



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283192
Original Issued Date: 02/10/2021
Issued Date: 01/20/2022
Expiration Date: 02/10/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Essex Apothecary, LLC

Phone Number: 617-383-7717 Email Address: james@mcmahonstrategic.com

Business Address 1: 233 Western Avenue

Business Address 2:

Business City: Lynn

Business State: MA

Business Zip Code: 01904

Mailing Address 1: 233 Western Avenue

Mailing Address 2:

Mailing City: Lynn

Mailing State: MA

Mailing Zip Code: 01904

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Woman-Owned Business

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100 Percentage Of Control: 100

Role: Owner / Partner

Other Role:

First Name: Heather

Last Name: Hannon

Suffix:

Gender: Female

User Defined Gender:

Date generated: 05/02/2022

Page: 1 of 6

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Heather Last Name: Hannon Suffix:

Types of Capital: Monetary/ Other Type of Total Value of the Capital Provided: Percentage of Initial Capital:
Equity Capital: \$363294.78 69

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Hannon Investments Entity DBA:

Email: hannon35@yahoo.com Phone:
281-622-9986

Address 1: 109 Bridge Street Address 2: #4409

City: Salem State: MA Zip Code: 01970

Types of Capital: Monetary/Equity, Other Type of Total Value of Capital Provided: Percentage of Initial Capital:
Land Capital: \$161697.61 31

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 233 Western Avenue

Establishment Address 2:

Establishment City: Lynn Establishment Zip Code: 01904

Approximate square footage of the establishment: 2861 How many abutters does this property have?: 89

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	hostcertform 12-18-2019_11-22-38-823.pdf	pdf	5dfd2a2f0557385733b413a5	12/20/2019
Community Outreach Meeting Documentation	EA Attachment A COM.pdf	pdf	5ea1dbecbddf0438d21dfb66	04/23/2020
Community Outreach Meeting	EA Attachment B COM.pdf	pdf	5ea1dbf32eba6d38ef168943	04/23/2020

Documentation					
Community Outreach Meeting Documentation	EA Attachment C COM.pdf	pdf	5ea1dbf8d29ad9357159a117	04/23/2020	
Community Outreach Meeting Documentation	Virtual COM Attestation.pdf	pdf	5ea1df922b97cf38fa378eef	04/23/2020	
Plan to Remain Compliant with Local Zoning	Lynn Zoning Compliance Plan.pdf	pdf	5ea1df971cdd2e3910a561c3	04/23/2020	
Community Outreach Meeting Documentation	EA VCOM Waiver.pdf	pdf	5eb56302ddb8c72d5360a0a5	05/08/2020	

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	EA PIP v2.1.pdf	pdf	5f05d503b9c15e6c26b90632	07/08/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

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

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
 Entity Legal Name: Hannon Investments Entity DBA:
 Entity Description: Property Investment Entity for Heather Hannon business projects
 Phone: 281-622-9986 Email: hannon35@yahoo.com
 Primary Business Address 1: 30 Portland Street Primary Business Address 2:
 Primary Business City: Lynn Primary Business State: MA Principal Business Zip Code: 01904
 Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	CorpSearchViewPDF.aspx.pdf	pdf	5e00f81eb7ff09534ba00b04	12/23/2019
Bylaws	EA Bylaws.pdf	pdf	5e00fbd55e2d54535a9c1efd	12/23/2019
Department of Revenue - Certificate of Good	EA Tax COGS.pdf	pdf	5ea8159ecb1edf34af2dbe34	04/28/2020

standing				
Secretary of Commonwealth - Certificate of Good Standing	DUA Affidavit.docx.pdf	pdf	5ea815c3f16b5934c5918a4f	04/28/2020
Secretary of Commonwealth - Certificate of Good Standing	EA COGS Corp.pdf	pdf	5eb563297d78332d19fc70cf	05/08/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	EA COGS Corp 21.pdf	pdf	6196ae06d8c16731dcbe533b	11/18/2021
Department of Revenue - Certificate of Good standing	DOR Certificate of Good Standing.pdf	pdf	6196ae536155aa37c425a510	11/18/2021
Department of Unemployment Assistance - Certificate of Good standing	DUA good standing.pdf	pdf	6196ae5d3982c731eb1cc248	11/18/2021

Massachusetts Business Identification Number: 001344398

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	EA Business Plan.pdf	pdf	5e00fc3c2f1a06531139690b	12/23/2019
Business Plan	Retail Model Essex 5 Yyear.pdf	pdf	5e00fc48bb37d053183de847	12/23/2019
Plan for Liability Insurance	EA Insurance Plan 2.0.pdf	pdf	5ea1e018961ad539052c12d0	04/23/2020
Proposed Timeline	EA Timeline 2.1.pdf	pdf	6196af5b86cf8531b41a9300	11/18/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana.pdf	pdf	5e00feacef24345344e4ed8f	12/23/2019
Prevention of diversion	EA Prevention of Diversion SOP.pdf	pdf	5e010234d74bf6532ea0035e	12/23/2019
Storage of marijuana	EA Storage.pdf	pdf	5e01024cfab70557127ef7ec	12/23/2019
Inventory procedures	EA Inventory and Tracking SOP.pdf	pdf	5e010442fab70557127ef7fc	12/23/2019
Personnel policies including background checks	EA Employee Handbook (1).pdf	pdf	5e0104b0cb8cc6573ebd11e1	12/23/2019
Record Keeping procedures	EA Recordkeeping SOP.pdf	pdf	5e0104d42f1a06531139693a	12/23/2019
Security plan	EA Security Plan 2.0.pdf	pdf	5ea1e07d482e703583b7ea89	04/23/2020
Transportation of marijuana	EA Transportation 2.0.pdf	pdf	5ea1e096961ad539052c12d8	04/23/2020
Quality control and testing	EA QA QCSOP 2.0.pdf	pdf	5ea1e0b11cdd2e3910a561cd	04/23/2020

Dispensing procedures	EA Dispensing Procedures 2.0.pdf	pdf	5ea1e0c9482e703583b7ea8d	04/23/2020
Personnel policies including background checks	EA Staffing Plan 2.0.pdf	pdf	5ea1e0e32b97cf38fa378efb	04/23/2020
Maintaining of financial records	EA Financial Records 2.0.pdf	pdf	5ea1e1045f1da0353e2b6397	04/23/2020
Qualifications and training	EA Training 2.0.pdf	pdf	5ea1e11e81ed8a355b8dbe83	04/23/2020
Restricting Access to age 21 and older	EA_Age_Restriction_Procedures 2.0.pdf	pdf	5f075fb094d2ab09f5db4a8e	07/09/2020
Diversity plan	EA Diversity Plan 2.1.pdf	pdf	6196b0f8084df83201bff1f2	11/18/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	The facility is not collocated .pdf	pdf	6196b1616155aa37c425a523	11/18/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	The facility is not collocated .pdf	pdf	6196b184703abe37a3ab8a8d	11/18/2021

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 Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Our goal for the Employment Program is to provide access to the legal marijuana industry to those populations that have been negatively affected by marijuana prohibition through employment with our company.

Progress or Success Goal 2

Description of Progress or Success: To donate money to a program whose goals are to improve disproportionately impacted areas. Our minimum donation of at least \$5,000.00 will assist the Social Equity Training and Technical Assistance Fund in providing training and technical assistance to residents interested in participating in the cannabis industry and to provide technical assistance for existing Social Equity Program licensees.

Progress or Success Goal 3

Description of Progress or Success: Our goal is to enhance access to the marijuana industry for the suppliers, contractors and Marijuana Establishments that have been negatively affected by marijuana prohibition.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Our goal for this program is to make Essex Apothecary workplace and management team as diverse as possible to include qualified employees with no regard to race, gender, age, disability, religion, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:

- 50% female
- 30% minority, veteran, persons with a disability or persons who are LGBTQ+
- Of this 30% our goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

Diversity Progress or Success 2

Description of Progress or Success: . Essex Apothecary is committed to utilizing, and will give priority to the extent possible, to minority-owned, women owned, veteran owned, LGBTQ+ owned and business owned by persons with disabilities as suppliers, contractors and wholesale partners. Essex Apothecary recognizes that sourcing products and services from individuals and companies from these populations allows equitable access and revenues from legal cannabis.

Our goal is to have at least 30% our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

- Of this 30% our goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 7:00 PM
Tuesday From: 10:00 AM	Tuesday To: 7:00 PM
Wednesday From: 10:00 AM	Wednesday To: 7:00 PM
Thursday From: 10:00 AM	Thursday To: 7:00 PM
Friday From: 10:00 AM	Friday To: 9:00 PM
Saturday From: 10:00 AM	Saturday To: 9:00 PM
Sunday From: Closed	Sunday To: Closed



Host Community Agreement Certification Form

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

Applicant

I, Heather Hannon, (insert name) certify as an authorized representative of Essex Apothecary, LLC (insert name of applicant) that the applicant has executed a host community agreement with the City of Lynn (insert name of host community) pursuant to G.L.c. 94G § 3(d) on Sept 20, 2019 (insert date).

Signature of Authorized Representative of Applicant

Host Community

I, Thomas M. McSee, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Lynn (insert name of host community) to certify that the applicant and the City of Lynn (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 9/20/19 (insert date).

Signature of Contracting Authority or
Authorized Representative of Host Community

CLASSIFIED

LEGALS

LEGAL NOTICE

**LYNN WATER AND SEWER COMMISSION
LYNN, MASSACHUSETTS
PHASE 1 WEST LYNN SEWER SEPARATION
PROJECT NO. CWSRF-4488
INVITATION TO BID #20-005
PUBLIC BID OPENING DATE HAS BEEN
RESCHEDULED FOR APRIL 22, 2020 AT 11:00 AM**

The Massachusetts Governor of the Commonwealth has declared a State of Emergency due to Covid-19 health emergency requiring all public buildings closed. Accordingly the Lynn Water and Sewer Commission's Office and Maintenance Facility are closed to the public and will remain closed until such time as the Covid-19 emergency is lifted.

The Lynn Water and Sewer Commission will receive sealed bids for construction of the Phase 1 West Lynn Sewer Separation Project Bid #20-005 at the Commission's Office and Maintenance Facility, 400 Parkland Avenue, Lynn, MA 01905 from the original date of 4/1/2020 to the rescheduled bid date of WEDNESDAY, APRIL 22, 2020 AT 11:00 AM at which time and place all bids will be opened and read aloud in front of witnesses in a virtual bid opening in accordance with the recent guidelines released by the Attorney General's Office regarding public construction bidding.

Bidders may mail in sealed bids or drop off their sealed bid to a lock box located at the front door of the Commission Office.

The Work of this Contract includes, but is not necessarily limited to: separation of an existing combined sewer system with polyvinyl chloride (PVC) pipe for new sanitary sewer and reinforced concrete, PVC and ductile iron (DI) pipe for new storm drains and appurtenant manholes, vaults, service laterals and catch basins; cured-in-place pipe lining of sewers; replacing existing cast iron water mains with new DI pipe and appurtenant gate valves, hydrants and service laterals; removal of cobblestone/concrete road base and steel railroad ties where in conflict with the work; roadway restoration; and other related work.

The Work is located in Lynn, Massachusetts primarily along Federal, Centre, South, and Lowell Streets, bounded by Marion Street to the north and Bennett Street to the south. East-west running streets include Western Avenue, Market Square, South Street Terrace, Summer Street, South Street Court, Neptune Street, and Lowell Street Court. Portions of this Work occur within a public right-of-way easement on Federal Street and a utility easement on a private parcel between Federal Street and Centre Street.

Additionally, the Work of this Contract includes pipeline cleaning and inspection of an LWSC sewer interceptor, along with local connecting sewers, in the vicinity of Light Street, Bennett Street and Commercial Street. Portions of this Work occur in the Lynnway (Route 1A) operated by the Massachusetts Department of Conservation & Recreation and a utility easement on a General Electric owned parcel requiring security clearance.

The estimated project value is: **\$15,500,000**
Contract Documents for BID #20-005 and are available on: Wednesday March 4th, 2020, for download by logging on to the LWSC's website at (www.lynnwatersewer.org), click onto Purchasing Department, "Current Bid Information" and look for Bid #20-005 and register as prompted to download the specifications.

Once registered, the Commission will have documented your email address for any notices or Addenda issued in regard to this Bid. Only plan holders registered with the LWSC will receive notice of any addendum issued. It is the responsibility of the Bidder to make sure they have received all Bid information when downloading the Contract Documents from the LWSC website prior to the Bid Opening date. The Commission will not be responsible for missing information received via improper download or third party plan room.

Each Bid shall be submitted in accordance with the Instructions to Bidders and shall be accompanied by a Security Bond in the amount of (5%) Five percent of the Bid.

The Contract Time shall be **760** Calendar Days commencing twenty (20) days following the Effective Date of the Agreement.

Site Visit: A pre-bid meeting of Wednesday, March 18, 2020 was cancelled and will not be rescheduled.

Bidders may not withdraw their Bids for a period of thirty days, excluding Saturdays, Sundays, and legal holidays after the actual date of the opening of the Bids.

Bidders may only submit one Bid for this Contract. Any Bid that includes multiple or alternate bid prices will be considered non-responsive and rejected.

The Successful Bidder must furnish a (100%) One Hundred percent Performance Bond and a (100%) One Hundred percent Payment Bond with a surety company licensed to issue bonds in the Commonwealth of Massachusetts.

Complete instructions for filing Bids are included in the Instructions to Bidders.

The Owner reserves the right to waive any informality in or to reject any or all Bids if deemed to be in its best interest.

The work under this Contract is funded in part by the Massachusetts Clean Water Trust (the "Trust").

Disadvantaged Business Enterprise (DBE) goals are applicable to the total dollars paid to the construction contract. The goals for this project are a minimum of 4.2 percent DBE participation and 4.5 percent DBE participation by certified DBEs. The two low bidders shall submit completed DBE forms (EEO-DEP-190C, EEO-DEP-191C and the DBE Certification of United States Citizenship form) by the close of business on the third business day after bid opening. Failure to comply with the requirements of this paragraph may be deemed to render a proposal non-responsive. No waiver of any provision of this section will be granted unless approved by the Department of Environmental Protection (Mass DEP).

Minimum Wage Rates as determined by the Commissioner of Department of Workforce Development under the provision of the Massachusetts General Laws, Chapter 149, Section 26 to 27D, as amended, apply to this project. It is the responsibility of the Contractor, before bid opening, to request if necessary, any additional information on Minimum Wage Rates for those trades people who may be employed for the proposed work under this Contract. Federal Minimum Wage Rates as determined by the United States Department of Labor under the Davis-Bacon Act also apply to this project.

This Project requires compliance with the Massachusetts Department of Environmental Protection's ("MassDEP") Diesel Retrofit Program by ensuring that all diesel powered non-road construction equipment and vehicles greater than 50 brake horsepower which will be used in the performance of the work under the Contract are equipped or retrofitted with a pollution control device in accordance with the Diesel Retrofit Program Standard.

In accordance with Chapter 30 Section 38A of the General Laws of the Commonwealth of Massachusetts, this Contract includes price adjustment clauses for fuel (diesel and gasoline), asphalt, and Portland cement contained in cast-in-place concrete.

The bidding and award of this Contract will be under the provisions of M.G.L. 30, Section 39M of the General Laws of the Commonwealth of Massachusetts as last revised.

The Lynn Water and Sewer Commission reserves the right to waive any informality in or to reject any or all Bids if deemed to be in its best interest. The Lynn Water and Sewer Commission is an Affirmative Action Equal Opportunity Organization and invites bids from qualified minority and female firms.

PER: BETTY SUTHERLAND-DUMAS
CHIEF PROCUREMENT OFFICER
LYNN WATER & SEWER COMMISSION

Item: March 30, 2020

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NOTICES

PAY CALLS

Pay Call Numbers (900, 976 and 550)

Advertiser telephone numbers with 900, 976 and 550 prefixes MUST disclose the price of the telephone call. When a number is published within the advertisement the per minute and/or flat charge must be included. If you dial a pay per call number from an advertisement appearing in the classified section and it DOES NOT disclose this information, please notify the Item classified department immediately. Response to any pay per call numbers will be charged to your telephone bill and anyone under 18 years of age must have parent's consent.

Please call immediately for further details or information.

**CLASSIFIED
(781)593-7700**

HELP WANTED

JOB INFORMATION SERVICES

NOTICE

Don't pay to find work before you get the job. Legitimate job placement firms that work to fill specific positions cannot charge an upfront fee. For free information about avoiding employment service scams, write the Federal Trade Commission at Washington, D.C., 20580 or call the National Fraud Information Center,

1-800-876-7060

NOTICE

For more information and assistance regarding the reliability of business opportunities, work-at-home opportunities, employment services and financing, the Daily Item urges its readers to contact the Better Business Bureau Inc., 290 Donald Lynch Blvd., Suite 102, Marlborough, MA 07152-4705 or call 508-652-4800

LEGALS

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF ESSEX APOTHECARY
TO OPERATE ADULT-USE MARIJUANA RETAIL AT 233 WESTERN AVE,
LYNN, MASSACHUSETTS**

Essex Apothecary, INC, ("Essex Apothecary") will be hosting a Virtual Community Outreach Meeting ("the Meeting") on April 13th, 2020 at 6:00 PM. Members of the public are encouraged to attend the Meeting, either online or on the phone by first going to www.essexapothecary.com for instructions to join. At the meeting, Essex Apothecary will outline its proposal to apply for an Adult-Use Retail license at 233 Western Ave (the "Property") pursuant to M.G.L. Chapter 94G and Chapter 55 of the Acts of 2017, and other applicable laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The types of Adult-Use Marijuana Establishment to be located at the Property.
2. Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely.
3. Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors.
4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Lynn community will be encouraged to ask questions and to engage in discussions with representatives of Essex Apothecary.

A copy of this notice is on file with the office of the City Clerk and with the office of the City Council, Lynn City Hall, 3 City Hall Square, Lynn, Massachusetts. A copy of this notice was mailed at least fourteen calendar days prior to the Virtual Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Item: March 30, 2020

CARPENTRY

**North East
Carpentry & Services**

- Emergency services:
exterior board-up, floods,
pipe-break repairs, etc.
- Cleanouts: Basements,
attics, full houses, real
estate sales, yards, etc.
- Flat roof shoveling
- Handy man services
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LANDSCAPING

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All real estate advertising in this newspaper is subject to the Federal Fair Housing Act of 1968, the Massachusetts Anti Discrimination Act and the Boston and Cambridge Fair Housing Ordinances, which makes it illegal to advertise any preference, limitation, or discrimination based on race, color, religion, sex, handicap, familial status, national origin, ancestry, age, children, marital status, sexual orientation, veteran's status, or source of income or any intention to make any such preference, limitation or discrimination.

This newspaper will not knowingly accept any advertising for real estate which is in violation of the law. Our readers are hereby informed that all dwellings in this newspaper are available on an equal opportunity basis. To complain of discrimination, please call HUD toll-free at 1-800-669-9777. For the N.E. area, call HUD at 617-595-5308. The toll-free number for the hearing-impaired is 1-800-927-9275.



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The Daily Item

781-593-7700, ext.2

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Saturday's paper.**



The Daily Item
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To place an open house listing, contact Abbe Smith at 781-593-7700, ext. 1276 or email at asmith@itemlive.com

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF ESSEX APOTHECARY
TO OPERATE ADULT-USE MARIJUANA RETAIL AT 233 WESTERN AVE,
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4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Lynn community will be encouraged to ask questions and to engage in discussions with representatives of Essex Apothecary.

A copy of this notice is on file with the office of the City Clerk and with the office of the City Council, Lynn City Hall, 3 City Hall Square, Lynn, Massachusetts. A copy of this notice was mailed at least fourteen calendar days prior to the Virtual Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Item: March 30, 2020

Acc.Id: 1047130
Name: SHANNON REYNOLDS
Phone: 215-499-8176
Address: 1507 EARL ST
City: PHILADELPHIA
State: PA
Postcode: 19125
Class: 105 LEGALS
Edition: DEI
Start: 03-30-2020
Stop: 03-30-2020
Issues: 1
Units: 5.88
Order ID: DI 84185
TFN: C
TFN cycle:
Rep: LBALL
Status: OK
Source: EM
Paytype: B1
Rate: LG
Cost EXC GST: 335.16
Tax: 0.00
Total Charge: 335.16
Printed on: 03-27-2020 10:21:28
Printed by: LBALL
Comment:

I, Shannon Reynolds, of better_ Consulting LLC, 1507 Earl Street Philadelphia, Pennsylvania, 19125, do hereby swear and affirm the following:

1. On the 26th of March 2020, I, or my agent, mailed notices of a Virtual Community Outreach Meeting to all abutters within 300 of the property line of 233 Western Avenue, Lynn, MA via USPS first class mail,
2. On the 26th of March, 2020, I, or my agent, mailed notices of a Virtual Community Outreach Meeting to the City of Lynn, including but not limited to the City Clerk, the Mayor's Office, the Ward Councilor, and the Cannabis Site Review Committee.
3. None of the mailed notices were returned as undeliverable.
4. All mailings contained a cover letter and notice as attached to this statement.
5. The mailing date was selected to allow for at least 14-day notice of the Virtual Community Outreach Meeting to all recipients.

Executed under seal this 21st, day of April 2020.

By: _____

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

Shannon Reynolds
Co-Founder
better_ Consulting LLC

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF ESSEX APOTHECARY
TO OPERATE ADULT-USE MARIJUANA RETAIL AT 233 WESTERN AVE,
LYNN, MASSACHUSETTS**

Essex Apothecary, INC, (“Essex Apothecary”) will be hosting a Virtual Community Outreach Meeting (“the Meeting”) on April 13th, 2020 at 6:00 PM. Members of the public are encouraged to attend the Meeting, either online or on the phone by first going to www.essexapothecary.com for instructions to join. At the meeting, Essex Apothecary will outline its proposal to apply for an Adult-Use Retail license at 233 Western Ave (the “Property”) pursuant to M.G.L. Chapter 94G and Chapter 55 of the Acts of 2017, and other applicable laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The types of Adult-Use Marijuana Establishment to be located at the Property.
2. Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely.
3. Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors.
4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Lynn community will be encouraged to ask questions and to engage in discussions with representatives of Essex Apothecary.

A copy of this notice is on file with the office of the City Clerk and with the office of the City Council, Lynn City Hall, 3 City Hall Square, Lynn, Massachusetts. A copy of this notice was mailed at least seven calendar days prior to the Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.



Attachment B

March 23rd, 2020

Dear Lynn Neighbor:

I hope this finds you well. I am writing to invite you to the Virtual Community Outreach (update) Meeting on April 13th, at 6:00PM. In an effort to follow the current recommendations by our local and national health organizations that warn against gathering in person, we are holding this meeting virtually. We welcome you to participate either online or on the phone by going to www.essexapothecary.com for instructions to join this Community Outreach (update) Meeting.

On our website (www.essexapothecary.com), you'll see we've prominently displayed instructions to join this gathering from the comfort of your home. During the meeting you will be able to submit questions, via the 'CHAT' function, located at the bottom of the screen. All questions will be addressed during the second half of our time together. You can also submit questions via email to shannon@essexapothecary.com or call 215.499.8176, during this meeting.

Lastly, if you miss the meeting, a recording of the video presentation will be available upon request. Please email shannon@essexapothecary.com and we will send you a link to a recording of the presentation and Q&A.

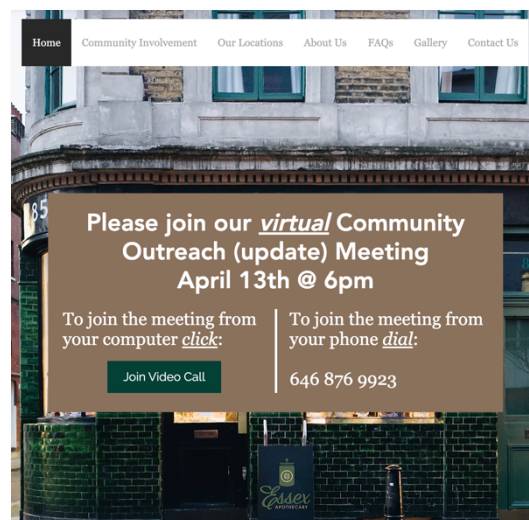
If we have not met you already, Essex Apothecary is a woman-owned adult-use cannabis retail business, located at 233 Western Ave. As Founder and CEO, I have a clear vision of how I see this business operating in your neighborhood, in partnership with other local business, community partners and educational outreach providers.

My team and I are working to make sure Lynn grows alongside Essex Apothecary. I am dedicated to hiring my staff from the talent pool in Lynn and supporting our town with jobs and opportunities. Essex Apothecary will sponsor community cannabis meetings and will be an active participant in educational outreach programs, including youth anti-substance abuse meetups and campaigns.

We look forward to working with the city as we build a model, world-class facility in Lynn. We look forward to sharing updates virtually, on April 13th. Please feel free to contact Shannon Reynolds, our Director of Marketing & Public Relations, with any questions or concerns in advance of this meeting.

Sincerely,

Heather Hannon



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4. All mailings contained a cover letter and notice as attached to this statement.
5. The mailing date was selected to allow for at least 14-day notice of the Virtual Community Outreach Meeting to all recipients.

Executed under seal this 21st, day of April 2020.

By: 

Shannon Reynolds
Co-Founder
better_ Consulting LLC

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF ESSEX APOTHECARY
TO OPERATE ADULT-USE MARIJUANA RETAIL AT 233 WESTERN AVE,
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Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

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Attachment C

March 23rd, 2020

Dear Lynn Neighbor:

I hope this finds you well. I am writing to invite you to the Virtual Community Outreach (update) Meeting on April 13th, at 6:00PM. In an effort to follow the current recommendations by our local and national health organizations that warn against gathering in person, we are holding this meeting virtually. We welcome you to participate either online or on the phone by going to www.essexapothecary.com for instructions to join this Community Outreach (update) Meeting.

On our website (www.essexapothecary.com), you'll see we've prominently displayed instructions to join this gathering from the comfort of your home. During the meeting you will be able to submit questions, via the 'CHAT' function, located at the bottom of the screen. All questions will be addressed during the second half of our time together. You can also submit questions via email to shannon@essexapothecary.com or call 215.499.8176, during this meeting.

Lastly, if you miss the meeting, a recording of the video presentation will be available upon request. Please email shannon@essexapothecary.com and we will send you a link to a recording of the presentation and Q&A.

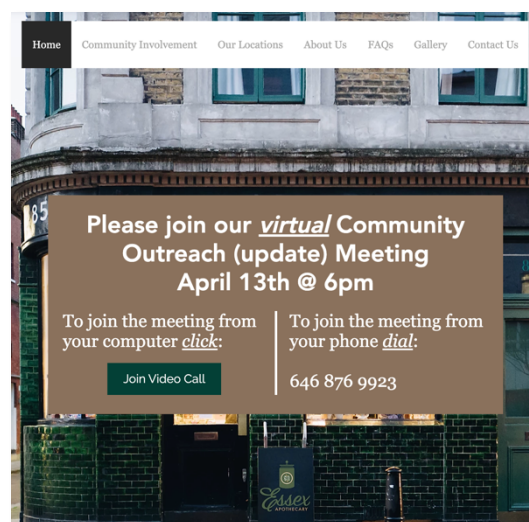
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My team and I are working to make sure Lynn grows alongside Essex Apothecary. I am dedicated to hiring my staff from the talent pool in Lynn and supporting our town with jobs and opportunities. Essex Apothecary will sponsor community cannabis meetings and will be an active participant in educational outreach programs, including youth anti-substance abuse meetups and campaigns.

We look forward to working with the city as we build a model, world-class facility in Lynn. We look forward to sharing updates virtually, on April 13th. Please feel free to contact Shannon Reynolds, our Director of Marketing & Public Relations, with any questions or concerns in advance of this meeting.

Sincerely,

Heather Hannon





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): 4/13/2020
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:

3/30/20

b. Name of publication:

Lynn Daily Item

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:

3/26/20

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:

3/26/2020

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

Essex Apothecary, Inc

Name of applicant's authorized representative:

Shannon Reynolds, better_Consulting LLC

Signature of applicant's authorized representative:

DocuSigned by:
Shannon Reynolds
1F15EAF56D6946F...

4/23/2020



Lynn Zoning Plan

The Essex Apothecary management team will be responsible for keeping up with all zoning matters and compliance thereof. Essex Apothecary representatives began meeting with the City of Lynn Police Department, EDIC, Marijuana Review Committee, and other City agencies in 2018, and has kept up an extremely close relationship with the Town.

Essex Apothecary has obtained all necessary municipal special permits and Host Community Agreements required to obtain a license in the Adult Use of Marijuana program for the 233 Western Avenue Site. There are up to 9 total adult use licenses available in Lynn, and this was the 8th license issued.

The Town issued a Special Permit for the use, which will be in duration for Essex Apothecary's occupancy of the site. Such uses are allowed by Special Permit in the "B" zone, which is the zone where 233 Western Avenue is located. There is no intent to move the facility or operate out of any other location.

The location is in compliance with all relevant zoning requirements and a Special Permit has been issued. The governing bylaw is Lynn Zoning Bylaw Section 22: Recreational Cannabis. Attached is a statement of zoning compliance that was accepted by the City of Lynn during the Special Permit process.

Statement of Compliance with City of Lynn Zoning Bylaw Section
22: Recreational Cannabis

Prepared on Behalf of Essex Apothecary, Inc
233 Western Avenue

Section 4: Place

a) No Cannabis establishment shall be located within 200 feet of any pre-existing public or private school providing education in kindergarten or any grades 1 through 12 licensed by the Department of Education, in operation at the time of application for a special permit or site plan approval as measured by a typical path of travel door to door. This exception shall not apply to cannabis retail stores who are permitted to operate as a medical cannabis treatment center within the medical cannabis treatment center overlay district.

There are no such facilities under license by the Department of Education within 200 feet of any typical path of travel to the site at 233 Western Avenue, door to door. The closest such facility identified is ~1500 feet on a typical path of travel from door to door, and there is no line of site or direct travel route between the site and the educational facility.

b) No cannabis shall be located within 500 feet of another licensed Cannabis establishment.

No such facility has been licensed within 500 feet of the site at 233 Western Avenue.

c) No Cannabis establishment shall be located within a building containing residential units.

Essex Apothecary will be the only occupant of 233 Western Avenue, which has no residential units.

d) As defined in M.G.L. c.94G, the number of cannabis retail storefronts shall be limited to not more than 20% of the number of licenses issued within the City for the retail sale of alcoholic beverages not to be drunk on the premises where sold under M.G.L c.138 §15.

Under this metric the City of Lynn may approve 9 such retail storefronts. At the time of application, 7 approvals have been issued, and Essex Apothecary is pursuing one of the remaining two available licenses in the City.

e) All Cannabis cultivation, processing, testing, product manufacturing, retail, and other state-licensed Cannabis businesses shall operate within a fully enclosed building.

All cannabis operations, including the delivery and loading of incoming product shipments, shall take place within a fully enclosed building. Per Cannabis Control Commission regulation, no cannabis products, transactions, advertisements, or other cannabis materials shall be visible from the exterior of the building.

f) A Cannabis retail sales storefront is permitted by Special Permit within the B, B3, BSBZ, CBD, LI and HI zoning district as well as those permitted within the medical cannabis treatment overlay district.

The intended site at 233 Western Avenue is zoned “B” according to Lynn MA GIS, and Essex Apothecary is seeking a Special Permit for the use.

g) *An independent Testing Laboratory is permitted by Special Permit within the B, B3, BSBZ, CBD, LI and HI zoning district.*

Acknowledged.

h) *A craft cooperative cultivator, cannabis product manufacturer, and micro-business shall be permitted by Special Permit in the LI and HI zoning district.*

Acknowledged.

Section 5: Time and Manner

a) *Odor: No cannabis establishment shall allow the escape of noxious odors. They shall incorporate odor control technology and provisions, and ensure that emission do not violate MGL Chapter 111 Section 31C*

There shall be no cultivation, manufacturing, or packaging operations on site. There will only be retail business operations, and no on-site use or consumption will be allowed. All cannabis will be delivered to the store in Cannabis Control Commission approved, hermetically sealed and opaque packages. These packages will remain sealed at all times.

b) *Signage: All business signage shall be subject to the requirements of the Cannabis Control Commission, ordinances of the City of Lynn, and any conditions contained in the Special Permit.*

Acknowledged.

c) *Visual Impact: Cannabis plants, products, and paraphernalia shall not be visible from the outside of the building in which the cannabis establishment is located. No outside storage of any cannabis plants, products, or paraphernalia is permitted.*

All business operations will take place within the fully enclosed 233 Western Avenue site. No outdoor operations are proposed.

d) *Home Occupation: Cannabis establishments are not permitted as a Home Occupation*

Acknowledged.

e) *Security: Every application for a Special Permit for the operation of a Cannabis Establishment shall include a security plan describing all security measures. This should include site security, security for the transportation of cannabis and cannabis products. Safety plans should mitigate any potential harm to the employees and the public ensuring all customers are 21+/. These plans shall be kept private (between the city and establishment) and out of the public record for the security of the establishment.*

Acknowledged. Essex Apothecary is pleased to submit such a Plan on the condition it is kept private. Essex Apothecary looks forward to close and collaborative cooperation with the City of Lynn police department.

Section 6: Other

a) *Community Host Agreement: Any Special Permit issued by the Lynn City Council shall be conditioned by the Lynn City Council shall be conditioned on the execution of a Community Host Agreement.*

Acknowledged. Essex Apothecary looks forward to contributing to the City of Lynn and being a good neighbor to the community through the Host Community Agreement.

b) *State Law: Cannabis establishment operations shall conform at all times to General Laws, Chapter 94G, and regulations issued hereunder.*

Acknowledged. Essex Apothecary will only operate under valid licensure in good standing.

c) *License Requirement: The applicant shall submit proof that the application to the Cannabis Control Commission has been deemed complete pursuant to 935 CMR 500.012. Copies of the complete application, to the extent legally allowed, shall be provided as an integral component of the application to the Lynn City Council. No person shall operate a Cannabis establishment without having a license in good standing from the Commission (CCC).*

It is impossible for any applicant to comply with this standard due to the CCC's licensure process. The CCC will not deem any application as complete without both zoning approvals, including Special Permits, and an executed Host Community Agreement included in the application to the CCC.

d) *Energy Use: All Cannabis cultivators shall submit an energy use plan to the Lynn City Council to demonstrate best practices for energy conservation. The plan shall include an electrical system overview, proposed energy demand, ventilation system and air quality, proposed water system and utility demand.*

No cultivation license has been applied for. The applicant has voluntarily chosen to maximize energy efficiency in their retail space, including high-efficiency HVAC, LED lighting, and use of natural, low-footprint materials.

e) *Line Queue Plan: The Applicant shall submit a line queue plan to ensure that the movement of pedestrian and/or vehicular traffic along the public right of ways will not be disrupted.*

Please see the attached Exhibit A.

f) *Traffic Impact Statement: Any cannabis establishment open to the general public (such as retail dispensary, or, social consumption and delivery only operations) may be required to submit a detailed Traffic Impact Statement.*

Acknowledged. The applicant would be pleased to provide a Traffic Impact Statement if so required.

g) Parking: Parking shall be governed pursuant to Section 9 of this Ordinance for retail establishments

Acknowledged. The applicant has the most parking of any proposed or approved Cannabis retail establishment in Lynn (22 spaces), and is in compliance with the requirements of Section 9.

i) Waivers: The Lynn City Council may waive applicability of one or more of the requirements imposed by 935 CMR 500.00 the applicant shall be required to submit in writing and identify whether the waiver is from a provision in state law or local law. Any waivers from the state law should only be granted if said waiver was also approved by the Cannabis Control Commission under their waiver provisions available in 935 CMR 500.700. The following criteria can be used to request a waiver:

A. Compliance would cause undue hardship to the requestor;

B. If applicable, the requestor's non-compliance does not jeopardize the health or safety of any patient or the public;

C. If applicable, the requestor has instituted compensating features that are acceptable to the Lynn City Council; and

D. The requestor provides to the Lynn City Council written documentation, in a form and manner determined by the Lynn City Council, supporting its request for a waiver.

Acknowledged. The applicant shall follow the proscribed waiver procedure if such a waiver is sought.

j) Hemp: Nothing in this bylaw shall be construed to regulate the cultivation of industrial hemp, as same is regulated by the Massachusetts Department of Agricultural Resources pursuant to General Laws, Chapter 128, Sections 116-123. Use of land or buildings for hemp processing and/or product manufacture shall be subject to such zoning controls as apply to other (non-cannabis) processing and product manufacture operations.

Acknowledged. No such hemp operation is proposed.

Exhibit A: Line Queue Plan

Indoor customer flow: Once customers enter the shop, they will immediately find themselves in a security checkpoint to review ID and sign in. This is also where the customer will be given a menu and a list of local and state ordinances and rules concerning marijuana use and possession, safe storage and disposal, and other relevant topics. Once their ID is verified, the customer will be directed into the staging area, a large open space allowing for indoor queuing of numerous customers. All customer queuing is intended and expected to take place indoors.

This space will contain educational information, product information, and most importantly, be a gallery space to feature works from local Lynn artists. Once in the staging area, a dispensary agent will ask the client for the purpose of their visit: new customer, returning customer, or express pickup.

New customers will be offered the opportunity to have a discreet, private consultation regarding their cannabis use history and preferences, their desired outcomes from cannabis use, and the available options in the shop. This consultation will take place within a room off the shop floor, and afterwards the customer can re-enter the shop floor and make their selections as would a returning customer.

Returning customers will be directed to enter the shop floor. Once entered, the customer will be greeted by a dispensary agent, who will direct them to a designated point of sale station and begin the transaction process. ID will be verified again prior to completing the transaction. After the transaction is complete, the product containers will be placed into a sealed exit bag, and the client will be directed to the exit. Signage by the exit will remind the customer that loitering and/or onsite opening or use of products is strictly prohibited.

Express pickup customers will be able to use an online product menu to identify and educate themselves on the available selections. Using a secure app, the customer will then be able to make selections and reserve product for in-store pickup. Once the customer arrives at the store and identifies themselves, both with ID and as an express customer, they will be brought directly to the retail floor and given a pre-filled exit bag of their product. The transaction will then commence as usual, including additional ID checks.

Outdoor customer flow: Customers will enter the parking area via motor vehicle, bicycle/self-propelled vehicles, or as pedestrians. There are also robust rideshare and public transit options.

Pedestrian: Customers entering as pedestrians will use discreet, code-compliant wayfinding signage to enter the retail entrance. Access may be gained from Western Avenue. The currently existing front lot will be resurfaced, with new curbs and plantings added to break up the space and increase walkability. Outdoor queuing is not anticipated, due to the large indoor customer assembly and waiting area. In the event outdoor queuing is required, Essex Apothecary security agents will monitor the lot to direct visitors and ensure safe, quiet passage. This queue may be managed along the entrance sidewalk, off the main street and separated from the public way. If necessary, but not expected or intended, there is the ability to create a staging area in the rear, and allow customers to move from that area to the front walk and enter a “on deck” line there.

Bicycle/SPV: Customers entering on human-powered transit such as bicycles, longboards, or similar will be directed to use the 4-stall bike rack that will be installed within the lot. Once their SPV is secured to the rack, the customer will be directed to enter the store via the usual line. Essex Apothecary marketing and branding will strongly encourage this mode of transit.

Public Transit: The site is served by the 424, 434, 435, 436, and 450 MBTA bus routes with stops under a block from the main entrance. Essex Apothecary will identify and promote the use of these routes in their website and marketing materials. There are no stops directly in front or adjacent to the site, preventing co-mingling of customers and bus patrons, or customers occupying waiting areas for the bus.

Rideshares: Essex Apothecary will work with rideshare operators such as Uber and Lyft to identify and demarcate “hotspots,” a geofenced area that will prevent app users from ordering a ride or drop-off to any location but the approved site. This will prevent rideshare drivers from stopping unexpectedly in traffic or blocking a public way to take on or discharge customers. This system has been used very successfully by numerous other marijuana retail shops, particularly Garden Remedies in Newton, which is located on a busy main route with limited on-street parking.

Private Vehicle: Customers will be encouraged to use any and all of the above methods in favor of private vehicle use. If customers choose to do so, they will be strongly encouraged to carpool with other customers, if possible. Customers will be able to park in the front and rear of the space. A new fence will be installed to prevent use or access through the O’Connell’s Convenience Plus lot. The front of the space will have designated handicapped spaces, and other spaces may be used for rideshares, those with mobility issues, and for carpoolers. There will also be a designated space in front for express pickup customers to encourage use of this system. The rear of the lot has numerous spaces for employee and additional customer parking.

The shop does not anticipate average sales volumes in excess of the amount of parking and standard customer dwell times. If a larger than average volume is expected or realized, the shop has begun negotiations with local businesses, particularly the Knights of Pythias, to use their excess parking. These satellite lots are located within 2 blocks of the site. If this is used, Essex Apothecary dispensary agents will patrol the satellite lots to ensure safe and compliant behavior.

Cover Letter for Virtual Community Outreach Meeting

To the Licensing Division:

Please allow this cover letter to explain the applicant's Community Outreach Meeting chronology.

The applicant submitted a waiver request form to approve a virtual community outreach meeting on March 26th, 2020, due to the COVID-19 State of Emergency in Massachusetts in general and Lynn in particular.

The applicant did not hear from the CCC before the meeting was held on April 13th, which the applicant intended to qualify as a virtual COM, if allowed; alternatively, the applicant would host the meeting as a general community update if not permitted. All notice requirements were followed for the April 13th meeting.

On April 27th, the applicant's attorney received notice that the waiver request had been withdrawn due to the upcoming April 28th Administrative Order No. 2 from the CCC, allowing virtual web-based community outreach meetings. Upon review of the Order, it was determined that the meeting on the 13th met all 13 requirements as outlined in the Order.

However, the order did not take effect until the 28th, and the meeting on the 13th therefore would not qualify for that reason alone. On those grounds, a follow-up waiver request has been submitted that requests that the VCOM on the 13th be approved as all other qualifying conditions were met.

Following this letter are the waivers and responses as described above.

Thank you for your consideration and understanding.



Waiver Request Form

Instructions

Under 935 CMR 500.700 and 501.700, an individual or entity (Requestor) may request a waiver from full compliance with a requirement mandated by the Commission's regulations. This form shall be used for all waiver requests relating to adult-use regulations, medical-use regulations, or both, with the exception of requests to waive Agent Registration CORI report requirements.

The Requestor must submit additional waiver requests for additional requirements—only one requirement may be considered per request form. If the Requestor is requesting a waiver from a requirement that applies to them by both the adult-use and medical-use regulations, and the requirement is the same per both regulatory schemes, they may use one form and state the appropriate provisions seeking to be waived. One form may be used if a licensee is requesting to waive the same requirement for multiple licenses.

Written documentation is required to evaluate the waiver request. The Requestor must specifically state the regulation(s) requested to be waived, the reasons why it should be waived, and explain why the waiving of this requirement will not pose a risk to the health, safety, or welfare of the public or patients. If applicable, the Requestor may provide alternative compensating steps or features that will be utilized in lieu of the requirement. Once received by the Commission, your request will be evaluated.

The request must be filled out electronically and signed by the Requestor. If the Requestor is an entity, the form must be signed by an individual who has authority to act on behalf of the entity (Requestor's Representative). Additional documentation may be submitted along with the request form as long as it directly addresses the requirement to be waived.

Before the request is submitted, it must be notarized. Once completed, the waiver form and any additional information should be combined into a single PDF document and emailed to Licensing@CCCMass.com.

Review

Waiver requests will be evaluated in the order they are received. If the Requestor is a Medical Marijuana Treatment Center (MTC) or Marijuana Establishment (ME) and is requesting to waive a security-related requirement, the Commission must notify the host community's Chief Law Enforcement Officer of the request and give a 30-day period for the officer to respond. The Chief Law Enforcement Officer's opinion will be considered in the Commission's decision but will not be determinative.



Once the request has been evaluated by the Commission, the Requestor or the Requestor's Representative will be notified.

I. Requestor Information

1. What is the Requestor's name? If an entity, please state the legal name of the entity:

Essex Apothecary, Inc

2. What is the Requestor's status?:

- ☒ Applicant (MTC, ME, or both)
- ☐ Licensee (MTC, ME, or both)
- ☐ Applicant (Registered Agent)
- ☐ Registered Agent
- ☐ Certifying Health Care Provider
- ☐ Qualifying Patient
- ☐ Personal Caregiver
- ☐ Caregiving Institution
- ☐ Institutional Caregiver

3. Requestor's application/license/registration number(s) that will be affected by this request *(if applicable)*:

MRN283192



4. Requestor's address(es), phone number, and email address:

233 Western Avenue, Lynn, MA 01904

281-622-9986

heather@essexapothecary.com

5. Name, relationship to Requestor, address, phone number, and email address of Requestor's Representative (*if acting on behalf of the Requestor*):

James McMahon
Legal Counsel
46 Appleton St
Boston, MA 02116

617-383-7717

james@mcmahonstrategic.com

II. Required Waiver Request Information and Documentation

6. List the specific regulation(s), and associated regulatory cite(s), that is requested to be waived:

935 CMR 500.101(1)(a)(9)(c)

Attestation that at least one meeting was held within the municipality where the establishment is proposed to be located;



7. List the reason(s) why this regulatory requirement should be waived and not apply to the Requestor *(use additional documents/pages if needed—please appropriately reference addendums)*:

Due to the COVID-19 outbreak, the current State of Emergency, and the MEMA/CDC guidance to avoid unnecessary travel, the requestor is seeking to hold a virtual community outreach meeting.

This will avoid unnecessary contact, and will meet all other regulatory requirements. There will be multiple ways for the public to interact and ask questions as if the meeting were in person. Also, most venues in the municipality have been closed due to the Governor's emergency order.

Given the indefinite nature of the order, the requestor is seeking to hold the meeting via Zoom so as not to be delayed in their application process.

8. List the alternative compensating steps or features that will be utilized in lieu of the requirement if the waiver request is granted *(if applicable)*:

Please see the attached letter that will be sent to all noticed parties. This letter will be sent to all abutters, as well as city officials. The chair of the Marijuana Review Board in Lynn has given his approval for a virtual meeting if the CCC also approves.

There will be a link on the requestor's homepage with a Zoom login for the meeting, with a question and answer session as well as the ability to email questions and ask via a phone hotline or over social media. A record of the meeting will be sent to any individuals who request one.

9. In the opinion of the Marijuana Establishment or its Representative, if the Commission waives this regulatory requirement, will the waiving of this requirement pose a risk to the health or safety of consumers, patients, or the public? Please check one of the boxes below:

- ☐ Yes
☒ No

10. Please explain the reasons why the waiving of the requirement will not pose a risk to the health or safety of consumers, patients, or the public:

The online meeting will be interactive and will meet all other regulatory guidelines for an in-person meeting.

Given the current health climate, the respondent does not want to create any meeting where people could violate social distancing guidelines, or feel pressured to attend if they have been otherwise told to stay home.



By signing this document, I affirm that all the information provided above is true and accurate. I understand that all requirements listed in 935 CMR 500, 501, and 502 (*where applicable*) must be complied with unless otherwise notified by the Commission. Failure of the Requestor or its Representative to fully complete this form may result in the denial of your waiver request.

Requestor or Requestor's Representative Printed Name:

Heather Hannon

Requestor or Requestor's Representative Signature:

H Hannon

Date of Request:

3/24/20

Authentication by Notary Public

On this 26th day of March before me, the undersigned notary public, personally appeared Heather Hannon, proved to me through satisfactory evidence of identification to be the person whose name is signed above and that he/she did so voluntarily for its stated purpose.

Christine M. Pierce

Notary Public Signature

NOTARY STAMP/SEAL





James McMahon <james@mcmahonstrategic.com>

Waiver Request- Community Outreach Meeting

Andrew Carter <Andrew.Carter@cccmass.com>

Mon, Apr 27, 2020 at 5:12 PM

To: Andrew Carter <Andrew.Carter@cccmass.com>

Cc: CCC Inspections <inspections@cccmass.com>, CCC Licensing <licensing@cccmass.com>

Good evening,

I am writing in regards to your waiver request to hold a Community Outreach Meeting by virtual means. The Executive Director of the Cannabis Control Commission has issued an [administrative order](#) on the matter. Please review at your convenience.

In light of the Executive Director's order, I am administratively withdrawing your waiver request.

Please reach out with any questions.

Thank you.

Andrew



Andrew Carter

Associate Enforcement Counsel

Cannabis Control Commission

Union Station

[2 Washington Square](#)

[Worcester, MA](#)

C: 857-324-0172



Waiver Request Form

Instructions

Under 935 CMR 500.700 and 501.700, an individual or entity (Requestor) may request a waiver from full compliance with a requirement mandated by the Commission's regulations. This form shall be used for all waiver requests relating to adult-use regulations, medical-use regulations, or both, with the exception of requests to waive Agent Registration CORI report requirements.

The Requestor must submit additional waiver requests for additional requirements—only one requirement may be considered per request form. If the Requestor is requesting a waiver from a requirement that applies to them by both the adult-use and medical-use regulations, and the requirement is the same per both regulatory schemes, they may use one form and state the appropriate provisions seeking to be waived. One form may be used if a licensee is requesting to waive the same requirement for multiple licenses.

Written documentation is required to evaluate the waiver request. The Requestor must specifically state the regulation(s) requested to be waived, the reasons why it should be waived, and explain why the waiving of this requirement will not pose a risk to the health, safety, or welfare of the public or patients. If applicable, the Requestor may provide alternative compensating steps or features that will be utilized in lieu of the requirement. Once received by the Commission, your request will be evaluated.

The request must be filled out electronically and signed by the Requestor. If the Requestor is an entity, the form must be signed by an individual who has authority to act on behalf of the entity (Requestor's Representative). Additional documentation may be submitted along with the request form as long as it directly addresses the requirement to be waived.

Before the request is submitted, it must be notarized. Once completed, the waiver form and any additional information should be combined into a single PDF document and emailed to Licensing@CCCMass.com.

Review

Waiver requests will be evaluated in the order they are received. If the Requestor is a Medical Marijuana Treatment Center (MTC) or Marijuana Establishment (ME) and is requesting to waive a security-related requirement, the Commission must notify the host community's Chief Law Enforcement Officer of the request and give a 30-day period for the officer to respond. The Chief Law Enforcement Officer's opinion will be considered in the Commission's decision but will not be determinative.



Once the request has been evaluated by the Commission, the Requestor or the Requestor's Representative will be notified.

I. Requestor Information

1. What is the Requestor's name? If an entity, please state the legal name of the entity:

Essex Apothecary, Inc

2. What is the Requestor's status?:

- ☒ Applicant (MTC, ME, or both)
- ☐ Licensee (MTC, ME, or both)
- ☐ Applicant (Registered Agent)
- ☐ Registered Agent
- ☐ Certifying Health Care Provider
- ☐ Qualifying Patient
- ☐ Personal Caregiver
- ☐ Caregiving Institution
- ☐ Institutional Caregiver

3. Requestor's application/license/registration number(s) that will be affected by this request (*if applicable*):

MRN283192



4. Requestor's address(es), phone number, and email address:

233 Western Ave, Lynn, MA 01904

5. Name, relationship to Requestor, address, phone number, and email address of Requestor's Representative (*if acting on behalf of the Requestor*):

James McMahon Esq
Cannabis Consultant
McMahon Strategic Development
46 Appleton Street, Boston, MA 02116
james@mcmahonstrategic.com
617 383 7717

II. Required Waiver Request Information and Documentation

6. List the specific regulation(s), and associated regulatory cite(s), that is requested to be waived:

Administrative Order No. 2, ADMINISTRATIVE ORDER ALLOWING VIRTUAL WEB-BASED COMMUNITY OUTREACH MEETINGS



7. List the reason(s) why this regulatory requirement should be waived and not apply to the Requestor *(use additional documents/pages if needed—please appropriately reference addendums)*:

This Administrative Order takes effect as of April 28th, 2020; however, the Requestor held a virtual Community Outreach Meeting that meets all requirements of the Order on April 13th, 2020. This meeting took place in the City of Lynn, which was under social distancing and state of emergency orders at that time related to COVID-19.

The Requestor filed a waiver request to allow the virtual meeting, which was administratively withdrawn upon issuance of the Order. However, the meeting took place prior to the effective date.

Therefore, to avoid the expense associated with duplicating this meeting within the effective period, the Requestor seeks a retroactive approval of their earlier meeting.

8. List the alternative compensating steps or features that will be utilized in lieu of the requirement if the waiver request is granted *(if applicable)*:

The Requestor has held a Virtual Community Outreach Meeting on April 13th, which meets all requirements of the Order, which took effect on April 28th. The Requestor seeks approval of this earlier Virtual Community Outreach Meeting.



9. In the opinion of the Marijuana Establishment or its Representative, if the Commission waives this regulatory requirement, will the waiving of this requirement pose a risk to the health or safety of consumers, patients, or the public? Please check one of the boxes below:

- ☐ Yes
☒ No

10. Please explain the reasons why the waiving of the requirement will not pose a risk to the health or safety of consumers, patients, or the public:

The Virtual Community Outreach Meeting the Requestor held on April 13th meets all of the requirements of the Administrative Order as issued.



By signing this document, I affirm that all the information provided above is true and accurate. I understand that all requirements listed in 935 CMR 500, 501, and 502 (*where applicable*) must be complied with unless otherwise notified by the Commission. Failure of the Requestor or its Representative to fully complete this form may result in the denial of your waiver request.

Requestor or Requestor's Representative Printed Name:

James McMahon, Esq

Requestor or Requestor's Representative Signature:

Date of Request:

Authentication by Notary Public

On this _____ day of _____ before me, the undersigned notary public, personally appeared _____, proved to me through satisfactory evidence of identification to be the person whose name is signed above and that he/she did so voluntarily for its stated purpose.

NOTARY STAMP/SEAL

Notary Public Signature





James McMahon <james@mcmahonstrategic.com>

Fwd: HCA Annual Certificate of Essex Apothecary

Angela Schenk <angela@essexapothecary.com>

Thu, Nov 18, 2021 at 11:04 AM

To: James McMahon <james@mcmahonstrategic.com>, Shannon Reynolds <shannon@essexapothecary.com>

Here you go!

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

From: **Jim Lamanna** <jlamanna@lynnma.gov>

Date: Thu, Nov 18, 2021 at 6:54 AM

Subject: RE: HCA Annual Certificate of Essex Apothecary

To: Heather Hannon <heather@essexapothecary.com>

CC: Shannon Reynolds <shannon@essexapothecary.com>, Angela Schenk <angela@essexapothecary.com>

The City has received no finds from Essex Apothecary.

Thank you.

Jim Lamanna

-----Original Message-----

From: Heather Hannon <heather@essexapothecary.com>

Sent: Wednesday, November 17, 2021 3:02 PM

To: Jim Lamanna <jlamanna@lynnma.gov>

Cc: Shannon Reynolds <shannon@essexapothecary.com>; Angela Schenk <angela@essexapothecary.com>

Subject: HCA Annual Certificate of Essex Apothecary

Hi Jim,

Hope alls well!

We are in the process of renewing our annual certificate for Essex Apothecary, and one requirement is acknowledging that due to the store not being open yet, we have not paid any funds per our Host Community Agreement with Lynn. If you can simply reply to this email confirming that you have not received any funds from Essex Apothecary for the HCA we'll include that in our submission.

Appreciate your time,
Heather

--

[Quoted text hidden]

Essex Apothecary

Plan to Positively Impact Areas of Disproportionate Impact

v2.0

Essex Apothecary, Inc. is committed to do our part in positively impacting areas of disproportionate impact. Our plan focuses on employment preference, and the use of suppliers, contractors and other partners.

Essex Apothecary will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; Any actions taken, or programs instituted, by Essex Apothecary will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Our Retail facility is located in the City of Lynn. This community is designated as one of the "Areas of Disproportionate Impact". It is our plan to engage as employees, suppliers, contractors and other partners from Lynn and other Areas of Disproportionate Impact along with individuals and companies identified below in our Program Populations.

Plan for Positive Impact Populations ("Program Populations") and target staffing figures:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact, specifically Lynn. (10%);
2. Commission-designated Economic Empowerment Priority applicants (10%);
3. Commission-designated Social Equity Program participants (10%);
4. Massachusetts residents who have past drug convictions (5%); and
5. Massachusetts residents with parents or spouses who have drug convictions (5%)

EMPLOYMENT PROGRAM

Goals- Our goal for the Employment Program is to provide access to the legal marijuana industry to those populations that have been negatively affected by marijuana prohibition through employment with our company. We hope to have at least 40% of our employees meet the criteria of the Program Populations that are outlined above.

Program- Our employment program will target our Program Populations with employment offers and will give hiring preference to these individuals.

1. Essex Apothecary will give hiring preference to individuals who meet the Program Populations that are outlined above.
2. Essex Apothecary will engage with The North Shore Career Center in Lynn, which is a Massachusetts One Stop Career Centers that serves Lynn. Essex Apothecary will post all job

posing through these organizations and will engage in job fairs and other services that are offered.

a. Within 60 days of our receipt of Provisional License we will hold our first job fair.

b. As our facilities expand we will hold subsequent job fairs as needed.

3. All job postings will also be posted in the through the Lynn Item. This newspaper serves Lynn, which is designated as Areas of Disproportionate Impact.

a. All job postings will promote our priority hiring policy for individuals who meet the Program Populations outlined above. Measurements- We will measure the success of the Employment Program on an ongoing basis as we begin to hire to ensure that we are doing all we can to meet our goal.

60 days prior to our license renewal (from provisional license) and annually thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of employees who meet the criteria of the Program Populations that are outlined above;

2. The number and percentage of job applicants that meet the Program Population criteria;

3. The number of applicants that meet the Program Population criteria and if not hired, a description of the reason why; and

4. The number of job offers to applicants that meet the Program Population criteria and the reason (if known) what the applicant did not take the position

SUPPLIER, CONTRACTOR and PARTNER PROGRAM

Goals- Our goals is to enhance access to the marijuana industry for the suppliers, contractors and Marijuana Establishments that have been negatively affected by marijuana prohibition. Our goal is to have at least 30% of our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

Program- This program is aimed at providing a positive impact to individuals or companies whose owners or employees meet the Program Populations outlined above, by engaging with these companies as suppliers, contractors and industry partners.

1. Essex Apothecary will give preference to suppliers and contractors whose owners or employees meet the Program Populations outlined above.

2. We will actively recruit these individuals or companies and promote this Program when sourcing these services.

3. We will give priority to Commission-designated Economic Empowerment Priority applicants when sourcing wholesale products. Measurement- We will measure the success of the Supplier, Contractor and Partner Program on an ongoing basis as we begin to contract individuals and companies for these services to ensure that we are doing all we can to meet our goal.

60 days prior to our license renewal (from provisional license) and annually thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of suppliers and contractors that we have engaged with that meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of bids received from these individuals and companies that meet the Program Population criteria;
3. The number of individuals and companies that meet the Program Population criteria and if not contracted with, a description of the reason why;
4. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have contracted with as our wholesale partners; and
5. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have engaged with that did not result in a wholesale agreement and the reasons why.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001344398

ARTICLE I

The exact name of the corporation is:

ESSEX APOTHECARY, INC

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D 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.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		<i>Num of Shares</i>	<i>Total Par Value</i>	
STK	\$0.00000	100,000	\$0.00	100,000

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE VI

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

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

ARTICLE VII

The effective date of organization 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.

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: MCMAHON STRATEGIC DEVELOPMENT, LLC
No. and Street: 46 APPLETON STREET
City or Town: BOSTON State: MA Zip: 02116 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	HEATHER HANNON	1301 RICHMOND AVE #227 HOUSTON, TX 77006 USA
TREASURER	HEATHER HANNON	1301 RICHMOND AVE #227 HOUSTON, TX 77006 USA
SECRETARY	HEATHER HANNON	1301 RICHMOND AVE #227 HOUSTON, TX 77006 USA
DIRECTOR	HEATHER HANNON	1301 RICHMOND AVE #227 HOUSTON, TX 77006 USA

d. The fiscal year end (i.e., tax year) of the corporation:
January

e. A brief description of the type of business in which the corporation intends to engage:

DRY GOODS RETAIL

f. The street address (*post office boxes are not acceptable*) of the principal office of the corporation:

No. and Street: 46 APPLETON STREET
City or Town: BOSTON State: MA Zip: 02116 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (*post office boxes are not acceptable*):

No. and Street: 46 APPLETON STREET

City or Town: BOSTON State: MA Zip: 02116 Country: USA
which is

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

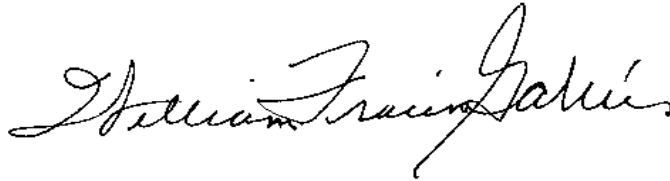
Signed this 4 Day of September, 2018 at 4:25:56 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

HEATHER HANNON

THE COMMONWEALTH OF MASSACHUSETTS

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

September 04, 2018 04:24 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS
OF
Essex Apothecary
INCORPORATED UNDER THE LAWS
OF THE
STATE OF Massachusetts

Table of Contents

Essex Apothecary Bylaws

Article I - General Information	3
<i>Section 1.01 Name</i>	<i>3</i>
<i>Section 1.02 Location</i>	<i>3</i>
<i>Section 1.03 Powers</i>	<i>3</i>
Article II – Purpose	3
Article III – Board of Directors	3
<i>Section 3.01 General Powers</i>	<i>3</i>
<i>Section 3.02 Number of Directors</i>	<i>3</i>
<i>Section 3.03 Eligibility</i>	<i>3</i>
<i>Section 3.04 Election, Voting and Term of Office</i>	<i>4</i>
<i>Section 3.05 Vacancies</i>	<i>5</i>
<i>Section 3.06 Resignation</i>	<i>5</i>
<i>Section 3.07 Removal</i>	<i>5</i>
Article IV – Initial Board of Directors	5
Article V – Officers	6
<i>Section 5.01 Officers</i>	<i>6</i>
<i>Section 5.02 Term of Office</i>	<i>6</i>
<i>Section 5.03 Election and Voting</i>	<i>6</i>
<i>Section 5.04 Vacancies and Resignation</i>	<i>6</i>
Article VI – Duties of Officers	6
Article VII – Meetings of the Board of Directors	7
Article VIII – Membership	7
<i>Section 8.01 Membership</i>	<i>7</i>
<i>Section 8.02 Levels & Dues</i>	<i>7</i>
<i>Section 8.03 Good Standing and Termination</i>	<i>7</i>
<i>Section 8.03 Reinstatement</i>	<i>8</i>
Article IX. Staff, Contracts and Financial Practice.....	8
Article X – Advisory Boards	8
Article XI – President & Chief Executive Officer Evaluation	9
Article XII – Political Action Committee	9
Article XIII – Amendments	9
<i>Section 13.01 Amendments of the Articles of Incorporation</i>	<i>9</i>
<i>Section 13.02 Amendments of these Bylaws</i>	<i>9</i>
Article XIV – Dissolution of Essex Apothecary	9
Article XV – Parliamentary Authority	10
<u>Revision History</u>	<u>10</u>

Essex Apothecary BYLAWS

Revised

Article I - General Information

Section 1.01 Name

The name of the organization is the “Essex Apothecary LLC,” hereinafter referred to as “Essex Apothecary”

Section 1.02 Location

The principal office shall be located at 233 Western Avenue, Lynn, MA 01904.

Section 1.03 Powers

Essex Apothecary shall have such powers as are now or may hereafter be granted by the Massachusetts General Law Chapter 156C, by its Articles of Incorporation and these Bylaws, as they may be amended from time to time.

Article II – Purpose

Consistent with the Articles of Incorporation, Essex Apothecary is devoted to promoting, establishing, and creating opportunities for participating in the legalized cannabis marketplace in Massachusetts.

Article III – Board of Directors

Section 3.01 General Powers

The property, affairs, and business of Essex Apothecary shall be managed by the Board of Directors (hereinafter referred to as the “Board”), which shall delegate the responsibility for developing overall policy, control, and administration of Essex Apothecary to the President & Chief Executive Officer.

Section 3.02 Number of Directors

- A. The number of seats on the Board shall be at least three, and shall be determined by majority vote of the Board. (Members of the Board are sometimes referred to as “Directors.”)

Section 3.03 Eligibility

- A. The elected Directors of the Board shall be at least 18 years of age at the time of election and, with the exception of Initial Directors serving on the Board prior to the first annual meeting in 2020.

Section 3.04 Election, Voting and Term of Office

- A. The term of office of each elected Director shall be two years, with each such term expiring at the beginning of an annual meeting of the Board. The exception to this general rule is that Sustaining Initial Directors (See, Article IV, and Section C.) serving during the 2020-2021 term shall serve one-year terms. In order to eventually balance the number of seats open for election each year, the Board may designate a number of seats temporarily carrying one-year terms during the 2020 or 2021 election cycle.

- B. Elections for Essex Apothecary's open Board seats will be conducted annually, according to the following approximate timeline:
 - 1. March: The President & Chief Executive Officer or staff shall solicit members for nominations to the Board.

 - 2. April: The Board of Directors may determine how many open seats are available for Board election. The President & Chief Executive Officer or staff shall send ballots to all members with a list of all nominated candidates and instructions for voting. Members will be able to vote for as many candidates as there are open seats on the Board.

 - 3. May: Voting closes. All candidates receiving votes shall be ranked from the most votes to the least. The open seats shall be filled in order, starting with the candidate with the greatest number of votes, then the second greatest number of votes, and so on. In the case of a tie for the last open seat(s), the President & Chief Executive Officer shall provide the names of the tied candidates to the members of the Board, who shall have seven days to inform the President & Chief Executive Officer of their preferred candidate (or candidates, in the case of a tie for more than one seat). Once all seats are filled, the President & Chief Executive Officer shall announce the election results to the membership.

 - 4. June: The new Board holds the annual meeting.

- C. The election of Board Officers shall be conducted at the annual meeting.
- D. Anyone who is a member at the time of voting is eligible to vote in Board elections.
- E. With the exception of the President & Chief Executive Officer, anyone who is serving on the Board of Directors at the time of the annual Board election shall be eligible to vote in the election.
- F. If the number of candidates for the Board of Directors does not exceed the number of open seats in the annual election, all candidates will be seated as Directors at the annual meeting. These Directors will be considered elected Directors, for all intents and purposes.

Section 3.05 Vacancies

A vacancy existing by reason of the resignation, death, or removal of a Director before the expiration of his or her term may be filled by designation by a majority vote of the remaining Directors. A Director elected to fill a vacant seat on the Board shall serve until the expiration of that term.

Section 3.06 Resignation

A Director may resign at any time by giving written notice of resignation to another Director. Any resignation shall take effect at the time received, unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.07 Removal

A Director may be removed, with or without cause, by a majority vote of the Directors of the Board at any time by action of the Board, provided that 48 hours' notice of the proposed action is included in the notice of the meeting at which such vote is to be taken.

Article IV – Initial Board of Directors

- A. The Initial Board of Directors shall consist of Heather Hannon, sole member. The Initial Director shall appoint a minimum of four additional Start-up Directors.
- B. The initial Board of Directors shall serve as Essex Apothecary's Board until the Board's first annual meeting, which will take place in the fall of 2018.
- C. During the first membership vote for Directors in the fall of 2018, the open seats shall be filled for either one-year or two-year terms. The length of each term shall be two years.

Article V – Officers

Section 5.01 Officers

The officers of Essex Apothecary shall be the President, Secretary, and Treasurer

- A. The same person may hold the positions of President, Secretary and Treasurer.

Section 5.02 Term of Office

The term of office of the President, Secretary, and Treasurer of Essex Apothecary shall be one year, ending at the conclusion of the annual meeting.

Section 5.03 Election and Voting

- A. The officers of Essex Apothecary shall be elected by a majority vote of the Board through an instant run-off voting process at the annual meeting.
- B. The Board will first vote for position of Chair, then Vice-Chair, then Secretary, and then Treasurer. Any officer candidate who fails to garner enough votes for the position that he or she seeks may run for a lower position during the same election.

Section 5.04 Vacancies and Resignation

- A. A vacancy existing by reason of the resignation, death, or removal of an officer before the expiration of his or her term shall be filled by designation by a majority vote of the Board. An officer elected to fill a vacant seat shall serve until the expiration of that term.
- B. An officer may resign at any time by giving written notice of resignation to a Director of the Board. Any resignation shall take effect at the time received, unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Article VI – Duties of Officers

- A. The Board shall have general supervision over the business of Essex Apothecary.
- B. The President shall take a highly active role in member recruitment and preside over Board meetings, except when that responsibility is delegated to the President & Chief Executive Officer.
- C. The Secretary shall keep minutes of all proceedings of the Board.

- D. The Treasurer shall ensure that the staff of the corporation keep and maintain adequate records of the business transactions of Essex Apothecary.

Article VII – Meetings of the Board of Directors

- A. The Board may hold its meetings at such places as shall be specified in a communication with all Directors; any Director may participate in an in-person meeting by telephone. Meetings may also be held by telephone conference call or by e-mail.
- B. Board meetings shall be held whenever called by the President of the Board or upon notice signed by a majority of the Directors. Advance notice shall be 48 hours, which may be waived by unanimous agreement of the Directors.
- C. The Board shall hold an annual meeting during the month of July, or as close to June as practicable.
- D. At any meeting, the presence of a majority of the Directors of the Board, disregarding any unfilled vacancies that may then exist, shall constitute a quorum for the transaction of business.
- E. Board members are required to participate in at least three-fourths of Essex Apothecary's scheduled Board meetings while serving their term. Failure to meet this requirement may result in ineligibility to run for reelection to the Board, at the President & Chief Executive Officer's discretion.
- F. Except as otherwise specifically provided by statutes or these bylaws, adopting, changing, or amending any policies or practices of Essex Apothecary shall require a two-thirds vote of the Board.

Article VIII – Membership

Section 8.01 Membership

All members must be unanimously approved by existing members. No member may sell or otherwise alienate their shares without permission of all other members.

Section 8.02 OMITTED

- A. OMITTED.

Section 8.03 OMITTED

Section 8.03 OMITTED

Article IX. Staff, Contracts and Financial Practice

- A. The Board shall delegate the hiring, administration, and termination of staff personnel to the President & Chief Executive Officer of Essex Apothecary.
- B. The President & Chief Executive Officer shall Heather Hannon. The President & Chief Executive Officer, who shall be a member of the Board, has the responsibility for carrying out the overall policy and administration of Essex Apothecary, as determined by the Board. The President & Chief Executive Officer is authorized to enter into contracts and agreements, effect loans and advances, sign and endorse checks, and deposit and withdraw funds from Essex Apothecary's account or accounts in the name of Essex Apothecary, so long as such actions are intended to serve to further the purposes of Essex Apothecary.
- C. The President & Chief Executive Officer's employment may be terminated by unanimous of the Board.

Article X – Advisory Boards

- A. The President & Chief Executive Officer may create and develop Advisory Boards for advice on activities relevant to Essex Apothecary's purpose.
- B. An individual may be added to an Advisory Board by agreement between the individual and the President & Chief Executive Officer.
- C. Advisory Board members may resign from the Advisory Board by providing written notice. The President & Chief Executive Officer may remove members of the Advisory Board, with or without cause, by providing written notice.

Article XI – President & Chief Executive Officer Evaluation

- A. On an annual basis, the President & Chief Executive Officer's job performance shall be evaluated against pre-established criteria and metrics agreed upon by the President & Chief Executive Officer and the Board's President & Chief Executive Officer Evaluation Committee.
- B. The President & Chief Executive Officer Evaluation Committee shall consist of the Board Chair, a member of the Board appointed by the President & Chief Executive Officer, and a member of the Board elected by a majority vote of the Board through an instant run-off voting.
- C. The President & Chief Executive Officer Evaluation Committee will submit its written performance evaluation to the Board for review and provide input on President & Chief Executive Officer compensation and benefits to the Board at the first meeting of each calendar year.

Article XII – Omitted

Article XIII – Amendments

Section 13.01 Amendments of the Articles of Incorporation

Essex Apothecary's Articles of Incorporation may be amended, or new Articles of Incorporation adopted, by the Board at a meeting by a majority vote of the Board. Advance notice shall be given 48 hours, which may be waived by unanimous agreement of the Directors.

Section 13.02 Amendments of these Bylaws

These bylaws may be amended or repealed by a two-thirds vote of the Board. Advance notice shall be given 48 hours, which may be waived by unanimous agreement of the Directors.

Article XIV – Dissolution of Essex Apothecary

- A. The Board may dissolve Essex Apothecary by a unanimous vote of all current Directors.
- B. A resolution to dissolve Essex Apothecary must also include an up-to-date financial report and provisions to distribute the assets and property of Essex Apothecary.
- C. In the event of the liquidation, dissolution, or winding up of the affairs of Essex Apothecary, whether voluntary, involuntary, or by operation of law, the Board shall, except as may be otherwise provided by law, transfer all of the assets of Essex Apothecary in such manner as the Directors, in the exercise of their discretion, may by a two-thirds vote determine.

Article XV – Parliamentary Authority

Robert's Rules of Order shall be used in all cases not covered by these bylaws.



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

mass.gov/dor

Letter ID: L1152897600
Notice Date: April 24, 2020
Case ID: 0-000-936-032



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ESSEX APOTHECARY INC
46 APPLETON ST # BOSTON
BOSTON MA 02116-6214

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 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

Attestation of No Employees

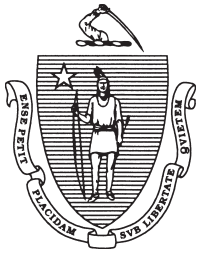
I, Heather Hannon, as CEO of Essex Apothecary, hereby attest that as of the date of this application, Essex Apothecary has no employees. I am the sole member and officer of Essex Apothecary, and only bona-fide Independent Contractors have been engaged as advisors in the licensure process. Therefore, I have been ineligible to file or create an account with the Department of Unemployment Assistance.

As soon as the first Essex Apothecary Employee is hired, Essex Apothecary will register with the Department of Unemployment Assistance and provide the Commission with a Certificate of Good Standing.

Sworn this 23rd day of April, 2020

DocuSigned by:

0FF5DC32A105491...

Heather Hannon
CEO
Essex Apothecary, Inc



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

William Francis Galvin
Secretary of the
Commonwealth

Date: May 07, 2020

To Whom It May Concern :

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

ESSEX APOTHECARY, INC

is a domestic corporation organized on **September 04, 2018**, under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 20050096130

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

Processed by: mas



ESSEX APOTHECARY

Heather Hannon, CEO | heather@essexapothecary.com



THREE YEAR BUSINESS PLAN & BUDGET PROJECTIONS

Essex Apothecary, Inc. (“ESSEX APOTHECARY”) will be the gold standard of boutique cannabis retail. With a completely renovated, state-of-the-art facility in the heart of Lynn, a community of disproportionate impact, ESSEX APOTHECARY is proud to be a pioneer as the first women-led, woman-owned and woman-operated cannabis retail facility in Lynn and on the North Shore.

ESSEX APOTHECARY launched in 2018. Since our founding, we have been proud to be a community-focused company – working closely with our local partners to ensure safe, regulated access to cannabis. Our team is top notch, consisting of over 3 decades of successful entrepreneurs, business owners and our head of community development, a disabled veteran that created an education foundation that raised millions for education and art.

MISSION STATEMENT

ESSEX APOTHECARY seeks to be on the forefront of recreational cannabis retail for the Commonwealth of Massachusetts. ESSEX APOTHECARY was founded with a mission to provide the Commonwealth with safe, reliable, and stringently tested cannabis. ESSEX APOTHECARY has developed its facility not only with an eye towards acquiring the highest quality product for consumers, but with being identified as the standard for responsible cannabis discovery and distribution.



BRAND, MARKETING AND SALES NARRATIVE

ESSEX APOTHECARY is deeply committed to our high quality products, services and the Lynn community. We are dedicated to hiring our staff from the talent pool in Lynn and supporting the town with jobs and opportunities. ESSEX APOTHECARY will be working with North Shore Latin Business Association with the Latinx community, including working with Jenn Nakhai, who's area of expertise is counseling the Latin youth, to ensure that we are reaching a diverse applicant pool when it comes to hiring, and building relationships in Lynn.

ESSEX APOTHECARY has identified many local businesses and educational outreach providers and we are currently in conversations with the Sisson Elementary School PTO, Lynn Youth Hockey, Wyoma Little League, and Special Olympics Massachusetts.

ESSEX APOTHECARY will sponsor community cannabis meetings and will be an active participant in educational outreach programs, including youth anti-substance abuse meet-ups and campaigns. Our marketing materials will comply with the CCC and state regulations. Additionally, our logo and all future marketing materials will not use cartoons or in any way appeal to children. We are dedicated to educating our consumers and the community on the health benefits of cannabis, and we work tirelessly to prohibit and dissuade use by non-adults.

ESSEX APOTHECARY looks forward to working with the community to remain the model of how a world-class facility should operate when bringing high-quality products to our neighbors in Lynn.



Sales Narrative – Cannabis Flower

ESSEX APOTHECARY will feature the premier cannabis flower from across the Commonwealth. Initially, the flower will be sourced from adult-use indoor growers, but with time, ESSEX APOTHECARY will feature outdoor product, Lynn-grown licensed product, and product from microbusinesses and social equity cultivators.

Sales Narrative – Marijuana Infused Products (MIPs)

ESSEX APOTHECARY will provide the highest quality oils, extracts, concentrates, topicals, and edibles, also called Marijuana Infused Products or MIPs. All MIPs carried for retail are produced by the industry's most innovative and creative Extraction Artists and are lab tested and certified for quality and content.

3-Year Projected Revenues

[1]

Retail Model Essex

Revenue Build					
	2020	2021	2022	2023	2024
Effective Number of Stores	1.0	1.0	1.0	1.0	1.0
Revenue Ramp	81.3%	100.0%	100.0%	100.0%	100.0%
Transactions per Day	150	160	170	180	190
Average Ticket Size	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00
Operational Days	180	361	361	361	361
Revenue	\$2,700,000	\$5,776,000	\$6,137,000	\$6,498,000	\$6,859,000

Assumptions and Drivers					
	2020	2021	2022	2023	2024
Product Mix Assumptions:					
Flower	60%	60%	60%	60%	60%
Concentrates	30%	30%	30%	30%	30%
Edibles	10%	10%	10%	10%	10%
Sale Price Assumptions:					
Flower (Per lbs)	-3.0%	\$6,000	\$6,000	\$6,000	\$6,000
Concentrates (Per 1/2 Gram)	-3.0%	\$40	\$40	\$40	\$40
Edibles (Per 1/10 Gram)	-3.0%	\$35	\$35	\$35	\$35
Cost Assumptions:					
<i>Third Party</i>					
Flower (Per lbs)	-2.5%	\$2,600	\$2,600	\$2,600	\$2,600
Concentrates (Per 1/2 Gram)	-2.5%	\$15	\$15	\$15	\$15
Edibles (Per 1/10 Gram)	-2.5%	\$10	\$10	\$10	\$10
Per Store Expense Assumptions:					
Marketing (% of Revenue)	2.5%	2.5%	2.5%	2.5%	2.5%
Labor (% of Revenue)	16.0%	16.0%	16.0%	16.0%	16.0%
Professional Fees (% of Revenue)	2.0%	2.0%	2.0%	2.0%	2.0%
Travel and Entertainment (per Store)	\$15,000	\$15,000	\$15,000	\$15,000	\$15,000
City fee 3%	\$81,000	\$173,280	\$184,110	\$194,940	\$205,770
Miscellaneous (% of Revenue)	1.3%	1.3%	1.3%	1.3%	1.3%
Store Assumptions:					
Store Sq. Ft.	2,700	2,700	2,700	2,700	2,700
Annual Rent (\$ / Sq. Ft.)	2.0%	\$45.00	\$45.00	\$45.00	\$45.00
Annual Utilities (\$ / Sq. Ft.)	2.0%	\$10.00	\$10.20	\$10.40	\$10.61
Store Buildout (\$ / Sq. Ft.)	\$230.00				\$10.82
Tax Assumptions:					
Corporate	21.0%	21.0%	21.0%	21.0%	21.0%
280E	21.0%	21.0%	21.0%	21.0%	21.0%
Excise	0.0%	0.0%	0.0%	0.0%	0.0%
Local Sales Tax	0.0%	0.0%	0.0%	0.0%	0.0%
Work. Cap & Capex Assumptions:					
Working Capital	\$400,000	\$40,000	\$40,000	\$40,000	\$40,000
Maintenance Capex (% of Revenue)	1.0%	1.0%	1.0%	1.0%	1.0%
Depreciation (% of Revenue)	1.0%	1.0%	1.0%	1.0%	1.0%

[1]
Retail Model Essex

	Income Statement				
	2020	2021	2022	2023	2024
Flower	\$1,873,305	\$3,465,600	\$3,682,200	\$3,898,800	\$4,115,400
Concentrates	666,064	1,732,800	1,841,100	1,949,400	2,057,700
Edibles	541,177	577,600	613,700	649,800	685,900
Total Sales	\$3,080,546	\$5,776,000	\$6,137,000	\$6,498,000	\$6,859,000
Third Party Flower	\$999,096	\$1,501,760	\$1,595,620	\$1,689,480	\$1,783,340
Third Party Concentrates	266,426	649,800	690,413	731,025	771,638
Third Party Edibles	252,549	160,903	166,685	185,657	195,971
Gross Profit	\$1,562,475	\$3,463,537	\$3,684,282	\$3,891,838	\$4,108,051
<i>Gross Margin %</i>	<i>50.7%</i>	<i>60.0%</i>	<i>60.0%</i>	<i>59.9%</i>	<i>59.9%</i>
Marketing	\$83,258	\$144,400	\$153,425	\$162,450	\$171,475
Labor	832,580	924,160	981,920	1,039,680	1,097,440
Utilities	27,000	27,540	28,091	28,653	29,226
Profession Fees	62,444	115,520	122,740	129,960	137,180
Travel and Entertainment	15,000	15,000	15,000	15,000	15,000
City Fee 3%	81,000	173,280	184,110	194,940	205,770
Miscellaneous	52,036	72,200	76,713	81,225	85,738
Total Expenses	\$1,072,318	\$1,472,100	\$1,561,998	\$1,651,908	\$1,741,828
<i>% of Sales</i>	<i>34.8%</i>	<i>25.5%</i>	<i>25.5%</i>	<i>25.4%</i>	<i>25.4%</i>
EBITDAR	\$1,031,334	\$1,991,437	\$2,122,284	\$2,239,930	\$2,366,223
<i>EBITDAR Margin %</i>	<i>33.5%</i>	<i>34.5%</i>	<i>34.6%</i>	<i>34.5%</i>	<i>34.5%</i>
Rent	\$259,200	\$121,500	\$121,500	\$121,500	\$121,500
EBITDA	\$772,134	\$1,869,937	\$2,000,784	\$2,118,430	\$2,244,723
<i>EBITDA Margin %</i>	<i>25.1%</i>	<i>32.4%</i>	<i>32.6%</i>	<i>32.6%</i>	<i>32.7%</i>
Depreciation	\$41,629	\$57,760	\$61,370	\$64,980	\$68,590
EBT	\$730,505	\$1,812,177	\$1,939,414	\$2,053,450	\$2,176,133
Taxes - Corporate	\$153,406	\$380,557	\$407,277	\$431,225	\$456,988
Taxes - 280E	288,361	346,786	366,422	386,061	405,703
Taxes - Excise	-	-	-	-	-
Taxes - Local Sales	-	-	-	-	-
Net Income	\$288,738	\$1,084,834	\$1,165,715	\$1,236,164	\$1,313,442

[1]

Retail Model Essex

	Cash Flow Statement					
	Initial Capital	2020	2021	2022	2023	2024
EBITDA		\$772,134	\$1,869,937	\$2,000,784	\$2,118,430	\$2,244,723
(Less): Depreciation		(41,629)	(57,760)	(61,370)	(64,980)	(68,590)
EBIT		\$730,505	\$1,812,177	\$1,939,414	\$2,053,450	\$2,176,133
(Less): Corp Taxes		(153,406)	(380,557)	(407,277)	(431,225)	(456,988)
(Less): 280E Taxes		(288,361)	(346,786)	(366,422)	(386,061)	(405,703)
(Less): Excise Taxes		-	-	-	-	-
(Less): Local Taxes		-	-	-	-	-
Tax-Effectuated EBIT		\$288,738	\$1,084,834	\$1,165,715	\$1,236,164	\$1,313,442
Plus: Depreciation		41,629	57,760	61,370	64,980	68,590
(Less): Maintenance Capex		(41,629)	(57,760)	(61,370)	(64,980)	(68,590)
(Less): Store Working Capital	(400,000)	(40,000)	(40,000)	(40,000)	(40,000)	(40,000)
(Less): Store Buildout	(621,000)	-	-	-	-	-
Unlevered Free Cash Flow	(\$1,021,000)	\$248,738	\$1,044,834	\$1,125,715	\$1,196,164	\$1,273,442

Plan for Obtaining Liability Insurance

- I. Purpose
 - a. The purpose of this plan is to outline how Essex Apothecary will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.
- II. Plan
 - a. Essex Apothecary will maintain an insurance policy that satisfies the requirement under 935 CMR 500.105(10).
 - i. Essex Apothecary will 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.
 - ii. The deductible for each policy is not higher than \$5,000 per occurrence.
 - b. Essex Apothecary will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.
 - c. Essex Apothecary is currently reviewing plans offered by cannabis compliant insurance underwriters. A plan that meets all of these requirements will be engage prior to final licensure.

THE ESSEX APOTHECARY, INC.

Employee Handbook

About This Handbook

This Employee Handbook serves as your guide to the Essex Apothecary Inc. ("Essex Apothecary," "Essex," "EA," "Company," "We"). It provides an overview of many (but not all) of Essex policies and procedures. This Handbook supersedes and replaces any previous Handbook.

Throughout this Handbook we've provided references to the Essex Apothecary's Standard Policies and Procedures (SP&P's). The SP&P's govern in case there is any conflict with the information included here.

From time to time, as opportunities arise, or needs may change, the Essex Apothecary may issue new policies and practices or change or withdraw existing policies, practices, and benefits, as it deems appropriate in its sole and absolute discretion. For this reason, it's a good idea to consult with your supervisor before taking action on any policy or procedure.

If any provision in this Handbook is determined to be unenforceable and invalid, the balance of the Handbook remains valid.

Throughout this Handbook, all references to "Essex Apothecary Inc.," "Essex Apothecary," "EA," and "Company" include the Essex Apothecary Inc., its agents, assigns, and contractors.

Nothing in this Handbook, nor any policy contained in this Handbook or elsewhere is intended to create a contract (express or implied) of continued employment or otherwise limit the policy of at-will employment. Nor does this Handbook, in describing Essex Apothecary policies or procedures, commit the Essex Apothecary to follow any particular procedure in the course of imposing corrective measures. No policy contained in this Handbook should be construed to limit employees' rights to engage in any activity protected under applicable law, including but not limited to, Section 7 of the National Labor Relations Act.

Welcome to the Essex Apothecary!

Welcome to the Essex Apothecary! By joining the Essex Apothecary, you are now a part of the premier provider of community health and wellness services in the Commonwealth of Massachusetts. We work with the community to bring the highest quality services and products to our clients in a safe, efficient, and welcoming manner. Through our passion in operating a Commonwealth of Massachusetts Registered Marijuana Dispensary, we have an exciting opportunity to be a part of a historic moment in mental, physical, and spiritual wellness.

By becoming a part of the Essex Apothecary, you are also joining an organization that believes firmly in being a good citizen, giving back to the communities where our clients live and work, as well as ensuring we are inclusive of the needs and abilities of our clients, our employees, and our host communities in every regard of our activities. We celebrate the energy and the vitality that our focus on diversity brings to our unique viewpoints.

In your position, we hope you will have many opportunities to learn, to develop professionally, and to make a meaningful impact on the lives of our clients. Our team – each with a unique set of skills and diverse backgrounds – share common values and make the Essex Apothecary a great member of the community. You're now part of a team that takes pride in its reputation for quality as well as high moral and ethical standards. Remember that at all times, whether "on the clock" or off, your behavior reflects directly on the Essex Apothecary – make sure it's positive!

Again, congratulations and welcome to the Essex Apothecary. I look forward to working with you.

Heather Hannon

CEO and Founder

Our Values

Our values are the backbone of the Essex Apothecary. We are committed to adhering to these core principles to ensure we set the standard as pioneers of a new field.

- **RESPECT** – Respect for the needs and the wishes of our host communities, respect for the privacy, needs and abilities of our patients, respect for our team members and their valuable contributions, and respect for the mental, physical, and spiritual wellbeing that our services help provide.
- **SAFETY** – Making sure our patients have safe, reliable, and welcoming access to their necessary treatments, prepared to the highest and most stringent levels of purity. Ensuring that our endeavors blend seamlessly with the fabric and culture of our host communities, never causing a burden. Compliance with the policy and procedures required of us by the relevant authorities will ensure the sustainable and productive accomplishment of our goals. Ensuring patient privacy through rigorous checks, as well as ensuring that patients are made fully aware of the potential effects of their treatments is our priority at all times.
- **EXCELLENCE** – Utilizing exceptional drive and focus, we want to consistently ensure our capabilities exceed expectations. Our team allows us to bring superior functional knowledge and technical expertise to implement complex creative solutions organizing and deploying our unique resources. Strengthening the Essex Apothecary through effective development, team building, growing community ties, and sharing success by promoting cooperation and diversity.
- **INTEGRITY** – Ensuring we maintain the highest level of ethics, fairness, transparency, and openness in all our actions.

Employment Policies

Employment Relationship

Essex Apothecary is an “at-will” employer. This means your or the Essex Apothecary may terminate the employment relationship at any time, for any reason, with or without cause or advance notice – provided the termination does not violate any federal, state, or local law. At will employment also means that the EA may make decisions regarding other terms of employment, including but not limited to, promotion, demotion, transfer, compensation, benefits, duties, and location of work, at any time, with or without cause or advance notice.

Your employment with Essex Apothecary and its operating units is not for a specified period of time, unless otherwise specified in writing in your letter of engagement.

Equal Employment Opportunity

Our goal is to provide equal employment opportunities to all employees and applicants without regard to race, color, religion, creed, national origin, sex, gender, sexual orientation, ancestry, age, gender identity, gender expression, genetic information, marital status, citizenship, disability, medical condition, protected veteran status, or any other basis prohibited by federal, state, or local law. This policy applies to all areas of employment, including recruitment, hiring, training, promotion, compensation, benefits, corrective measures, termination, and all other privileges, terms, and conditions of employment.

To that end, we:

- Provide equal pay for equal work in accordance with the Fair Labor Standards Act
- Use local employment sources of minority applicants whenever possible, for example government employment services, private employment agencies, local schools and colleges, and placement services of community action programs.

In addition, the Essex Apothecary will publicize information regarding equal employment opportunities by:

- Including the phrase “An Equal Opportunity Employer” on all recruitment advertising

- Displaying government equal employment opportunity notices and/or materials as required
- Distributing the equal employment opportunity and anti-harassment policies during new employee orientation programs and having employees acknowledge they have received them
- Notifying outside recruitment sources that the Essex Apothecary Inc. is an Equal Employment Opportunity Employer

The Essex Apothecary maintains records of equal opportunity employment activities and all other mandatory records as required by law.

All employees must follow this policy. Any employee that violates this policy will be subject to corrective measures, up to and including termination of employment.

Any employee who believes that he or she has been subject to any form of unlawful discrimination is encouraged and expected to notify his or her local senior manager or the Essex Apothecary's Directors or Legal Counsel immediately.

Diversity

Across the Commonwealth of Massachusetts, we celebrate the blend of innumerable cultures and personal histories that make the Commonwealth the leader it is today, and we seek to use that resource effectively to ensure we set the standard at every possible opportunity. To connect with our clients, we must respect their individual backgrounds to ensure effective communication and the appreciation of their unique situation. We must be able to see things from their point of view, to understand and accommodate their values.

That's why we have chosen to make diversity a Essex Apothecary priority. By honoring our differences, we build stronger relationships with the clients, and enhance our ability to have a productive dialogue about their treatments.

All aspects of the Essex Apothecary have made a commitment to embrace diversity. Inclusion – without regard to race, gender, sexual orientation, ideas, ways of living, cultures, and practices – provides the creativity and compassion essential to our success. It also leads to a more motivated team and a healthier and more productive work environment.

Non-discrimination and Anti-harassment

IF YOU FEEL YOU HAVE BEEN SUBJECTED TO DISCRIMINATION OR HARASSMENT DISCUSS THE ISSUE WITH YOUR SUPERVISOR, LOCAL SENIOR MANAGER, THE LEGAL COUNSEL, OR THE DIRECTORS OF THE ESSEX APOTHECARY IMMEDIATELY.

ALL DISCUSSIONS WILL BE HELD IN THE STRICTEST CONFIDENCE.

In keeping with our values, the Essex Apothecary and its agents, assigns, and operating units are committed to encouraging and maintaining a work environment in which all employees, clients, and any other persons we interact with are treated fairly and with dignity and respect. Respectful, professional conduct furthers the Essex Apothecary's mission, promotes productivity, minimizes disputes, and enhances our reputation.

Accordingly, discrimination and harassment are strictly prohibited. No employee or person who does business with us may engage in discrimination or harassment against an employee, client, or business associate on the basis of that persons protected status, which includes their race, color, ancestry, religion, creed, national origin, sex, gender, sexual orientation, age, gender identity, gender expression, genetic information, medical condition, marital status, citizenship, disability, veteran status, or any other protected category.

The conduct prohibited by this policy, whether verbal, physical, visual, or any other medium or behavior, includes discriminatory employment actions and any conduct that creates an intimidating, offensive, or hostile working environment or that interferes with work performance. Such conduct constitutes harassment when (1) submission to the conduct is made either an explicit or implicit condition of employment; or (2) submission to or rejection of the conduct is used as the basis of an employment decision; or (3) the conduct interferes with an employee's work performance or creates an intimidating, offensive, or hostile working environment.

Among the types of prohibited actions under this policy include, but are not limited to, the following:

- Epithets, slurs, jokes, or stereotyping
- Threatening, intimidating, or hostile acts or attempts

- Displaying, discussing, circulating, forwarding, or posting written or graphic materials that show hostility towards individuals or groups because of their protected status.

Essex Apothecary policy also prohibits sexual harassment, which includes unwelcome sexual advances, requests for sexual favors, and other verbal, physical, or visual conduct based on the individual's sex, gender, gender identity, or gender expression. Sexually harassing conduct in particular includes all of the above prohibited actions, as well as other unwelcome conduct, including but not limited to:

- Requests for sexual favors of any kind with or without explicit or implied consideration
- Offensive physical conduct (e.g., unwanted touching, assault, blocking movements, or otherwise causing physical distress)
- Conversation containing sexual comments, including sex-oriented verbal kidding, teasing, or jokes
- Graphic or degrading comments about an individual's body or choice of attire
- Suggestive or obscene communication, including letters or notes, and
- Unwelcome sexual advances, flirtations, or propositions.

The Essex Apothecary prohibits this conduct in its operations and will take action even if the conduct in question is not sufficiently severe or pervasive to constitute unlawful harassment.

Reasonable Accommodation of Disabilities

The Essex Apothecary also prohibits discrimination because of an employee's or applicant's actual or perceived disability. The Essex Apothecary is committed to full compliance with the Americans with Disabilities Act (the "ADA"), as amended, and applicable state laws. In accordance with all legal requirements, the Essex Apothecary makes reasonable accommodations to qualified applicants and employees with disabilities, provided that doing so does not create an undue hardship on the Essex Apothecary. It is the employee's or applicant's responsibility to make the Essex Apothecary aware of any accommodations needed so we may do our best to evaluate and meet those needs. The Essex Apothecary will work with the individual to identify a reasonable and dignified accommodation that will not impose an undue burden on the Essex Apothecary. An employee that requests an accommodation may

be required to submit documentation from a medical provider in connection with the disability.

If you believe you have a need for a reasonable accommodation to perform the essential functions of your job, contact your supervisor.

Employee Responsibility

Every member of the Essex Apothecary can help assure that our workplace is free from prohibited discrimination or harassment. In addition to avoiding inappropriate behavior under this policy, any employee who believes they are the subject of inappropriate behavior is expected to promptly advise the person engaging in the behavior that such conduct is unwelcome and request that the behavior be discontinued. If the employee is safely able to, they should leave the environment if it will not interfere with their work duties until the situation is resolved.

Reporting Procedures

If you feel that you have experienced or witnessed any conduct that is inconsistent with this policy, you are to immediately notify your supervisor or the Essex Apothecary's Legal Counsel. This policy does not require reporting harassment to any individual who is creating the harassment or allowing the harassment to be created.

Any manager or supervisor who is aware of conduct inconsistent with this policy or who receives a report of conduct inconsistent with this policy is to report immediately to their senior manager or the Essex Apothecary's legal counsel.

Essex Apothecary Response

All complaints of discrimination or harassment will be investigated promptly and thoroughly and will be kept confidential to the maximum extent possible (although in some circumstances, the department will have to advise the Essex Apothecary's senior management or Legal Counsel, or the relevant authorities). Appropriate corrective action, up to and including termination of employment, will be taken against any employee who is determined, in the Essex Apothecary's sole discretion, to have:

- Violated the Essex Apothecary's non-discrimination and/or anti-harassment policies; or

- Intentionally made or allowed to be made a false accusation against another employee.

Policy Against Retaliation

Retaliation against anyone who in good faith complains of, reports, or opposes discrimination or harassment, or participates in any investigation is prohibited. All employees who experience or witness any conduct they believe to be retaliatory should immediately follow the reporting procedures stated above.

Background Investigations

All employment offers extended for regular full-time, part-time, contractor, or freelance positions are contingent on satisfactory completion of a background check. Unless prohibited by law, background checks are required at all offices and subsidiaries of the Essex Apothecary. An authorized agent of the Essex Apothecary will conduct the investigation, which includes all Commonwealth of Massachusetts and the Massachusetts Department of Public Health requested materials, review of your educational credentials, previous employment, and professional references. If a part of your regular job duties involves direct access to Essex Apothecary assets or information systems, a more thorough investigation will be required. The results of your background investigation will be kept strictly confidential.

Information and Technology

Electronic Communications

The Essex Apothecary may provide access to many different forms of electronic communication, including email, Internet, Intranet, instant messaging, voicemail, fax, and any other form of digital or instantaneous communication. Remember you have a duty to the dignity of our clients and to the safety of your team to use all technologies responsibly – keeping our values in mind – to ensure confidentiality, safeguard data integrity, and protect others.

All employees and contractors who use the Essex Apothecary's systems agree to comply with Essex Apothecary policies relating to electronic communications and information security.

Essex Apothecary Property

All documents, files, and any other communication media created, sent, or retrieved using the Essex Apothecary's computer and electronic communication systems are considered directly related to the material interests of the Essex Apothecary, and therefore are Essex Apothecary property. The Essex Apothecary reserves the right to monitor, access, retrieve, read, and disclose any information for any purpose without notice. Accordingly, no employee or contractor should have any expectation of privacy as to his or her use of the Essex Apothecary's computer and electronic communications systems, and employees should not use these systems for information they wish to keep private.

Authorized personnel may monitor the electronic communications of employees to determine whether there have been any violations of law, breaches of confidentiality or security, communications harmful to the Essex Apothecary's interests, or violations of any Essex Apothecary policy. If you surf the Internet, remember that all connections and sites visited might be monitored and recorded by the Essex Apothecary. The Essex Apothecary also reserves the right to inspect or service your work computer or other electronic equipment at any time.

User Responsibility

Essex Apothecary-provided technologies are to be used only for the furtherance of legitimate Essex Apothecary purposes.

The Essex Apothecary's electronic communication systems are **not** to be used to:

- Conduct any personal business enterprise.
- Post information, opinions, or comments to Internet discussion groups and other similar forums (unless there is a valid Essex Apothecary-related reason and you have the permission of your supervisor). When used for appropriate purposes, you must comply with the group's / "forum's" regulations and policies. You may not state your views as representing those of the Essex Apothecary, or misrepresent your identity or relationship to the Essex Apothecary to obtain or use computer or network privileges.
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- View, upload or download information for which you do not have authorization, for example, copyrighted, trademarked or patented material, trade secrets or other confidential, private or proprietary information or materials. Keep in mind that copyrighted images and files downloaded from the Internet carry the full protection and penalties of copyright law. You are responsible for being aware of any copyright restrictions before downloading, modifying or reproducing any images or files from the Internet.
- Discuss any Essex Apothecary Inc. policy or practice(s), non-public proprietary or confidential information or trade secrets.
- Communicate messages containing profanity, discriminating, harassing or sexually explicit comments, innuendo, or threatening language.
- Pirate software, steal passwords, hack other machines on the Internet, participate in the viewing or exchange of illegal, sexually-explicit, pornographic or obscene materials, send discriminatory or harassing messages, or engage in any illegal activities.

- Create or distribute mass mailings without obtaining authorization from the Essex Apothecary's IT management, because of the danger that the Essex Apothecary's electronic communication systems might become overburdened and cease functioning, or cease functioning efficiently for legitimate Essex Apothecary purposes.
- Load non-business-related software programs (such as games), or any other hardware or software that is not Essex Apothecary owned or licensed – without written consent and assistance from the Chief Technology Officer.

In addition, you may not:

- Take any steps that might enable unauthorized third parties to obtain access to or use the Essex Apothecary's systems, or jeopardize the security of the Essex Apothecary's electronic communications systems in any way.
- Encrypt any email, voicemail, or other information contained in or transmitted to the Essex Apothecary's systems, unless you have the prior written consent of the Chief Technology Officer.

Access and Monitoring

As an employee, you may have access to the Essex Apothecary's voicemail and email systems. The Essex Apothecary may choose to either assign a password to you or you may be able to choose your own. Never disclose your password(s) to anyone else.

Although you have a password, communications on the Essex Apothecary's systems are not private. Passwords and user IDs are intended to protect the Essex Apothecary's confidential information, rather than provide personal privacy for employees. The Essex Apothecary's Information Technology Department has access to all employee passwords.

Always assume that any communications – whether Essex Apothecary-related or personal – may be read or heard by someone other than the intended recipient. For that reason, you should not send highly confidential or sensitive information

via email or the Internet without the prior written authorization of the Chief Technology Officer. Remember that if you use the Essex Apothecary's voicemail or email systems to communicate personal information, you do so knowing that the Essex Apothecary has the right to monitor or read communications for legitimate Essex Apothecary purposes. Accordingly, you should not have any expectation of privacy as to your use of the Essex Apothecary's voicemail, e-mail, and other communication systems.

Software

The Essex Apothecary's policy is to use only legally licensed software. Unlawful installation or duplication of software is prohibited. The Essex Apothecary's system administrators reserve the right to remove unauthorized files at any time without prior notification. All licenses should be reviewed in advance by the Essex Apothecary's Legal Counsel. Licensing and copyright violations are subject to applicable federal and state laws. You may not load any personal software on the Essex Apothecary's systems without the prior approval of the Chief Technology Officer.

Viruses and Tampering

Unless otherwise approved in writing by the Chief Technology Officer, any files downloaded from the Internet and any computer disks received from non-Essex Apothecary sources must be scanned with virus detection software before installation and execution. The introduction of viruses, attempts to breach system security or other tampering with any of the Essex Apothecary's systems is prohibited. You must report any viruses, tampering or other system breaches to the Information Technology Department immediately. It is a violation of Essex Apothecary policy to disable virus detection or prevention software.

Uploading to Essex Apothecary Website/Intranet

You may not place Essex Apothecary or any vendor/contractor material – such as copyrighted software, trademarks, informational and/or promotional materials – on any Essex Apothecary Website or any publicly-accessible Internet computer, unless you have received advance approval from the Legal Counsel, and the posting complies with all relevant laws and regulations. Posting Essex Apothecary or other trade secrets on any publicly accessible Internet computer is absolutely prohibited. You should be aware that the Essex Apothecary

maintains a separate policy covering the creation and maintenance of external websites.

Telephones

It is sometimes necessary to place or receive a personal call while at work. Personal calls should be kept to a minimum and should be brief. Please discourage friends and relatives from calling during working hours unless there is an emergency. If your supervisor believes you are abusing this privilege, he/she will discuss it with you. You may be required to place your phone or any other electronic communication device in a secure repository while working in or on Essex Apothecary property.

In addition, you should always follow safe practices when using these devices. Employees who connect their personally owned mobile devices to the Essex Apothecary's network must comply with Essex Apothecary specific security configurations and settings and are subject to remote wipeouts of the device. Please consult the IT Department for further guidance on this policy.

The Essex Apothecary prohibits employees from using any electronic devices while driving unless the device permits hands-free listening, talking, or texting, and is so used while driving. This also is a legal requirement in many states and should be avoided. Further, employees are advised that any vehicle citations they may receive for violating driving laws, including cell phone/personal electronic device usage laws, are the employee's responsibility. The Essex Apothecary will not pay for any such tickets or citations. It is each employee's responsibility to operate a vehicle in a safe and legal manner.

In addition, cameras on mobile devices may not be used in any production facility or secured area of Essex Apothecary property, nor may they be used in rest rooms, dressing rooms or other locations where individuals have a reasonable expectation of privacy.

Social Media

Social media has dramatically transformed how people around the world communicate with friends, family, and colleagues. Social media includes web-based and mobile-based technologies, both public and corporate sponsored, that are used to turn communication into interactive dialogue between

organizations, communities, and individuals. Examples include but are not limited to: Facebook, Twitter, Wikipedia, blog participation, Yammer, YouTube, Foursquare, LinkedIn, online forums, Pinterest, and any other programs or platforms accepted as social media.

This policy is meant to give employees a better understanding of how the use of social media can intersect with the workplace. In all cases the Employee Handbook and any relevant local, state or federal regulation should govern employee behavior with respect to social media outlets, as well as regarding the treatment of Essex Apothecary information that may be posted or discussed via such outlets. If you are unsure about what should or should not be posted with respect to social media, please consult the Legal Counsel or Chief Technology Officer for further guidance.

Here are some additional guidelines around the use of social media:

- The general rule is that employees should refrain from mentioning Essex Apothecary, its clients, vendors, assigns and agents in any capacity or any format without express written permission from the Chief Technology Officer or Legal Counsel.
- Should your Internet / social media posts result in any third parties, including members of the news media, contacting you and requesting information related to the Essex Apothecary, its operations, clients or employees, you must consult with the Legal Counsel immediately for guidance
- If at any time you feel you are being asked to violate this policy, client privacy or contractual obligations or the law, either by a client, colleague or other agent, please contact your Manager and the Legal Counsel immediately for guidance
- Safeguarding Essex Apothecary and client confidential information is every employee's responsibility. Maintain the Essex Apothecary's and its client's confidential or sensitive information and trade secrets. Caution should also be used when posting to internal and other Essex Apothecary-sponsored social media platforms, as employees whose jobs do not include working with confidential data may see this information

- Never post “on behalf of” or “as the” Essex Apothecary, or represent yourself as employee of the Essex Apothecary beyond listing a job title in the appropriate social media input field (for example, listing your title on the “About Me” page is allowed, but you may not use a job title not as a signature to your posts or to curry any form of favor or authority to your post.) If you seek any clarification on this issue, contact the Essex Apothecary’s Legal Counsel.

- Employees shall not post or display comments about coworkers or supervisors or the Essex Apothecary that are vulgar, obscene, threatening, intimidating, harassing, or a violation of the Essex Apothecary's workplace policies against discrimination, harassment, or hostility on account of age, race, religion, sex / sexual orientation, ethnicity, nationality, disability, or other protected class, status, or characteristic

Employees may accept "friend" / social media requests from their superiors and/or peers, but are under no obligation and should feel no pressure to do so. Employees should exercise their own opinion and judgment when accepting such requests. Managers cannot require that a prospective or current employee accept these requests. Requesting a prospective or current employee's social media password(s), to divulge personal social media or to log in while the employer is present is also prohibited, unless as part of an investigation into employee misconduct or violation of applicable laws and regulations, and so long as the information obtained is used for that purpose only.

Information Security

All employees play a vital role in protecting the confidentiality and integrity of the Essex Apothecary's information and the information of its clients. While we have established data security measures and guidelines, it is up to you to always put security first when using electronic systems devices to access, store, and transfer information or when handling sensitive printed documents.

Remote Access

When you work remotely, the Essex Apothecary prefers that you use Essex Apothecary-owned and supported systems. Using any other equipment to access our systems requires using Essex Apothecary approved access methods, as well as the prior approval of your manager and the Chief Technology Officer.

Essex Apothecary systems are centrally monitored, managed and updated with critical security software. This is designed to protect the Essex Apothecary, its employees and clients with greater security and provide greater control in the event of a security breach.

If you do have authorization to use non-Essex Apothecary systems or equipment

when you work remotely, you are prohibited from:

- Downloading or storing Essex Apothecary information without prior authorization
- Storing confidential client, Essex Apothecary or personal information on external devices (USB drives, hard drives, etc.) without protecting it with encryption.

Email

Be sure to use care in creating messages on Essex Apothecary email. Even if you delete a message, it may still exist on a back-up system, be recreated, printed, or may have been forwarded to someone else without your knowledge. All messages should be deleted from your inbox and any backup system within a reasonable time (but in no case more than 60 days) after receipt. You will be notified if there are any communications that should be saved for a longer period of time (e.g., communication in connection with litigation).

Think carefully before you send or open email. Be aware of the sensitivity of both message content and/or files that may be attached. Email represents a significant risk for losing or breaching data, in addition to being a vehicle for spreading viruses and other malicious programs.

When sending or receiving email:

- Remember email can be read by, and forwarded to anyone
- Do not read or forward advertising email
- Report any suspicious or inappropriate messages
- Do not open messages from an unknown or unreliable source
- Do not send confidential or sensitive information.

Protecting Access to Information and Equipment

All Essex Apothecary employees are responsible for protecting Essex Apothecary data and equipment by following these guidelines:

- Store and backup confidential or sensitive files on a secure Essex Apothecary network.
- Confidential printed reports should be stored in a secure area or shredded.
- Do not leave sensitive data in full view on a desk, monitor screen or printer.
- Do not discuss confidential Essex Apothecary/client matters with unauthorized individuals.
- Be sure to lock your workstation when not in use, including locking any Essex Apothecary assets with a cable or in a locked cabinet.
- Do not let others borrow your keys or ID card, or follow you into a secured area under any circumstances.
- Report strangers or suspicious individuals to security immediately.

For more information regarding the Essex Apothecary's Information Security and Data Privacy Program please contact the Chief Information Officer.

Violations

Violations of policies relating to Information and Technology, including breaches of confidentiality or security, may result in suspension of computer privileges or other disciplinary action, up to and including dismissal. The Essex Apothecary also reserves the right to hold you personally liable for any violations of these policies.

On The Job

Employment Eligibility

Federal law prohibits the Essex Apothecary from hiring individuals not authorized to work in the United States. On your first day of work you must provide proof of eligibility to work in the U.S. If you are unable to provide the required documentation – or a receipt showing that you have applied for documentation – within three days of employment, your employment will be suspended or terminated. Be sure to report any changes in your eligibility status to the Essex Apothecary's Human Resources Department immediately.

Employment Verification/References

Requests for employment verification or references should be referred to the Legal Counsel. The Legal Counsel will confirm – with your written consent – only your:

- Dates of employment
- Position title(s)
- Amount of current salary or wage (when necessary, for example, to a lending institution, school or government agency and where such disclosure is authorized in writing by the employee).

Only authorized individuals may release information about current or former employees.

Orientation

Starting a new job is exciting and challenging. There's a lot to learn about the Essex Apothecary and what is expected of you. The Essex Apothecary provides you with orientation materials to help you get acclimated and become a productive member of our team.

During your orientation, you will receive forms to complete. You will also receive detailed information about the Essex Apothecary's policies and procedures, benefits and operations. You are required to acknowledge receipt of and review the Employee Handbook.

If you have any questions about your work location, please contact your supervisor.

Training

You may be required to participate in Company-provided mandatory training sessions, including the annual Anti-harassment seminar and other training topics. You will be notified in advance which training programs you are required to complete.

Attendance

The success of our goals depends heavily on our employees being available to meet the needs of our clients. It is important that you report to work every day, on time, as scheduled. If you are absent or late, you place an extra burden on your co-workers and impair your team's ability to operate. Dependability, attendance, punctuality and commitment are essential components of successful employment at the Essex Apothecary.

We recognize there are times when you'll need time off during working hours to conduct personal business that cannot be arranged during off-hours. Whenever possible, you must arrange this time off with your supervisor as far in advance as possible. You should also notify your supervisor as soon as possible if you:

- Expect to arrive at work later than your scheduled start time
- Will be absent due to illness, injury or an emergency.

If you cannot reach your supervisor directly, try to speak with his or her manager if possible, and leave a phone number where you can be reached. You must also update your supervisor regularly with the expected duration of your absence.

Unauthorized, unreported, or excessive absenteeism or tardiness may result in disciplinary action, up to and including termination; provided, however, employees will not be disciplined for legally protected absences or tardiness. If you are absent for three or more consecutive working days without contacting your supervisor, you will be considered to have **voluntarily resigned**.

Personal and Company Property

You should safeguard any personal items or valuable property that you choose to bring to work. We encourage you to use discretion in this regard and not to rely on the Essex Apothecary to provide a secure repository for your belongings.

Purses, billfolds, jewelry, laptop computers, phones, tablets, and other electronic equipment should not be left unattended. The Essex Apothecary does not assume responsibility for your personal property. Any theft should be reported immediately to the Essex Apothecary's Legal Counsel.

Essex Apothecary property such as desks, cabinets and other furniture must be maintained according to the user manual and any Essex Apothecary rules and regulations, and used only for work-related purposes. You are responsible for any equipment the Essex Apothecary supplies to you, such as computers, mobile devices, etc. If the equipment is damaged or malfunctions, report it to your supervisor immediately.

We reserve the right to inspect all Essex Apothecary property without notice, whether or not you are present. If a reasonable suspicion exists that an employee is in unauthorized possession of Essex Apothecary property, client property, or another employee's property, his or her personal possessions may be subject to search. Because an inspection might result in the discovery of an employee's personal possessions, all employees are encouraged to avoid bringing into the workplace any personal property that they do not wish to reveal to the Company.

Travel and Entertainment Expense Policy

The Essex Apothecary will reimburse you for the necessary, reasonable and approved expenses you incur while conducting Essex Apothecary business. Please seek the Chief Financial Officer for further clarification on this matter.

Personal Automobile

You will be reimbursed for mileage, parking and tolls if you use your personal car for travel on Essex Apothecary-related business outside of your normal commute. Mileage is reimbursed at the current IRS rate, and includes the cost of gas and wear. The mileage reimbursement rate is intended to reimburse

employees for these costs as they relate to use of a personal vehicle for Essex Apothecary business. Employees are responsible for all fuel, upkeep, and insurance expenses for their personal vehicles.

Meals and Entertainment

The Company will reimburse you for reasonable and modest meals, if:

- A client or vendor is present; OR
- At least one colleague is from out-of-town; OR
- A meal is taken offsite for legitimate and reasonable confidentiality reasons; OR
- The meal is for reasonable and infrequent team building or in recognition of an unusually significant event.

In addition, reasonable and modest meals may be reimbursed if you are:

- Required to work onsite past 8:00 p.m., or for more than 6 hours on a weekend or holiday
- Traveling out-of-town overnight for Essex Apothecary-related business.

All receipts must be submitted promptly to the Chief Financial Officer for approval. The Essex Apothecary will not reimburse alcohol expenses.

Personnel Files

The information recorded in your personnel file is extremely important to you and the Essex Apothecary. It is your responsibility to notify the Essex Apothecary's Legal Counsel promptly of any changes in your personal data, such as your mailing address, telephone numbers, emergency contacts, educational accomplishments, etc. If you have any life events that would affect your tax status (marital status, family additions, addition or subtraction of dependents) you may share that information with the Chief Financial Officer directly.

The Essex Apothecary will attempt to restrict disclosure of each employee personnel file to authorized individuals within the Essex Apothecary. You may request access to your own personnel file from the Legal Counsel, subject to federal and state laws. Only the Legal Counsel is authorized to release information about current or former employees. The right to access documents in an employee's personnel file does not apply to records relating to the

investigation of a possible criminal offense or to letters of reference. Disclosure of personnel information to outside sources will be limited. However, the Essex Apothecary will cooperate with requests from authorized law enforcement or local, state or federal agencies conducting official investigations and as otherwise legally required.

Standard Working Hours & Overtime Pay

Employees will be paid for their hours worked in accordance with all applicable regional and federal legal requirements.

The standard work week for full-time employees is 40 hours (excluding lunch), Sunday through Saturday. Operating units may establish varying hours of assignment.

Exempt employees are not eligible for overtime pay. The Essex Apothecary intends to maintain the salary basis of all of its salaried exempt employees. Notwithstanding any other provision of this Handbook, the Essex Apothecary's policies, including but not limited to discipline and benefits policies, are to be interpreted in accordance with the salary basis requirements of the Fair Labor Standards Act and state law. Please refer to the Salary Basis / Safe Harbor Policy below.

Non-exempt employees are paid on an hourly or salary basis and will also be paid their hourly rate (to determine the hourly rate for salaried employees, the annual salary is divided by 2080) multiplied by 1.5 for time worked in excess of 40 hours in any week. Any paid time off (PAID TIME OFF, holiday, etc.) will be considered hours worked for overtime calculations in a standard week. The Essex Apothecary will comply with all applicable state laws requiring the payment of overtime.

Pre-approval required for overtime. All overtime worked by a non-exempt employee must be approved in advance by an employee's supervisor, not at the employee's discretion. Non-exempt employees are not to work before, beyond or outside their normal working hours without such prior approval. Employees who fail to work scheduled overtime or who work overtime without prior authorization from a supervisor may be subject to disciplinary action, up to and including termination of employment.

If you are unsure whether you are an exempt or non-exempt employee, please contact the Essex Apothecary's Legal Counsel.

Timekeeping Requirements

Accurately recording time worked is the responsibility of every non-exempt employee. Time worked is all the time actually spent on the job performing assigned duties. Each non-exempt employee is required to record accurately the time they begin and end their work, as well as the beginning and ending time of each meal period, and the beginning and ending time of any split shift or departure from work for personal reasons.

All non-exempt employees must record their work time exactly as that time is worked - without exception. If an employee makes an error on his/her time sheet, the employee's supervisor must make the correction and it must be initialed by both the employee and the supervisor. Any employee who fails to follow these timekeeping policies may be subject to disciplinary action, up to and including termination. It is the employee's responsibility to sign his or her time record to certify the accuracy of all time recorded. The supervisor will review and then approve time sheets.

Altering, falsifying or tampering with timekeeping records, recording hours not worked, working hours not recorded on your time sheet (i.e., working "off the clock"), having someone else record your time or recording another employee's time, and performing overtime work not specifically authorized in advance are all serious violations of Essex Apothecary policy which may result in disciplinary action, up to and including termination.

Pay Schedule

Payday is the 15th and the last day of each month. If either of these days falls on a weekend or holiday, payday will be the working day before. Your pay is generally mailed to your home address. To make different pay arrangements, you must make your request in writing to the Chief Financial Officer.

Payroll Deductions

The Essex Apothecary is required to take deductions from your earnings for federal and state income, Social Security, and Medicare taxes. We will also

comply with court orders, liens, or wage assignments and make payroll deductions according to those orders. Employees are advised to check their pay stubs and are encouraged to report any mistakes to the Chief Financial Officer. Inadvertent mistakes will be corrected promptly.

Performance Assessments/Salary Reviews

The performance assessment process is an important part of your career growth and development. Periodically, your supervisor will conduct informal and/or formal performance reviews, to provide you with feedback and discuss your performance strengths as well as opportunities for improvement and development. Performance assessments vary by operating unit. The Essex Apothecary's Legal Counsel can provide you with more information.

After your formal performance review, you may be eligible for a merit pay increase. You may also receive an increase in pay if you are promoted to a higher-level job. Increases vary depending on performance and current salary. A good performance review does not guarantee a pay increase or a promotion. Salary increases and promotions are at the sole discretion of the Essex Apothecary. Moreover, any pay increase or promotion (or any other compensation or incentive) is not a promise of continued employment, nor does it alter your at-will employment status.

If your performance is determined not to be acceptable, your supervisor or department manager may provide you, as appropriate, with an outline of performance issues, recommended actions for improvement and measurement criteria. Your supervisor may also recommend appropriate disciplinary action.

Salary Basis/Safe Harbor Policy

It is the Essex Apothecary's policy and practice to compensate employees accurately and in accordance with the Fair Labor Standards Act (FLSA), and other applicable state wage and hour laws. The FLSA, in particular, requires that most employees in the United States be paid at least the federal minimum wage for all hours worked and overtime pay at time and one-half the regular rate of pay for all hours worked over 40 hours in a workweek. However, Section 13(a)(1) of the FLSA provides an exemption from both minimum wage and overtime pay for employees employed as bona fide executive, administrative, professional or outside sales employees.

Employees classified as exempt are paid a pre-determined salary for any work week in which they perform work, regardless of the quality of their performance, or the number of hours worked during that work week. Job titles do not determine exempt status. In order for an exemption to apply, an employee's specific job duties and salary must meet all the requirements of the Department's regulations, as well as any applicable state law requirements. Under certain circumstances and in accordance with federal wage-hour regulations, deductions may be made from an exempt employee's salary (in addition to tax withholdings and other applicable payroll deductions).

What to Do If an Improper Deduction Occurs

We prohibit any individual from making any improper deductions from the salaries of exempt employees. Employees are advised to check their pay stubs to not only ensure accuracy, but to ensure all proper deductions are being made.

If you believe that an improper deduction has been made to your salary, you should immediately report this information to the Legal Counsel. Reports of improper deductions will be promptly investigated, and remedial actions will be taken, as necessary. The Company does not tolerate any retaliation against those who make such reports.

Leaves of Absence

Essex Apothecary understands that there are a variety of circumstances when employees may need extended time away from work. The Essex Apothecary offers various leaves of absence as required by applicable law. **Note:** Where state laws provide benefits that exceed federal law, state laws will prevail.

Time Off

The Essex Apothecary provides time off – both paid and unpaid – so you can rest, regroup and/or recuperate. Please contact your supervisor to determine whether your request for time off is paid or unpaid. Non-Exempt employees are not eligible to accrue paid time off. Exempt employees will accrue paid time off at the rate of one (1) day of paid time off for every full month of employment. Exempt employees are also eligible for paid time off for all Federal and /or

Commonwealth of Massachusetts officially recognized holidays where Federal or Commonwealth employees are not required to work.

Paid Time Off Guidelines

- You may take paid time off only as full days or half days (4 hours), unless the reason for paid time off qualifies for intermittent leave under applicable federal or state laws.
- You cannot carry over paid time off from one calendar year to the next – you must take it in the calendar year in which you earn it.
- You may not receive pay in lieu of paid time off, except upon separation from employment.
- If you take time off that includes a Essex Apothecary-recognized holiday(s), the holiday(s) will not be charged against your paid time off. However, if you schedule a paid time off day on a holiday designated as an early closing, you will be required to take a full paid time off day.
- You may not use paid time off days in advance of the calendar year in which you earn them.
- The Essex Apothecary may require you to take paid time off time for disability and FMLA leave to the extent allowed by state and federal law.

Family and Medical Leave

Pursuant to the Family and Medical Leave Act ("FMLA") eligible employees may take an unpaid family or medical leave of absence ("Family/Medical Leave") of up to 12 weeks in a 12-month period. The 12-month period is measured backwards from the date the employee begins any FMLA leave. Eligible employees may take up to twenty-six (26) weeks of FMLA leave in a single 12-month period to care for an Injured Servicemember, as described below. An eligible employee is limited to a combined total of 26 workweeks of leave for any FMLA-qualifying reason during the 12-month period.

Any leave taken pursuant to this policy, other Essex Apothecary policies, or law which qualifies as leave under the FMLA will be counted against the employee's available leave under the applicable Essex Apothecary policy(s) and law, as well as the available leave under the FMLA, to the extent permitted by applicable law.

If an employee obtains a leave based on false representations regarding the need for leave, then s/he will be considered to have voluntarily resigned.

Eligibility

You are eligible for Family/Medical Leave if you are an eligible full-time or part-time employee and you:

- Have at least one year of employment
- Have worked at least 1,250 hours over the last 12 months

“Hours worked” means actual hours worked and generally does not include paid or unpaid time off. Eligible employees may be granted up to 12 weeks of unpaid, protected leave within a rolling 12-month period. If you return to work within the FMLA period, you will be restored to your original or equivalent position with equivalent pay, benefits and other employment terms and conditions.

If eligible, you may take Family/Medical Leave for any of the following reasons:

- *Birth/Placement.* The birth of your child, or the placement of a child with you for adoption or foster care.
- *Family Care.* To care for your spouse, child, parent, or registered domestic partner with a serious health condition.
- *Employee Medical.* Because of your own serious health condition, which makes you unable to perform one or more essential functions of your job.
- *Qualifying Exigency.* A qualifying exigency, as defined in the FMLA final regulations, arises out of the fact that your spouse, parent, domestic partner, or child is on covered active duty or has been notified of an impending call or order to covered active duty in the Armed Forces in a foreign country. Contact the Legal Counsel for additional information regarding what constitutes a qualifying exigency.
- *Injured Servicemember.* To care for your parent, child, domestic partner, spouse or next of kin, who is either (1) a current qualified member of the Armed Forces (including the National Guard or Reserves); or (2) a qualified veteran who was a member of the Armed Forces (also including the National Guard or Reserves). To be considered “next of kin,” you must be the nearest blood relative of the injured servicemember (other than the individual’s parent, spouse or child). Injured Servicemember leave may be taken for up to 26 weeks in a single 12-month period, which period begins on the first day you take leave for this purpose and ends 12

months after that date.

You may not be granted Family/Medical Leave to gain employment or work elsewhere, including self-employment. If you intend to work at a second job during your leave, then you must notify the Company.

If you provide false or misleading information in order to be granted a Family/Medical Leave or in connection with a Family/Medical Leave, including the reason for an absence, you will be subject to discipline, up to and including immediate termination.

Additional Obligations And Rights Relating To Family And Medical Leave

Transfers/Reasonable Accommodations

- If you are pregnant, you may be entitled to transfer to a less strenuous or hazardous position for the duration of your pregnancy upon request, where such transfer can be reasonably accommodated. You also may be entitled to reasonable accommodation for conditions related to pregnancy, childbirth or related medical conditions upon request, where such reasonable accommodation would not cause an undue hardship to the Essex Apothecary. A request for reasonable accommodation or transfer must be supported by the written certification of your health care provider that such an accommodation or transfer is medically advisable.

Notice Of Leave

- If the need for leave (other than Qualifying Exigency Leave) is foreseeable, you must give the Essex Apothecary at least thirty (30) days' prior notice, if possible, or as much notice as practicable under the circumstances. For unforeseeable leaves and Qualifying Exigency Leaves, you are expected to notify the Essex Apothecary as soon as practicable. Failure to provide such notice may be grounds for delaying or denying the leave and may result in adverse consequences.
- In addition, you should comply with the Essex Apothecary's usual call-in procedures, absent unusual circumstances.

Medical Certification For Employee Medical And Family Care Leaves

- If you are requesting Employee Medical or Family Care Leave, then you and the appropriate health care provider must supply medical

certification supporting the need for leave. If the need for leave is foreseeable, the medical certification should be provided to the Essex Apothecary before the leave begins. If the need for leave is not foreseeable, then the medical certification must be provided within fifteen (15) days after it is requested, or as soon as reasonably possible under the circumstances. Failure to provide requested certification in a timely manner may result in denial or delay of leave or other adverse consequences. The Essex Apothecary also may require medical recertification periodically during the leave and may ask for clarification and authentication of any medical certification submitted. Please refer to the Legal Counsel to obtain additional information concerning certification forms.

- For Employee Medical Leaves, at its own expense, the Essex Apothecary may require a second medical opinion, and if the first and second opinions differ, may request a third medical opinion. If a third opinion is requested, you and the Essex Apothecary will jointly approve of the health care provider and the third opinion will be binding.

Certification For Injured Servicemember And Qualifying Exigency Leaves

- If you are requesting Qualifying Exigency or Injured Servicemember Leave, you must provide certification of your need for leave. Such certification must be provided to the Legal Counsel within 15 calendar days after it is requested. Certification forms are available from the Legal Counsel

Intermittent And Reduced Schedule Leave

- Employee Medical, Family Care, Disability and Injured Servicemember Leaves may be taken intermittently (in separate blocks of time due to a single covered health condition) or on a reduced leave schedule (reducing the usual number of hours an employee works per workweek or workday) if medically necessary. You are required to make a reasonable effort to schedule medical treatment so as not to unduly disrupt Essex Apothecary operations, subject to the appropriate health care provider's approval. In addition, if you are taking intermittent or reduced schedule leave that is foreseeable based on planned medical treatment, the Essex Apothecary may temporarily transfer you to an available alternative position with equivalent pay and benefits, which better accommodates the recurring leave. If you are certified to take Family/Medical Leave on an intermittent or reduced leave schedule basis, you must advise the

Essex Apothecary at the time of the absence if the absence is for your certified reason. Qualifying Exigency Leave also may be taken intermittently or on a reduced schedule. Birth/Placement Leave cannot be taken on a reduced leave schedule without the Essex Apothecary's consent, and as discussed above, there also are restrictions on taking it intermittently.

Leave Is Unpaid— Substitution Of Accrued PTO

- Family/Medical Leave under the FMLA generally is unpaid leave, unless you qualify for payments under the Essex Apothecary's parental leave policies, described below. However, if you are taking Family/Medical Leave, then you may be required to use any accrued PTO during an otherwise unpaid leave to the extent allowable by law.

Parental Leave

- Essex Apothecary policy enables parents with two or more years of service to become eligible for up to 2 weeks of paid leave immediately following the birth or adoption of a child. You continue to accrue PTO during paid parental leave, which is credited to you when you return to work. Parental leave is a wage supplement benefit only that runs concurrently with and counts toward your twelve-week FMLA entitlement.

Reporting Your Status While On Leave

- During a Family/Medical Leave, you may be required to contact your manager periodically to report on your status and intention to return to work.

Returning From Leave

- Generally, upon return from protected FMLA leaves that do not exceed the maximum available leave, you will be reinstated to the same position or to an equivalent position with equivalent pay, benefits, and other employment terms, subject to any applicable exceptions. You, however, have no greater rights to reinstatement or to other benefits and conditions of employment than if you had not taken such leaves. As such, under certain circumstances provided by law, reinstatement following your FMLA leave may be denied.

- As a condition of returning to work following Employee Medical Leave, you will be required to provide a health care provider certification verifying your ability to return to work. Employees failing to provide a release to return to work when required to do so will not be permitted to resume work until it is provided. In addition, any right to reinstatement terminates if an employee fails to return to work at the end of an approved leave, in accordance with applicable laws, without making prior arrangements.

Legal Compliance

This policy will be interpreted and applied in accordance with applicable federal, state and local laws, and to the extent that this policy may conflict with those laws, they are controlling over this policy. Further, the Essex Apothecary retains all available rights and defenses under applicable law, whether or not specifically set forth in this policy.

Additional Information

Additional information about Family/Medical Leave, including forms, also is available from the Legal Counsel.

Other Leaves

Military Leave

- Benefits eligible full-time and part-time employees are eligible for military leave. You should notify your manager and the Legal Counsel if called for active duty (military, reserves, National Guard training or certain types of service in the National Disaster Medical System) or military drill training, or you volunteer with one of these services. The Essex Apothecary will require you to submit valid Military Operational Orders or Training Schedule documentation before your leave begins. Approved military leaves will be confirmed in writing. For full details regarding pay, benefits and seniority during a military leave, contact the Legal Counsel.
- You will be required to provide documentation of your military pay status before your leave begins, and again annually or if your military pay changes (whichever is earlier). The Essex Apothecary will comply with applicable Federal and State laws regarding reinstatement of employees following a military leave.

Jury Duty Leave

- If you are called for jury duty, you must notify your supervisor and the Legal Counsel in advance of the date you are required to serve. You will be paid your regular salary for your period of service, as long as you provide a court summons at the start of jury duty and submit proof of your service when it is completed. Eligible part-time employees will be paid for jury duty served on regularly scheduled work days. You should inform the court that you are receiving your full salary from the Essex Apothecary.
- When you complete your jury service, you will be reinstated to your previous position or to an equivalent position if it was necessary to fill your position because of Essex Apothecary requirements, consistent with applicable law.

Bereavement Leave

- Eligible full-time employees can receive up to five days of paid leave in a calendar year in the event of the death of an immediate family member.
- For this purpose, immediate family is defined as:
 - Spouse/Registered Domestic Partner
 - Child
 - Step-child
 - Parents (including in-laws), step-parents
 - Siblings, step-siblings
 - Grandparents
 - Grandchildren
- Bereavement leave is pro-rated for eligible part-time employees. You should direct requests for bereavement leave to your supervisor.

Safety and Health

Drug and Alcohol Policy

The use of illegal drugs and alcohol misuse by employees are inconsistent with the Essex Apothecary's commitment to maintain a safe, healthy, and productive work environment and a drug-free workplace. Illegal drugs are controlled substances that are not being used or possessed under the supervision of a doctor or other licensed health care professional.

Information about the dangers of drug abuse and alcohol misuse in the workplace, sources of help for drug and alcohol problems, this policy, and the consequences that may result from violations of this policy, is available from the Legal Counsel

Work Rules

Essex Apothecary prohibits:

- The use, unauthorized distribution, unauthorized manufacture, unauthorized transfer, unauthorized sale, unauthorized purchase or unauthorized possession of any controlled substance, illegal drug, intoxicant, drug paraphernalia or alcohol, or the improper use of prescription medication while on Essex Apothecary premises or work sites, using Essex Apothecary property – including Essex Apothecary vehicles and private vehicles parked on Essex Apothecary premises or work sites – or at any time while conducting Essex Apothecary business (except alcohol available at Essex Apothecary-sponsored functions with the approval of Management)
- Employees from reporting to work or performing their duties while under the influence of a controlled substance or alcohol, or while abusing prescription medication.

This policy does not prohibit employees from the lawful possession and responsible, safe use of prescribed medications. Employees have the responsibility to consult with their doctors or other licensed health care professionals about the effect of prescribed medications on their ability to

perform their specific job duties in a safe manner, and to promptly disclose any work restrictions to their supervisors or the Legal Counsel. Employees should not, however, disclose underlying medical conditions, impairments or disabilities to their supervisors or the Legal Counsel unless specifically directed to do so by their doctors or other licensed health care professionals.

Voluntary Requests for Assistance

Employees with drug and alcohol problems are encouraged to seek help before they become subject to discipline for violating this or other Essex Apothecary policies. The Essex Apothecary will support, assist, and accommodate such employees to the extent required by applicable law. The Legal Counsel can assist employees in a confidential manner, by referring them to the Employee Assistance Program, providing them with information about other community resources for evaluation, counseling, and treatment and helping them utilize any available employee benefits. Employees will not be disciplined by the Essex Apothecary because they request assistance. Employees may not, however, escape discipline by requesting assistance after they violate the Essex Apothecary's policies. In addition, employees who request assistance will not be excused from complying with the Essex Apothecary's policies, including its standards for employee performance and conduct.

Consequences

Employees who violate this policy will be subject to appropriate disciplinary action up to and including termination of employment. Depending on the circumstances, an employee's return to work, reinstatement and/or continued employment may be conditioned on the employee's successful participation in and/or completion of any and all evaluations, counseling, treatment, and rehabilitation programs, passing of return-to-duty and follow-up drug and alcohol tests, and/or other appropriate conditions as determined by the Essex Apothecary.

Testing

The Essex Apothecary reserves the right to conduct reasonable suspicion and other drug and alcohol tests in accordance with the requirements of applicable law.

Reporting Convictions

Employees who are convicted of, plead guilty to (including a plea of nolo contendere or no contest), or are sentenced for a crime involving illegal drugs must report the conviction, plea or sentence to the Legal Counsel within five (5) days after such conviction, plea or sentence. If an employee who is convicted of, pleads guilty to or is sentenced for a crime involving illegal drugs performs work directly relating to the Essex Apothecary's contracts, permits, or grants with a state or the federal government, the Essex Apothecary will report such conviction, plea or sentence to the appropriate agency within ten (10) days after it receives notice.

Employee Assistance Program

When there is reason to believe that an employee has a substance or alcohol abuse problem that interferes with his or her ability to perform the essential functions of the job, the Essex Apothecary may, at its discretion, refer the employee to the Employee Assistance Program for counseling or to a substance abuse rehabilitation facility, as appropriate. An employee's refusal to comply with recommendations to seek assistance may be further grounds for disciplinary action, including termination of employment, consistent with applicable law.

Workplace Violence

We are committed to ensuring the safety and health of our employees, clients, consultants and others who enter our facilities. The Essex Apothecary will not tolerate the use of violence or threats of violence in the workplace.

Examples of prohibited conduct include:

- Threats of physical harm or intimidation
- Threatening phone calls, emails or other electronic communication
- Aggressive contact or physical injury of another
- Intentional destruction or threat of destruction of Essex Apothecary property or the property of co-workers, clients, business associates, vendors or visitors
- Surveillance or stalking

- Possession of a weapon while on Essex Apothecary or client property, or while on Essex Apothecary business, unless authorized to do so in writing by the Director of Security and countersigned by the Legal Counsel.

All employees must take responsibility to establish and maintain a work environment that promotes professionalism and is free of workplace violence. If you feel you have been the subject of workplace violence or you are aware of a potentially harmful situation, you should immediately inform the Legal Counsel. Reported incidents will be kept confidential to the extent possible. The Essex Apothecary will immediately investigate all reported incidents and take appropriate action – including reporting violations to the appropriate law enforcement agencies. Violations of this policy may lead to disciplinary action up to and including dismissal.

Weapons Possession

Essex Apothecary strictly prohibits the possession and use of firearms, weapons or explosives during work time, while on Essex Apothecary premises or off-site on client or vendor locations, unless authorized to do so under federal, state, and local law, AND you have obtained prior written permission to do so by the Director of Security, countersigned by the Legal Counsel as an integral part of your job function. Only fully licensed and accredited security personnel are eligible for this permission.

Individuals who violate this rule will be subject to severe penalties, including removal from the premises and termination of employment.

Employees who engage in violent acts or engage in behavior that threatens the safety of employees or visitors in the workplace may be subject to immediate disciplinary action, up to and including termination.

Smoking

The Essex Apothecary maintains a smoke-free work environment and prohibits smoking in all Essex Apothecary offices. Designated tobacco smoking areas may be available, depending on your work location.

Security Policy

The Essex Apothecary maintains a separate security policy to cover the operations and management of its property. Please contact the Legal Counsel for more information regarding this policy.

Leaving The Essex Apothecary, Inc.

At-Will Employment

Essex Apothecary is an “at will” employer. This means that you or the Essex Apothecary can terminate your employment at any time, for any reason, with or without cause, warning or notice – subject to federal, state and local law.

Voluntary Resignation

If you decide to leave the Essex Apothecary, we ask that you provide a written resignation to your manager and the Legal Counsel at least two weeks in advance. The notice period is important as it helps provide sufficient time for your department to begin a search for your replacement and/or transition your job responsibilities to a co-worker.

Involuntary Termination

There are a variety of circumstances under which it may become necessary to terminate an employee, including:

- Job elimination, for example due to a decrease in the volume of work or a change in procedure or structure (in this case reasonable efforts may be made to place you in another position within the Company for which you are qualified).
- The inability of an employee to perform his or her duties, with or without a reasonable accommodation.
- A serious offense, for example, theft, sexual or other unlawful harassment, a physical attack on another employee, violation of information security policies, insubordination, an error that causes the loss of a client or harm to a client relationship, or financial or accounting impropriety.

Note that Essex Apothecary is not required to show cause for any termination of employment. The above serve as non-comprehensive illustrations of conduct that may cause Essex Apothecary to terminate an employee.

Return of Essex Apothecary Property

If your employment terminates, you must return all Essex Apothecary property. Access to Essex Apothecary systems will be cancelled.

Separation Pay

When you leave the Essex Apothecary, separation payments may be granted at the Essex Apothecary's sole and absolute discretion, unless otherwise required or limited by applicable law. However, no payments will be made if:

- Adequate notice of termination is given under applicable law
- Termination is due to the employee's inappropriate or prohibited conduct
- The employee chooses to leave the Essex Apothecary voluntarily.

If the Essex Apothecary makes separation payments in place of providing adequate notice, payments will be made as shown below once the employee signs (and does not revoke) a separation agreement and release.

Payment of PTO Upon Termination

When you leave the Essex Apothecary – either voluntarily or involuntarily – you will be paid for any earned but unused paid time off. If you have taken paid time off that you have not yet earned, you are responsible for reimbursing the Essex Apothecary for that time (to the extent allowed by law).

Acknowledgement of Receipt of Employee Handbook

This is to acknowledge that I have received and carefully read a copy of the Essex Apothecary Inc. Employee Handbook, either in hard copy format or via electronic access (or both).

I realize that it is my responsibility to read the Handbook thoroughly, familiarize myself with the content, and comply with the policies contained in the Handbook and any revisions made to it. I understand that this Handbook replaces any previous handbook. I also realize that it is my responsibility to seek clarification from the Legal Counsel for any policies or provisions in this Handbook that I do not understand.

I understand that, with the exception of the policy of at-will employment, the Essex Apothecary may modify or rescind any policies, benefits or practices described in the Employee Handbook at any time without prior notice to me, and the Essex Apothecary will issue replacement pages for this Handbook as soon as practicable after policies, benefits or practices change. My signature on this page serves as an acknowledgement of my responsibility to keep this Handbook current as changes are issued.

I have entered my employment relationship with the Essex Apothecary voluntarily and acknowledge that there is no specified length of employment. I understand that my employment is at will, meaning that I may terminate my employment with the Essex Apothecary with or without cause or notice, and that the Essex Apothecary may terminate or change the terms of my employment, including but not limited to demotion, promotion, transfer, compensation, benefits, duties, and location of work, with or without cause or notice.

Employee's Signature

Employee's Name (printed)

Date

Location

PLEASE SIGN AND RETURN TO THE LEGAL COUNSEL

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Recordkeeping

Essex Apothecary

I. Intent

Policy To provide clear and concise instructions for Essex Apothecary, LLC. employees who will be involved with recordkeeping operations that are in compliance with the current Adult Use Marijuana regulations set forth by the Commonwealth of Massachusetts.

II. General Requirements

Procedure

ESSEX APOTHECARY will maintain and track all records in a secure manner but accessible to CCC at upon request. These records include patient records, purchases, denials of sale, any delivery options, confidentiality and retention. ESSEX APOTHECARY records are maintained as required in any section of 935 CMR 500.000. Specifically, ESSEX APOTHECARY will maintain the following records:

1. Operating procedures including security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, patient education description, pricing standards and procedures, production and distribution policies and procedures, as required by 935 CMR 500.101(c)(7)
2. Inventory records as required by 935 CMR 500.101(1)(g)
3. Seed-to-sale tracking records for all marijuana and MIPs as required in 935 CMR 500.101(9)(c)
4. Personnel records that include job descriptions, a personnel record for each dispensary agent that includes a copy of the dispensary agent application submitted to CCC, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 935 CMR 500.101(9)(d)
5. Business records including assets and liabilities, monetary transactions, books of account, sales records, and salary and wage information as required by 935 CMR 500.101(9)(e)
6. Waste disposal records as required by 935 CMR 500.101(12)

A client record will be established and maintained for each client who obtains marijuana from the Marijuana Establishment. All entries made to the client record will be dated (date and time) and signed (electronically) by the authorized Marijuana Establishment agent making the entry

and will include the Marijuana Establishment agent identification number. An entry within the client record will be made to reflect each purchase or denial of sale as well as educational materials provided. This data will also be analyzed to monitor the performance of the Marijuana Establishment and improve the variety of services offered.

All systems accessed by Marijuana Establishment agents will be password protected. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Marijuana Establishment Manager and Executive Management Team. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle. Records shall be maintained for four years.

Product Testing

Essex Apothecary

I. Intent

Policy To provide clear and concise instructions for Essex Apothecary employees who will be involved with product quality control that are in compliance with the current Adult Use Marijuana regulations set forth by the Commonwealth of Massachusetts.

II. General Requirements

ESSEX APOTHECARY's sampling and testing policies and procedures are compliant with the testing requirements outlined in 935 CMR 500.105(3)

ESSEX APOTHECARY will only acquire and dispense product in the METRC system with an attached independent testing lab to test all marijuana batches prior to packaging to ensure contaminant-free purity and correct medicinal dosage and potency. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination.

Required testing includes:

1. cannabinoid profile
2. contaminants as specified by the Commission including, but not limited to:
 - a. mold,
 - b. mildew,
 - c. heavy metals,
 - d. plant-growth regulators and pesticides,
 - e. metals, and
 - f. bacteria/fungi/mycotoxins.

ESSEX APOTHECARY will also retain an independent lab to test samples themselves (if needed). No marijuana may be sold or otherwise marketed for adult use that is not capable of being tested by an Independent Testing Laboratory.

ESSEX APOTHECARY will maintain the results of all testing for no less than one year;

All Marijuana product will be transported to and from the lab, by the lab in accordance with the ESSEX APOTHECARY Transportation SOP.

If a batch of marijuana fails a quality assurance test, it will be quarantined and stored away from other product and the Commission will be notified within 72 hours of these results. ESSEX

APOTHECARY will submit to the Commission upon their request, any information regarding contamination. The batch will be retested, remediated or destroyed as determined by Management

This policy will be available to clients. Any notifications indicating contamination that cannot be remediated will include a proposed plan for destruction of contaminated product and assessment of the source of contamination.

Essex Apothecary will only acquire product from licensed vendors who can certify that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner, and are well cured and generally free of seeds and stems; that are free of dirt, sand, debris, and other foreign matter; that are free of contamination by mold, rot, other funguses, and bacterial diseases; that are prepared and handled on food-grade stainless steel tables; and have been packaged in a secure area.

All agents whose job includes contact with marijuana shall be subject to the requirements for food handlers specified in 105 CMR 300.000. Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including maintaining adequate personal cleanliness and washing hands appropriately.

Hand washing facilities shall be located in all areas where good sanitary practices require employees to wash and sanitize their hands. Water supply shall be sufficient for necessary operations. Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. The establishment shall provide its employees with adequate, readily accessible toilet facilities.

There shall be sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests.

Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. All contact surfaces shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination.

All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana.

Essex Apothecary

PERSONNEL PLAN

1. **Overview**

Staffing Plan: Upon receipt of Final Certificate of Registration (“FCR”), the Essex Apothecary team will commence operations with accessible business hours of Monday through Sunday, 7:00 am to 5:00 pm schedule at our /retail facility, with all agents working a full day. The Licensee’s operations will begin with 15 employees. This number will increase as the volume of work expands. As client count increases, operating hours will increase as appropriate. After one year we expect to have 24 employees.

2. **General Requirements**

All employees must acknowledge and abide by the alcohol, smoke, and drug-free workplace policies. These policies are explained in the Essex Apothecary employee handbook, a copy of which is given to all new hires for review and signature prior to their first shift.

All employees must acknowledge and abide by the anti-diversion policy, which provides for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or has been convicted or entered a guilty plea for a felony charge of distributing of a drug to a minor.

Per 935 CMR 500.105(9)(d)(3), a Staffing Plan is maintained that will demonstrate the accessible business hours. Records of this staffing plan will be kept according to the recordkeeping plan. Although no cultivation is taking place under this license, adequate staffing will be maintained at all times to allow for safe retail conditions.

3. Employee Hiring Requirements

Before beginning work, each employee shall be given a written job description and/or employment contract that will designate:

1. The employee's duties, authority, responsibilities, and required qualifications;
2. A list of any immediate supervisors or other positions with supervisory authority over employee;
3. Any employee positions over which the employee has supervisory authority;
4. An outline of the Essex Apothecary Employee Discipline Policy; and
5. Information about the company's periodic employee performance evaluations.

In addition to training classes each employee must be trained by their immediate supervisor or by a designated training employee in all areas as their job description requires.

Essex Apothecary will comply with all relevant hiring laws and regulations. All employees of Essex Apothecary must pass a background check that complies with 935 CMR 500.030.

A. No employee shall be hired whom has not been subjected to a background investigation performed by a Background Investigator that has the following credentials;

1. National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the following searches:
 - a. A Criminal History Search, including county, state, federal, international records for the past 7 years, for instances of:
 - i. Conviction;
 - ii. Guilty Plea;
 - iii. Nolo Contendere;
 - iv. Admission to sufficient facts; and
 - v. Pending charges
 - b. Professional License Verification;

- c. Marijuana Professional License Verification/ Industry Compliance Check;
 - d. Restricted Parties Search;
 - e. Civil History Search;
 - f. 7 Year Sex Offender Search;
 - g. NPDB (National Practitioner Data Bank);
 - h. FACIS (Fraud and Abuse Control Information Systems; and
 - i. Media/Social Media
2. No person will be hired whose background investigation reveals a disqualifying offence;
- a. Felonies;
 - i. Felony Drug (no time limit)
 - ii. Felony weapons violation involving narcotics (no time limit)
 - iii. Felony violence against a person (no time limit)
 - iv. Felony involving theft or fraud (no time limit)
 - b. Narcotics crimes (non-felonies)
 - i. Less than 5 years from disposition or less than 5 years from release of supervision on a possession charge, whichever is later
 - ii. Distribution offense (no time limit)
 - c. Firearms crimes (non-felonies)
 - i. Weapons violation involving narcotics
3. Is less than 21 years of age on their first day of work.

No employee including board members, directors, employees, executives, managers, or volunteers including consultants or contractors who provide on-site services to Essex Apothecary relating to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana shall begin employment at any Essex Apothecary facility unless they have received an agent registration card issued by the Cannabis Control Commission (“CCC”).

The Essex Apothecary Chief Operating Officer (“COO”) will maintain a registration with the Department of Criminal Justice Information Systems and must submit to the Commission a Criminal Offender Record Information (CORI) report

for everyone for whom the Marijuana Establishment seeks a dispensary agent registration, obtained within 30 calendar days prior to submission.

The Essex Apothecary COO is responsible for the reviewing all background investigations and making determinations of suitability. The COO will also ensure that the results of new and on-going Marijuana Establishment Agent Agent BI's follow the Cannabis Control Commission's guidance.

4. Employees Hiring Process

Essex Apothecary will comply with all relevant hiring laws and regulations. Our hiring process is in compliance with 935 CMR 500.030.

A. Upon hiring an employee, and before that employee's first day of work, Essex Apothecary shall submit to the CCC an application, and receive an agent registration card for that employee. The application will be in a form and manner determined by the Commission, shall include:

1. The full name, date of birth, and address of the individual;
2. Written acknowledgement by the individual of the limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana for medical purposes in the Commonwealth;
3. A copy of the dispensary agent's driver's license, government-issued identification card, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana;
5. A non-refundable application fee; and
6. Any other information required by the Department.

5. Personnel Records

Essex Apothecary Personnel records are kept and stored in accordance with 935 CMR 500.105(9).

These records, and all other confidential information, will be stored in a locked cabinet and/or electronically on our secure, encrypted server. Access will be designated by job function and limited to the minimum necessary number of authorized agents.

- A. The following personnel records will be maintained by the Human Resources Director (“HRD”) and be available for review by CCC officials;
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 dispensary agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with the Essex Apothecary and shall include, at a minimum, the following:
 - a. All materials submitted to the CCC pursuant to 935 CMR 500.030;
 - 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. A copy of the application that Essex Apothecary submitted to the CCC on behalf of any prospective dispensary agent;
 - f. Documentation of periodic performance evaluations; and
 - g. A record of any disciplinary action taken.
 3. All CORI and background investigation reports obtained in accordance with 935 CMR 500.030, M.G.L. c.6, s. 172 and 803 CMR 2.00; will be kept and stored separate from general personnel records.
 - a. Any paper records will be kept in a separate folder in a separate filing cabinet. This cabinet will only be accessible to the HRD and the executive management team.
 - b. Electronic records will be kept in a separate file on the encrypted, secure server and protected by a password. Access to these files will be limited to the HRD and the executive management team.

6. Agent Registration Requirements

In compliance with 935 CMR 500.030. , all Essex Apothecary employees including board members, directors, employees, executives, managers, or volunteers including consultants

or contractors who provide on-site services to Essex Apothecary relating to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana shall begin employment at any Essex Apothecary facility unless they have received an agent registration card issued by the Cannabis Control Commission (“CCC”).

- A. All employees must visibly display an identification badge issued by Witch City Garedens and their agent registration card at all times while at the Marijuana Establishment or transporting marijuana.
- B. The COO will notify the Commission no more than one business day after a dispensary agent ceases to be associated with the Marijuana Establishment. The Marijuana Establishment agent’s registration shall be immediately void when he or she is no longer associated with the Marijuana Establishment.
- C. After obtaining a registration card for a Marijuana Establishment agent, the COO will notify the CCC, in a form and manner determined by the CCC, as soon as possible, but in any event, within five business days after any changes to the information that the Essex Apothecary was previously required to submit to the CCC, or after discovery that a registration card has been lost or stolen.

Essex Apothecary

Financial Record Management Policy

I. Intent

Policy To provide clear and concise instructions for Essex Apothecary employees on how to identify, record, and archive financial records in compliance with the current Adult Use Marijuana regulations set forth by the Commonwealth of Massachusetts.

II. General Requirements

All records shall be maintained in a limited access environment and shall be accessed only by authorized personnel for work-related reasons. The financial records shall be stored in a separate locked cabinet from any other such records.

A record shall be maintained of the individuals who have access to the records room, their time and date of access, which files were reviewed, and a certification that the records were unaltered.

If any alteration to these records shall be made, both the original (which shall be marked “altered”) and the new document shall be placed in the original file, along with a narrative explaining the basis for change, and a certification of the change signed by a member of the executive team.

Essex Apothecary is prohibited from using software or other methods to manipulate or alter sales data. A monthly analysis of equipment shall be conducted to determine that no software has been installed that could be used to manipulate or alter sales data. Records shall be maintained of this monthly analysis. If it is determined that software or other methods have been installed/utilized to manipulate or alter sales data, Essex Apothecary shall immediately disclose the information to the Commission, cooperate in any investigation, and take such other action as directed by the commission.

All financial records shall be kept for a period of at least five years, and shall be made available to the CCC for inspection on request. Essex Apothecary shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements

Essex Apothecary shall adopt separate accounting practices at the point of sale for marijuana and non-marijuana sales. While it is currently Adult Use only, in the event Essex Apothecary becomes co-located, it shall maintain and provide to the Commission on a biannual basis accurate sales data during the six months immediately preceding this

application for the purposes of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(6)

III. Records to be kept

1. A file shall be maintained in a secure location for financial information for each employee, manager, director, volunteer position, or other such affiliate. This file shall include information regarding salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any. This information shall be kept separate from general records, as well as from other financial records.

2. A file shall be maintained in a secure location for financial information regarding vendors and business expenditures, including but not limited to manual or computerized records of :

A. Assets and liabilities;

B. Monetary transactions;

C. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; and

D. Sales records including the quantity, form, and cost of marijuana products.

Essex Apothecary

EMPLOYEE TRAINING AND QUALIFICATIONS PLAN

1. **Employee Training**

Essex Apothecary employee training is in compliance with 935 CMR 500.105(2). All current owners, managers, and employees shall complete the Responsible Vendor Program. All new employees will be required to complete the Responsible Vendor Program training and receive certification from a CCC-accredited training provider within 90 days of being hired. All Responsible Vendor Programs will be maintained for four years.

Essex Apothecary will ensure that all dispensary agents complete training on job specific duties prior to performing job functions.

Training shall be tailored to the roles and responsibilities of the job function of each dispensary agent, and at a minimum must include training on confidentiality, and other topics as specified by the CCC. Essex Apothecary employees shall receive no less than a minimum of 8 hours of on-going training annually per 935 CMR 500.105(2).

The HRD is responsible for researching, and implementing all training opportunities for Essex Apothecary employees. The HRD is also responsible for 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.

2. Essex Apothecary Qualifications for Anticipated Positions

All employees must meet several standard minimum qualifications:

- a. Employee's age is over 21 at time of hire.
- b. All background investigations successfully completed prior to first day of work.
- c. Employee is not employed by any other marijuana establishment.
- d. Employee must sign an anti-diversion pledge.
- e. Employee must sign a "Good Conduct" pledge.

Employees are preferred to have the following qualifications:

- a. Residency in the City of Lynn
- b. Residency in an Area of Disproportionate Impact
- c. Other qualification under the Plan for Positive Impact hiring goals
- d. 3-5 years of experience in the Cannabis Industry or other relevant sector of industry
- e. Relevant educational background (minimum High School graduate or equivalency)
- f. History of community engagement and activism, especially regarding cannabis issues.

For technical and skilled positions, the manager of each department shall consult with the executive team and the HRD to determine the exact skill sets desired for the role.

3. Essex Apothecary Anticipated Positions

1. Chief Executive Officer (CEO) – Oversee the direction, strategy and compliance
2. Chief Operations Officer (COO) – Oversee the operations of all aspects of the Company
3. Chief Compliance Officer (CCO) – Responsible for maintaining compliance standards. Responsible for product testing, safety and standardization.
4. Chief Financial Officer (CFO) – Oversight of cash management; financial reporting
5. Facility Manager – Responsible for repair and maintenance of all building systems
6. Security Manager- Responsible for all security operations of the Company and managing all aspects of security involving personnel, product and software for their assigned facility
7. General Manager - will maintain employee files initiate new employees update HR manuals oversee daily operations assist performing inventory and audit on product and employee transactions to ensure accurate transactions and procedure are performed on a daily basis. Works directly with sales personnel assigning duties and scheduling, security Management, and corporate officers daily. Ensuring Staff are educated and trained proficiently for all job duties as needed. This role is acknowledged on and off company time to ensure image and consistency outside of the work place.
8. Retail Sales Manager (RSM)– responsible for retail operations including daily product management, product rotation, product knowledge, inventory assistance, and visual display for event / promotional items. The RSM will assist in hiring and training sales agents. The RSM will have daily communication with GM and at minimum weekly with corporate officers.
9. Sales Agents – conducts day-to-day operations with direct client interface providing professional service to all eligible clientele within compliance of both state and city regulations at all times and not limited to Essex Apothecary policies and procedures which are subject to change under management discretion. All agents must meet minimum requirements and obtain good conduct throughout employment. Sales agents are responsible for product knowledge, product marketing, and customer relations, sales driven performance, and perform all duties under safely compliance.
10. Security Agents (EASA)- Assists the Security Manger with security operations
11. Maintenance – Assist Facility Manager in repair and maintenance of all building systems

Age Restriction Procedures

Essex Apothecary

I. Intent

Policy To provide clear and concise instructions for Essex Apothecary employees who will be involved with verification of age of clients in compliance with the current Adult Use Marijuana regulations set forth by the Commonwealth of Massachusetts.

II. General Requirements

All Essex Apothecary employees shall be required to undergo 8 hours of job-specific training per year, including 2.5 hours of a Responsible Vendor Program. The Responsible Vendor Program curriculum includes such topics as: Limitations on Sales (including possession limits), the Effects of Marijuana on the Human Body, Acceptable Forms of Identification, ID Verification Procedures (including spotting false ID's), Diversion Prevention techniques, Prevention of Sales to Minors training, key Local and State regulations (including regulations related to public consumption), Cash Handling Techniques, Emergency Procedures, and industry-standard Retail Best Practices.

All employees who handle marijuana as part of their daily tasks shall be required to undergo the RVP certification program. Employees shall receive frequent updates to the training as well as regular performance assessments.

All individuals attempting to enter the Essex Apothecary premises will be greeted, challenged, and verified using government-issued ID to be over age 21, regardless of appearance of age. They will be verified again immediately prior to conducting a transaction. Anyone without ID or in question as to veracity of ID will be barred from entry without exception.

Essex Apothecary will not receive orders for marijuana in any manner other than in-person at the Retail Establishment, except in the cases of home delivery, in which an order may be received by telephone or through a password protected, internet-based platform as permitted by local and state law.

Essex Apothecary shall not fulfill orders for marijuana in any manner other than in-person at the Retail Establishment, except in the cases of wholesale delivery, in which an order may be delivered only to a registered Adult-Use marijuana establishment who possesses valid licensure from the Cannabis Control Commission.

Essex Apothecary has designed the retail space of the Marijuana Establishment with the express intention of creating a secure, discreet, and responsible space for qualifying Adult-Use consumers to purchase regulated amounts of tested marijuana and marijuana-infused products according to State and Local law. Customers have their ID verified prior to admittance into the

waiting room, and the use of a Mantrap entry ensures a steady and manageable flow of customers.

The Agent shall then process the transaction, re-verifying the Customer's identification and purchase amounts. The Agent shall ensure all products are labeled correctly, and sealed in opaque, airtight, and child-resistant containers.

The Agent shall then provide the Customer with any relevant educational materials, as well as have the Customer sign a waiver indicating the Customer is aware of public consumption, possession, and OUI laws within the Commonwealth.

If the Customer is unaware of these laws, the Agent will be trained in providing an explanation. The Agent shall also instruct the Customer in safe storage and disposal techniques. Finally, the Agent shall escort the Customer to the exit and release the Customer in a controlled fashion.

No loitering, on-site consumption, or trespassing shall be tolerated under any circumstances. Agents shall be trained in common techniques to refuse service based on evaluations of unfit purchasers or to visibly intoxicated persons, as well as methods to defuse any confrontations thereof.

Records of all transactions shall be kept in accordance with the Financial Records Policy and the Recordkeeping Procedures. Agents shall immediately report all unusual occurrences to their supervisor (including unsuccessful purchase attempts) and record the details in an Unusual Occurrence Log for review by Management and Law Enforcement.

Per 935 CMR 500.029 and 935 CMR 500.030, all employees and registered agents must be 21 years of age or older.

Essex Apothecary Diversity Plan

Essex Apothecary aims to foster equitable opportunity for all employees and to promote principles of diversity management that will enhance the level of organization and its employees.

The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. Essex Apothecary's goal is to build a high-performing, diverse workforce based on mutual acceptance and trust.

Essex Apothecary's founding team is committed to maintaining a workforce and environment which is diverse with regard to race/ethnicity, national origin, gender, age, veteran status and sexual orientation. We are committed to hiring those best fit for the role.

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure that Essex Apothecary is a diverse and inclusive company that promotes a discrimination-free work environment and providing opportunities for all employees to use their diverse talents to support the company's mission.

Essex Apothecary will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Essex Apothecary will implement this plan to ensure access to employment (including management positions) and other relationships with the company.

The demographics which this plan promotes are outlined below:

Diversity Plan Populations ("Program Populations"):

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who are LGBTQ+

Goals

The goals that Essex Apothecary is committed to achieving through this plan and our vision include:

1. Make Essex Apothecary a diverse and representative workplace through the Recruitment and Hiring Program to target goals of 50% female-identifying employees and management and 30% of employees and Management to identify as minority, veteran, persons with a disability or persons who are LGBTQ; of which 30% the goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

2. Include as our suppliers, contractors and wholesale partners businesses owned by diverse individuals who meet the Program Populations

RECRUITMENT AND HIRING PROGRAM

Goals- Our goal for this program is to make Essex Apothecary workplace and management team as diverse as possible to include qualified employees with no regard to race, gender, age, disability, religion, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:

- 50% female
- 30% minority, veteran, persons with a disability or persons who are LGBTQ+
 - Of this 30% our goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

Program- Essex Apothecary looks to recruit and hire diverse employees and plans to promote equity among minorities, veterans, people with disabilities and persons who are LGBTQ+ in the operation of our company. To promote diversity and equity Essex Apothecary will;

1. Give hiring preference to individuals who are identified in the Program Populations.
2. Institute a “blind hiring” policy in which the personal information of the candidate from the hiring manager that can lead to unconscious (or conscious) bias about the candidate.
3. Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity.
 - This training will be done upon hire and annually thereafter.
4. Promote our Diversity Hiring preferences on recruitment websites and on our social media presence.
5. Use job descriptions that are catered to and appeal to diverse candidates.
6. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion. Engagement with these groups will include education for our hiring team, leads on candidates that fit our Program Populations and job posting that highlight our diversity hiring preference.
7. All job postings will be posted within the Lynn community, which is a community of disproportionate impact and has a high minority population. Postings will include social media, flyers, and postings in the Lynn Item.
 - Our first Job postings will be withing 60 days of receipt of our Provisional License
 - Second and subsequent job posting will be done as needed.
8. Essex Apothecary will host a job fair within our neighborhood to provide opportunities to our neighbors.

9. Essex Apothecary will present general information as well as information about requirements of cannabis industry participation in seminars targeted to Minorities; Women; Veterans; People with disabilities; and People who are LGBTQ+ as well as descriptions of CCC programs in support of the above groups in order to increase their participation in the workplace.

Measurements- We will measure the success of the Recruitment and Hiring Program on an ongoing basis as we begin to hire to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of employees who meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of job applicants that meet the Program Population criteria;
3. The number of applicants that meet the Program Population criteria and if not hired, a description of the reason why; and
4. The number of job offers to applicants that meet the Program Population criteria and the reason (if known) what the applicant did not take the position

SUPPLIER/PARTNER PROGRAM

Goals- The goal of the Supplier/Partner Program is to provide equity in the industry by promoting access to the industry by suppliers, contractor and wholesale partners who meet the Program Populations outlined above. Essex Apothecary is committed to utilizing, and will give priority to the extent possible, to minority-owned, women owned, veteran owned, LGBTQ+ owned and business owned by persons with disabilities as suppliers, contractors and wholesale partners. Essex Apothecary recognizes that sourcing products and services from individuals and companies from these populations allows equitable access and revenues from legal cannabis.

Our goal is to have at least 30% our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

- Of this 30% our goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

Program- Essex Apothecary will actively identify and pursue partnerships with suppliers, contractors and Marijuana Establishments who meet the Program Populations that are outlined above.

1. Essex Apothecary will give preference to suppliers and contractors whose owners or employees meet the Program Populations outlined above.
2. We will actively recruit these individuals or companies and promote this Program when sourcing these services.
3. We will give priority to Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above when sourcing wholesale products.

Measurement- We will measure the success of the Supplier/Partner Program on an ongoing basis as we begin to contract individuals and companies for these services to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of suppliers and contractors that we have engaged with that meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of bids received from these individuals and companies that meet the Program Population criteria;
3. The number of individuals and companies that meet the Program Population criteria and if not contracted with, a description of the reason why;
4. The number and percentage of Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above, that we have contracted with as our wholesale partners; and
5. The number and percentage of Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above that we have engaged with that did not result in a wholesale agreement and the reasons why.

DIVERSITY PLAN EVALUATION

In addition to evaluating the individual programs and goals outlined above, Essex Apothecary will perform an ongoing and comprehensive evaluation of this Diversity Plan as a whole to ensure that it promotes and provides equity to the Plan Populations. The progress or success of the plan must be documented upon renewal (one year from provisional licensure, and each year thereafter).

1. As we begin to recruit and hire potential employees the management team will evaluate the applicant pool to ensure that our recruitment policies are generating a diverse representation;
2. Periodically, the management team will evaluate the workplace climate through observations, employee meetings and individual conversations with individual employees to ensure our workplace is a place of inclusion;
3. 60 days prior to our license renewal (from provisional license) and annually thereafter Essex Apothecary management team will conduct a comprehensive evaluation of this plan that includes feedback from employees and stakeholders as to the effectiveness of its Programs and to see if the goals are attained; and
4. If, at any time, it is found that the plan is not reaching our goals, the executive management team will convene a special working group to evaluate the plan and make the necessary changes. This group may include outside consultants and professionals.