respect except that Class B common shares shall have no voting rights except as required by 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:

None

ARTICLE VI

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

See Attached Other Lawful Provisions

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
11-13 Hampden Street, Springfield, MA 01103
- b. The name of its initial registered agent at its registered office:
Heriberto Flores
- 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: Heriberto Flores

Treasurer: Mary E. Frey

Secretary: Tonia Butler Perez

Director(s): Heriberto Flores
Mary E. Frey
Tonia Butler Perez

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
The promotion and support of activities for the effective treatment of debilitating medical conditions
- f. The street address of the principal office of the corporation:
11-13 Hampden Street, Springfield, MA 01103
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

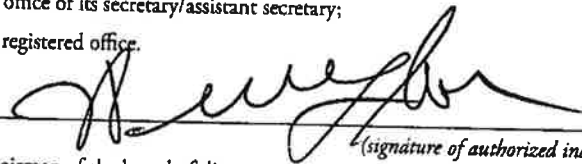
11-13 Hampden Street, Springfield, MA 01103

(number, street, city or town, state, zip code)

, which is

- ☒ 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 14th day of November, 2018

**ATTACHMENT
ARTICLES OF ENTITY CONVERSION
OF
DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, INC.**

**ARTICLE IV
OTHER LAWFUL PROVISIONS**

- A. The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof that by law or the bylaws requires action by the shareholders.
- B. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty by such a director as a director except, to the extent provided by applicable law, for (i) any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) improper distributions pursuant to Section 6.40 of the Massachusetts Business Corporation Act, General Laws Chapter 156D, as amended, or (iv) any transaction from which such director derived an improper personal benefit. If the Massachusetts Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Massachusetts Business Corporation Act, as so amended from time to time. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

COMMONWEALTH OF MASSACHUSETTS

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

1323519

**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)

6421

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 \$ 475 having been paid, said articles are deemed to have been filed with me this 9 day of January, 2019, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth


Examiner


Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

David A. Parke, Esq.

Bulkley, Richardson and Gelinas, LLP

1500 Main Street, Suite 2700, Springfield, MA 01115

Telephone: 413-272-6257

Email: daparke@bulkley.com

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.

RECEIVED
JAN 07 2019
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



DEBILITATING MEDICAL CONDITION TR
11-13 HAMPDEN STREET
SPRINGFIELD MA 01103

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, DEBILITATING MEDICAL CONDITION TREATMENT CENTERS, is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

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

Visit us online!


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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Certificate of Good Standing or Compliance from the Massachusetts Department of Unemployment

Signed under the pains and penalties of perjury, I, Sam Hanmer, an authorized representative of Debilitating Medical Condition Treatment Centers, Inc. ("DMCTC, Inc.") certify that DMCTC, Inc. does not currently have employees and is therefore unable to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate of Good Standing or Compliance.

DocuSigned by:

66AF4EBCE304428...

Signature of Agent

Date: 10/23/20

Name: Samuel Hanmer

Title: Manager

Entity: Debilitating Medical Condition Treatment Centers, Inc.

Debilitating Medical Condition Treatment Centers, Inc.

PLAN TO OBTAIN LIABILITY INSURANCE

Debilitating Medical Condition Treatment Centers, Inc. (“DMCTC” or “the Company”) will work with an insurance broker licensed in the Commonwealth of Massachusetts to obtain insurance that meets or exceeds the requirements set forth in 935 CMR 500.105 (10).

Pursuant to 935 CMR 500.105(10) DMCTC shall 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, or such amount as otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Pursuant to 935 CMR 500.105(10)(b) if DMCTC is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a), DMCTC will place in escrow a sum of no less than Two Hundred and Fifty Thousand and 00/100 (\$250,000.00) or such other amount approved by the Commission, to be expended for coverage of liabilities. If DMCTC is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) DMCTC will properly document such inability through written records that will be retained in accordance with the Company’s Record Retention Policy. If the Liability Insurance Escrow Account is used to cover such liabilities, it will be replenished within ten (10) business days of such expenditure.

DMCTC will submit reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

DMCTC Business Plan – First Three Years of Operations

Table of Contents

I. Executive Summary

Location and Operations
Financial Projections and Profitability
Keys to Success – Marketing and Management
Mission Statement
Objectives – Key Start-up Dates

II. Description of Business

Company Ownership/Legal Entity
Business Model and Licenses
Locations
Interior and Exterior Facilities
Products
Services and Initial Operations
Management

III. Marketing

Market Analysis
Pricing
Advertising and Promotion

IV. Financial Projections and Profitability

Profitability Timetable
Financial Projections (First 3 Year of Operations)
Start-up Capital and Initial Expenditures/Acquisitions
Immediate Next Steps

V. Employee Staffing and Training Program

Training Programs
Staff Responsibility /Skills Table

I. Executive Summary

Location and Operations

DMCTC will cultivate its own marijuana plants in Whatley MA. DMCTC has leased a plot of land located at 7 River Rd with an option to buy. The property contains about 12 farmable acres. DMCTC will maintain a tier 10 adult use outdoor grow license for at least the first year of operation. Cultivation will be split between hoop-house product and outdoor product. The hoop-house portion of the license will be around 20,000 square feet, and the remaining 60,000 square feet will be dedicated to outdoor. DMCTC will assess the square footage for each grow year by year and may adjust the square footage to best suite market conditions. DMCTC will refer to all outdoor grow products as sun-grown. DMCTC plans to begin grow operations in Q2 2021.

Financial Projections and Profitability

DMCTC is currently incurring administrative expenses, rental expenses and buildout planning expenses. In addition DMC expects to incur Capital expenses for an outdoor cultivation operation which accounts for an estimated total of \$900,000 for 2020, with no expected revenue. DMCTC expects to begin sales Q4 of 2021 with revenue stemming from wholesale.

DMCTC will benefit from low capital and operational costs of creating an outdoor grow operation. Given high customer demand across the state and the limited production capabilities of existing marijuana operators, DMCTC expects to make significant profit from its wholesale operations. DMCTC expects to have a revenue potential of \$1,000,000 a month in wholesale profits. Retailers currently can't fully supply their own stores and limit customer purchases. DMCTC will sell its product for standard wholesale prices, which will provide a fair value for product to 3rd party retailers.

Keys to Success

Marketing: DMCTC's major market strategy is centered around offering low priced products as a result of its outdoor grow operation. To DMCTC's knowledge, the current trend amongst cultivators is towards high priced indoor craft brands, supplemented with lower priced greenhouse products. DMCTC firmly believes the greatest influencer of consumer purchasing behavior is price, specifically low prices. Grant Guelich, one of the primary managers of DMCTC has had extensive success cultivating and selling low priced marijuana products in Washington state. Additionally, DMCTC has had personal talks with a cannabis delivery company Ease. Ease currently serves 90% of the marijuana market in CA, for a total of \$200+ in gross profit/year. Ease stressed

that price was the only true influencer of purchasing behavior of consumers in CA. Based on this knowledge, DMCTC believes it is in a unique position to succeed in the MA market using a low cost approach.

DMCTC's business plan relies on keeping costs low and passing that savings on to our customers. This strategy has proven effective in mature marijuana markets across the United States. By emphasizing an outdoor cultivation strategy, we will be able to cultivate the low cost, helping DMCTC to take advantage of the segment of the market that is price conscious.

Mission Statement

Our mission will be to utilize our experienced team and insider market knowledge to develop the best business practices that maximize profits both short term and long term, with an eye towards selling the company if the right offer comes to the table.

Objectives – Key Start-up Dates (as of November 2018, subject to change)

- Acquire/begin build-out of cultivation by Dec. 2020
- Begin all cultivation by summer 2021
- Begin sales by 2022

II. Description of Business

Company Ownership/Legal Entity

DMCTC is a for profit C corporation. Shareholders

Each of the following shareholders has 1,000 shares of Class A voting stock:

Englewood Management LLC

63 Deerfield Avenue, Longmeadow, MA 01106

Samuel Hanmer, Manager

DMC Management, LLC

46 Atwater Street, Springfield, MA 01107

Heriberto Flores, Manager

Carol McCarthy

Ronald Krupke

Jin Yan MA, LLC

29 Florence Avenue, Arlington, MA 02476

Grant Guelich, Manager

The following shareholder has 278 shares of Class B non-voting stock:

Placate Holdings, LLC

200 State Street, 7th Floor, Boston, MA 02109

Joseph Timmons, James Sullivan and Gene S. Raymond, Jr., Managers

Directors

Tonia Butler Perez, Heriberto Flores and Mary E. Frey – 11 - 13 Hampden Street, Springfield, MA 01103

Officers:

President – Heriberto Flores

Treasurer – Mary E. Frey

Secretary – Tonia Butler Perez

DMC's ownership, board members and administration staff are composed of the following people:

Heriberto Flores is a highly accomplished career human service executive. He earned both his Bachelor's and Master's degrees with honors from UMass at Amherst and epitomizes the ideals of state-supported, public higher education as applied through a lifetime of service to others. He has been honored with a Doctor of Public Service degree from the University of Massachusetts and Westfield State College, Westfield, MA.

Mr. Flores is a Vietnam veteran, serving in the US Army. He was a graduate of the Leadership School and was honorably discharged in 1969. He has remained active in veterans' causes. He was named Springfield's Veteran of the year in 2001. He is married to Grace Taylor and they make their home in Springfield.

Highlights of his professional life are closely identified with the Greater Springfield area of Western Massachusetts -- his home for many years. These include:

- Executive leadership of the New England Farm Workers' Council, a large non-profit human services agency that provides educational job training and living assistance services to low-income groups throughout New England.
- Community service as the president and chief executive officer of Brightwood Development Corporation, a Springfield MA-based community development corporation. BDC provides housing and economic development services to the city's largely Hispanic North End.
- Chairman of Partners for Community, a multi-state management services organization for five non-profit social service agencies operating across New England. Together

these agencies provide a wide variety of employment, family assistance, adult education, youth development and other social services to populations with special needs. Mr. Flores is responsible for charting the strategic direction of this large and rapidly growing social services umbrella organization.

Among his many distinguished volunteer leadership appointments over the years are: Elms College of Chicopee Massachusetts, Trustee; Holyoke Community College of Holyoke, Massachusetts, Trustee; University of Massachusetts, Trustee; Western Massachusetts Judicial Nominating Committee; Member of the Consumer Advisory Council of the U.S. Federal Reserve Board, Washington, D.C.; Workforce Investment Board; Minority Enterprise Investment Corporation; North End Educational Development Fund; Community United Way of Greater Springfield; Regional Employment Board of Hampden County, and Springfield Redevelopment Authority. He currently serves as a Trustee of the Springfield Museums and as Chairman of the New England Partners in Faith, a Faith Based Initiative under Partners for Community Inc.

Born in Caguas, Puerto Rico, "Herbie" as he is called by friends, was intimately acquainted with poverty and the struggle for family subsistence that engulfed his childhood. It was there that he first chose to identify himself with economically deprived multicultural groups and devote himself to service on their behalf. Mr. Flores brings not only his experience and education, but a strong personal commitment to meeting the needs of the populations served by the many organizations that he is associated with.

Samuel Hanmer

Mr. Samuel Hanmer, also known as Sam, served as President and Principal at FieldEddy, Inc. for over 7 years, succeeding his father in this 150-year old family owned agency. He was the architect of FieldEddy's merger and acquisition strategy. Under his direction, the agency acquired several other agencies, consolidated them when necessary and developed new marketing strategies to further enhance their profitability. Several newspapers and insurance industry periodicals have reported on FieldEddy's successful growth strategy including The Springfield Sunday Republican, BusinessWest and The Standard - New England's Insurance Weekly. Mr. Hanmer was a Co-Founder at Insuritas, Inc. and served as its Director of Carrier Relations. Mr. Hanmer served as Chairman of Ymca Of Greater Springfield, Inc. Mr. Hanmer puts his management and financial expertise to work for a number of community organizations including the Springfield YMCA (vice-chair), the Springfield Museums (trustee), the Young President Organization (member) and the Bay Path College Advisory Board. He is a Certified Insurance Counselor and a Licensed Insurance Advisor. Mr. Hanmer is a graduate of the University of Massachusetts, where he earned a Bachelor of Science degree in economics and also holds a Licensed Insurance Advisor designation as well as a Certified Insurance Counselor certificate.

John Hanmer - COO

John Hanmer attended Northeastern University majoring in Biology. John then attended the University of North Carolina at Wilmington for his Master's Degree in Biology, where he published his research in the peer review journal *Oecologia*.

John entered into the Marijuana industry in 2012 where he worked at Main Organic Therapy as Chief Grow Technician. John worked in all aspects of marijuana cultivation which included, growing marijuana, manufacture of marijuana product, seed to sale tracking and facility management.

By 2015 John moved to Washington State to work alongside the prolific marijuana entrepreneur Grant Guelich. During that time John worked in marijuana business development and sales, which included growing outdoor marijuana, marijuana sales, and business mergers and acquisitions.

In 2016 John assumed the role of COO of DMC, where he helped develop DMC's business strategy, investment procurement, compliance, and overall business management.

Grant Guelich –

Grant Guelich grew up on a large family-owned and operated commercial and organic tree fruit farm in Central Washington State. Guelich attended Hargrave Military Academy in Chatham Virginia prior to his collegiate studies. At the University of Washington, Guelich studied crop science and sustainable agriculture through the college of the Environment.

Guelich graduated with a Bachelor's of Science and also pursued crop research with Dr. Doty's genetics and tissue culture lab. Guelich's research was published by the International Scholarly Research Journals along with fellow researchers.

After completion of college, Guelich moved to Wenatchee Washington to pursue a career in commercial agriculture management. Guelich worked as an agronomist for a few different consulting entities providing integrated pest management, research, and crop management for various large commercial orchard operations including Dovex Fruit Company, one of the largest international fruit producer/processor/distributor in the world.

In 2014, Guelich left the commercial tree fruit industry to pursue Commercial Cannabis in Washington State full-time. Since the inception of the industry Guelich has worked with over a dozen producer, processors, and retailers as an integral component of establishing those businesses. Guelich has provided management, consulting, and strategic planning for many of these businesses and has built strong relationships within the industry. Guelich has acquired his own Tier 3 Producer / Processor license in Washington and is collaborating with the largest farm complex in Washington State. Through his partnerships, Guelich has grown over 20,000 pounds of legal cannabis that has

generated over \$15,000,000 wholesale to retailers. Guelich has done over \$5,000,000 in sales as a manager of processing facilities to the retail market since 2015.

Cultivation Site

Outdoor – Whately

- Approximately 12 farmable acres. The outdoor location is capable of supporting a Tier 11 outdoor license with the capacity to supply DMCTC retail locations and wholesale to third-party retailers.
- Outdoor product will be used to develop a value brand, with an expected retail price of \$7 per gram.

Interior and Exterior Facilities

Cultivation Site – Outdoor

DMCTC has leased a 21acre property with approximately 12 farmable acres. The prospective build-out would include 8-foot tall impermeable fences. Security cameras would monitor and record all areas of the grow operation. A security building would be constructed on the property to house security software and hardware. DMCTC would expect to occupy enough space to grow 80,000 square feet of canopy as allotted by a Tier 10 outdoor cultivation license. Outdoor product would be capable of wholesale to other retailers across the state.

Services and Initial Operations

DMCTC will use tracking software to record and organize customer records, additionally DMCTC will use specialized software to keep track of each individual plant. Tracking software will be capable of accounting for all product grown down to the gram, which will help prevent diversion. Additionally, DMCTC will be able to use this software to sell customers product amounts within legal limits and make product recommendations to returning customers.

Cultivation – Outdoor

DMCTC plans to cultivate marijuana outdoors to minimize production costs and offer the lowest price product in MA. Cultivation practices will differ significantly compared to indoor cultivation practices.

The growing season for outdoor product in MA will start in May and end in October. DMCTC will begin preparing for each growing season by creating and growing a starting crop. This

will involve selecting specific strains capable of growing outdoors and then cloning them until there is enough stock to plant in the fields. Cloning will take place in either our indoor facility or in a specialized greenhouse designed to keep plants warm and offer adequate lighting prior to the growing season.

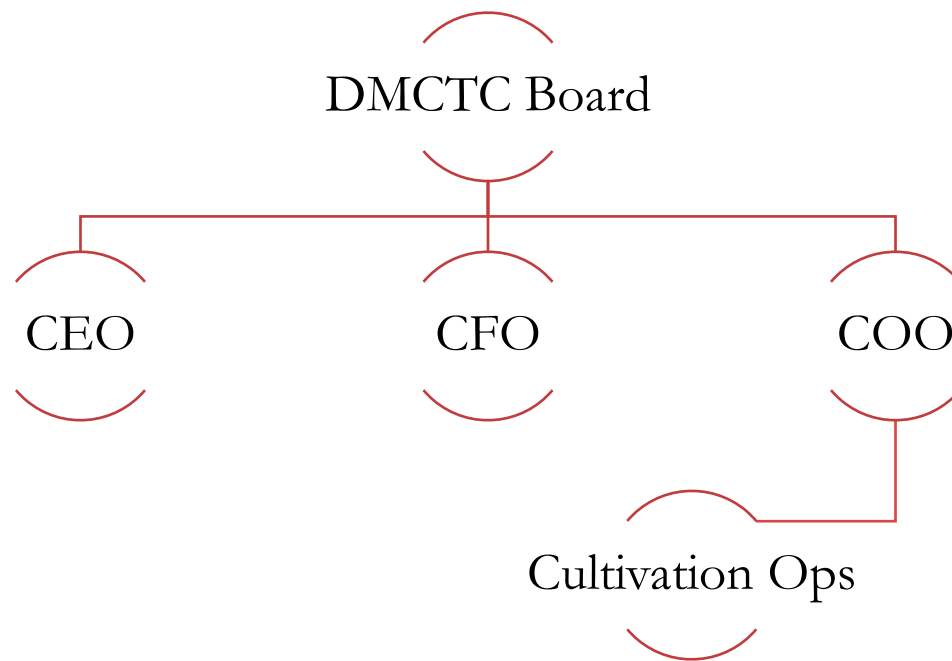
Once the grow stock is large enough, clones will be planted in grow pots of approximately 3 gallons in size and moved outside to our grow field. Each grow pot will be hooked up to an irrigation system to ensure that each plant is watered and fed nutrients at a uniform level. Plants will be allowed to grow and flower from June all the way through October, at which point the plants will be harvested.

Once the plants are harvested, the flower will be hung in hoop houses that are environmentally controlled to remove excess humidity and optimize the temperature to allow for optimal drying and curing conditions. Once dried and cured, product will be transported for manufacturing and packaging.

After cultivation all products will be packaged. All packaging will display warnings as regulated by the CCC. DMCTC packaging will display the cannabinoid profile, strain type, and the brand logo. All flower will be weighed into designated amounts and placed into plastic packaging, edibles will be also be placed in plastic packaging

Management

The organization chart depicted below indicates the governing structure for the business. The DMCTC Board of Directors and its principal officers (CEO, CFO, and COO) will run the company.



III. Marketing

Massachusetts is a new market for marijuana. Customers vary in age, occupation and expectations. The average marijuana customer will be relatively naïve to the marijuana business and may inherently feel uncomfortable with the marijuana retail experience. DMCTC will present a professional and competent atmosphere so that our customers feel comfortable when they enter our retail stores.

The typical marijuana consumer ranges in age, occupation and background, however there are some generalized factors that determine what they buy. In general, a customer will use price, strain (Indica, Sativa, Hybrid, and strain recognition), cultivation method, brand, and product type (flower, vape cart, edible, etc.) to decide. DMCTC plans to offer a variety at every level, including multiple strain types, price ranges, cultivation methods and brands, so that every customer that walks into our retail stores will find what they want. DMCTC will specialize in the low-priced value brand market. DMCTC's outdoor cultivation method will allow it to grow marijuana and manufacture marijuana product at a fraction of the cost of indoor cultivation.

Market Analysis

DMCTC predicts that on average an individual person in MA will spend \$200 per year on marijuana products, based on market data acquired from WA. DMCTC predicts that a fully mature MA market will total around \$1.3B in gross annual sales. The market growth period is harder to predict based on political bottlenecks in MA. However, WA went from a \$49M industry in its first year to a \$1.5B industry in 4 years (see chart below).

The \$1.3B total annual market figure is a solid estimate based on the WA experience (see table below). The \$200 per person per year figure is a mathematical calculation derived by dividing the \$1.3B annual sales figure by the total current population of MA. In reality, the number of people in MA who buy marijuana products will be only a fraction of the total population, and the actual average expenditure per customer per year will be calculated by dividing the \$1.3B annual sales figure by the number of customers.

Washington State marijuana market from 2014 to 2017

	2014	2015	2016	2017	Total
Marijuana Retail Sales	\$31m	\$323m	\$696m	\$927m	\$1,977m
Processor Sales	\$16m	\$148m	\$362m	\$493m	\$1,019m
Producer Sales	\$3m	\$15m	\$51m	\$67m	\$135m
Total Sales	\$49m	\$486m	\$1,109m	\$1,486m	\$3,131m
Excise Tax Collected	\$16m	\$129m	\$256m	\$341m	\$742m

Wholesale

DMCTC predicts it will have the capacity to generate \$14 mil., in annual revenue from wholesales once its cultivation facilities are fully operational. DMCTC will aggressively pursue wholesale to 3rd party retailers to help bolster revenue. DMCTC's main selling point for wholesale will be product price from our outdoor grow operation. DMCTC predicts there will be a significant market for value brand product, and that customer demand will help compel 3rd party retailers to purchase DMCTC's wholesale product.

Pricing

DMCTC's pricing strategy will be centered around offering the lowest price marijuana in MA. DMCTC will work to drive down marijuana prices in MA using a cost savings approach for cultivation. We predict to offer outdoor marijuana at \$10/gram, with a downward trend in pricing year over year. Similarly, we predict to wholesale our product at approximately \$3 a gram with a downward trend in pricing year over year.

Advertising and Promotion

DMCTC will operate under the CCC guidelines regarding marketing and labeling of its products. DMCTC will take all available precautions to market its product strictly to persons 21 or

older. All product labels and marketing will display the proper warnings in accordance with the CCC guidelines.

DMCTC will offer a selection of premium brands and value brands. These brands will be of our own creation, along with brands from our business partners. DMCTC will leverage several mediums to publicize its brands. DMCTC will have a website advertising our product menu, prices and any other relevant information regarding our operations. DMCTC will also utilize social media to expand our outreach, while again taking precautions to target individuals 21 years or older. DMCTC will also travel to various conventions held throughout the United States. DMCTC will work to establish a brand. We will work with experienced artists to develop our brand and logo that will draw the interest of potential customers.

IV. Financial Projections and Profitability

Profitability Timeline

DMCTC expects to begin cultivating marijuana for product sale to become profitable. DMCTC will begin to consistently turn a net monthly profit by 4 2021. DMCTC expects to be net positive by the 1st quarter of 2022. Additionally, DMCTC plans to wholesale its outdoor product to third-party retailers, creating new revenue streams to coincide with revenues generated by our retail locations.

Start-Up Capital and Initial Expenditures/Acquisitions

DMCTC will be exclusively funded by private investors in exchange for shares in the business. DMCTC is in negotiations with investors to acquire capital to meet initial money requirements to begin operations. Allotted shares will be based on an agreed upon valuation of DMCTC and the amount invested by a private entity. DMCTC has various CAPEX requirements tied to its cultivation buildout processes. The DMCTC has an established pro-forma for more specific reference regarding capital and operating costs. DMCTC expects an outdoor grow facility to cost up to \$1 million. \

Immediate Next Steps –

Cultivation –

- Finalize planning Board
- Begin buildout
- Hire manager to be followed by hiring of remaining staff

Financial Projections (First 3 Years of Operations)

DMCTC predicts it will have the capacity to gross \$1,000,000 per month in wholesale. DMCTC predicts total monthly expenditures to approach \$500,000. DMCTC predicts its peak debt will occur just before its first harvest at around \$3.5 mil. Once product is harvested, DMCTC will begin sales in earnest and begin to operate at a net monthly profit. Given market pricing and product demand, DMCTC expect to pay down its debt in short order and be net positive within months of its first harvest.

V. Employee Staffing and Training Plan

Staff will be hired to help execute the overall business plan of DMCTC. DMCTC expects to hire staff to fulfill the needs of operating cultivation operations and all security needs. DMCTC predicts it will need to hire between 10 and 20 full time and part time employees over the next year and a half period in order to meet its staffing requirements. DMCTC also expects to contract harvesting labor once a season to assist in the yearly harvest of crops grown outdoors.

Employees will go through the responsible vendor training in accordance to 935 CMR 500.105 (2). In addition to the responsible vendor training, DMCTC staff will receive three types of training that includes 1) core training for all employees, 2) functional training for job specific tasks, and 3) on the job training, including job shadowing to give employees hands on experience. We plan on investing in training and development across all levels of staff and ensure that progress is being both monitored and documented. Our staff will receive regular training and will be required to demonstrate their knowledge through examinations before they will be allowed to interact with customers. Our Chief Operating Officer will collaborate with our CEO, to identify and develop appropriate trainings.

DMCTC will provide employees with professional development opportunities that increase their skills and enhance their contributions to the organization because work performance of an employee is a vital key to the success of DMCTC. Providing professional development to our employees is an investment in their careers and the organization's future.

Each new employee will participate in a thorough training process designed to educate them on the critical aspects of their job, customer/employee safety, and business confidentiality. Each employee will be trained in and demonstrate adherence to DMCTC's business confidentiality. Additional training tools will include the employee handbook, custom training presentations and seminars. Furthermore, employees will be offered additional training and education opportunities throughout their employment with DMCTC in an effort to retain skilled and knowledgeable staff members. Employees that are customer-facing (including all Retail Associates) will be trained in first Aid, CPR, and will be required to be HIPAA trained and certified.

All employees will be trained in the Equal Employment Opportunity Act, discrimination laws, Immigration Reform and Control Act, Americans with Disability Act, Family Medical Leave Act, and the Alcohol/Drug Free Workplace policy.

In addition, employees will receive training for jobs such as:

Cultivators – State regulations on cultivation, OSHA, HACCP, Cultivation manuals (covers entire life cycle of cultivation), job shadowing to learn from seasoned growers;

Associates – State regulations on dispensing, custom training developed by CMO, Americans for Safe Access, cash handling, safety, and emergency preparedness.

Full time regular employees will be eligible for reimbursement for education costs that are approved by the organization. Professional development can be obtained through attendance at seminars, educational courses and degree programs that, once acquired, will assist the employee in performing his or her essential job functions and increase employee's contribution to the organization. Other professional development expenses that will be reimbursable are membership fees to professional organizations, registration fees for meetings, conferences, workshops and seminars, fees and subscription for scholarly journals, books, and computer-based resources.

In addition, DMCTC will provide the following types of training and development:

Job specific training – Training and development that increases employee skills and abilities to meet the requirements of the current position;

Career development – Training and development that build employee competencies to prepare them for future positions; and

Educational development – Courses through a credited educational institution

Furthermore, training and development can be on-the-job (informal) or formal training programs. On-the-job training and development include activities such as:

- Peer or supervisor coaching on particular job-related skills;

- Mentoring, with an internal or external mentor on the job and career-related skills and abilities;
- Job rotation;
- Job shadowing;
- Cross training; and
- “Acting” responsibilities when superiors are away.

In alignment with DMCTC’s organizational values of innovation and excellence, the DMCTC encourages the continuous learning of employees. DMCTC will establish an annual Training and Development Plan and Budget. The Training and Development Plan will identify:

- Organizational knowledge acquirement and skill development required; and
- Functional knowledge acquirement and skill development required.

Managers will identify, with input from employees, opportunities for individuals to attend conferences meetings or training sessions that will result in the acquirement of the knowledge and skills identified in the plan during his or her annual evaluation. Employees may also request to attend conferences, meetings or training sessions that will further their personal career development.

Table 1: The following table outline the positions to hire for each proposed retail and cultivation site. Note: the cultivation site will be the proposed location of product manufacturing, manufacture employees will be hired simultaneously to cultivation employees.

Executives	Responsibility	Skills/Qualifications	Staff	Time
CEO	Manage/Supervise all dimensions of operation	Senior level professional experience, MBA degree	1	Full Time
COO	Oversee Cultivation, Dispensing and Manufacture of Marijuana	Industry Experience at all levels, degree in relevant field	1	Full Time
Director of Security	Oversee security in all dimensions of operation	Professional experience in public or private sector managing security operations	1	Full Time
CFO	Manage financing, budgeting, accounting and auditing of all dimensions of operation	Experience in financial management, B.A. degree plus CPA	1	Full Time

Retail

Manager	Lead Team, Budget, Compliance, Recruiting, Hiring, Training, Record Keeping	IT, Team work, Organization, Problem Solving, B.A. in related field	1	Full Time
Asst. Manager	Lead Team, Inventory, Recruiting, Hiring, Training	Customer Service, Teamwork, Problem Solving, IT, Sales Organization	2	Full Time
Sales	Customer Assistance/Education, Product Knowledge, Inventory	Sales, Organization, Team Work, Interpersonal	8	Full Time
Designer	Customer Assistance/Education, Product Knowledge, Inventory	Sales, Organization, Team Work, Interpersonal	2	Full Time
Online Marketing	Customer Assistance/Education, Product Knowledge, Inventory	Sales, Organization, Team Work, Interpersonal, willingness to learn	1	Part Time
Security	Customer screening, Store Security	Communication, Interpersonal, Security Experience	2	Part Time

Cultivation - Outdoor

Head Grower (Nursery, Transplanting, propagation)	Lead Team, Direct nutrient applications, climate control, and pesticide remediation	Horticultural knowledge, management experience, B.A. in relevant field	1	Full Time
Ast. Head Grower (Nursery, Transplanting, Propagation)	Tissue Prep., Maintain tissue culture stock, Assist head grower, Manage pests	Horticultural knowledge, experience in crop production, B.A. in relevant field, IPM	2	Full Time
Cultivation Labor (Nursery, Transplanting, propagation)	Production of marijuana Assist head growers	Experience in crop production, relevant technical training	4	Full Time
Trimmers/Temp Help	Assist growers in crop production, prepare marijuana plants for curing, plant new crops	Experience in crop management	15	Part Time
Inventory Manager	Maintain inventory, keep database up to date	Communication, Interpersonal, Strong organizational skills	1	Full Time

Packaging Staff	Package all product	Willingness to learn, work tedious hours	15	Part time
Packaging Machine Operator	Operate packaging machine	Previous experience helpful	1	Full Time
Order Fulfillment	Deliver Product to retail location and other 3 rd party locations	Delivery experience, security experience, interpersonal skills, Independent motivation, drivers license	1	Full Time
Book-keeper	Manage all income and outgoing product	Strong computer and organizational skills	1	Full Time
Office				
Book-keeper	Manage all income and costs	Relevant degree in field, previous relevant experience, strong computer and organizational skills	1	Full Time
Marketing Director	Lead marketing for all related product	Related degree, previous experience in field	1	Full Time
Compliance / Legal	Oversee operational compliance	Relevant degree, previous experience	1	Full Time
Graphic Designer	Assist in marketing and marketing design	Relevant degree, previous experience	1	Full Time
Technology Manager	Oversee IT related issues	Relevant degree, previous experience	1	Full Time

Separating Recreational from Medical Operations

DMC expects to cultivate all of its Marijuana product at 7 River Rd. in Whately MA. DMC currently holds a provisional medical license and expects to locate its medical cultivation to 7 River Rd. in Whately.

New clones will immediately be designated for adult use or medical use. DMC will employ CCC approved software to create a barcode for each new clone that will track it from clone all the way to sale. Barcodes will allow DMC to reference all data on each individual plant that will include its designation as either medical or adult use.

DMC will take the added measure of physically separating plants designated for adult use and plants designated for medical. All medical plants will be clustered together in their own growing space creating an environment where it is easy to tell medical plants from adult use plants.

Upon harvest, all marijuana designated for medical use will be stored separately and labelled to identify the product as medical use only. All medical and adult use product will be electronically monitored through-out processing, manufacturing and packaging. All finished product will be weighed and inventoried to create a final log of that product before sale. All packaged marijuana will be labelled either for medical use or adult use in accordance with 935 CMR502.105(5).

Medical and adult use marijuana will be physically separated in a retail environment in accordance with 935 CMR502.140(6). Medical sales will operate at a different end of the store relative to adult use sales. Medical product will be stored in specially designated units, storage shall be placed near medical point of sales. Adult use product will be stored in specially designated units, storage shall be placed near adult use point of sales. Customer que's to enter the store will be separated by adult use and medical use, and medical patients will be required to show a valid medical card. Upon entering the retail store medical patients will be directed towards the medical sales counter and adult use customers will be directed to adult use sales counters. Upon sale, medical patients will again be required to show valid medical card.

Maintenance of Financial Records

DMC will maintain all records in accordance with 935 CMR 500.105(9). The Chief Financial Officer will be the custodian of DMCTC's accounts. The CFO will maintain a policy and procedural manual. This manual will be oriented to the accounting and management reporting aspects of DMCTC. The Policy and procedural manual will provide staff and auditors with a ready reference to the procedures and policies utilized throughout DMCTC as it relates to accounting and management reporting. The manual will be reviewed and updated as needed but no less than annually under the direction of the CFO.

All financial records shall be maintained electronically through specialized software and go through frequent back up in order to preserve all relevant data. Financial records will include all inputs and outputs of cash from all levels of the business and will be maintained by a dedicated accountant. Financial records will include a statement of retained earnings and cash flow, income statements and the company's balance sheet and tax returns.

- CFO will maintain records in accordance with 935 CMR 500.105(9)
- All records will be available for Commission inspection
- DMCTC will submit a record of financial benefits provided to Whately as part of the license renewal process.

Record Keeping

Summary

DMCTC will maintain records in accordance with generally accepted accounting principals and in accordance with 935 CMR 501.105. In addition to general business and financial records DMCTC will maintain records of operating procedures, personnel policies, inventory, waste disposal records and seed to sale records that track all individual marijuana plant all the way through sale [935 CMR 501.105(9)].

DMCTC will personnel records in accordance with 935 CMR 501.105(9)(d). This includes descriptions for job and volunteer positions as well as organizational charts that include these descriptions. DMCTC will maintain personnel records for all establishment agents and maintained for at least 12 months after termination. Records will include:

- All registration materials in accordance with 935 CMR 501.030;
- Employee references;
- Employee contracts, and job description;
- Documented relevant employee trainings;
- Performance evaluations;
- Notice of completion of responsible vendor training; and
- Background check reports.

DMCTC will keep business records in accordance with 935 CMR 501.105(9)(e) that will include:

- Assets and Liabilities;
- Monetary Transactions;
- Books of account;
- Sales records; and
- Salary wages paid.

DMCTC will use record keeping software that is compliant with State regulations and is in HIPAA compliance. DMCTC will rely on electronic record keeping to the greatest extent possible, as long as we can ensure that patient safeguards are in place and the system is in compliance with HIPAA guidelines. Data will be backed up at regular intervals to prevent any loss of data. In the event that we must keep a paper record, we will store all files in a locked cabinet in a limited access area. Upon Closure DMCTC will maintain records, at its own expense, for at least 2 years.

All staff will be trained on customer privacy policies, including HIPAA compliance.

- DMCTC will store any required customer records in locked, limited access areas.
- DMCTC will use software which operates in a manner consistent with HIPAA guidelines relative to customer data security and privacy. The system maintains strict user access controls to ensure employees may only access data appropriate to their role in the organization in locations appropriate to their function within the operation.

Activity : Record-Keeping

Inputs : These are the items required on-site :

- Internet access;
- Traceability software, seed-to-sale as mandated by the state;
- Computer to run traceability, accounting, HR, and software required for operations of the cultivation site; and
- Traceability supplies for printing required barcodes (ink, paper, stickers).

Personnel :

- Records maintained for at least 12 months after employee termination;
- Updated list of job descriptions;
- Updated Organizational chart;
- Personnel trainings, evaluations, etc.;
- Background check records, which will be kept in a secured area;
- Contact information including phone numbers and e-mail of management; vendors, state/local authorities, consultants, contractors;
- List of personnel with access to surveillance;
- Visitor records

Plants:

- Collect data and create database for following:
 - crop schedule and calendar;
 - developmental timeline for plants through harvest and waste disposal;
 - weights of all plants at different stages of growth;
 - genetics of plants; and
 - climate and environmental conditions.
- Pesticides, nutrients, and crop additives and inputs;
- Maintain records of Lab Tested Product for 12 months;
- Waste amounts and weights of destroyed marijuana product, including date of destruction. Waste weights will be verified by two individuals; and
- Electronic and paper documentation of all products transported between DMCTC facilities and 3rd party vendors, maintained for at least 1 year.

Business:

- Updated list of personnel salaries;
- All 3rd party vendor/business contracts;
- All relevant sales data;

- Insurance Records;
- Annual Reports;
- Monetary transactions;
- General Accounting; and
- Up to date Operating Policies and Procedures.

Restricting Access to Age 21 and Older

DMCTC will adhere to state requirements restricting access to individuals under 21 [935 CMR 501.110(1)(a)]. DMCTC will take steps to ensure that persons under 21 will not have access to marijuana grown at its cultivation location. DMCTC will employ hiring practices in accordance with state and local regulations that prohibit the hiring of individuals under the age of 21 [935 CMR 501.030]. All potential employees will be screened for age and anyone under 21 will be excluded from the hiring process. Furthermore, no one under 21 will be allowed to visit DMCTC's cultivation facility. All product cultivated will be shipped to 3rd party vendors or to DMCTC's own retail operations. DMCTC will have locked gates and a fence securing the perimeter of the grow facility. All entrances will require key card access to prevent unauthorized entry. DMCTC will employ a security guard during business hours screen entry to the premises and prevent unauthorized access, which includes persons under 21. All visitors will require authorized I.D. to be granted access to the facility which includes:

- Driver's License
- Government issued identification card
- Military identification card
- Passport

The outside perimeter of all DMCTC's operations will locations will be sufficiently lit to facilitate surveillance. DMCTC will ensure that all trees, bushes and other foliage do not allow for a person or persons to conceal themselves from sight. DMCTC will employ security measures including biometric locks, alarms, cameras and vigilant monitoring. DMCTC will hire a Director of Security from the law enforcement community who has extensive experience providing public safety. DMCTC will train all staff members in security procedures and emergency preparedness. All locations will be designed to restrict unauthorized entrance but allow for appropriate egress in emergency situations.

DMCTC will only advertise where at least 85% of the audience is expected to be 21 years of age or older. All products and packaging will avoid imagery that may be attractive to minors, and all product will be labeled to indicate the product is for use by adults 21 years of age or older. All packing will be child resistant.

DMCTC will follow all state regulations required for transport of marijuana to make sure that all product transported from the cultivation site reaches its designated destination and is not diverted along the way [935 CMR 501.105(13)].

Energy Compliance Plan

Prior to operation DMCTC will submit an energy compliance letter in accordance with 935 CMR 501.103. DMCTC will develop policies and procedures for energy efficiency on top of the massive energy savings inherent to an outdoor cultivation operation in accordance with 935 CMR 501.105(1). Natural lighting and a reduced need for dehumidification and air conditioning will provide massive energy savings for the establishment [935 CMR 501.105(15)].

Energy Efficiency: DMCTC will take steps to reduce its energy usage on site using best practices in accordance with 935 CMR 501.120(11). DMC expects to cultivate all of its Marijuana product at 7 River Rd. in Whately MA. DMCTC is applying for a tier 10 outdoor cultivation license. DMCTC will also grow its medical product outdoors. The proposed project is for outdoor cultivation, which provides dramatic energy efficiency improvement against indoor cultivation operations. This compares favorably with indoor cannabis cultivation, which use significant energy due to the need for horticultural lighting, dehumidification, and HVAC systems. CCC regulations recognize this environmental benefit and provides certain benefits to outdoor cultivation licensees.

DMCTC will use no supplemental horticultural lighting – only sunlight – in both its greenhouse and outdoor cultivation process, natural cooling as well as low impact mechanized exhaust fans, and conduct its outdoor cultivation operation within the natural growing season of the local environment. The proposed project will utilize high-efficiency equipment and fixtures wherever possible. The existing small solar array will be retained and integrated to the site electrical system.

Water Efficiency: DMCTC will take steps to reduce its water usage on site using best practices in accordance with 935 CMR 501.120(11). DMCTC will irrigate all of its plants using filtered water from a new private well. The primary element to DMCTC's water efficiency plan will be in the delivery of water to the plants. A drip irrigation system will be used to supply all plants with water and nutrients. Drip irrigation systems can save up to 80% more water than more traditional irrigation systems. Drip irrigation reduces water loss due to evaporation, and reduces the overall water used by delivering precise quantities of water and nutrients to each individual plant. Moreover, water and nutrient levels will be monitored daily to tailor irrigation to deliver the exact amount of water and nutrients delivered to the plants -- no more or less than is needed. Irrigation will be scheduled using timers ensuring all plants receive the appropriate amount of water and nutrients. All irrigation runoff from the greenhouses will be re-used on the outdoor crops, leading to virtually zero waste.

DMCTC

QUALITY CONTROL AND TESTING

Pursuant to 935 CMR 500.160, Debilitating Medical Condition Treatment Centers (“DMCTC” or “the Company”) will not sell or market any marijuana product that has not been tested by licensed Independent Testing Laboratories. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products, as amended in November 2016 and published by the Massachusetts Department of Public Health. Every marijuana product sold will have a set of specifications which define acceptable quality limits for cannabinoid profile, residual solvents, metals, bacteria, and pesticides. DMCTC shall implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by DMCTC for at least one year in accordance with 935 CMR 500.160 (5). All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to DMCTC by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). DMCTC shall never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

DMCTC’s policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination. All DMCTC staff will be trained and ensure that marijuana and marijuana products are handled with the appropriate food handling and sanitation standards. DMCTC will ensure the proper equipment and storage materials, including adequate and convenient hand washing facilities; food-grade stainless steel tables; and temperature- and humidity- control storage units, refrigerators, and freezers.

DMCTC’s Director of Compliance will provide quality control oversight over all marijuana products purchased from wholesale suppliers and sold to licensed adult-use cannabis retail establishments within the Commonwealth of Massachusetts. All DMCTC staff will immediately notify the Director of Compliance of any actual or potential quality control issues, including marijuana product quality, facility cleanliness/sterility, tool equipment functionality, and storage conditions. All issues with marijuana products or the facility will be investigated and immediately rectified by the Director of Compliance, including measures taken, if necessary, to contain and dispose of unsafe products. The Director of Compliance will closely monitor product quality and consistency, and ensure expired products are removed and disposed.

Pursuant to 935 CMR 500.120(14), DMCTC will provide a quality control sample of marijuana flower to its employees for the purpose of ensuring product quality and determining whether to make the product available to consumers. Such quality control samples will not be consumed by DMCTC staff on the premises, be sold to another licensee or consumer, and will be tested in accordance with 935 CMR 500.160. All quality control samples provided to DMCTC staff will be assigned a sequential alphanumeric identifier and entered into the Seed-to-Sale SOR in a manner determined by the Commission, and will be designated as a “Quality Control Sample.” All quality control samples will have a label affixed to them in accordance with 935 CMR 500.120(14)(e), Upon providing a quality control

DMCTC

sample to DMCTC staff, DMCTC will record the reduction in quantity of the total weight or item under the alphanumeric sequence associated with the quality control sample, the date and time the sample was given to the employee, the agent registration number of the employee receiving the sample, and the name of the employee.

All DMCTC staff will receive relevant quality assurance training and provide quality assurance screening of marijuana flower, to ensure it is well cured and free of seeds, stems, dirt, and contamination, as specified in 935 CMR 500.105(3)(a), and meets the highest quality standards. All staff will wear gloves when handling marijuana and marijuana products, and exercise frequent hand washing and personal cleanliness, as specified in 935 CMR 500.105(3)(b)(2). All phases of cultivation, processing, and packaging of marijuana will take place in a limited access area of DMCTC.

DMCTC management and inventory staff will continuously monitor quality assurance of marijuana products and processes, and prevent and/or mitigate any deficiencies, contamination, or other issues which could harm product safety.

Any spoiled, contaminated, dirty, spilled, or returned marijuana products are considered marijuana waste and will follow DMCTC procedures for marijuana waste disposal, in accordance with 935 CMR 500.105(12). Marijuana waste will be regularly collected and stored in the secure-access, locked inventory vault.

Pursuant to 935 CMR 500.105(11)(a)-(e), DMCTC shall provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. DMCTC will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. DMCTC storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The DMCTC storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

All testing results will be maintained by DMCTC for no less than one year in accordance with 935 CMR 500.160(3).

Pursuant to 935 CMR 500.160(11), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

DMCTC

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Debilitating Medical Condition Treatment Centers (“DMCTC” or the “Company”) has drafted and instituted these personnel policies to provide equal opportunity in all areas of employment, including hiring, recruitment, training and development, promotions, transfers, layoff, termination, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. DMCTC shall make reasonable accommodations for qualified individuals with demonstrated physical or cognitive disabilities, in accordance with all applicable laws. In accordance with 935 CMR 500.101(3)(a), DMCTC is providing these personnel policies, including background check policies, for its Marijuana Establishment.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, that DMCTC determines to be involved in discriminatory practices are subject to disciplinary action and may be terminated. DMCTC strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or DMCTCs.

In accordance with 935 CMR 500.105(1), General Operational Requirements for Marijuana Establishments, Written Operating Procedures, as a Marijuana Establishment, DMCTC has and follows a set of detailed written operating procedures for each location. DMCTC has developed and will follow a set of such operating procedures for each facility. DMCTC’s operating procedures shall include, but are not necessarily limited to the following:

- (a) Security measures in compliance with 935 CMR 500.110;
- (b) Employee security policies, including personal safety and crime prevention techniques;
- (c) A description of the Marijuana Establishment’s hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- (d) Storage and waste disposal of marijuana in compliance with 935 CMR 500.105(11);
- (e) 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;
- (f) Procedures to ensure accurate recordkeeping, including inventory protocols for transfer and inventory in compliance with 935 CMR 500.105(8) and (9);
- (g) Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- (h) A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- (i) Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (j) Alcohol, smoke, and drug-free workplace policies;
- (k) A plan describing how confidential information will be maintained;
- (l) A policy for the immediate dismissal of any marijuana establishment agent who has:
 - 1. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;

DMCTC

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

In accordance with 935 CMR 500.105(2)(b), all of DMCTC's current agents, managers and employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program, and once designated a "Responsible Vendor." Once a marijuana establishment is designated a Responsible Vendor, all of DMCTC's Agents that are involved in the handling and sale of marijuana for adult use will successfully complete the Basic Core Curriculum within 90 days of hire. This program shall then be completed at a minimum of eight hours by DMCTC's agents annually, with the exception for agents classified as Administrative Employees, may participate in the Responsible Vendor Training Program on a voluntary basis. DMCTC shall maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b)(4)(g). Responsible vendor training shall include: marijuana's effect on the human body; diversion prevention; compliance with all tracking requirements; identifying acceptable forms of ID, including spotting and confiscating fraudulent ID; and key state and local laws affecting marijuana establishment agents..

All employees of DMCTC will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by DMCTC and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

In accordance with 935 CMR 500.105(9), General Operational Requirements for Marijuana

DMCTC

Establishments, Recordkeeping, DMCTC's personnel records will be available for inspection by the Commission, upon request. DMCTC's records shall be maintained in accordance with generally accepted accounting principles. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, in addition to the following:

The following DMCTC personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each of DMCTC's marijuana establishment agents. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with DMCTC and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. documentation of verification of references;
 - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. documentation of periodic performance evaluations;
 - f. a record of any disciplinary action taken; and
 - g. notice of completed Responsible Vendor Training Program and in-house training for DMCTC agents required under 935 CMR 500.105(2).
3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
4. Personnel policies and procedures, including at a minimum, the following:
 - a. Code of Ethics;
 - b. Whistle-blower policy and
5. All background check reports obtained in accordance with M.G.L. c. 6 §172, 935 CMR 500.030.

Following closure of a Marijuana Establishment, all records will be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission. DMCTC understands that in the event that DMCTC were to close, all records will be kept for at least two years at the expense of DMCTC and in a form and location acceptable to the Commission.

DMCTC

QUALIFICATIONS AND TRAINING

Debilitating Medical Condition Treatment Center (“DMCTC” or the “Company”) shall, pursuant to 935 CMR 500.105(2)(a), ensure that all marijuana establishment agents complete the minimum training requirements prior to performing job functions. Marijuana establishment agents will receive a total of eight hours of training that will be tailored to the role and responsibilities of the designated job function at DMCTC. Marijuana establishment agents will be trained for one week before acting as an agent. At a minimum, marijuana establishment agents shall receive a total of eight hours of on-going training annually. New marijuana establishment agents will receive employee orientation prior to beginning work with DMCTC. Each department manager will provide orientation for agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2)(b)(1), all current marijuana establishment agents of DMCTC involved in the handling and sale of marijuana at the time of licensure or licensure renewal, will have successfully completed a Responsible Vendor Training (“RVT”) Program, and be designated a “responsible vendor.” In accordance with 935 CMR 500.105(2)(b)(1)(a)-(c), a marijuana establishment agent at DMCTC will be enrolled in the Basic Core Curriculum of the RVT program, and successfully complete the course within 90 days of hire. Upon the completion of the Basic Core Curriculum, the marijuana establishment agent will be eligible to enroll in the Advanced Core Curriculum if DMCTC deems it appropriate. Administrative employees at DMCTC, that do not handle or sell marijuana, may voluntarily participate in the four-hour RVT requirement, but may take a Responsible Vendor Training Program.

DMCTC will comply with 935 CMR 500.105(2)(b)(3) by requiring all marijuana establishment agents who have completed the Basic Core Curriculum, and are involved in the handling and sale of marijuana enroll in and complete the four-hour RVT requirement annually. This will ensure that DMCTC maintains its designation as a Responsible Vendor.

DMCTC shall maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(a)(5). Responsible vendor training shall include: marijuana’s effects on the human body; diversion prevention and prevention of sales to minors; compliance with seed-to-sale tracking requirements; identifying acceptable forms of ID along with spotting and confiscating fraudulent ID; and key state and local laws.

All of DMCTC’s employees will be registered as marijuana establishment agents, in accordance with 935 CMR 500.030. All DMCTC employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(2). All registered agents of DMCTC shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in the marijuana establishment agents’ files. DMCTC shall retain all training records for four (4) years as required by 935 CMR 500.105(2)(a)(5). All marijuana establishment agents will have continuous quality training and a minimum of 8 hours annual on-going training.

DMCTC

Diversity Plan – Background

DMCTC was founded by a diverse group of individuals including women, minorities and veterans. As a result, DMCTC is acutely aware of the benefits of hiring a diverse workforce and the obstacles that many minorities face when entering the workforce.

DMCTC's leadership has a long history of supporting underrepresented communities. DMCTC intends to work with Brightwood Development Corporation ("BDC"), a diversity focused entity that:

- predominantly serves Hispanic and Latino individuals and funds community development projects;
- provides employment training and housing;
- works with area farmers to supply trained labor; and
- connects area workers with job providers, in this case DMCTC, by advertising job postings and connecting their participants directly with DMCTC.

Goal

DMCTC has adopted a goal to hire 35% minorities, 35% women, 35% veterans, 35% people with disabilities to work for DMCTC and provide tools to ensure their success.

Program

DMCTC has outlined several strategies as part of a program to achieve its goal of hiring and maintaining a diverse workforce;

- Network with BDC on a monthly basis to maintain an updated list of job openings and connect directly to job candidates with diverse backgrounds;
- Post monthly job announcements through BDC;
- Utilize local newspapers and online platforms to publish updated job postings on a monthly basis

Measurements

DMCTC will conduct yearly evaluations to assess the implementation and outcomes of its Diversity program. Evaluations will assess if the program was implemented as planned and goals achieved. If delays in implementation are identified, they will be subject to review to assess factors leading to program delays. Once factors are properly identified, the program and/or goals will be modified to address those issues. Where goals are not met, barriers to those goals will be identified and program strategy adjusted.

Measurements will include:

- Number of minorities, women, veterans, people with disabilities who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;

DMCTC

- Number of postings in diverse publications or general publications with supporting documentation;
 - Number of times BDC advertised DMCTC jobs,
 - Number of Individuals referred to DMCTC for employment by BDC,
 - Number of individuals employed as a result of referral from BDC.

DMCTC acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

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



Brightwood Development Corporation

January 25, 2021

Debilitating Medical Condition Treatment Centers
7 River Road
Whately, MA 01093

Dear Mr. Hanmer,

It is with great pleasure that Brightwood Development (BDC) enters into collaboration with Debilitating Medical Condition Treatment Centers (DMCTC) to support its goal of hiring and maintaining a diverse workforce. BDC is a non-profit community development organization in MA, that serves the Springfield area. BDC primarily serves Hispanic and Latino individuals and provides employment programs to improve conditions within Springfield. BDC also works with area farmers and provides trainings for those individuals.

BDC will support DMCTCs diversity goals through the following actions:

- Advertise job openings at DMCTC's cultivation facility; and
- Refer Individuals to DMCTC for employment.

DMCTC represents an important opportunity for the residents that BDC serves to benefit from the new economic opportunities the Cannabis industry provides. BDC is excited to add DMCTC as an employment partner that can provide jobs career exposure, exploration, and immersion (e.g., work experiences, internships, etc.) to the Hispanic and Latino community. BDC believes that its support will significantly improve DMCTC's ability to hire and maintain a diverse workforce and we look forward to supporting DMCTC.

Sincerely

Heriberto Flores
President/CEO

HF/awr