Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282585

Original Issued Date: 03/31/2023

Issued Date: 12/12/2024

Expiration Date: 12/12/2025

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Health Circle, Inc.

Phone Number: 917-428-8461 **Email Address:** mkwestort@gmail.com

Business Address 1: 21 Commerce Road **Business Address 2:**

Business City: Rockland **Business State:** MA **Business Zip Code:** 02370

Mailing Address 1: 21 Commerce Rd **Mailing Address 2:**

Mailing City: Rockland **Mailing State:** MA **Mailing Zip Code:** 02370

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201911

RMD INFORMATION

Name of RMD: Health Circle, Inc.

Department of Public Health RMD Registration Number: PCR Only

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Sole Member of Non-Profit Corporation (100%), Director on the 5-Member Board of Directors (20%); President, Treasurer, Chief Executive Officer, Chief Financial Officer and Capital Contributor

First Name: Michael **Last Name:** Westort **Suffix:**

Gender: Male **User Defined Gender:**

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the 5-Member Board of Directors (20%)

First Name: Lea **Last Name:** Westort **Suffix:**

Gender: Female **User Defined Gender:**

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the 5-Member Board of Directors (20%)

First Name: Mary **Last Name:** Carle **Suffix:**

Gender: Female **User Defined Gender:**

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the 5-Member Board of Directors (20%)

First Name: Elizabeth **Last Name:** Peters **Suffix:**

Gender: Female **User Defined Gender:**

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: **Percentage Of Control:** 20

Role: Director **Other Role:** Director on the 5-Member Board of Directors (20%)

First Name: James **Last Name:** Welch **Suffix:**

Gender: Male **User Defined Gender:**

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Michael **Last Name:** Westort **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Michael will serve as the Sole Member of the non-profit corporation, Director on the 5-Member Board of Directors, President, Treasurer, Chief Executive Officer, Chief Financial Officer and Capital Contributor.

Close Associates or Member 2

First Name: Lea **Last Name:** Westort **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Lea is a Director on the 5-Member Board of Directors.

Close Associates or Member 3

First Name: Eiizabeth **Last Name:** Peters **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Elizabeth is a Director on the 5-Member Board of Directors.

Close Associates or Member 4

First Name: James **Last Name:** Welch **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: James is a Director on the 5-Member Board of Directors.

Close Associates or Member 5

First Name: Mary **Last Name:** Carle **Suffix:**

Describe the nature of the relationship this person has with the Marijuana Establishment: Mary is a Director on the 5-Member Board of Directors.

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Michael **Last Name:** Westort **Suffix:**

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of the Capital Provided:** $10000 **Percentage of Initial Capital:** 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Michael **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Heath Circle **Business Type:** Marijuana Retailer

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 2

First Name: Michael **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 3

First Name: Michael **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 4

First Name: Lea **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Retailer

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 5

First Name: Lea **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 6

First Name: Lea **Last Name:** Westort **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 7

First Name: Elizabeth **Last Name:** Peters **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Retailer

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 8

First Name: Elizabeth **Last Name:** Peters **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 9

First Name: Elizabeth **Last Name:** Peters **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 10

First Name: Mary **Last Name:** Carle **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Retailer

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 11

First Name: Mary **Last Name:** Carle **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 12

First Name: Mary **Last Name:** Carle **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 13

First Name: James **Last Name:** Welch **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Retailer

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 14

First Name: James **Last Name:** Welch **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Cultivator

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

Individual 15

First Name: James **Last Name:** Welch **Suffix:**

Marijuana Establishment Name: Health Circle **Business Type:** Marijuana Product Manufacture

Marijuana Establishment City: Rockland **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 120 Enterprise Drive

Establishment Address 2:

Establishment City: Marshfield **Establishment Zip Code:** 02050

Approximate square footage of the establishment: 13680 **How many abutters does this property have?:** 13

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
Executed HCA	HCAMarshfield.pdf	pdf	671290be83494800082bde57	10/18/2024
Plan to Remain Compliant with Local Zoning	Health Circle plans to remain complaint. .pdf	pdf	673601d724916600085ab735	11/14/2024

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.: $

POSITIVE IMPACT PLAN

Positive Impact Plan:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Fellowship Home.pdf	pdf	5fe36bfd9597d30802d2abb1	12/23/2020
Plan for Positive Impact	Postive Impact Plan - Marshfield.pdf	pdf	628260eceb816b00085b270a	05/16/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**

First Name: Michael **Last Name:** Westort **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: **Other Role:**

First Name: Lea **Last Name:** Westort **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: **Other Role:**

First Name: Mary **Last Name:** Carle **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: **Other Role:**

First Name: Elizabeth **Last Name:** Peters **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: **Other Role:**

First Name: James **Last Name:** Welch **Suffix:**

RMD Association: RMD Manager

Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Health Circle, Inc. - RFI Information (12.12.18).pdf	pdf	5cab7f973d84de123a616efb	04/08/2019
Articles of Organization	Health Circle, Inc. - Articles of Organization w Annual Report.pdf	pdf	5cab7f9e635d511b3475590e	04/08/2019
Department of Revenue - Certificate of Good standing	17_Certificate of Good Standing Department of Revenue.pdf	pdf	5fd7c096fda125079558594b	12/14/2020
Secretary of Commonwealth - Certificate of Good Standing	17_Certificate of Good Standing Commonwealth of MA.pdf	pdf	5fd7c0974a175107ac954419	12/14/2020
Bylaws	Second Amended By-Laws.pdf	pdf	5fd7c9b1aa3b3307861d297e	12/14/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	CertofGSDUA.pdf	pdf	6712916cef14e00009c6f414	10/18/2024
Department of Revenue - Certificate of Good standing	CertofGSIRS.pdf	pdf	6712917a83494800082be183	10/18/2024
Secretary of Commonwealth - Certificate of Good Standing	SEC.pdf	pdf	6712918383494800082be1ad	10/18/2024

Massachusetts Business Identification Number: 001178901

Doing-Business-As Name:

DBA Registration City: Rockland

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan - Marshfield 2.11.pdf	pdf	5fd3ddc263caf5075a67edcd	12/11/2020
Plan for Liability Insurance	Insurance.pdf	pdf	5fd7c3225ea0dd074817c6c8	12/14/2020
Proposed Timeline	Marshfield Proposed Timeline .pdf	pdf	663e4a28375e290008a723f4	05/10/2024

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	19.4_Plan for Prevention of Diversion.pdf	pdf	5fd7c54f63caf5075a67f33b	12/14/2020
Storage of marijuana	19.5_Storage of Marijuana.pdf	pdf	5fd7c5505ea0dd074817c6e9	12/14/2020
Transportation of marijuana	19.6_Transportation of Marijuana.pdf	pdf	5fd7c569c3fca007695aa731	12/14/2020
Inventory procedures	19.7_Inventory Procedures.pdf	pdf	5fd7c56ad8789e0780e42a7e	12/14/2020
Quality control and testing	19.8_Quality Control and Testing.pdf	pdf	5fd7c56cfda125079558596b	12/14/2020
Dispensing procedures	19.9_Dispensing Procedures.pdf	pdf	5fd7c56e4a175107ac954458	12/14/2020
Record Keeping procedures	19.11_Recordkeeping Procedures.pdf	pdf	5fd7c5904a175107ac95445c	12/14/2020
Maintaining of financial records	19.12_Maintaining of Financial Records.pdf	pdf	5fd7c592dd0ccd07744900bb	12/14/2020
Qualifications and training	19.15_Qualifications and Training.pdf	pdf	5fd7c595f867b207bbf1189c	12/14/2020
Energy Compliance Plan	19.16_Energy Compliance Plan.pdf	pdf	5fd7c59c4a175107ac954460	12/14/2020
Plan for obtaining marijuana or marijuana products	19.1_Plan to Obtain Marijuana.pdf	pdf	5fd7c628728b9907c6dd8bbe	12/14/2020
Separating recreational from medical operations, if applicable	19.11_Separating Recreational from Medical Operations.pdf	pdf	5fd8ecdaf867b207bbf11b4d	12/15/2020
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older.pdf	pdf	5fe377da09cfae0810fd1a33	12/23/2020
Personnel policies including background checks	Personnel Policies.pdf	pdf	5fe381e0e826e207c07da036	12/23/2020
Security plan	Securirty Plan.pdf	pdf	5fe38c669597d30802d2ac4d	12/23/2020
Diversity plan	HealthCircle Proposal.pdf	pdf	626c34b74d83ec000a3be71e	04/29/2022
Diversity plan	Diversity Plan 4.29.pdf	pdf	627016ae560e3c000887d978	05/02/2022

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN - PRE FEBRUARY 27, 2024

No records found

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Health Circle has not requested a Post Final License Inspection and commence operations. Health Circle plans to remain complaint.

HOURS OF OPERATION

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

Health Circle has not requested a Post Final License Inspection and commence operations. Health Circle plans to remain complaint.

Friendship Home PO Box 916 Norwell, MA 02061

August 10, 2020

Mr. Michael Westort
Health Circle, Inc.
21 Commerce Road
Rockland, MA 02370

Dear Mike,

Friendship Home's mission to enrich the lives of individuals with developmental disabilities and their families by providing quality respite and support services in a safe and caring environment is possible due to the generosity of our community. We appreciate this opportunity to introduce Friendship Home to Health Circle and look forward to our continued relationship.

Friendship Home is committed to honoring the inherent dignity of all of our participants and helping each and every person reach their full-potential. We serve more than 200 adults with developmental disabilities age 18 and older. The majority of our participants live with family members and reside in Southeastern Massachusetts and may have autism, Down syndrome, cerebral palsy or a variety of other physical and cognitive challenges including a growing number of individuals with autism. Friendship Home currently serves two individuals from Brockton, five from Abington, three from Quincy, 13 from Braintree, four from Randolph and eight from the town of Rockland.

We turn to philanthropy to fulfill our mission and our commitment to accommodate every family in need of our services, regardless of their ability to pay. We will gratefully accept donations from Health Circle which will improve the lives of individuals with developmental disabilities in our community by helping to fulfil their essential need for socialization and belonging while also providing invaluable support for their families who identify respite and socialization opportunities as essential to their ability to care for their loved ones at home.

Thank you for your support of our mission.

Sincerely,

Heather Dwyer
Director of Development

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview Health Circle, Inc. ("HCI") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, HCI has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") and has identified and created goals/programs to positively impact residents of the City of the Areas. Goals In order for HCI to positively impact areas of disproportionate impact around Marshfield, MA, HCI seeks to positively benefit one or more of the following designated communities: Abington, Brockton, Quincy, Braintree, and/or Randolph ("Areas").

HCI has established the following goals:

1. Providing annual monetary donations in the amount of $2,000.00 to the Friendship Home, which serves Southeastern Massachusetts, and has members in the areas of disproportionate impact. Friendship Home currently serves two individuals from Brockton, five from Abington, three from Quincy, 13 from Braintree and four from Randolph.
2. Seeking to hire at least 25% of HCI's staff consist of individuals who are past or present residents of the Areas; and 3. Increasing industry knowledge and expertise of employees from the Areas by providing marijuana-specific training and educational opportunities at least two (2) times each year for each employee who is a past or present resident of one of the Areas.

Programs HCI has developed specific programs to effectuate its stated goals to positively impact the Areas. Such programs will include the following:

1. Making annual financial contributions to the Friendship Home in the amount of $2,000.00 to support the organization's community programs and services;
2. Participating in at least two (2) job fairs each year with a focus on hiring past or present residents of the Areas;
3. Advertising employment opportunities on an as-needed basis, but no less than biannually in the local papers in the Areas, stating that HCI is specifically seeking to hire past or present residents of the Areas; 4. Providing marijuana-specific training and educational opportunities at least two (2) times each year for each employee who is a past or present resident of the Areas.

HEALTH CIRCLE, INC. –PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Measurements Senior management will administer the Plan and will be responsible for developing measurable outcomes to ensure HCI continues to meet its commitments. Such measurable outcomes, in accordance with HCI's goals and programs described above, include:

- Documenting the amount and frequency of each monetary donation made to the Friendship Home;
- Reviewing the employment composition of the company annually to determine what percentage of all employees are past or present residents of the Areas;
- Documenting the number and frequency of job fairs held and the number of past or present residents of the Areas that are hired as a result of the job fair;
- Documenting the number and frequency of employment opportunities advertised in the Areas and the number of past or present residents of the Areas hired as a result of the advertisement;
- Documenting the number, frequency, cost and subject matter of the marijuana-specific training and educational opportunities provided to employees who are past or present residents of the Areas.

HCI will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan. HCI's President, will review and evaluate HCI's measurable outcomes no less than once every six (6) months to ensure that HCI is meeting its commitments.
Acknowledgements

- HCI 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 HCI will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

VICENTE SEDERBERG LLC
BOSTON | DENVER | JACKSONVILLE | LOS ANGELES

2 SEAPORT LANE, 11TH FLOOR
BOSTON, MA 02210
TEL: 617.934.2121

December 12, 2018

Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

Re: December 10, 2018 Requests for Additional Information from Health Circle, Inc.

To Whom It May Concern:

On behalf of Health Circle, Inc. ("**Health Circle**"), this correspondence is in response to the Cannabis Control Commission's (the "**Commission**") December 10, 2018 Requests for Additional Information Notices for Health Circle's Cultivator (MCN281787), Product Manufacturer (MPN281533) and Retailer (MRN281426) applications. The Commission requested the following information, and Health Circle responds as follows:

1. **Commission Request:** Copy of the articles of organization. *935 CMR 500.101(2)(e)(1) (required)*
   Note: Julia Karis and Mary Mason are listed on the articles of organization but not named within your application. Please add them to your application of intent and background check packets or provide documentation explaining why they do not fit the above definition or that of a close associate.

   Health Circle's Response: As required by the Commission, a copy of Health Circle's Articles of Organization, dated June 24, 2015, was submitted to the Commission with each of the three license applications referenced above. However, since Health Circle's Articles of Organization were originally filed with the Secretary of the Commonwealth in June 2015, there have been several changes, explained below, related to Julia Karis and Mary Mason.

   Julia Karis resigned as the Treasurer and a Director on Health Circle's Board of Directors in August 2016 and is no longer affiliated with Health Circle in any capacity.

   Mary Mason changed her name to Mary H. Carle after her recent marriage. She continues to serve as the Clerk and a Director on Health Circle's Board of Directors and was disclosed on the Application of Intent and Background Check packets for each license application.

   A copy of Health Circle's 2018 Annual Report, included with this response and showing

the current officers and directors on the Board of Directors, was included with the Articles of Organization submitted with each application in order to clarify the current composition of Health Circle's team.

Please do not hesitate to contact our office if you have any questions. Thank you for your attention to these matters.

Sincerely,

David M. Ullian Esq.

DMU/tc
Enclosures

The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: $15.00

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

Annual Report
(General Laws, Chapter 180)

Identification Number: 001178901

Filing for November 1, 2018

In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:

1. Exact name of the corporation: HEALTH CIRCLE, INC.

2. Location of its principal office:
No. and Street: 21 COMMERCE ROAD
City or Town: ROCKLAND State: MA Zip: 02370 Country: USA

3. DATE OF THE LAST ANNUAL MEETING: 03/02/2018 *(mm/dd/yyyy)*
(if none leave blank)

4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
TREASURER	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
CLERK	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	JAMES WELCH	62 PLYMOUTH STREET METHUEN, MA 01844 USA	Until successors are duly elected and qualified
DIRECTOR	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	LEA WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET, APT. 6A	Until successors

corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person. __

I, the undersigned, MICHAEL WESTORT **of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 7 Day of November, 2018.**

© 2001 - 2018 Commonwealth of Massachusetts
All Rights Reserved

The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: $35.00

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 180)

Identification Number: 001178901

ARTICLE I

The exact name of the corporation is:

HEALTH CIRCLE, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, CIVIC, RELIGIOUS, LITERARY, OR EDUCATIONAL PURPOSES PURSUANT TO MGL CH. 180 §4.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

MAY BE SET FORTH IN THE BYLAWS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

THE CORPORATION IS ORGANIZED SOLELY FOR THE FURTHERANCE OF ITS NONPROFIT PURPOSES. THE NET EARNINGS OF THE NONPROFIT SHALL NOT INURE TO THE BENEFIT OF ITS DIRECTORS, OFFICES, OR OTHER PRIVATE PERSON OR BE DISTRIBUTABLE THERETO; HOWEVER, REASONABLE COMPENSATION MAY BE PAID, AT THE AUTHORITY OF THE CORPORATION, FOR SERVICES RENDERED AND PAYMENTS AND DISTRIBUTIONS MAY BE EXECUTED IN FURTHERANCE OF THE NONPROFIT PURPOSES OF THE CORPORATION. IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINED. THE CORPORATION'S OFFICERS AND DIRECTORS SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTY, OR ARISI

NG THEREOF, AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. HOWEVER, TO THE EXTENT THAT APPLICABLE LAW IMPOSES L IABILITY, THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICE R OR DIRECTOR (I) FOR A BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY T O THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LA W, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. TO THE EXTENT LEGALLY PERMISSIBLE, THE CORPORATIO N SHALL INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED—AT ANY TIM E—AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LI ABILITIES WITHOUT LIMITATION, WHICH SHALL INCLUDE, INTER ALIA, COUNSEL FEES, JU DGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS, REASONABLE INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENE D, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BE COME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY. HOWEVER, NO INDEMNIFICATION WILL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY M ATTER IN WHICH THE INDIVIDUAL SHALL HAVE BEEN FINALLY ADJUDICATED NOT ACTED IN GOOD FAITH WITH THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INT ERESTS OF THE CORPORATION IN ANY PROCEEDING. FURTHER, A MAJORITY VOTE OF A Q UORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING SHALL APPROVE ANY COMPROMISE OR SETTLEMENT PAYMENT THERETO. THE INDEMNIFICATIO N HEREUNDER PROVIDED WILL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND A DMINISTRATORS OR OTHER INDIVIDUALS ENTITLED TO INDEMNIFICATION. UNDER THE A UTHORITY OF THIS ARTICLE, THE RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION T O—NOT EXCLUSIVE OF—ALL OTHER RIGHTS TO WHICH ANY INDIVIDUAL MAY BE ENTITL ED. AS BETWEEN THE CORPORATION AND ITS INDEMNIFIED OFFICERS AND DIRECTORS, T HIS ARTICLE CONSTITUTES A CONTRACT. AMENDMENTS TO OR REPEALS OF THE PROVISI ONS OF THIS ARTICLE THAT ADVERSELY AFFECT THE RIGHTS OF AN INDEMNIFIED OFFICE R OR DIRECTOR SHALL NOT APPLY TO ANY SUCH OFFICER OR DIRECTOR WITH RESPECT T O THOSE ACTS OR OMISSIONS THAT OCCURRED AT ANY TIME PRIOR TO SUCH AMENDME NT OR REPEAL.

Notes: The preceding four (4) atricles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

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

a. The street address *(post office boxes are not acceptable)* of the principal office of the corporation *in Massachusetts* is:

No. and Street:	25 RECREATION PARK DRIVE #108			
City or Town:	HINGHAM	State: MA	Zip: 02043	Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA 44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
TREASURER	JULIA KARIS	166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA 166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA	Until successors are duly elected and qualified
CLERK	MARY MASON	5 STONE AVENUE SCITUATE, MA 02066 USA 5 STONE AVENUE SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	JULIA KARIS	166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA 166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA	Until successors are duly elected and qualified
DIRECTOR	JAMES WELCH	62 PLYMOUTH STREET METHUEN, MA 01844 USA 62 PLYMOUTH STREET METHUEN, MA 01844 USA	Until successors are duly elected and qualified
DIRECTOR	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA 44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	MARY MASON	5 STONE AVENUE SCITUATE, MA 02066 USA 5 STONE AVENUE SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET, APT. 6A NEW YORK, NY 10028 USA 233 EAST 86TH STREET, APT. 6A NEW YORK, NY 10028 USA	Until successors are duly elected and qualified

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
January

d. The name and business address of the resident agent, if any, of the business entity is:

Name: MICHAEL WESTORT
No. and Street: 44 AMY'S WAY
City or Town: SCITUATE State: MA Zip: 02066 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 24 Day of June, 2015. *(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.)
TIM CALLAHAN VICENTE SEDERBERG 100 STATE STREET, 9TH FLOOR BOSTON, MA 02109

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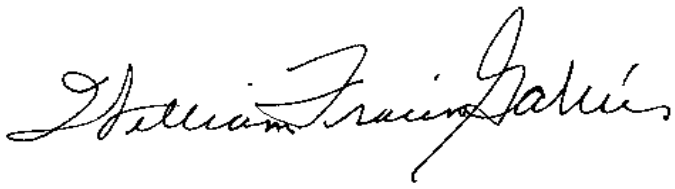
THE COMMONWEALTH OF MASSACHUSETTS

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:

June 24, 2015 03:20 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: $15.00

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

Annual Report
(General Laws, Chapter 180)

Identification Number: 001178901

Filing for November 1, 2018

In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:

1. Exact name of the corporation: HEALTH CIRCLE, INC.

2. Location of its principal office:
No. and Street: 21 COMMERCE ROAD
City or Town: ROCKLAND State: MA Zip: 02370 Country: USA

3. DATE OF THE LAST ANNUAL MEETING: 03/02/2018 *(mm/dd/yyyy)*
(if none leave blank)

4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
TREASURER	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
CLERK	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	JAMES WELCH	62 PLYMOUTH STREET METHUEN, MA 01844 USA	Until successors are duly elected and qualified
DIRECTOR	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	LEA WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET, APT. 6A	Until successors

corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person. __

I, the undersigned, MICHAEL WESTORT **of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 7 Day of November, 2018.**

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All Rights Reserved

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

mass.gov/dor

Letter ID: L1906510144
Notice Date: November 30, 2020
Case ID: 0-001-065-188

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

HEALTH CIRCLE INC
44 AMYS WAY
SCITUATE MA 02066-2100

0000469

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, HEALTH CIRCLE 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

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: November 30, 2020

To Whom It May Concern :

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

HEALTH CIRCLE, INC.

is a domestic corporation organized on **June 24, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; 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.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 20111066340

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

Processed by: Bod

SECOND AMENDED BY-LAWS OF HEALTH CIRCLE, INC.
A MASSACHUSETTS NON-PROFIT CORPORATION

ARTICLE I: GENERAL

Section 1. Name and Purposes. The name of the Corporation is Health Circle, Inc. (the "**Corporation**"). The purpose of the Corporation shall be as set forth in the Corporation's Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the "**Articles of Organization**") pursuant to Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law ("**Chapter 180**"). The Corporation shall, at all times, operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Non-Profit is used solely in furtherance of its nonprofit purpose.

Section 2. Articles of Organization. These Second Amended and Restated By-Laws (these "**By-Laws**"), the powers of the Corporation and its Member and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Organization. In the event of any conflict or inconsistency between the Articles of Organization and these By-Laws, the Articles of Organization shall control.

Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 5. Location of Offices of Corporation. The principal office of the Corporation shall be 21 Commerce Rd, Rockland, MA 02370. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as the Board of Directors may determine.

ARTICLE II: MEMBERS

Section 1. Identity of Initial and Sole Member. The initial and sole member of the Corporation shall be Michael Westort (hereinafter referred to herein as the "**Member**"). In the event the Member dies or becomes incapacitated and, at that time, there are no other Additional Members (as defined below), the legal representative of the estate of the Member shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including

terms and conditions with respect to voting rights, as such legal representative may determine to be appropriate at the time of such appointment.

Section 2. Additional and Substitute Members. The Member has the power to appoint additional members or substitute members of the Corporation ("**Additional Members**"), and the Member may amend these By-Laws to provide for the admission of Additional Members on such terms and conditions as the Member may determine.

Section 3. Tenure. For so long as the Member continues to comply with the qualifications, rules and regulations applicable to Membership as shall be established from time to time by the Member, the Member shall continue to be a Member in good standing until the Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified, unless a different term is designated at the time the By-Laws are amended and an Additional Member is admitted by the Member.

Section 4. Resignation. Any Member may resign by delivering a written resignation to the President or Clerk of the Corporation, to the Board of Directors, or to the principal office of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective. The Member shall appoint a substitute member in accordance with Section 1 of this Article.

Section 5. Annual Meeting. The annual meeting of the Member shall be held on such day and at such hour as may be determined by the Member. In the event that the annual meeting is not held on such date, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting.

Section 6. Special Meetings. Special meetings of the Member may be called by the Member, the President or by a majority of the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer.

Section 7. Notice. In the event that there are Additional Members, written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Member or the Clerk at least two (2) calendar days before the meeting to the Members. The Members may waive notice either before or after a meeting. If there are no Additional Members, notice of an annual or special meeting shall not be required.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting and without notice if the Member consents to the action in writing and the written consent is filed with the records of the meetings of the Member. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Powers of the Member. In addition to and without limiting the powers, rights and privileges the Member shall have that are afforded to "members" of a Corporation organized under Chapter 180, the Articles of Organization, these By-Laws and other applicable law, the actions and powers of the Corporation listed below shall be reserved exclusively to the Member:

(a) Amend or amend and restate the Articles of Organization;

(b) Adopt, amend, or repeal these By-Laws;

(c) Appoint, remove, or suspend any Director of the Corporation;

(d) Change the number of members of the Board of Directors of the Corporation;

(e) Approve any sale or other disposition of all, or substantially all, of the assets or operations of the Corporation;

(f) Approve any merger or consolidation of the Corporation;

(g) Approve any plan of dissolution of the Corporation, or other action related to dissolution or liquidation of the Corporation;

(h) Appoint, suspend, or remove an Additional Member of the Corporation; and

(i) Authorize the Corporation to enter into any agreement to do any of the foregoing.

ARTICLE III: DIRECTORS

Section 1. Enumeration; Qualifications. The Corporation shall have a Board of Directors that shall serve as the governing body of the Corporation and shall have all the powers and duties of a board of directors under Massachusetts law, except for those powers reserved to the Member or delegated to officers pursuant to these By-Laws. The Board of Directors shall consist of such number of Directors as shall be determined initially by the incorporator, and thereafter by the Member (but not less than the minimum number required by law). Directors shall possess such qualifications as may be determined by the Member.

Section 2. Election of Directors; Term of Office. Directors shall be elected by the Member at an annual meeting of the Member or at any special meeting held in lieu thereof by the affirmative vote of the Member or by written consent of the Member. Subject to other provisions of these By-Laws, unless the Member specifies a different term at the time of election or appointment, each Director shall serve until the next annual meeting of the Member, or special meeting held in lieu thereof, and until his or her successor is duly elected and qualified, or until he or she sooner dies, becomes incapacitated, resigns, is removed or becomes disqualified.

Section 3. Vacancies. Any vacancy at any time existing in the Board of Directors (including any newly created seats on the Board) may be filled by the Member at any meeting of the Member or by written consent of the Member. Unless the Member specifies a different term at the time of election or appointment, each successor Director shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is duly elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 4. Resignation. Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the

Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Director in his or her resignation.

Section 5. Removal. A Director may be removed from office, with or without cause, by the affirmative vote of the Member. A Director may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon.

Section 6. Powers. The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, except those powers reserved to the Member by law, the Articles of Organization, or these By-Laws. The Board of Directors, in its discretion, may from time to time establish committees, appoint individuals to serve as members of any such committee, define or limit the powers and duties of any such committee, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions under Massachusetts law that require action by the Board of Directors including, without limitation, the Board may not delegate to a committee the power to:

(a) Change the location of the principal office of the Corporation;

(b) Adopt, amend or repeal these By-Laws;

(c) Change the number of Directors;

(d) Appoint, elect, suspend or remove Directors or officers;

(e) Amend or amend and restate the Articles of Organization;

(f) Authorize any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;

(g) Authorize any merger or consolidation of the Corporation; or

(h) Authorize the dissolution of the Corporation.

Subject to these By-Laws and applicable law, the Board of Directors may authorize officers, attorneys or agents of the Corporation to act on its behalf subject to such limitations as the Board of Directors determines.

Section 7. Compensation of Directors. Directors as such shall not receive any salaries for their services on the Board of Directors of the Corporation, but Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services. The Corporation may reimburse Directors for reasonable expenses incurred in the performance of their duties to the Corporation as approved by the Board of Directors. A Director, solely because of being a member of the Board of Directors, shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such other service.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Meetings of the Board of Directors shall be held at such place within or outside of Massachusetts as may be determined by the Board and identified in the notice of any such meeting.

Section 2. Annual and Special Meetings. Annual meetings of the Board of Directors may be held at such time as may be determined by the majority of the Directors and identified in the notice of such meeting. Special meetings of the Board may be called by the Member, the President or by a majority of the Directors, and shall be noticed by the President or the Clerk, or in the case of the death, absence, incapacity or refusal of the President or the Clerk, by the Member or any other officer.

Section 3. Notice. Unless otherwise required by law, the Articles of Organization, or these By-Laws, notice of each meeting of the Board of Directors shall be given, not later than two (2) business days before the meeting is scheduled to commence, by the President or the Clerk (or the Member or other officer as set forth in Section 1 above) and each such notice shall state the place, date and time of the meeting. Notice of each meeting may be delivered to a Director by hand or given to a Director orally (either by telephone or in person) or mailed, sent by electronic mail or sent by facsimile transmission to a Director at his residence or usual place of business. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid; if sent by electronic mail, the notice shall be deemed given when directed to an electronic mail address at which the Director has consented to receive notice; and if sent by facsimile transmission, the notice shall be deemed given when transmitted with transmission confirmed. Notice of any meeting need not be given to any Director who shall submit, either before or after the time stated therein, a signed waiver of notice or who shall attend the meeting, other than for the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Notice of an adjourned meeting, including the place, date and time of the new meeting, shall be given to all Directors not present at the time of the adjournment, and also to the other Directors unless the place, date and time of the new meeting are announced at the meeting at the time at which the adjournment is taken.

Section 4. Quorum; Action at Meetings; Proxy Voting Not Permitted. Except as otherwise provided by law, the Articles of Organization or these By-Laws, at all meetings of the Board of Directors, a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business, and the vote of a majority of the Directors present and voting at a meeting when a quorum is present shall be the act of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time, date and place. Each Director shall be entitled to one (1) vote on any matter that comes before the Board of Directors. There shall be no voting by proxy.

Section 5. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting and without notice if a majority of all of

the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Presence through Communications Equipment. Unless otherwise restricted by law, members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE V: OFFICERS AND AGENTS

Section 1. Enumeration. The officers of the Corporation shall be: President, Treasurer, Clerk, and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents as the Board of Directors may appoint from time to time and each shall have such powers as may be designated by the Board of Directors.

Section 2. Term of Office. Unless the Board of Directors indicate a different term at the time of election or appointment, officers of the Corporation shall serve at the pleasure of the Board of Directors, and until their respective successors are elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 3. Qualifications. An officer of the Corporation may but need not be a Director of the Corporation. Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation. Officers shall meet such other qualifications as the Board of Directors may determine from time to time.

Section 4. Vacancies. Any vacancy at any time existing in any officer position of the Corporation may be filled by the Directors and such successor officer shall serve at the pleasure of the Board of Directors, and until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 5. Resignation. Any officer or agent may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation, and such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and the acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning officer in his or her resignation.

Section 6. Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of a majority of the total number of Directors then in office at any regular meeting or special meeting of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. Each agent appointed

by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Corporation and as such shall have charge of the general business and affairs of the Corporation subject to the supervision of the Board of Directors. Subject to limitations that the Board of Directors may approve generally or in any specific instance, the President shall have the power to bind the Corporation and execute documents on behalf of the Corporation, including signing checks or drawdowns on bank accounts of the Corporation. The President shall also have such other powers and duties as customarily belong to the office of the chief executive and any other powers as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued by the Board of Directors from time to time, or by any committees of the Board to which the authority for such action has been specifically delegated.

Section 8. Treasurer. The Treasurer shall have such powers and duties as customarily belong to the office of Treasurer and any other powers as may be designated from time to time by the Board of Directors. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board of Directors, exclusive of any Director who is an officer or Director of the depository so designated. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board of Directors.

Section 9. Clerk. The Clerk shall record all proceedings of the Member and the Board of Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.

Section 10. Additional Powers and Duties. Each officer shall, subject to these By-Laws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these By-Laws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the President or the Directors may from time to time designate.

Section 11. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to its officers, agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegate power to any officer or officers, then by such officer or officers; *provided, however*, any such officer or officers authorized by the Board of Directors to fix compensation may not be authorized to fix his or her own compensation. The Directors may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI: MAINTENANCE AND INSPECTION OF RECORDS

The original, or attested copies, of the Articles of Organization, these By-Laws and records of all meetings and actions of the Member, the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation. Books, accounts, documents and records of the Corporation shall be open to inspection by any Director or Member for any proper purpose during the usual hours of business.

ARTICLE VII: EXECUTION OF INSTRUMENTS; EVIDENCE OF AUTHORITY

Section 1. Checks, Notes, Drafts and Other Instruments. The President and the Treasurer, or other officers and/or agents as shall be authorized by the Board of Directors, are authorized to sign, seal, acknowledge, and deliver, in the name and on behalf of the Corporation: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two (2) officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument.

Section 2. Evidence of Authority. A certificate executed by the Clerk, an assistant clerk or a temporary clerk as to any action taken by the Member, the Board of Directors, or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1. Conflict of Interest Policy. All Directors, officers and other persons in a position of significant authority designated by the Board of Directors or the President of the Corporation shall adhere to the Conflicts of Interest Policy attached hereto, which may be amended or replaced from time to time by the Board of Directors.

ARTICLE IX: PERSONAL LIABILITY; INDEMNIFICATION

Section 1. Personal Liability. The Member, Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the

Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of his or her being or having been an Indemnified Person.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for said payment shall be provided unless such compromise and indemnification therefor shall be approved:

(a) By a majority vote of disinterested Directors;

(b) If there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by Independent Legal Counsel (as defined below) appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the Indemnified Person appears to have acted in good faith and in the reasonable belief that the Indemnified Person's actions were in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to a Related Entity, in the best interests of the Related Entity (and, if the Related Entity is an employee benefit plan, in the best interests of the participants or beneficiaries of such plan)); and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances;

(c) By the Member if she is disinterested; or

(d) By a court of competent jurisdiction.

Costs and Expenses incurred by an Indemnified Person in connection with the defense or disposition of any Proceeding shall be paid promptly by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Indemnified Person to repay the amounts so paid by the Corporation if it is ultimately determined that indemnification for such Costs and Expenses is not authorized by law or under this Article. Such undertaking shall be accepted without reference to the financial ability of such Indemnified Person to make repayment.

If both the Corporation and the Indemnified Person are parties to a Proceeding (other than a claim, action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein also may represent such Indemnified Person (unless such dual representation would involve such counsel in an actual or potential conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all Costs and Expenses of such counsel incurred during the period of dual representation.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any rights to indemnification to which such Indemnified Person or other

corporate personnel may be entitled by contract, by vote of the Board of Directors or otherwise under law.

Section 3. Definitions. As used in this Article IX, the terms:

(a) "**Costs and Expenses**" means all reasonable costs and expenses incurred by an Indemnified Person in investigating, defending or appealing any Proceeding, including attorneys', accountants', experts' and other professional fees and disbursements; reasonable compensation for time spent by the Indemnified Person on behalf of the Corporation during which he or she is not otherwise compensated by the Corporation or a third party; any premium, security for, and other costs relating to any costs or other appeal bond or its equivalent, whether such Proceeding is of a civil, criminal, arbitrational, administrative or investigative nature, whether formal or informal, including an action by or in the name of the Corporation. Costs and Expenses shall include all reasonable costs and expenses incurred by an Indemnified Person, including attorneys', accountants', experts' and other professional fees and disbursements, in connection with successfully establishing his or her right to indemnification, in whole or in part, hereunder.

(b) "**Indemnified Person**" means each person who:

(i) Shall be, or at any time shall have been a Member, a Director or an officer of the Corporation; or

(ii) At the request of the Corporation, shall serve, or at any time shall have served, as an incorporator, director, trustee, officer, employee, agent, member, manager or in any other capacity with respect to any Related Entity; or

(iii) The Board of Directors by vote shall designate, who shall be, or at any time shall have been, an employee or agent of the Corporation or who shall serve, or at any time shall have served, at the request of the Corporation, in any capacity with respect to any Related Entity.

(c) "**Proceeding**" means any threatened, pending or completed claim, action, suit or proceeding or any alternative dispute resolution mechanism (including an action by or in the right of the Corporation or an affiliate of the Corporation) or any formal or informal inquiry, hearing or investigation, whether conducted by the Corporation or an affiliate of the Corporation or any other party, and any other action that an Indemnified Person in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.

(d) "**Related Entity**" means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the

Corporation is in any way interested in, or as to which an Indemnified Person is serving or shall have served at the Corporation's request or on its behalf, as a director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.

(e) "**Independent Legal Counsel**" means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Legal Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation's obligations or such Indemnified Person's rights hereunder.

(f) "Person," "director," "officer," "employee," "agent" and "Indemnified Person" shall include their respective heirs, executors and administrators, and an "interested" director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

Section 4. Enforceability. It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons shall vest upon the date of adoption of these By-Laws. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute or common law) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article IX, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article IX shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal of this Article IX or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or

her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

ARTICLE X: ADVISORY BOARDS OR COMMITTEES

The Board of Directors may determine to establish one or more advisory boards or committees to further the goals of the Corporation. Advisory boards or committees may be constituted of persons who are not Directors, but have an interest and willingness to advance the purposes of the Corporation. Any advisory board or committee may be discontinued by the Board of Directors at any time. An advisory board or committee shall be required to make at least annual reports to the Board of Directors.

ARTICLE XI: NONDISCRIMINATION POLICY

Persons of all races, religions, genders, sexual orientations and national origins shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts, and the Corporation shall not discriminate on the basis of race, religion, gender, sexual orientation, national origin or disability.

ARTICLE XII: AMENDMENTS

These By-Laws may be altered, amended or repealed, in whole or in part, solely by the Member.

ARTICLE XIII: NON-PROFIT COMPLIANCE

In compliance with 105 CMR 725.100(A)(1) and the DPH "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*," the Corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its non-profit purpose.

ARTICLE XIV: POLICIES

The Board of Directors may adopt policies that shall be incorporated into these By-Laws. The following policies have been adopted and incorporated herein:

Appendix 1: Conflict of Interest Policies and Procedures
Appendix 2: Whistleblower Policy
Appendix 3: Document Retention and Destruction Policy
Appendix 4: Compensation Setting Policy
Appendix 5: Comprehensive Information Security Policy
Appendix 6: Antitrust Policy

I, Michael Westort, the President of Health Circle, Inc., do hereby attest that the foregoing is a true copy of the By-Laws of the Corporation and that said By-Laws were duly adopted on August 15, 2016.

By: _____
Name: Michael Westort
Title: President of Health Circle, Inc.

Appendix 1

HEALTH CIRCLE, INC.
CONFLICT OF INTEREST POLICIES AND PROCEDURES

I. PURPOSE

HEALTH CIRCLE, INC. (the "Corporation") must be aware of and diligently address and manage all conflicts of interest and appearances of any conflicts of interest in order to protect the best interest of the Corporation when it is contemplating entering a transaction that might benefit the private interest of directors, members, officers or the executive management team. The Board of Directors shall follow the procedures set forth herein to address and evaluate conflicts of interest to determine whether it is in the best interest of the Corporation to enter into the proposed transaction and, if so, to ensure that the terms of the transaction are fair and reasonable.

II. DEFINITIONS

An *Insider* is a member, director or officer of the Corporation or a person on the executive management team.

An *Interest* means any material financial interest, direct or indirect, including, but not limited to, a sale, loan or exchange with the Corporation whereby the Insider would derive a material financial benefit, but shall not include compensation in the form of salary, such compensation being governed by the Compensation Setting Policy.

A *Managerial Position* is a member, director, officer, executive, trustee, or other managerial role in an entity other than the Corporation or a person who has significant influence over the management or operating policies of an entity other than the Corporation.

Transaction means any transaction, agreement, or arrangement with the Corporation.

A *Conflict of Interest* is present when an Insider, or an immediate family member of an Insider, has an Interest in a Transaction or is in a Managerial Position with an entity involved in a Transaction.

Disinterested Directors are the members of the Board of Directors of the Corporation that do not have a Conflict of Interest.

III. PROCEDURES

1. Duty to Disclose

Promptly upon learning of the proposed Transaction, each Insider that has a Conflict of Interest shall promptly disclose to the Board of Directors the existence of the Conflict of Interest and all material facts regarding their Interest in the Transaction, including relevant

Managerial Positions. Such disclosure shall be made prior to the Board of Directors taking any action on the Transaction or substantially discussing the Transaction. In the event that the Insider is unsure as to whether a Conflict of Interest exists, the Insider shall disclose the circumstances to the Disinterested Directors, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

2. No Participation

An Insider who has a Conflict of Interest shall not take part in any negotiations regarding the Transaction and shall not participate in or be permitted to attend the Board's or any committee's discussion of the matter except to disclose material facts and to respond to any questions regarding the Insider's Conflict of Interest. The Insider with the Conflict of Interest shall not exert his or her personal influence or lobby the Board of Directors with respect to the matter, either at or outside the meeting, and shall not vote on the Transaction. An Insider who is a member of the Board of Directors may be counted in determining the presence of a quorum at such meeting, however, the interested Directors may not be present during any discussion or vote on the Transaction.

3. Due Diligence

The Disinterested Directors shall hold a meeting to determine if the Transaction is fair, reasonable and in the best interest of the Corporation by conducting due diligence on the Transaction. Such due diligence may include any or all of the following:

- Reviewing all relevant documents relating to the Transaction;
- Discussing the purpose, benefits, advantages and disadvantages of the Transaction;
- Reviewing similar agreements and transactions to compare the relevant terms to the Transaction;
- Discussing and considering alternatives to the Transaction;
- Obtaining opinions or guidance from relevant industry third-party professionals regarding the fairness of the Transaction and the industry standards and terms for similar transactions;
- Consulting with the Corporation's legal counsel to discuss the terms and legal implications of the Transaction;
- Obtaining an independent legal opinion that the Transaction is fair, in the best interest of the Corporation and in compliance with applicable laws and regulations; and
- Proposing modification to the terms of the Transaction if the Disinterested

Directors concluded that the proposed terms of the Transaction are not fair, reasonable and in the best interest of the Corporation, as presented.

4. Approval

After exercising its due diligence, the Disinterested Directors, shall determine whether the Transaction is fair, reasonable and in the best interest of the Corporation. The Transaction can be approved by a majority vote of the Disinterested Directors present at a meeting for which a quorum is present. The Transaction must be approved by more than one Disinterested Director.

5. Record of Proceedings

The minutes of any meeting of the Board of Directors held pursuant to this policy shall contain:

- the names of all persons present at the meeting;
- details of the Transaction;
- the name of each Insider who disclosed or was otherwise determined to have a Conflict of Interest;
- the nature of the Conflict of Interest;
- the names of the Directors who participated in the discussion regarding the Transaction and the names of the Directors who were excluded from discussions of the Transaction;
- the information considered and discussed by the Board in exercising its due diligence regarding the Transaction;
- the Directors who voted on the Transaction, and the Directors who were excluded from voting;
- the result of the vote;
- if the Board rejected the Transaction, the reasons for the rejection and any proposed modifications to the Transaction;
- if the Board approved the Transaction, the reasons why the Board determined that the Transaction is fair and in the best interest of the Corporation; and
- copies of the Transaction agreements and all related documents thereto.

IV. VIOLATIONS

If the Board of Directors has reasonable cause to believe that an Insider has failed to disclose a Conflict of Interest, it shall inform such Insider of the basis for this belief and afford the Insider an opportunity to explain the alleged failure to disclose. If, after hearing the Insider's

response and making further investigation as warranted by the circumstances, the Board of Directors determines that the Insider has failed to disclose a Conflict of Interest, the Board of Directors shall take appropriate disciplinary and corrective action.

V. REVIEW

To ensure that the Corporation operates in a manner consistent with its mission, the Board of Directors shall periodically review this policy. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved. A copy of this policy shall be distributed to each Insider for their review and compliance hereto.

* * * *

Appendix 2

HEALTH CIRCLE, INC.
WHISTLEBLOWER POLICY

I. EXPECTATION

HEALTH CIRCLE, INC. (the "Corporation") expects Directors, Officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

II. OPEN DOOR POLICY

If any Director, Officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another Director, Officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to Directors, the relevant individual is the President of the Board of Directors or any other Director. With respect to Officers and employees, the relevant individual is the President, if there is one in office, and if not, any Director. In the event the Director, Officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a Director or the President, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

III. REQUIREMENT OF INVESTIGATION

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the President and/or a Director shall open an investigation into the matter and pursue it to resolution. Should the President or a Director find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

IV. CONFIDENTIALITY

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

V. PROTECTION FROM RETALIATORY ACTION

Neither the Corporation nor its managers may take any negative employment or other retaliatory action against any Director, Officer or employee who in good faith reports a violation of a law or regulatory requirement. An employee who retaliates against someone

who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

VI. GENERAL POLICY

This general policy is not a contract and it may be rescinded or amended at any time by the Corporation. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

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Appendix 3

HEALTH CIRCLE, INC.
DOCUMENT RETENTION AND DESTRUCTION POLICY

I. RETENTION POLICY

HEALTH CIRCLE, INC. (the "Corporation") takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Corporation may be required to keep in the future. From time to time, the Corporation may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

File Category	*Item*	Retention Period
Corporate Records	*By-Laws and Articles of Organization*	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	4 years
Finance and Administration	*Financial statements (audited)*	7 years
	Auditor management letters	7 years
	Payroll records	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Investment performance reports	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Correspondence — general	3 years

Insurance Records	*Policies — occurrence type*	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
Real Estate	*Deeds*	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
Tax	*IRS Tax returns and related correspondence*	Permanent
	IRS Form 1120s	7 years
	State Tax returns	7 years
Human Resources	*Employee personnel files*	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or three years
	Withholding tax statements	7 years
	Timecards	3 years
Technology	*Software licenses and support agreements*	7 years after all obligations end

II. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

III. EMERGENCY PLANNING

The Corporation's records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Corporation operating in an emergency should, if possible, be duplicated or backed up at least weekly and maintained off-site.

IV. DOCUMENT DESTRUCTION

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding. Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

V. COMPLIANCE

The Corporation will periodically review these procedures with legal counsel or the Corporation's certified public accountant to ensure that they are in compliance with new or revised regulations.

* * * *

Appendix 4

HEALTH CIRCLE, INC.
COMPENSATION SETTING POLICY

I. INTRODUCTION

This policy codifies the procedures by which the Board of Directors of HEALTH CIRCLE, INC. (the "Corporation") sets the compensation of Directors, top management officials, Officers and key employees ("executive compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

II. POLICY

The Board of Directors shall oversee the setting of executive compensation and shall (1) determine compensation of all Directors, top management officials, Officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis. In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

III. GUIDELINES

Compensation determinations made by the Directors will be made in accordance with the following guidelines:

(i) In setting and determining the reasonableness of executive compensation, the Board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.

(ii) Directors involved in setting and approving executive compensation, as well as any third parties providing professional advice to the Directors in connection with setting and approving executive compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Directors shall have no conflict of interest for these purposes if they (1) will not economically benefit from the compensation arrangement, (2) are not family members of a person who will economically benefit, (3) have no material financial interest affected by the compensation arrangement, and (4) are not family members of a person who has a material financial interest affected by the compensation arrangement.

(iii) Timely and accurate minutes of all final actions by the Board regarding the setting and approval of executive compensation will be recorded and held with Board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the Directors present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

* * * *

Appendix 5

HEALTH CIRCLE, INC.
COMPREHENSIVE INFORMATION SECURITY POLICY

I. OBJECTIVE

It is the objective of HEALTH CIRCLE, INC. (the "Corporation") in the development and implementation of this comprehensive information security program ("CISP") to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, "personal information" means an individual's first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (1) Social Security number; (2) driver's license number or state-issued identification card number; or (3) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual's financial account; provided, however, that "personal information" shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The Corporation generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

II. PURPOSE

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

III. DATA SECURITY COORDINATOR

The Corporation appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP's safeguards;

- Evaluating the ability of each of Corporation's third party service providers to implement and maintain appropriate security measures for the personal information to which Corporation permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;

- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the Corporation's business practices that may implicate the security or integrity of records containing personal information; and

- Conducting an annual training session for all Directors, Officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

IV. HANDLING PERSONAL INFORMATION

A. Paper Records

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with the Corporation's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the Corporation receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper Employment Records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the President.

B. Electronically Held Records

The Corporation requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;

- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;

- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;

- Restricting access to active users and active user accounts only; and

- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and

- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access, which are reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The Corporation will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The Corporation shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

B. Vendors

Pursuant to 105 CMR 725.200, information held by the Corporation about dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties. Only upon receipt of written consent of the individual to whom the confidential information applies will the Corporation share personal and financial information with its vendors. The Corporation requires each of their vendors to send written evidence, signed by an authorized person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

V. TRAINING

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

VI. PERSONS SEPARATING FROM THE CORPORATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

VII. SECURITY BREACH AND NOTIFICATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A "security breach" is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, he or she will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the Corporation's security program;
- A phone number to call within the Corporation for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The Corporation will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The Corporation shall document all responsive actions taken in connection with any incident involving a security breach.

VIII. CONFIDENTIALITY

Notwithstanding anything to the contrary contained herein, information held by the Corporation about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

* * * *

Appendix 6

HEALTH CIRCLE, INC.
ANTITRUST POLICY

It is the policy of HEALTH CIRCLE, INC. (the "Corporation") to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its Member, directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, directors, members, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, directors, officers, members and employees shall not engage in any actions in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the Corporation's activities shall be directed to the President and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

* * * *

HEALTH CIRCLE, INC.

Business Plan

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1. EXECUTIVE SUMMARY

1.1 Mission Statement

Health Circle, Inc. ("Health Circle") is an established adult use marijuana company that is committed to operating compliant, safe, and high-quality Marijuana Establishments ("MEs") in the Commonwealth of Massachusetts. Health Circle seeks to establish itself as an industry leader through excellence in operational protocol, security systems, product quality, and community integration.

1.2 Product

Health Circle will offer high-grade cannabis that is compliant with the guidance and regulations set out by the Commission. In addition to traditional sativa, indica, and hybrid cannabis flower, Health Circle will offer a wide range of products and services that will allow Health Circle to serve customers with a wide variety of needs and preferences. The products Health Circle intends to offer include, but will not be limited to:

1. Topical Salves
2. Creams and Lotion
3. Patches
4. Oral Mucosal/Sublingual Dissolving Tablets
5. Tinctures
6. Oral Sprays
7. Inhalation Ready to Use CO2 Extracted Hash Oils
8. Pre-Dosed Oil vaporizers
9. Ingestion Capsules
10. Food and Beverages

1.3 Customers

Health Circle's target customers are licensed Marijuana Establishments in the Commonwealth purchasing wholesale marijuana and marijuana products, as well as consumers 21 years of age or older who live and work in the Town of Marshfield and the surrounding communities in Plymouth and Norfolk Counties, and who are seeking to purchase high-quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

1.4 What Drives Us

Health Circle's goals include providing safe and high-grade cannabis and extract products to qualified patients and consumers above the age of 21. Health Circle also strives to contribute to the local economy and community in which our facilities reside by providing jobs, organizing employee volunteer days and industry specific training classes to prospective employees.

2. COMPANY DESCRIPTION

2.1 Corporate and Application Status

Health Circle is a Massachusetts non-profit corporation, in good standing, that is applying for licenses from the Massachusetts Cannabis Control Commission (the "**Commission**") to operate an adult use Cultivation and Product Manufacturing facility, as well as an adult use retail establishment, in the Commonwealth

2.2 Operations

Health Circle intends to be an adult use Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Retailer in the Commonwealth.

Health Circle's Marshfield location will be retail only and will obtain its products through other licensed manufacturers / cultivators while their cultivation facility is being built.

Health Circle has entered into a Lease Agreement for the property located at 120 Enterprise Drive. for use as a retail marijuana facility. 120 Enterprise Drive. is approximately 10K square foot standalone, commercial/manufacturing building. Health Circle will renovate the interior of the property for the proposed uses. There is ample existing parking on site for customers and staff.

Health Circle's facility is designed with the specific intentions of ensuring consumer and client safety; promoting a smooth flow of business throughout the facility; eliminating queuing; and incorporating design nuance that is intended to facilitate one-on-one conversations between customer service representatives and customers. Health Circle has meticulously invested in security, interior design, quality control, product testing, and staff training.

Health Circle plans to obtain the marijuana flower and marijuana products to be sold at its Retailer Establishments from Health Circle's proposed Cultivation in Rockland. Until Health Circle receives its final Cultivator and Product Manufacturing licenses from the Commission and is operational, Health Circle intends to purchase wholesale marijuana and marijuana products from other licensed Marijuana Establishments in the Commonwealth to sell at Health Circle's Retailer Establishments.

2.3 Inventory Procedures

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

Health Circle will track all marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission. Such procedures have a well-established track record in the industry of preventing internal diversion of product.

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

Additional information on Health Circle's inventory procedures is available in the Inventory Procedures document included with this submission.

2.4 Security

Health Circle will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for customers, employees and the local community.

Health Circle's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Marshfield Police Department. These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only eligible consumers, Health Circle's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and Health Circle will maintain a current list of individuals with access.

On-site consumption of marijuana by Health Circle's employees and visitors will be prohibited. Health Circle will have security personnel on-site during business hours.

2.5 Benefits to the Town of Marshfield

Health Circle looks forward to working cooperatively with the Town of Marshfield to ensure that Health Circle operates as a responsible, contributing member of the Marshfield community. Health Circle anticipates establishing a mutually beneficial relationship with the Town in exchange for permitting Health Circle to site and operate in Marshfield. The Town stands to benefit in various ways, including but not limited to the following:

a. **Jobs**. Health Circle estimates adding 15 - 25 full-time jobs for qualified Marshfield residents, in addition to hiring qualified, local contractors and vendors.

b. **Host Community Agreement**. The Host Community Agreements under which Health Circle will make significant community impact payments to the Town will provide additional financial benefits beyond local property taxes.

c. **Access to Quality Legal Product for Consumers**. Health Circle will ensure only qualified consumers ages 21 and over are able to purchase consistent, high-quality marijuana and marijuana products that are regulated and tested for cannabinoid content and contaminants. This will help to eliminate the current black market, in which consumers are not required to verify their age and marijuana products are not tested.

d. **Local Sales Tax Revenue**. The Town will receive additional tax revenue through the adoption of a local sales tax of up to 3% on each retail sale to consumers.

e. **Contro**l. In addition to the Commission, the Marshfield Police Department and other municipal departments will have oversight over Health Circle's security systems and processes.

f. **Responsibility**. Health Circle is comprised of experienced professionals who will be thoroughly background checked and vetted by the Commission.

g. **Economic Development**. Health Circle's project will revitalize the surrounding area and contribute to the overall economic development of the local community.

2.6 Zoning and Local Compliance

Health Circle, Inc. ("Health Circle") will remain compliant at all times with the local zoning requirements set forth in the Marshfield Zoning By-laws (the "By-laws"). In accordance with Bylaws Section 305-12.06, Health Circle's proposed marijuana establishment at 120 Enterprise Drive in Marshfield is located in the I-1 Industrial Zoning District designated for recreational retail establishments by special permit, which Health Circle has been awarded.

In compliance with By-laws Section 305-12.06(C)(3), the property is not located within 500 feet of a property boundary line of any lot in use as a private or public school, college, licensed day-care facility, library, park, playground, recreational or athletic fields or the Boy's and Girl's Club or similar place where children typically congregate.

As required by the By-law, Health Circle has been awarded Special Permit and Site Plan Approval from the Marshfield Zoning Board of Appeal. Health Circle will obtain the required building permit, and at the completion of construction, a certificate of occupancy. There are no other applicable local permits, and Health Circle will continue an open working relationship with any Marshfield municipal departments that may request to coordinate with Health Circle, including the Marshfield Police Department.

Health Circle has already attended several meetings with various Marshfield officials, departments and boards to discuss its plans for a proposed marijuana establishment and has executed a Host Community Agreement with the Town of Marshfield. Health Circle will continue to work cooperatively with the Town to ensure that Health Circle's marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

Health Circle has also retained the law firm VRG Law Firm, LLC to assist with ongoing compliance with local zoning requirements.

3. MARKET RESEARCH

3.1 Customers

Health Circle's target customers are licensed Marijuana Establishments in the Commonwealth purchasing wholesale marijuana and marijuana products, as well as consumers 21 years of age or older who live and work in the Town of Marshfield and the surrounding communities in Plymouth and Norfolk Counties, and who are seeking to purchase high-quality marijuana and marijuana products in a secure, professional, welcoming and conveniently-located retail establishment.

3.2 Competitors

Health Circle's main competitors will include other licensed Cultivator and Product Manufacturing Establishments in the Commonwealth, as well as other licensed Marijuana Establishments in Plymouth and Norfolk Counties.

3.3 Competitive Advantage

Health Circle has an experienced management, cultivation, security, retail, and processing team of experts all aiming to create a best-in-class establishment to better support the needs of its patrons. Health Circle has a premiere location allowing for convenient access via multiple major roadways, along with ample parking for staff and patrons. Health Circle's commitment to employee a diverse highly educated and trained work force enables Health Circle to confidently serve the local community. Thus, allowing them to stand out as a leading marijuana establishment.

4. PRODUCT / SERVICE

4.1 Products

Health Circle intends to offer a variety of marijuana strains, concentrates and infused products to meet the wide-ranging needs and preferences of its customer base. The products available for purchase will include, but will not be limited to:

1. Sativa, Indica, and Hybrid Cannabis Flower
2. Creams and Lotions
3. Topical Salves
4. Patches
5. Tinctures
6. Pre-Dosed Oil Vaporizers
7. Concentrates
8. Infused Food Products and Beverages
9. Capsules

4.2 Dispensary Procedures

In accordance with 935 CMR 500.140(3), access to Health Circle's establishment will be limited to verified individuals 21 years of age and older. Prior to entering the dispensary, a customer must present a valid, government-issued photo identification to a Health Circle security agent to determine whether the customer is 21 years of age or older. Once the customer's identity and age are verified, the security agent will permit the customer to enter the establishment's sales area.

Once inside the sales area, the customer will enter a queue to obtain individualized service from a Health Circle agent who will help the customer select from the available products and complete the transaction. Prior to checkout, customers will be required to confirm their identities and ages a second time. The checkout also activates the seed-to-sale tracking system that will be compliant with 935 CMR 500.105(8). Sales will be limited to one (1) ounce of marijuana flower
or five (5) grams of marijuana concentrate per consumer transaction. All required taxes will be collected at the point of sale.

Once a customer has selected products for purchase, a Health Circle agent will collect the requested items from a secure product storage area. The agent will then scan each product's barcode into the Commission-approved point of sale system. All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event a Health Circle agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. Health Circle will use the point of sale system to accept payment and complete the sale. The system will back up and securely cache each sale for inspection.

In compliance with 935 CMR 5001.140(8), Health Circle will provide educational materials designed to help consumers make informed marijuana product purchases. The educational materials will describe the various types of products available, as well as the types and methods of responsible consumption. The materials will offer education on titration, which is the method of using the smallest amount of product necessary to achieve the desired effect. Additional topics discussed in the education materials will include potency, proper dosing, the delayed effects of edible marijuana products, substance abuse and related treatment programs, and marijuana tolerance, dependence, and withdrawal.

Additional information on Health Circle's retail policies and procedures is available in the Dispensing Procedures document included with this submission.

4.3 Pricing Structure

Health Circle is applying for licenses to operate cultivation and product manufacturing facilities in addition to retailer establishments, in the Commonwealth. This vertical integration capability will enable Health Circle to offer a consistent supply of high-quality product at competitive prices. Until it is granted licenses to operate such facilities, Health Circle plans to obtain its marijuana and marijuana products though wholesaling from other licensed Marijuana Establishments within the Commonwealth.

When determining the appropriate pricing structure, Health Circle will continually strive to find the perfect balance between affordability for consumers and preventing the diversion of product to the black market.

MARKETING & SALES

4.4 Growth Strategy

Health Circle's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. An exemplary customer in-store experience; and
4. A caring and thoughtful staff made of highly-trained, consummate professionals

Health Circle plans to seek additional, appropriate locations in the Commonwealth to expand business and reach an increased number of customers in the future.

4.5 Communication

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

All marketing, advertising, and branding produced by or on behalf of Health Circle will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

Health Circle will communicate with customers through:

1. A company run website;
2. Popular online information platforms such as WeedMaps and Leafly;
3. Popular social media platforms such as Instagram and Facebook;
4. Opt-in direct communications; and
5. Partnership with local businesses

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

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

4.6 Product Packaging

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

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

4.7 Branding and Logos

Health Circle has developed logos and branding that complies with state regulations and that will distinguish Health Circle from its competitors. Health Circle has filed for name and logo trademark protection at the state level, and when permissible, at the federal level.

5. TEAM

5.1 General

Health Circle has assembled a team of highly experienced professionals with a diverse set of talents to operate a vertically-integrated Marijuana Establishment.

5.2 Executive Management Team

5.2.1 Michael Westort, *Member, Director, President, Treasurer, Chief Executive Officer, Chief Financial Officer, and Capital Contributor*

Michael has over 17 years of business and financial services experience. He began his career in financial services, and his team was responsible for over $600 million in assets. Michael's career is now focused on mortgage sales where he has closed over $500 million in home loans. He has held positions as a broker, banker and sales manager in the mortgage banking industry. Michael self-sources the majority of his business through marketing, networking and relationship building. He has substantial experience managing a sales team, increasing sales, and ensuring regulatory compliance. Michael also serves on the Town of Scituate's Advisory Committee that oversees the town's reserve fund, deals with budgetary issues and makes recommendations to voters on town matters. Michael has additional management experience as the former president of a 193-unit co-op in New York City, where he oversaw the budget, staffing, and state and local regulatory compliance.

Michael has completed the Americans for Safe Access-Cannabis Training Institute (ASA-CTI) certification program and has obtained his ASA-CTI certification. The program consists of 10 classes covering topics including Federal Cannabis Law; a History of Medical Cannabis; Cannabis Research & Clinical Data; the Endocannabinoid System; Cannabis; Cannabis as Medicine; and Cannabis Business Operations.

5.2.2 Kenneth Wolf, *Director of Security*

He has over 30 years of experience in the public safety, regulatory compliance and health care arena. For the past 8 years, Ken has volunteered as an Auxiliary Officer for the Cambridge Police Department where he worked with State and local police departments to implement security programs for special events. In 2008, Ken founded Ken Wolf Consulting ("KWC"), a security consulting firm which offers services including access control, advance alarm and CCTV video surveillance, and loss prevention/inventory systems. KWC has provided security consulting services for a variety of businesses including an addiction clinic, high end jewelry stores, condominium buildings, and wine and liquor stores. Ken also serves as Director of Security for another MMTC and Marijuana Establishment applicant in Massachusetts.

5.2.3 Steve Ingenhutt, *Director of Cultivation*

Steve has over 3 years of experience with medical marijuana cultivation operations. In 2014, Steve founded Zone 10, a medical marijuana collective in the State of California. Utilizing his knowledge of Plant Science and different horticultural techniques and methods including hydroponics, Steve helped design and build a large cultivation facility to enable the collective to meet growing patient demand. Zone 10 produced all their products, including extracts and edibles, in-house. Although not required by the State of California, Steve independently tested all Zone 10 products to ensure that all of them were free of contaminants and safe for patients. As head cultivator, Steve was responsible for all stages of growing including drying, curing, packaging, and quality assurance. He also worked closely with his patients, especially those with seriously terminally ill ailments to find which products and dosages were most effective to treating symptoms of their conditions. He also assumed responsibility for tracking inventory to ensure products were readily available for patients.

6. CONCLUSION

Health Circle has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested marijuana and marijuana products in Marshfield and the surrounding communities in Plymouth County. Health Circle is well-funded and well-positioned in the Massachusetts market and will contribute to the growth of the industry through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, Health Circle looks forward to working cooperatively with the local community to help spread the benefits this market will yield.

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY): 11/16/2020

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER	CONTACT NAME: Beth McDonough
CORCORAN & HAVLIN INSURANCE GROUP INC	PHONE (A/C, No, Ext): (781) 235-3100 FAX (A/C, No):
287 LINDEN ST	E-MAIL ADDRESS: bmcdonough@chinsurance.com
WELLESLEY MA 02482	INSURER(S) AFFORDING COVERAGE / NAIC #
INSURED	INSURER A : ACE AMERICAN INSURANCE CO 22667
HEALTH CIRCLE INC	INSURER B :
	INSURER C :
	INSURER D :
44 AMYS WAY	INSURER E :
SCITUATE MA 02066	INSURER F :

COVERAGES **CERTIFICATE NUMBER:** 595785 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
	COMMERCIAL GENERAL LIABILITY						EACH OCCURRENCE	$
	☐ CLAIMS-MADE ☐ OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence)	$
							MED EXP (Any one person)	$
				N/A			PERSONAL & ADV INJURY	$
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE	$
	☐ POLICY ☐ PRO-JECT ☐ LOC						PRODUCTS - COMP/OP AGG	$
	☐ OTHER:							$
	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident)	$
	☐ ANY AUTO						BODILY INJURY (Per person)	$
	☐ ALL OWNED AUTOS ☐ SCHEDULED AUTOS			N/A			BODILY INJURY (Per accident)	$
	☐ HIRED AUTOS ☐ NON-OWNED AUTOS						PROPERTY DAMAGE (Per accident)	$
								$
	☐ UMBRELLA LIAB ☐ OCCUR						EACH OCCURRENCE	$
	☐ EXCESS LIAB ☐ CLAIMS-MADE			N/A			AGGREGATE	$
	☐ DED ☐ RETENTION $							$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y / N						☒ PER STATUTE ☐ OTH-ER	
	ANYPROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? N/A (Mandatory in NH)	N/A	N/A	6S62UB5N20431320	10/15/2020	10/15/2021	E.L. EACH ACCIDENT	$ 1,000,000
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE	$ 1,000,000
							E.L. DISEASE - POLICY LIMIT	$ 1,000,000
				N/A				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Workers' Compensation benefits will be paid to Massachusetts employees only. Pursuant to Endorsement WC 20 03 06 B, no authorization is given to pay claims for benefits to employees in states other than Massachusetts if the insured hires, or has hired those employees outside of Massachusetts.

This certificate of insurance shows the policy in force on the date that this certificate was issued (unless the expiration date on the above policy precedes the issue date of this certificate of insurance). The status of this coverage can be monitored daily by accessing the Proof of Coverage - Coverage Verification Search tool at www.mass.gov/lwd/workers-compensation/investigations/.

CERTIFICATE HOLDER

Cannabis Control Commission
101 Federal St 13th Fl
Boston MA 02110

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Daniel M. Crowley, CPCU, Vice President – Residual Market – WCRIBMA

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QUALITY CONTROL AND TESTING

Quality Control

Health Circle, Inc. ("**Health Circle**") will comply with the following sanitary requirements:

1. Any Health Circle agent whose job includes contact with marijuana or nonedible marijuana products will comply with the requirements for food handlers set forth in 105 CMR 300.000.
2. All edible marijuana products will be handled and stored in compliance with the sanitation requirements in 105 CMR 500.000.
3. Any Health Circle agent working in direct contact with marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
    a. Maintaining adequate personal cleanliness; and
    b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
4. Health Circle's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
5. Health Circle's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
6. Health Circle will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
7. Health Circle's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
8. Health Circle's facility will have adequate safety lighting in all storage areas, as well as areas where equipment or utensils are cleaned;
9. Health Circle's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
10. Health Circle will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
11. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
12. Health Circle will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
13. Health Circle's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable

waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
14. Health Circle will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
15. Health Circle will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
16. Health Circle will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

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

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

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Testing

Health Circle will not sell or otherwise market marijuana or marijuana products that have not been tested by a licensed Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products, as amended in November 2016, published by the Department of Public Health ("**DPH**"). Testing of Health Circle's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH. Health Circle will maintain testing results in compliance with 935 CMR 500.000 *et seq* and Health Circle's recordkeeping policies and will maintain the results of all testing for no less than one (1) year.

Health Circle's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such

notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

All transportation of marijuana to and from Independent Testing Laboratories will comply with 935 CMR 500.105(13). All storage of Health Circle's marijuana at a testing laboratory will comply with 935 CMR 500.105(11). All excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to Health Circle for disposal or by the Independent Testing Laboratory disposing of it directly.

RECORDKEEPING PROCEDURES

General Overview

Health Circle, Inc. ("**Health Circle**") has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Health Circle documents. Records will be stored at Health Circle's establishment in a secure location designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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

- Corporate Records: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - o Insurance Coverage:
    - ☐ Product Liability Policy
    - ☐ General Liability Policy
    - ☐ Umbrella Policy
    - ☐ Workers Compensation Policy
    - ☐ Employer Professional Liability Policy
  - o Third-Party Laboratory Contracts
  - o Commission Requirements:
    - ☐ Annual Agent Registration
    - ☐ Annual Marijuana Establishment Registration
  - o Local Compliance:
    - ☐ Certificate of Occupancy
    - ☐ Special Permits, Site Plan Approvals and Variances
    - ☐ As-Built Drawings
  - o Corporate Governance:
    - ☐ Annual Report
    - ☐ Secretary of State Filings

- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - o Assets and liabilities.
  - o Monetary transactions;
  - o Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

o Sales records including the quantity, form, and cost of marijuana products;

o Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Health Circle, including members, if any.

• Personnel Records: At a minimum will include:

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

o A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Health Circle and will include, at a minimum, the following: □ All materials submitted to the Commission pursuant to 935 CMR 500.030(2);

□ Documentation of verification of references;

□ The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;

□ Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;

□ Documentation of periodic performance evaluations;

□ A record of any disciplinary action taken; and

□ Notice of completed responsible vendor and eight-hour related duty training.

o A staffing plan that will demonstrate accessible business hours and safe operations conditions;

o Personnel policies and procedures; and

o All background check reports obtained in accordance with 935 CMR 500.030.

• Handling and Testing of Marijuana Records

o Health Circle will maintain the results of all testing for a minimum of one (1) year.

• Inventory Records

o The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.

• Seed-to-Sale Tracking Records

o Health Circle will use a seed-to-sale tracking system approved by the Commission to maintain real-time inventory, and inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d),

including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

o Health Circle will also maintain METRC compliance and management records to the extent required by the Commission.

• Incident Reporting Records o Within ten (10) calendar days, Health Circle will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Health Circle for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

• Visitor Records

o A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.

• Waste Disposal Records

o When marijuana or marijuana products are disposed of, Health Circle will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Health Circle agents present during the disposal or handling, with their signatures. Health Circle will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

• Security Records

o A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
o Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.

• Transportation Records

o Health Circle will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.

• Agent Training Records

o Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).

• Closure

o In the event Health Circle closes, all records will be kept for at least two (2) years at Health Circle's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Health Circle will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.

• Written Operating Policies and Procedures: Policies and Procedures related to Health Circle's operations will be updated as needed and will undergo a review by the executive management team on an ongoing basis. Policies and Procedures will include the following:

o Security measures in compliance with 935 CMR 500.110;

o Agent security policies, including personal safety and crime prevention techniques;

o A description of Health Circle's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.

o Storage of marijuana in compliance with 935 CMR 500.105(11);

o Description of the various strains of marijuana to be sold, and the form(s) in which marijuana will be dispensed;

o Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;

o Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;

o A staffing plan and staffing records in compliance with 935 CMR 500.105(9);

o Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;

o Alcohol, smoke, and drug-free workplace policies;

o A plan describing how confidential information will be maintained;

o Policy for the immediate dismissal of any dispensary agent who has: □ Diverted marijuana, which will be reported local law enforcement and to the Commission;

□ Engaged in unsafe practices with regard to Health Circle operations, which will be reported to the Commission; or

□ Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving

distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

o A list of all executives of Health Circle, and members, if any, of the licensee must be made available upon request by any Health Circle. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Health Circle's website.

o Policies and procedures for the handling of cash on Health Circle premises including but not limited to storage, collection frequency and transport to financial institution(s).
o Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
o Policies and procedures for energy efficiency and conservation that will include:
- ☐ Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
- ☐ Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
- ☐ Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- ☐ Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

Record-Retention
Health Circle will meet Commission recordkeeping requirements and retain a copy of all records for at least two (2) years.

MAINTAINING OF FINANCIAL RECORDS

Health Circle, Inc.'s ("**Health Circle**") operating policies and procedures ensure financial records are accurate and maintained in compliance with the 935 CMR 500.000 *et seq.* Financial records maintenance measures include policies and procedures requiring that:

• Confidential financial information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required by law or pursuant to a court order. However, the Cannabis Control Commission (the "**Commission**") may access this information to carry out its official duties.

• Health Circle will comply with all recordkeeping requirements under 935 CMR 500.105(9), including:

 Keeping written business records, available for inspection, and in accordance with Generally Accepted Accounting Principles (GAAP), which will include manual or computerized records of:
 Assets and liabilities;
 Monetary transactions;
 Books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 Sales records including the quantity, form, and cost of marijuana products; and
 Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Health Circle.

• Health Circle will comply with all sales recording requirements under 935 CMR 500.140(6), including: o Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (the "**DOR**"), and a sales recording module approved by DOR;

o Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
o Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
o Adopting separate accounting practices at the point-of-sale for marijuana sales and non-marijuana sales;
o Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
o If Health Circle is permitted to co-locate a Medical Marijuana Treatment Center at the proposed location, maintaining and providing the Commission on a biannual basis accurate sales data collected during the preceding six (6) months to ensure an adequate supply of marijuana and marijuana products in accordance with 935 CMR 500.140(10).

• Additional written financial records will be securely maintained, including, but not limited to, records of:

o Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
o Fees paid under 935 CMR 500.005 and other applicable sections of the regulations; and

o Fines or penalties, if any, paid under 935 CMR 500.550 or other applicable sections of the regulations.

QUALIFICATIONS AND TRAINING

Health Circle, Inc. ("**Health Circle**") will ensure that all individuals hired to work at Health Circle's Marijuana Establishment are qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

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

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

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Health Circle's agents will complete training that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of Health Circle's current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to be designated a "responsible vendor." Health Circle's new, non-administrative employees involved in the handling and sale of marijuana will complete the Responsible Vendor Program within 90 days of the date they are

hired. Health Circle's employees involved in the handling and sale of marijuana will then successfully complete the program once every year thereafter. Health Circle's records of Responsible Vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other licensing authorities upon request.

As part of the Responsible Vendor program, Health Circle's agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana's effect on the human body, including physical effects based on different types

of marijuana products and methods of administration, and recognizing the visible signs of impairment;

2. Best practices for diversion prevention and prevention of sales to minors;

3. Compliance with tracking requirements;

4. Acceptable forms of identification, including verification of valid photo identification and

medical marijuana registration and confiscation of fraudulent identifications;

5. Such other areas of training determined by the Commission to be included; and

6. Other significant state laws and rules affecting operators, such as:

- Local and state licensing and enforcement;
- Incident and notification requirements;
- Administrative and criminal liability and license sanctions and court sanctions;
- Waste disposal and health and safety standards;
- Patrons prohibited from bringing marijuana onto licensed premises;
- Permitted hours of sale and conduct of establishment;
- Permitting inspections by state and local licensing and enforcement authorities;
- Licensee responsibilities for activities occurring within licensed premises;
- Maintenance of records and privacy issues; and
- Prohibited purchases and practices.

Energy Efficiency and Conservation

Health Circle will demonstrate consideration of the following factors:

a. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
b. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
c. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
d. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Health Circle will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license under 935 CMR 500.103(2). Health Circle will adopt and use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the Commission in a form determined by the Commission. Health Circle will be subject to the following minimum energy efficiency and equipment standards:

a. The building envelope for all facilities, except greenhouses, must meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
b. The Lighting Power Densities (LPD) for cultivation space must not exceed an average of 36 watts per gross square foot of active and growing space canopy, but for Tier 1 and Tier 2 a requirement of 50 watts per gross square foot of active canopy or growing unless otherwise determined in guidelines issued by the Commission.
c. Heating Ventilation and Air Condition (HVAC) and dehumidification systems must meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
d. Safety protocols must be established and documented to protect workers and consumers (*e.g.*, eye protection near operating grow light).
e. Requirements 935 CMR 500.120(11)(b) and (c) will not be required if an indoor marijuana cultivator is generating 100% or more of the onsite load from an onsite clean or renewable resource.

f. The Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.
g. A RMD with a final certificate of registration before March 15, 2018, will have a 12-month period to comply with 935 CMR 500.120(11) or until March 23, 2019.

Separating Recreational from Medical Operations

Health Circle is currently only an Adult use (Recreational) location at the 12 Enterprise Dr, Marshfield, MA.

Restricting Access to Age 21 and Older

Health Circle will ensure all board members, directors, employees, executives, and managers are in compliance with 935 CMR 500.030 by verifying:

- All individuals are 21 years of age or older
- Have not been convicted of an offense in the involving the distribution of controlled substances to minors in the Commonwealth

Health Circle will perform on-premises verification of identification for consumers and visitors. Upon an individual's entry into Health Circle's retailer operations, an employee will immediately inspect the individual's proof of identification and determine that the individual is 21 years of age or older.

• Identification will be verified using the Greenbits and ID Visor Smart Plus ID Scanner or AgeVisor Touch Id Scanner from TokenWorks depending on whether it is via handheld or desktop application.
• System designed to verify the authenticity of government issued identification.
• If the government issued identification presented by an individual seeking access is not valid, they will not be permitted to enter the facility and will be asked to leave the premises immediately.
• In addition to the primary verification, at the Point of Sale, Agents will re-verify the consumers identification via a visual inspection.
• If an Agent suspects identification is not valid at either verification point, a Manager will be notified to conduct an additional inspection and assist with escalation of the issue if the individual must be escorted off the premises.

Health Circle will refuse to sell marijuana to any consumer who is unable to produce valid proof of identification. Health Circle may refuse to sell marijuana products to a consumer if, in the opinion of an employee based on the information available to the employee at that time, the consumer or the public
would be placed at risk.

PERSONNEL POLICIES

Overview

Health Circle, Inc. ("Health Circle") will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. Health Circle will keep, at a minimum, the following personnel records:

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

Job Descriptions

Chief Operating Officer: Under the supervision of the Chief Executive Officer, this position will be responsible to oversee all activities related to the operation of Health Circle including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the CEO. In addition, the Chief Operating Officer will perform following duties:
Managing the hiring, training, and termination of employees while providing guidance.
Partnering with the Executive team to ensure consistent onboarding, training/development, and all human resource related topics.
Maintaining accurate employee files required on Federal and State levels.
Analyzes key business metrics, effective P&L management of expenses, budgets, and deposits.
Keep accurate records of deposits, audits, waste/visitor logs and retail sales drawers.
Be an expert in Massachusetts State cannabis compliance regulations and laws and continually stay up-to-date with changes to regulations and laws.
Monitor all security, compliance and regulatory manners are up to date, practiced and followed.
Actively develops proactive internal compliance standard operating procedures (SOPs) and ensures all employees are up-to-date on regulatory changes.
Executes all required State and company audits and reports information accurately and timely.
Supervises cycle counts and maintains inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.

Vice President: Under the supervision of the Chief Executive Officer, this position will be responsible to oversee all activities related to the operation of Health Circle including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the CEO & COO. Provides employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the Vice President will perform following duties:
Managing employees and supervising the duties and productivity of all store departments.
Keep accurate records of deposits, audits, waste/visitor logs and retail sales drawers.

Be an expert in Massachusetts State cannabis compliance regulations and laws and continually stay up-to-date with changes to regulations and laws.
Actively develops proactive internal compliance standard operating procedures (SOPs) and ensures all employees are up-to-date on regulatory changes.
Executes all required State and company audits and reports information accurately and timely.
Supports inventory strategies at the direction of the CEO & COO to ensure the appropriate selection of salable products are available at all times.
Supervises cycle counts and maintains inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.
Ensures that customers are at least 21 years of age, have the proper order paperwork, documentation, and valid identification before entering the building.

General Manger: Under the supervision of the Vice President, this position will be responsible to oversee all activities related to the operation of the retail dispensary including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the Vice President. Provides employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the General Manager will perform following duties:
Recruits top talent, hires and develops a diverse work team and is responsible for the performance management of employees including the Retail team, Inventory team and Custodial team, such as:
Managing employees and supervising the duties and productivity of all store departments.
Managing the hiring, training, and termination of employees while providing guidance.
Providing monthly, focused coaching and development for all members of the team.
Partnering with the Executive team to ensure consistent onboarding, training/development and all human resource related topics.
Evaluating employees' work performance and address all necessary disciplinary actions.
Maintaining accurate employee files required on Federal and State levels.
Ensures effective coverage of the sales floor, curbside pick-up, express pick-up and reception desk.

Assistant General Manager: Under the supervision of the General Manager, this position will be responsible in assisting with oversight all activities related to the operation of the retail dispensary including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the General Manager. Aide in providing employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the Assistant General Manager will perform following duties:
Ensures positive customer relations including engaging customer experiences to drive brand loyalty.
Partners with the Executive Team to create marketing initiatives, promotions and experiences.
Ensure that the store's website and live menu are accurate and reflect brand standards.

Supports inventory strategies at the direction of the General Manger to ensure the appropriate selection of salable products are available at all times.
Assists in supervision of cycle counts and maintenance of inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.

Customer Service Representative: Under the supervision of the General Manger, the Customer Service Representative will be accountable for creating an astounding positive retail experience that will exemplify Health Circle. The Customer Service Representative will be responsible for driving sales, establishing, and maintaining positive customer relationships, and working efficiently with the team to provide the ultimate consumer experience. This position ensures that all consumers comply with all legal requirements. Additionally, the Customer Service Representative will support the business strategies and goals developed by leadership.

Inventory Specialist: Under the supervision of the General Manger, This position is responsible for all inventory recording, audits, compliance, and accuracy in all phases of the Retail sales of cannabis products in the dispensary including conducting audits and cycle counts on a daily, weekly and monthly basis, receiving, handling and storage of all products in compliance with all State regulations. The Inventory Specialist will also fulfill and assist with all Curbside and Express orders.

Greeter: Under the supervision of the General Manger, Serves as the front-line representative for our retail store promoting and providing positive customer relations from welcoming individuals, check-in & identification validation to monitoring and controlling customer traffic in the retail space and parking lot to provide a safe and enjoyable experience.
Front Desk/Receptionist; Under the supervision of the General Manager, Serves as the front-line representative for our retail store promoting and providing positive customer relations from welcoming individuals, check-in & identification validation to monitoring and controlling customer traffic in the retail space and parking lot to provide a safe and enjoyable experience.

Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Health Circle and will include, at a minimum, the following:
● All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
● Documentation of verification of references;
● The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
● Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
● Documentation of periodic performance evaluations;
● A record of any disciplinary action taken;
● Notice of completed responsible vendor and eight-hour related duty training;

● Results of initial background investigation, including CORI reports; and
● Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

Staffing Plan and Business Hours

Hiring and Recruitment

Health Circle's General Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or specific positions need to be created in response to company needs. Health Circle's hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:
● Equal Employment Opportunity Commission (EEOC) Compliance;
● Health Circle's Diversity Plan and Community Initiatives;
● Health Circle's Plan to Positively Impact Areas of Disproportionate Impact;
● Background Checks and References;
● Mandatory reporting of criminal convictions (and termination if necessary);
● State and Federal Family Leave Act;
● Workplace Safety Laws;
● State and Federal Minimum Wage Requirements; and
● Non-Disclosure and Non-Complete Agreements

Standards of Conduct
Health Circle is committed to maintaining an environment conducive to the health and wellbeing of customers and employees. It is Health Circle's mission to provide a professional workplace free from harassment and discrimination for employees. Health Circle will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to Health Circle's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:
● Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
● Has the purpose or effect of unreasonably interfering with an individual's work performance; or
● Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. All harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory

behavior of non-employees directed at Health Circle employees or customers also is condemned and will be promptly addressed.

Alcohol in the Workplace

Health Circle Agents are prohibited from reporting to work or performing work for Health Circle under the influence of alcohol. They are also prohibited from consuming alcohol on Health Circle's premises (including parking areas) or while otherwise engaged in Health Circle's business. Use of alcohol in a Company-owned vehicle or in any motor vehicle while engaged in Company business is prohibited, as is the operation of any motor vehicle on Company business while under the influence of alcohol. In addition, the unauthorized sale, purchase, transfer or possession of alcohol on Company premises (including parking areas), or while otherwise engaged in Company business, is prohibited.

Any violation of this policy may subject you to disciplinary action, up to and including termination of employment. The Company reserves the right to approve alcohol education and/or treatment as an alternative to or in conjunction with disciplinary action for any violation of this policy.

Drug-Free Workplace

Health Circle strives to maintain a safe workplace and thus prohibits drug activity while an employee is on Company premises or otherwise working on behalf of the Company. The use of illegal drugs or other controlled substances (including marijuana) threatens the entire environment and will not be tolerated. This policy applies to every Company employee.

Use or Possession of Illegal Drugs

Employees are prohibited from reporting to work or performing any job-related activities, on or off Company premises (including parking areas), while under the influence of any illegal controlled substance. Employees are not permitted to bring any form of marijuana on to Health Circle's premises. An illegal controlled substance is any drug that is unlawful under federal, state or local law as well as any drug that, though available legally, has been obtained illegally.

Employees are also prohibited from being under the influence of, or impaired by, any other substance (including, but not limited to, any prescription or over-the-counter medication) that impairs their job performance or poses a hazard to the safety and welfare of the employee, the public, the Company, other employees, and our customers.

Employees shall not unlawfully manufacture, distribute, dispense, possess, sell, purchase, or use a controlled substance anywhere on Company premises, or the premises of the Company's customers.

No Smoking

Employees are expected to adhere to applicable state requirements governing smoking in the workplace.

In addition to complying with Massachusetts and other state laws relating to tobacco use, Health Circle strives to provide a healthy environment and therefore prohibits consumption of any form of tobacco in Company buildings. Health Circle requires all employees and visitors to refrain from smoking **inside** its buildings at all locations. Additionally, no smoking is allowed while at work-related locations. Please ask Management for the designated Smoking Area at your location. A violation of this policy may also lead to discipline, up to and including termination.

For purposes of this policy, "smoking" includes "vaping," the use of tobacco products through pipes, cigars and cigarettes and the use of e-cigarettes, regardless of whether they contain tobacco.

Policies and Procedures for Prevention of Diversion
Considerations regarding diversion prevention measures include, but are not limited to, Health Circle, Inc. ("Health Circle") agent and consumer accountability, and identifying, recording, and reporting diversion, theft, or loss. Marijuana in the process of transport, analysis, or retail sale is to be stored and tracked in a manner that prevents diversion, theft, or loss.

Employees are made aware of crime prevention techniques pursuant to 935 CMR 500.105(1)(b). Any Health Circle agent who has diverted marijuana is immediately dismissed, and this is reported to law enforcement and to the Commission pursuant to 935 CMR 500.105(1)(l). All employees involved in the handling and sale of marijuana for adult use complete a responsible vendor training program with a curriculum covering diversion prevention and prevention of sales to minors, and comply with all other marijuana establishment agent training requirements under 935 CMR 500.105(2).

Violence and Weapons in the Workplace
Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted on site by employees, customers, or other parties. Employees found carrying weapons on Health Circle facilities will be immediately terminated. Customers found carrying weapons on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment
In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire
The required attire for registered agents at Health Circle varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Hours of Operation (subject to approval by the Planning Board)

Monday: 8:00 AM – 10:00 PM
Tuesday: 8:00 AM – 10:00 PM
Wednesday: 8:00 AM – 10:00 PM
Thursday: 8:00 AM – 10:00 PM
Friday: 8:00 AM – 10:00 PM
Saturday: 8:00 AM – 10:00 PM

Sunday: 10:00 AM – 7:00 PM

After-Hours Contact Information
Chief Executive Officer: Michael Westort – (917) 428-8461
Director of Security: Kenneth Wolf – (617) 388-3453

Overview of Personnel Policies and Procedures

Standard Employment Practices
Health Circle values the contributions of its management and staff positions. Health Circle will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement
The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Written Policies
Health Circle 's written policies will address, among other things, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations
Health Circle will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et. seq.

Designated Outside Counsel
Health Circle may retain counsel specializing in employment law to assist the Executive Management Team
with any issues and questions.

Job Status

Job Classifications
Positions at Health Circle are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is

responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules
Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

Mandatory Meetings and Community Service Days
There will be a mandatory reoccurring company-wide meeting on a monthly basis. All required personnel will be notified of their required attendance. Certain personnel, such as house-keeping staff, may not be required to attend. The department managers will provide agendas for all meeting and will report to their executive manager.

Breaks
Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews
Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-months for new employees and at annual intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the employee's overall performance.

Leave Policies
Health Circle leave policies will comport with all state and federal statutes. All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least 2 weeks in advance and approved by the employee's department manager. Health Circle will determine which holidays will be observed and which departments will not be required to work. Health Circle will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

Health Circle anticipates observing the following holidays:
- New Year's Day;
- Martin Luther King Day;
- Presidents' Day;
- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and

● Christmas Day.

Disciplinary Policies

Purpose
Health Circle's discipline policy and procedure is designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Health Circle's discipline policy and procedure have been designed consistent with Health Circle's organizational values, best practices, and employment laws.

Health Circle reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on Health Circle's organization.

Procedure
Step 1: Counseling and Verbal Warning
Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Step 2: Written Warning
While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Health Circle recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.
During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance and/or conduct expectations. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the written warning.

Step 3: Suspension and Final Written Warning
There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from a next-level manager and the General Manager.

Depending upon the seriousness of the infraction, the employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The General Manager will provide guidance so that the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment
The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, Health Circle will try to exercise the progressive nature of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, Health Circle reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, employees may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Executive Management Team and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between Health Circle and its employees.

Appeal Process
Employees will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

Performance and Conduct Issues Not Subject to Progressive Discipline
Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject

to progressive discipline and may be grounds for immediate termination.

Documentation
The employee will be provided copies of all progressive discipline documentation, including all performance improvement plans. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment
Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from Health Circle, his or her supervisor must contact the General Manager to schedule an exit interview, typically to take place on employee's last workday.

Types of Separation
1. Resignation
Resignation is a voluntary act initiated by the employee to end employment with Health Circle. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire and will not receive accrued benefits. The resignation date must not fall on the day after a holiday.

2. Retirement
An employee who wishes to retire is required to notify his or her department director and the General Manager in writing at least one (1) month before planned retirement date. It is the practice of Health Circle to give special recognition to employees at the time of their retirement.

3. Job Abandonment
An employee who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the General Manager at the expiration of the second workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire.

4. Termination
Employees of Health Circle are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce
An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision

through the appeal process.

6. Release
Release is the end of temporary or seasonal employment. The General Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.
Exit Interview
The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be on the employee's last day of work or other day, as mutually agreed upon.

Return of Property
The separating employee must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return some items may result in deductions from final paycheck. An employee will be required to sign the Wage Deduction Authorization Agreement to deduct the costs of such items from the final paycheck.

Termination of Benefits
An employee separating from Health Circle is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance
Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire
Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the General Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.
Department managers must obtain approval from the General Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.
An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation
As an employer, Health Circle believes that it is in the best interest of both the organization and

Health Circle's employees to fairly compensate its workforce for the value of the work provided. It is Health Circle's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully competent incumbent. The system used for determining compensation will be objective and nondiscriminatory in theory, application and practice. The company has determined that this can best
be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at Health Circle, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team and will give final approval for the compensation system that will be used by Health Circle.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that Health Circle is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive

domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks
1. In addition to completing the Commission's agent registration process, all agents hired to work for Health Circle will undergo a detailed background investigation prior to being granted access to a Health Circle facility or beginning work duties.
2. Background checks will be conducted on all agents in their capacity as employees or volunteers for Health Circle pursuant to 935 CMR 500.100 and will be used by the Company, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
3. For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Health Circle will consider:

a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.

b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.

c. Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition. provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.

4. Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Health Circle will:

a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.

b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Health Circle will consider the following factors:

i. Time since the offense or incident;
ii. Age of the subject at the time of the offense or incident;
iii. Nature and specific circumstances of the offense or incident;
iv. Sentence imposed and length, if any, of incarceration, if criminal;
v. Penalty or discipline imposed, including damages awarded, if civil or administrative;

vi. Relationship of offense or incident to nature of work to be performed;
vii. Number of offenses or incidents;
viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
x. Any other relevant information, including information submitted by the subject.

c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

4. Upon adverse determination, Health Circle will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.

a. After 10 business days, if the applicant is not disputing the contents of the reportand any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Health Circle along with any legal notices required.
b. All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.

5. Background screening will be conducted by Creative Services Incorporated, an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening
Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
6. References provided by the agent will be verified at the time of hire.
7. As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
8. As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Health Circle or the Commission.

Friendship Home PO Box 916 Norwell, MA 02061

August 10, 2020

Mr. Michael Westort
Health Circle, Inc.
21 Commerce Road
Rockland, MA 02370

Dear Mike,

Friendship Home's mission to enrich the lives of individuals with developmental disabilities and their families by providing quality respite and support services in a safe and caring environment is possible due to the generosity of our community. We appreciate this opportunity to introduce Friendship Home to Health Circle and look forward to our continued relationship.

Friendship Home is committed to honoring the inherent dignity of all of our participants and helping each and every person reach their full-potential. We serve more than 200 adults with developmental disabilities age 18 and older. The majority of our participants live with family members and reside in Southeastern Massachusetts and may have autism, Down syndrome, cerebral palsy or a variety of other physical and cognitive challenges including a growing number of individuals with autism. There are currently 8 individuals from the town of Rockland who participate at Friendship Home.

We turn to philanthropy to fulfill our mission and our commitment to accommodate every family in need of our services, regardless of their ability to pay. We will gratefully accept donations from Health Circle which will improve the lives of individuals with developmental disabilities in our community by helping to fulfil their essential need for socialization and belonging while also providing invaluable support for their families who identify respite and socialization opportunities as essential to their ability to care for their loved ones at home.

Thank you for your support of our mission.

Sincerely,

Heather Dwyer
Director of Development

DIVERSITY PLAN

Overview

Health Circle, Inc. ("HCI") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who self-identify as LGBTQ+.

To support such populations, HCI has created the following Diversity Plan (the "Plan") and has identified and created goals/programs to promote equity in HCI's operations.

Goals

In order for HCI to promote equity for the above-listed groups in its operations, HCI has established the following goals:

1. To the extent legally permissible, and qualified applicants seek employment, and such data can be requested by HCI and is disclosed by the job applicants, HCI will set a goal of employing individuals falling into the above-listed demographics working at HCI by implementing the following hiring goals:
    a) At least 25% of all staff will be minorities;
    b) At least 25% of all staff will be women;
    c) At least 10% of all staff will be veterans;
    d) At least 10% of all staff will be people with disabilities; and
    e) At least 10% of all staff will be LGBTQ+.
2. Hiring individuals falling into the above-listed demographics working at HCI by holding job fairs at least two (2) times each year with focus on attracting minorities, women, veterans, people with disabilities and people who identify as LGBTQ+.
3. Hiring of individuals falling into the above-listed demographics working at HCI by advertising employment opportunities on an as-needed basis, but no less than two (2) times each year, in the Patriot Ledger, stating that HCI is looking to employ minorities, women, veterans, people with disabilities and people who identify as LGBTQ+.
4. To the extent legally permissible, and qualified Vendors and Contractors seek jobs, and such data can be requested by HCI and is disclosed by the vendors and contactors. Health Circle will first look for qualified Vendors and Contacts through the Supplier Diversity Office of Massachusetts website to see if there vendors or contractors who might be a fit. HCI will set a goal of contracting individuals falling into the above-listed demographics working at HCI by implementing the following hiring goals:
    a) At least 25% of all staff will be minorities;
    b) At least 25% of all staff will be women;
    c) At least 10% of all staff will be veterans;
    d) At least 10% of all staff will be people with disabilities; and
    e) At least 10% of all staff will be LGBTQ+.

Programs

HCI has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. Distributing internal workplace memos at least two (2) times each year that encourage employees to recommend individuals for employment who are minorities, women, veterans, people with disabilities and LGBTQ+;
2. Participating in biannual job fairs with focus on attracting individuals who are minorities, women, veterans, people with disabilities and LGBTQ+; and
3. Advertising employment opportunities on an as-needed basis, but no less than biannually, in the Patriot Ledger, stating that HCI is looking to employ individuals who are minorities, women, veterans, people with disabilities and LGBTQ+.

Measurements

Senior management will administer the Plan and will be responsible for developing measurable outcomes to ensure HCI continues to meet its commitments. Such measurable outcomes, in accordance with HCI's goals and programs described above, include:

- Conducting annual employment composition audits to review the percentages of all staff that are minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+ to determine if HCI is meeting the goals specified above;
- Documenting the number and frequency of internal workplace memo distributions that encourage employees to recommend individuals for employment that are minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+;
- Documenting the number and frequency of job fairs and the number of diverse individuals hired as a result of the job fairs; and
- Documenting the number and frequency of job postings in the Patriot Ledger and the number of minorities, women, veterans, people with disabilities and LGBTQ+ individuals hired as a result of the job posting.

Senior management will review and evaluate HCI's measurable outcomes no less than once per year to ensure that HCI is meeting its commitments.

Acknowledgements

- HCI 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 HCI will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.