



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283110
Original Issued Date: 07/20/2021
Issued Date: 07/20/2021
Expiration Date: 07/20/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Life Essence, Inc.

Phone Number: 884-878-5438
Email Address: eric.powers@trulieve.com

Business Address 1: 85 Worcester Road
Business City: Framingham Business State: MA Business Zip Code: 01702
Business Address 2:
Mailing Address 1: 3494 Martin Hurst Road
Mailing City: Tallahassee Mailing State: FL Mailing Zip Code: 32312
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE, Veteran-Owned
Business

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD: Life Essence, Inc.
Department of Public Health RMD Registration Number: MTC-1365
Operational and Registration Status: Obtained Final Certificate of Registration, but is not open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 15.77
Percentage Of Control: 50

Role: Owner / Partner Other Role: CEO/President of Applicant, Director of Applicant, Director of Parent Company,

CEO of Parent Company, Indirect Owner

First Name: Kimberly

Last Name: Rivers

Suffix:

Gender: Female

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 0.07

Percentage Of Control: 50

Role: Director

Other Role: Secretary of Applicant, Director of Applicant, General Counsel of Parent Company

First Name: Raymond

Last Name: Powers

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: American Indian or Alaska Native

Specify Race or Ethnicity: Native American

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 11.38

Percentage Of Control:

Role: Owner / Partner

Other Role: Director of Parent Company, Indirect Owner

First Name: Thad

Last Name: Beshears

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:

Percentage of Ownership: 100

Entity Legal Name: Trulieve Cannabis Corp.

Entity DBA:

DBA

City:

Entity Description: Corporation Chartered in British Columbia and Traded Publicly on the Canadian Securities Exchange (CSE).

Foreign Subsidiary Narrative: Trulieve Cannabis Corp. is a Corporation Chartered in British Columbia and Traded Publicly on the Canadian Securities Exchange (CSE).

Entity Phone: 844-878-5438

Entity Email: eric.powers@trulieve.com

Entity Website:

Entity Address 1: 3494 Martin Hurst Road

Entity Address 2:

Entity City: Tallahassee

Entity State: FL

Entity Zip Code: 32312

Entity Mailing Address 1: 3494 Martin Hurst Road

Entity Mailing Address 2:

Entity Mailing City: Tallahassee

Entity Mailing State: FL

Entity Mailing Zip Code:

32312

Relationship Description: Trulieve Cannabis Corp. directly owns 100% of the shares Life Essence, Inc. Life Essence, Inc. has two directors: Kimberly A. Rivers and R. Eric Powers III. Indirect owners of Life Essence, Inc. by virtue of their ownership of 10% or more of the fully diluted voting shares of Trulieve Cannabis Corp. are disclosed as Individuals with Direct or Indirect Authority, as are the Directors of Trulieve Cannabis Corp.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: George

Last Name: Hackney

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

Close Associates or Member 2

First Name: Michael

Last Name: O'Donnell

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

Close Associates or Member 3

First Name: Richard

Last Name: May

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

Close Associates or Member 4

First Name: Peter

Last Name: Healy

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

Close Associates or Member 5

First Name: Susan

Last Name: Thronson

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

Close Associates or Member 6

First Name: Thomas

Last Name: Milner

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Trulieve Cannabis Corp., Parent Company of Life Essence, Inc.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Trulieve Cannabis Corp

Entity DBA:

Email: eric.powers@trulieve.com Phone: 844-878-5438

Address 1: 3494 Martin Hurst Road

Address 2:

City: Tallahassee

State: FL

Zip Code: 32312

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$60197065 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 85 Worcester Road

Establishment Address 2:

Establishment City: Framingham

Establishment Zip Code: 01701

Approximate square footage of the establishment: 5744

How many abutters does this property have?: 11

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification Form Framingham DBA Trulieve.pdf	pdf	6022b12d6902113684c6e670	02/09/2021
Plan to Remain Compliant with Local Zoning	Trulieve Plan to Remain Compliant with Local Zoning.pdf	pdf	6024924a1681d1368fdb4c74	02/10/2021
Community Outreach Meeting Documentation	Combined COM Materials.pdf	pdf	60258fed65c0d035fcc4d6df	02/11/2021

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	RFI 2 Revised - Positive Impact Plan Framingham plus Attachments.pdf	pdf	606f12ab8bb25444af2ff906	04/08/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:** EO/President of Applicant, Director of Applicant, Director of Parent Company, CEO of Parent Company, Indirect Owner

First Name: Kimberly **Last Name:** Rivers **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

Role: Other (specify) **Other Role:** Director of Parent Company

First Name: Richard **Last Name:** May **Suffix:**

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: Owner / Partner **Other Role:** Director of Parent Company, Indirect Owner

First Name: Thad **Last Name:** Beshears **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 4

Role: Director **Other Role:** Secretary of Applicant, Director of Applicant, General Counsel of Parent Company

First Name: Raymond Last Name: Powers Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: Other (specify) Other Role: Director of Parent Company

First Name: George Last Name: Hackney Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 6

Role: Other (specify) Other Role: Director of Parent Company

First Name: Michael Last Name: O'Donnell Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 7

Role: Other (specify) Other Role: Director of Parent Company

First Name: Susan Last Name: Thronson Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 8

Role: Other (specify) Other Role: Director of Parent Company

First Name: Thomas Last Name: Milner Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 9

Role: Other (specify) Other Role: Director of Parent Company

First Name: Peter Last Name: Healy Suffix:

RMD Association: RMD Manager

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:

Entity Legal Name: Trulieve Cannabis Corporation Entity DBA:

Entity Description: Corporation Chartered in British Columbia and Traded Publicly on the Canadian Securities Exchange (CSE)

Phone: 850-480-7955 Email: eric.powers@trulieve.com

Primary Business Address 1: 3494 Martin Hurst Road Primary Business Address 2:

Primary Business City: Tallahassee Primary Business State: FL Principal Business Zip Code: 32312

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Life Essence - Article of Entity Conversion.pdf	pdf	6022bec9d44ed235c8c46a60	02/09/2021
Bylaws	Life Essence - Bylaws (for profit MA corp).pdf	pdf	6022bed0fade7a35e9f2ea54	02/09/2021
Articles of Organization	Life Essence - MA Corporations Search Entity Summary.pdf	pdf	6022bed94dba6f360b67eecf	02/09/2021
Secretary of Commonwealth - Certificate of Good Standing	SOC Certificate of Good Standing.pdf	pdf	6022dc1f6d809f35defbb41b	02/09/2021
Department of Revenue - Certificate of Good standing	DUA Certificate.pdf	pdf	602a845d238c3036b0f86629	02/15/2021
Articles of Organization	FHBOSTON-#5249583-ver1-Life Essence, Inc. - MA Certificate of Legal Existence w. Officers and Directors.PDF	pdf	60428ada75f93835952ef77b	03/05/2021
Department of Revenue - Certificate of Good standing	Life Essence DOR Good Standing.pdf	pdf	60550fde89d65207913a9b55	03/19/2021

No documents uploaded

Massachusetts Business Identification Number: 001353830

Doing-Business-As Name: Trulieve

DBA Registration City: Framingham

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Trulieve Business Plan.pdf	pdf	602493604e95aa35cfc23405	02/10/2021
Proposed Timeline	Trulieve Proposed Timeline.pdf	pdf	60249366604cbb361670f553	02/10/2021
Plan for Liability Insurance	Trulieve Plan to Obtain Liability Insurance.pdf	pdf	6024936b6d809f35defbba54	02/10/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Trulieve Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	6024937c84d16335f02247a5	02/10/2021
Separating recreational from medical operations, if applicable	Trulieve Plan for Separating Recreational from Medical Operations.pdf	pdf	60249381eabbc336a11f71b6	02/10/2021
Restricting Access to age 21 and older	Trulieve Plan for Restricting Access to Age 21 and Older.pdf	pdf	6024938c238c3036b0f85cbc	02/10/2021
Prevention of diversion	Trulieve Prevention of Diversion.pdf	pdf	602493a272b5633675943d26	02/10/2021
Storage of marijuana	Trulieve Storage Plan.pdf	pdf	602493a94cfbf7366ef3e4b7	02/10/2021
Transportation of marijuana	Trulieve Transportation Plan.pdf	pdf	602493b584d16335f02247a9	02/10/2021
Inventory procedures	Trulieve Inventory Procedures.pdf	pdf	602493bbeabbc336a11f71ba	02/10/2021
Quality control and testing	Trulieve Quality Control and Testing.pdf	pdf	602493c04dba6f360b67f61e	02/10/2021

Dispensing procedures	Trulieve Dispensing Procedures.pdf	pdf	602493c64e95aa35cfc23409	02/10/2021
Record Keeping procedures	Trulieve Recordkeeping Procedures.pdf	pdf	602493d084d16335f02247ad	02/10/2021
Qualifications and training	Trulieve Employee Qualifications and Training.pdf	pdf	602493e9604cbb361670f55b	02/10/2021
Energy Compliance Plan	Trulieve Energy Compliance Plan.pdf	pdf	6024940c4cfbf7366ef3e4bd	02/10/2021
Personnel policies including background checks	Trulieve Personnel Policies Inc. Background Checks.pdf	pdf	6024950572b5633675943d2c	02/10/2021
Maintaining of financial records	RFI Revised - Trulieve Maintaining of Financial Records.pdf	pdf	60479eade1e0359b95bd9e	03/09/2021
Diversity plan	RFI Revised - Trulieve Diversity Plan.pdf	pdf	60479eb893274435ba9e2612	03/09/2021
Security plan	RFI Revised - Trulieve Security Plan.pdf	pdf	6047cff2183b5235aa44e006	03/09/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:00 AM Monday To: 8:00 PM

Tuesday From: 9:00 AM	Tuesday To: 8:00 PM
Wednesday From: 9:00 AM	Wednesday To: 8:00 PM
Thursday From: 9:00 AM	Thursday To: 8:00 PM
Friday From: 9:00 AM	Friday To: 8:00 PM
Saturday From: 9:00 AM	Saturday To: 8:00 PM
Sunday From: 12:00 PM	Sunday To: 8:00 PM



Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Life Essence, Inc. dba Trulieve

2. Name of applicant’s authorized representative:

Eric Powers, Corporate Secretary

3. Signature of applicant’s authorized representative:

DocuSigned by:

A handwritten signature in blue ink, appearing to be 'EP', inside a green rectangular box.

05E8E18E08924CA...

4. Name of municipality:

City of Framingham

5. Name of municipality’s contracting authority or authorized representative:

Thatcher W. Kezer III, Chief Operating Officer



6. Signature of municipality's contracting authority or authorized representative:

DocuSigned by:
Thatcher W. Kezer III
0B0081C6EEFE487...

7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

tkezer@framinghamma.gov

8. Host community agreement execution date:

1/20/21





PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Trulieve Cannabis, Corp. (“Trulieve”) will remain compliant at all times with the local zoning requirements set forth in the City of Framingham’s Zoning By-Law. In accordance with Zoning By-Law Section 2.B, Trulieve’s proposed retail marijuana establishment is located in the Marijuana Retail Overlay District designated for such a use. In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

As required by City of Framingham’s Zoning By-Law, Trulieve has applied for and received Minor Site Plan Review from the Planning Board, which is valid to commence construction for two years. Trulieve will apply for any other local permits required to operate a retail marijuana establishment at the proposed location. Trulieve will comply with all conditions and standards set forth in any local permit required to operate a retail marijuana establishment at Trulieve’s proposed location.

Trulieve has already attended several meetings with various municipal officials and boards to discuss Trulieve’s plans for a proposed retail marijuana establishment and has executed a Host Community Agreement with City of Framingham. Trulieve will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Trulieve’s retail marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

Trulieve has also retained the law firm Foley Hoag LLP to assist with ongoing compliance with local zoning requirements

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

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



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

a. Date of publication:

1/30/21

b. Name of publication:

MetroWest Daily

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

a. Date notice filed:

2/3/21

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

a. Date notice(s) mailed:

2/12/21

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

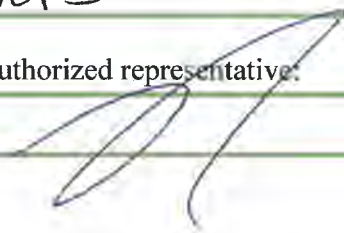
Name of applicant:

Life Essence, Inc.

Name of applicant's authorized representative:

ERIC POWERS

Signature of applicant's authorized representative:



2/11/2021



CAPITOL

From Page A1

Nancy Pelosi, D-Calif., about congressional security, White House press secretary Jen Psaki said.

Pelosi told reporters Thursday that lawmakers face threats of violence from an “enemy” within Congress and said money would be needed to improve security. Pelosi’s comments were a startling acknowledgment of escalating tensions between the two parties over safety since the Jan. 6 Capitol attack by supporters of former President Donald Trump.

Also Thursday, the acting chief of the Capitol Police said “vast improvements” are needed to protect the Capitol and adjacent office buildings, including permanent fencing.

Such barricades have ringed the complex since the deadly Jan. 6 riot, but many lawmakers have long resisted giving the nation’s symbol of democracy the look of a besieged compound, and leaders were noncommittal about the idea.

Pelosi focused her comments on the anxiety and partisan frictions that have persisted in Congress since Trump supporters’ assault on the Capitol, which led to five deaths. She told reporters she thinks Congress will need to provide money “for more security for members, when the enemy is within the House of Representatives, a threat that members are concerned about.”

Asked to clarify what she meant, Pelosi said, “It means that we have members of Congress who want to bring guns on the floor and have threatened violence on other members of Congress.”

Some lawmakers who voted for this month’s House impeachment of Trump have reported receiving threats, and initial moves to enhance safety procedures have taken on clear partisan undertones. Some Republicans have loudly objected to having to pass through newly installed metal detectors before entering the House chamber, while Pelosi has proposed fining lawmakers who bypass the devices.

Pelosi did not say whom she meant by her reference to an “enemy” within the House, and a spokesperson provided no examples.

First-term Rep. Marjorie Taylor Greene, R-Ga., who has expressed support for baseless QAnon conspiracy theories, has liked Facebook posts that advocated for violence against Democrats and the FBI. One post suggested shooting Pelosi in the head.

Asked to comment, Greene sent a written statement accusing Democrats and journalists of attacking her because she is “a threat to their goal of Socialism” and supports Trump and conservative values.

Earlier this month, the HuffPost website reported that Rep. Andy Harris, R-Md., set off a newly installed metal detector while trying to enter the House chamber and was found to be carrying a concealed gun. Other Republicans have also talked about carrying firearms, which lawmakers are permitted to do, though not on the House or Senate floors.

Since the attack, the Capitol grounds have been surrounded by barrier fences and patrolled by National Guard troops. Yogananda D. Pittman, acting chief of the Capitol Police, said in a statement that based on security assessments by her agency and others, some changes should be lasting.

“I can unequivocally say that vast improvements to the physical security infrastructure must be made to include permanent fencing, and the availability of ready, back-up forces in close proximity to the Capitol,” said Pittman.

Pelosi took no immediate stance about permanent fencing. Drew Hammill, the speaker’s spokesperson, said she would await a Capitol security review led by retired Lt. Gen. Russel Honoré “to understand what infrastructure changes are necessary.”

LEARNING

From Page A1

and remove barriers for a student with disabilities.

But the COVID-19 pandemic interrupted that plan. His individualized education program expired, without his 504 plan in place.

“There’s these kids who are on the cusp and they’re taking a hit,” said Christina Martel.

Martel said she has since hired a tutor to help keep Jake on task. In school, “he has no choice, he’s in a classroom” with fewer distractions, said Martel. Plus, she said kids with anxiety have a tougher time speaking up during a virtual class.

“He’s not the kind of kid who is going to speak up during class,” said Martel.

Many Framingham students like Jake — who have special learning needs but not severely — have not seen the inside of a classroom for eight months.

In the district, about 500 students who require the greatest attention can return to classrooms next Wednesday. They had initially returned in October and November, but had to revert to remote due to a surge in the virus.

These children usually have more severe learning needs. Children who are identified as both special education students and English language learners, as well as sub-separate and inclusion preschoolers, are also included.

But there is also a third wave of high-needs students who were supposed to return to school in December, but did not due to public health metrics. This group, which ranges from homeless students to those who require additional support, numbered about 2,500 students.

They planned to return at some point in February, along with general education students, though a date has not been announced yet.

The state determines who qualifies as highest-needs students. Superintendent of Schools Robert Tremblay



Jake Martel, 14, an eighth-grader at Cameron Middle School in Framingham, participates in a remote geometry class at home, Jan. 20, 2021. [DAILY NEWS AND WICKED LOCAL STAFF PHOTO/ ART ILLMAN]

said the district’s process “was to be customized.”

“We’re taking every child and seeing where they are struggling and that’s been our approach,” said Tremblay. “We don’t want to pre-suppose that just because one family is struggling financially, that means their child is a highest-need child.”

Another layer is that appointments for special education evaluations had to be stopped in December, due to coronavirus concerns. They resumed on Wednesday.

“It slows down how soon you can put an intervention in place. It’s time lost,” said Tremblay.

Martel noted that a counselor had recently reached out to her to discuss putting her son on a 504 plan.

Robin Grossman’s daughter is an 11th-grader who is usually given extra time for testing and is able to sit closer to the teacher. She told the Daily News the shift to remote has been difficult, saying “my daughter has a breakdown every single day.”

On top of trying to learn in a new way and craving routine, she is also preparing for college.

dangerous weapon; conspiracy to commit a crime; larceny of property worth more than \$1,200; and conspiracy to commit a crime.

Drummond was released on \$1,500 bail after his arraignment Thursday in Marlborough District Court. He is due back in court on March 31 for a pretrial conference.

Norman Miller can be reached at 508-626-3823 or nmiller@wickedlocal.com. For up-to-date crime news, follow Norman Miller on Twitter @Norman_MillerMW or on Facebook at facebook.com/NormanMillerCrime.

SNEAKERS

From Page A1

who was charged in the case, Attaway said.

That, in turn, led to the identification of Drummond. The third suspect has not been identified.

Police found a BB gun they believed was used in the robbery, as well as the sneakers, which have been damaged, Attaway said.

“This armed robbery appeared to be retaliation from a previous sneaker transaction gone wrong,” Attaway said.

Police charged Drummond, of 304 Lincoln St., with two counts of armed robbery; armed assault to rob; assault with a

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NW-CN13035511

Legal Notices

85 WORCESTER RD
LEGAL NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for February 12, 2021 at 6:00 PM at 85 Worcester Road, Framingham, Massachusetts 01701. The proposed Marijuana Retailer operated by Life Essence, Inc. d/b/a Trulieve is anticipated to be located at 85 Worcester Road Framingham, Massachusetts 01701. There will be an opportunity for the public to ask questions.

AD# 13938628
MWDN 1/30/21

Muscular Dystrophy Association

Where Hope Begins

MDA

1-800-FIGHT-MD
www.mdausa.org

GEICO
LOCAL OFFICE

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NW-CN13034514

ATTACHMENT B

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for February 12, 2021 at 6:00 PM at 85 Worcester Road, Framingham, Massachusetts 01701. The proposed Marijuana Retailer operated by Life Essence, Inc. d/b/a Trulieve is anticipated to be located at 85 Worcester Road Framingham, Massachusetts 01701. There will be an opportunity for the public to ask questions.

CITY OF FRAMINGHAM
CITY CLERK'S OFFICE

2021 FEB -3 P 3: 53

1" = "1" "FH5233156.1" "" FH5233156.1

ATTACHMENT C

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for February 12, 2021 at 6:00 PM at 85 Worcester Road, Framingham, Massachusetts 01701. The proposed Marijuana Retailer operated by Life Essence, Inc. is anticipated to be located at 85 Worcester Road Framingham, Massachusetts 01701. There will be an opportunity for the public to ask questions.

ATTACHMENT C



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

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	Insured Parcel (Colis avec valeur déclarée)	Insured Value (Valeur déclarée)		Article Number RA 638 876 456			
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☐ Agent

☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

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9590 9402 3961 8060 7948 54

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1. Article Addressed to:



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2. Article Number (Transfer from service label)

7017 2620 0000 0738 4395

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A. Signature

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3. Service Type

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☐ Adult Signature Restricted Delivery

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9590 9402 3961 8060 7948 78

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4388

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A. Signature

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☐ Addressee

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D. Is delivery address different from item 1? ☐ Yes
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☐ Collect on Delivery

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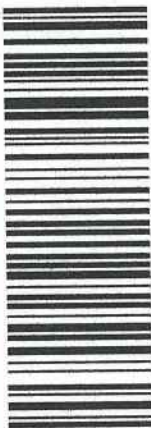
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City, St

State, ZIP+4®

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1. Article Addressed to:



9590 9402 3961 8060 7948 85

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4371

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A. Signature

X

- ☐ Agent
☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
☐ Adult Signature Restricted Delivery
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☐ Collect on Delivery Restricted Delivery
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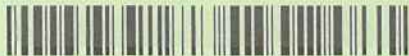
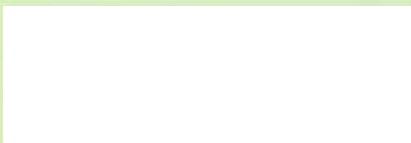
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1. Article Addressed to:



9590 9402 3961 8060 7948 92

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4364

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent

☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
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3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
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- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Mail Restricted Delivery

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- ☐ Return Receipt for Merchandise
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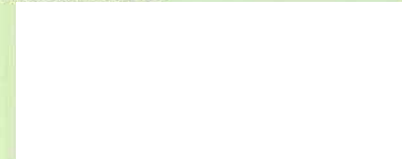


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1. Article Addressed to:



9590 9402 3961 8060 7949 08

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4357

COMPLETE THIS SECTION ON DELIVERY

A. Signature

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☐ Agent

☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
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3. Service Type

☐ Adult Signature

☐ Adult Signature Restricted Delivery

☒ Certified Mail®

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☐ Collect on Delivery

☐ Collect on Delivery Restricted Delivery

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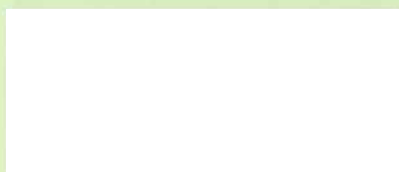


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9590 9402 3961 8060 7949 15

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4340

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A. Signature

X

- ☐ Agent
- ☐ Addressee

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D. Is delivery address different from item 1? ☐ Yes
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3. Service Type

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- ☐ Adult Signature Restricted Delivery
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- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
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1. Article Addressed to:



9590 9402 3961 8060 7942 98

7017 2620 0000 0738 4333

COMPLETE THIS SECTION ON DELIVERY

A. Signature

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☐ Agent

☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature

☐ Adult Signature Restricted Delivery

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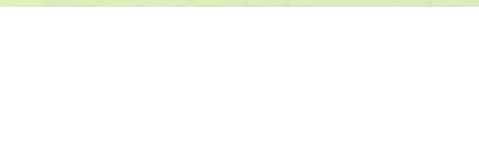


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1. Article Addressed to:



9590 9402 3961 8060 7942 81

2. Article Number (Transfer from service label)

7017 2620 0000 0738 4326

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent

☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature

☐ Adult Signature Restricted Delivery

☒ Certified Mail®

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☐ Collect on Delivery

☐ Collect on Delivery Restricted Delivery

☐ Mail Restricted Delivery

☐ Priority Mail Express®

☐ Registered Mail™

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Total

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City

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Plan to Positively Impact Areas of Disproportionate Impact

I. INTRODUCTION

Framingham, MA, the location of Trulieve Cannabis Corp.’s (“Trulieve”) retail facility, has not been identified by the Commission as an Area of Disproportionate Impact. However, the Commission has identified Holyoke, MA, the location of Trulieve’s cultivation and manufacturing facility as such an area. In addition, the Commission has also identified Worcester, MA, a city just under 30 miles away from Framingham, as another such area. In turn, although Framingham and the surrounding communities have not been identified as Areas of Disproportionate Impact, they are home to a significant number of individuals who have past drug convictions or who have parents or spouses with past drug convictions. Accordingly, Trulieve will contribute to and uplift these individuals and past or current residents of Holyoke and Worcester (collectively, “Impacted Individuals”) so that they directly benefit from the growth of the Commonwealth’s nascent adult-use cannabis industry. In pursuit of that objective, Trulieve will provide access, foster inclusivity, and broadcast opportunities to Impacted Individuals.

II. POSITIVE IMPACT GOALS

Trulieve will uplift disproportionately impacted communities by providing employment opportunities and training, through real-world experience, to Impacted Individuals. As evidence of its commitment to uplifting disproportionately impacted communities, Trulieve’s long-term hiring goal is to build a workforce in Framingham comprising 30% Impacted Individuals in non-executive positions. Trulieve’s Human Resources Manager is charged with monitoring progress toward Trulieve’s positive impact goals. Trulieve acknowledges that the progress and success of this Positive Impact Plan will be documented one year from provisional licensure and each year thereafter.

III. POSITIVE IMPACT PROGRAMS

Trulieve will employ a twofold approach to attracting qualified Impacted Individuals. With respect to staffing and employment opportunities, Trulieve will give hiring preference to qualified Impacted Individuals. To achieve this goal Trulieve intends to work with community partners that can assist the company in identifying qualified Impacted Individuals to fill open positions within the company.

Trulieve has already established a strong and trusting partnership with the OneHolyoke Community Development Corporation (“OneHolyoke”). See attached letter for evidence of partnership. OneHolyoke is a private, non-profit organization which has traditionally dedicated itself to improving housing for low- and moderate-income Holyoke residents. In recent years, OneHolyoke has expanded its community service outreach, and launched efforts to collaborate with many city agencies and nonprofits that go beyond brick and mortar projects. To that end, OneHolyoke will work in tandem with Trulieve to identify Impacted Individuals who are interested in employment in the adult-use cannabis industry.



In addition, Trulieve has already donated \$25,000 to The CultivatED Program at Roxbury Community College, a fellowship program for individuals most directly impacted by the nation's failed War on Drugs. See attached letter for evidence of partnership. Program fellows will receive full-scholarship awards, enabling access to individualized pro bono legal services, a higher education certificate program, workforce training, fully paid and benefited co-operative learning and externship rotations in the cannabis industry for educational credit hours, and job placement upon completion of the program. In 2021, through its partnership with The CultivatED Program, Trulieve will be hiring a Roxbury Community College student (who will be aged 21 or older) for an 8-week rotational internship program.

Finally, in advance of commencing operations in Framingham, Trulieve will participate in one job fair in order to identify Impacted Individuals who are interested in employment opportunities at Trulieve's Framingham retail facility. This job fair will occur in Worcester and, prior to the job fair, Trulieve will advertise its participation in the Worcester Telegram. Trulieve will post these advertisements in at least two different issues of the Worcester Telegram in the weeks before the job fair. During the job fair, Trulieve will verify – using age verification technology and/or student records – that any interested Impacted Individuals are aged 21 or older.

IV. POSITIVE IMPACT MEASUREMENT

Trulieve will diligently track its positive impact and community outreach efforts. With its community partners, Trulieve will record and maintain (in accordance with the Commission's record keeping procedures) employment applications, with the expectation that applications from Impacted Individuals will steadily grow with the company. In addition, Trulieve will record and document its participation at the Worcester job fair and any future job fairs. This process will include recording (through use of sign-in sheets or the like) and following-up (via email communications or mailings) with attendees who express interest in employment opportunities at Trulieve's retail facility in Framingham. Trulieve will then compare and analyze how many of these individuals ultimately apply for positions. This regular evaluation will permit Trulieve to accurately measure its outreach Impacted Individuals. In turn, Trulieve will regularly analyze these results and recalibrate its local outreach programs, if necessary. As described above, Trulieve's long-term hiring goal is to build a workforce in Framingham comprising 30% Impacted Individuals in non-executive positions.

Trulieve's Human Resources Manager will oversee progress toward this hiring goal by obtaining, at least annually, employee biographical data through self-identifying surveys. This will permit Trulieve's Human Resources Manager to measure the company's progress toward its hiring goals and assess its overall Plan to Positively Impact Areas of Disproportionate Impact. Trulieve's Human Resources Manager will annually report progress to the executive team and ensure that Trulieve meets its long-term hiring goal for its Framingham retail facility. Furthermore, Trulieve's Human Resources Manager is responsible for ensuring that Trulieve meets the following intermediate hiring goals in years 1-4 of operation of its Framingham retail facility:



Commencement of Operations: minimum 10% Impacted Individual employment.

End of Year 1: minimum 15% Impacted Individual employment.

End of Year 2: minimum 20% Impacted Individual employment.

End of Year 3: minimum 25% Impacted Individual employment.

End of Year 4: minimum 30% Impacted Individual employment.

These short-term metrics and oversight by Trulieve's Human Resources Manager will ensure that Trulieve is regularly evaluating progress toward its hiring goals and employing corrective actions if intermediary targets are not met.

V. POSITIVE IMPACT PLAN ACKNOWLEDGMENTS

Trulieve pledges to adhere to the requirements set forth in 935 CMR 500.105(4)(a) which provides the permitted advertising, branding, marketing and sponsorship practices for all Marijuana Establishments. Trulieve likewise pledges not to employ any of the prohibited practices articulated in 935 CMR 500.105(4)(b). Finally, none of the actions taken or programs instituted by Trulieve will violate the Commission's regulations with respect to limitations on ownership or control or any other applicable state laws.



September 19, 2019

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

Re: Relationship with Trulieve Cannabis, Corp.

Dear Commissioners:

Please consider this letter to be confirmation of OneHolyoke Community Development Corporation's ("OneHolyoke") agreement to work collaboratively Trulieve Cannabis, Corp. ("Trulieve") to positively impact the City of Holyoke. As you may know, we are a private nonprofit organization, originally dedicated to improving housing for low- and moderate-income Holyoke residents. In recent years, we have expanded our community service outreach and launched efforts to collaborate with many city agencies, nonprofits and other entities that go beyond brick and mortar projects. In that regard, we are excited to work with Trulieve to help expand access into the state's burgeoning cannabis industry to diverse residents of Holyoke, and those disproportionately impacted by controlled substances law enforcement. More specifically, we will be assisting Trulieve with:

1. Hosting jobs fairs in Holyoke that identify Holyoke residents who are interested in employment opportunities in the cannabis industry;
2. Providing support for Trulieve's programs to hire persons with low-level convictions for controlled substances act violations;
3. Providing support for Trulieve's sponsorship of expungement services in locations throughout Holyoke where persons with qualifying convictions for controlled substances act violations can receive the instruction they need to have their records expunged; and
4. Helping identify candidates (who will be verified by identification to be aged 21 or older) for Trulieve's internship training program.

Additionally, Trulieve has offered and OneHolyoke gratefully accepted a \$5,000 donation to support our efforts. We believe that working together with Trulieve to ensure that the benefits of the Commonwealth's cannabis industry improve and uplift the lives of Holyoke residents perfectly aligns with our core mission. Please do not hesitate to reach out to me with any questions.

Sincerely,



Michael Moriarty, Executive Director



MASS CultivatED

August 10, 2020

Lynn Ricci
Trulieve Cannabis Corp.
56 Canal St./7 North Bridge
Holyoke, MA 01040

Re: Invoice for The CultivatED Program

Dear Lynn,

Pursuant to your generous commitment to The CultivatED Program at Roxbury Community College, this letter serves as notice that Trulieve Cannabis Corp. ("Trulieve") shall make payment of \$25,000 by no later than **Friday, August 21, 2020**. This leadership contribution will be foundational in ensuring the successful launch of this exciting new program. Your contribution will also serve as acknowledgement of Trulieve's commitment as a Founder's Circle Member of the organization and appointment as a Co-Chair of CultivatED's Board of Overseers.

Please make check or money order out to "Urban League of Eastern Massachusetts" and include "The CultivatED Program" in the memo line to ensure that funds are properly processed. Checks should be mailed to William Watkins, Director of Workforce Development (Urban League of Eastern Massachusetts) at 11 West Shore Road, Holbrook, MA 02343.

Your financial support is critical to CultivatED Inc.'s mission to empower, educate, and employ individuals from areas of disproportionate impact, as identified by the Massachusetts Cannabis Control Commission, who have been harmed by the failed War on Drugs.

Thank you for your continued dedication, and if you have any questions please contact Ryan Dominguez at (415) 426-9239 or masscultivated@gmail.com.

Sincerely,

Ryan Dominguez
Executive Director
The CultivatED Program



MASS CultivatED

March 5, 2021

Camilo Basto
Trulieve Cannabis Corp.
56 Canal St./7 North Bridge
Holyoke, MA 01040

Re: Engagement Letter and Partnership Confirmation for The CultivatED Program

Dear Camilo:

Pursuant to your generous commitment on July 8, 2020, this letter serves as notice that Trulieve Cannabis Corp. ("Trulieve") has made payment of \$25,000 to Mass CultivatED for the program's first cohort. This leadership contribution will be foundational in ensuring the successful creation of this exciting new program. Your contribution will also serve as acknowledgement of Trulieve's commitment as a Founder's Circle Member of the organization and appointment as a Co-Chair of CultivatED's Board of Overseers.

Your financial support is critical to Mass CultivatED Inc.'s mission to empower, educate, and employ individuals from areas of disproportionate impact, as identified by the Massachusetts Cannabis Control Commission, who have been harmed by the failed War on Drugs.

Thank you for your continued dedication, and if you have any questions please contact Ryan Dominguez at (617)286-6173 or masscultivated@gmail.com.

Sincerely,

Ryan Dominguez
Executive Director
The CultivatED Program

March

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
	1	2	3 First CultivatED Planning Meeting	4	5	6
7	8 Application Subcommittee Meeting	9	10 Recruitment Subcommittee Meeting	11	12	13
14	15 Application Launch & Press Release	16	17 Curriculum Subcommittee Meeting	18	19	20
21	22	23	24 Fellowship Subcommittee Meeting	25	26	27
28	29 Second CultivatED Planning Update Meeting	30	31			

April

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
				1	2 <i>Curaleaf/ CultivatED First Friday Event?</i>	3
4	5 <i>Urban League of Eastern MA Recruitment Event?</i>	6	7 <i>Lawyers for Civil Rights/CultivatED Accelerator Event?</i>	8	9	10
11	12	13	14 <i>CultivatED Recruitment/ Informational Session #2</i>	15	16 <i>MA Responsible Vendor Training Educational Event?</i>	17
18	19 <i>Sherriff's Recruitment Event?</i>	20	21 <i>CultivatED Recruitment/ Informational Session #3</i>	22	23	24
25	26	27	28 <i>CultivatED Recruitment/ Informational Session #4</i>	29	30 <i>Community College Informational Session?</i>	

May

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
						1
2 Application Deadline	3	4 Application	5 Review	6 Week	7	8
9	10	11 Interview	12 Week	13 1	14	15
16	17	18 Interview	19 Week	20 2	21	22
23	24 Company Decision Deadline	25	26	27	28 Decisions Emailed to Fellows	29

June

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
		1	2	3	4	5
6	7 GBLS Expungement Clinic for Non- Fellows	8	9	10	11 Program Celebration and Kick-Off Event	12
13	14 Community College/ULEM Orientation Day	15 Responsible Vendor Training	16 Responsible Vendor Training	17 Responsible Vendor Training	18 Responsible Vendor Training	19
20	21 Day 1 of Program/Classes (CNB 101)	22 CNB 102	23 CNB 101	24 CNB 102	25 Urban League Workforce Development	26
27	28 CNB 101	29 CNB 102	30 CNB 101			

July

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
				¹ CNB 102	² Urban League Workforce Development	³
⁴	⁵	⁶ CNB 101	⁷ CNB 102	⁸ CNB 101 & 102 Finals	⁹ Urban League Workforce Development	¹⁰
¹¹	¹² First Day of Fellowship	¹³ Fellowship Day	¹⁴ Fellowship Day	¹⁵ Fellowship Day	¹⁶ Fellowship Day	¹⁷
¹⁸	¹⁹ Fellowship Day	²⁰ Fellowship Day	²¹ Fellowship Day	²² Fellowship Day	²³ Fellowship Day	²⁴
²⁵	²⁶ Fellowship Day	²⁷ Fellowship Day	²⁸ Fellowship Day	²⁹ Fellowship Day	³⁰ Fellowship Day	³¹

August

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
1	Fellowship Day 2	Fellowship Day 3	Fellowship Day 4	Fellowship Day 5	Fellowship Day 6	7
8	Fellowship Day 9	Fellowship Day 10	Fellowship Day 11	Fellowship Day 12	Fellowship Day 13	14
15	Fellowship Day 16	Fellowship Day 17	Fellowship Day 18	Fellowship Day 19	Fellowship Day 20	21
22	Fellowship Day 23	Fellowship Day 24	Fellowship Day 25	Fellowship Day 26	Fellowship Day 27	28
29	Fellowship Day 30	Fellowship Day 31				

September

2021

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
			¹ Fellowship Day	² Fellowship Day	³ Fellowship Day	⁴
⁵	⁶ Fellowship Day	⁷ Fellowship Day	⁸ Fellowship Day	⁹ Fellowship Day	¹⁰ Fellowship Day	¹¹
¹²	¹³ Fellowship Day	¹⁴ Fellowship Day	¹⁵ Fellowship Day	¹⁶ Fellowship Day	¹⁷ Fellowship Day	¹⁸
¹⁹	²⁰ Fellowship Day	²¹ Fellowship Day	²² Fellowship Day	²³ Fellowship Day	²⁴ Fellowship Day	²⁵
²⁶	²⁷ Fellowship Day	²⁸ Fellowship Day	²⁹ Fellowship Day	³⁰ Fellowship Day	Graduation Day	

**D
PC**

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

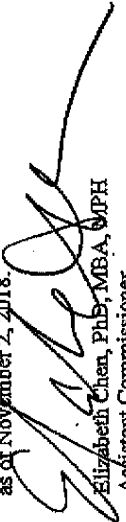
Articles of Entity Conversion of a Domestic Other Entity

FORM MUS

to a Domestic Business Corporation

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

Life Essence, Inc. is an applicant
with an application pending before
the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of November 2, 2018.


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

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

ARTICLE I

The exact name of the corporation upon conversion is:

Life Essence, Inc.

ARTICLE II

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

* Professional corporations governed by G.L. Chapter 156A must specify the professional activities of the corporation.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	100,000	0.0001

ARTICLE IV

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

The Common Stock shall have the sole and exclusive power to vote on any matter submitted to the shareholders of the Corporation.

ARTICLE V

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

None

ARTICLE VI

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

See Attachment Sheet VI

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

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

CONTINUATION SHEET
ARTICLE VI

6.1 The board of directors may consist of one director or more than one director.

6.2 The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provisions thereof which by virtue of an express provision in Chapter 156D of the Massachusetts General Laws, the articles of organization or the bylaws requires action by the shareholders.

6.3 The number of authorized shares of any class or series, the distinguishing designation thereof and the preferences, limitations, and relative rights applicable thereto shall be set forth in the articles of organization or any amendment thereto approved by the board of directors. All or a specified number of directors may be elected by the holders of one or more authorized classes or series of shares, as set forth in an amendment to those articles of organization. At any time after the initial issuance of shares of any class or series, the board of directors may reclassify any unissued shares of the class or series into one or more existing or new classes or series. Shares of any class or series may be issued as a share dividend in respect of shares of another class or series.

6.4 Action required or permitted by Chapter 156D of the Massachusetts General Laws to be taken at a shareholders meeting may be taken without a meeting if the action is taken by shareholders having not fewer than the minimum number of similar votes necessary to take the action at a meeting at which all shareholder entitles to vote on the action are present and voting.

6.5 If any provision of Chapter 156D of the Massachusetts General Laws would otherwise require the affirmative vote of more than a majority of shares in any voting group for favorable action to be taken on a matter, favorable action may nevertheless be taken by vote of a majority of all the shares in the voting group entitles to vote on the matter.

6.6 To the maximum extent permitted by Chapter 156D of the Massachusetts General Laws, as the same exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provision of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

6.7 The number of directors of the corporation shall be fixed in or specified in accordance with the bylaws. The corporation may have only one director, notwithstanding the number of shareholders of the corporation.

6.8 The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purposes, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital less than all of the consideration for any share without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including payment of dividends.

6.9 The purchase or other acquisition by the corporation of its own shares shall not be deemed a reduction of its capital. Upon any reduction of capital or shares, no shareholder shall have any right to demand any distribution from the corporation, except as and to the extent that the shareholders shall have provided at the time of authorizing such reduction.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
23 Temple Street Unit 1, Boston, MA 02114
- b. The name of its initial registered agent at its registered office:
Richard S. Tannenbaum
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Jeffrey Greenberg, Esq. 23 Temple Street Unit 1, Boston, MA 02114

Treasurer: Jeffrey Greenberg, Esq. 23 Temple Street Unit 1, Boston, MA 02114

Secretary: Jeffrey Greenberg, Esq. 23 Temple Street Unit 1, Boston, MA 02114

Director(s): Howard Heldenberg 23 Temple Street Unit 1, Boston, MA 02114
Jeffrey Greenberg, Esq. 23 Temple Street Unit 1, Boston, MA 02114

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
The purpose of the corporation is to serve as a Registered Marijuana Dispensary ("RMD").
- f. The street address of the principal office of the corporation:
23 Temple Street Unit 1, Boston, MA 02114
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

23 Temple Street Unit 1, Boston, MA 02114

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

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

Signed by: _____

 (signature of authorized individual)

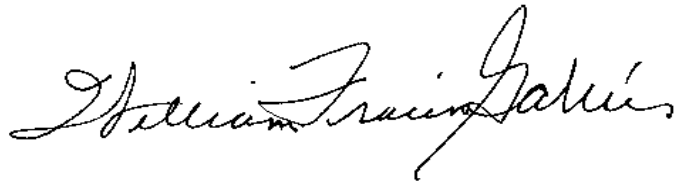
- ☐ Chairman of the board of directors,
☒ President,
☐ Other officer,
☐ Court-appointed fiduciary.

on this 29th day of October, 2018

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:

November 06, 2018 02:20 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

As of October 29, 2018

LIFE ESSENCE, INC.

BYLAWS

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BYLAWS
OF
LIFE ESSENCE, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name of the corporation shall be as set forth in the articles of organization. The corporation shall have the purpose of engaging in any lawful business, unless a more limited purpose is set forth in the articles of organization. The powers of the corporation shall be all powers as set forth in the Massachusetts Business Corporation Act (the “Act”), unless more limited powers or restrictions on any powers are set forth in the articles of organization. The powers of the corporation’s directors and Shareholders, or any class of Shareholders if the corporation has more than one class of stock, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. In the event of any inconsistency between the articles of organization and these bylaws, the articles of organization shall be controlling. All references in these bylaws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time in effect.

ARTICLE II

SHAREHOLDERS

1. Annual Meeting.

The annual meeting of shareholders shall be held at 10:00 A.M., or at such other time as the board of directors shall determine, on June 30 in each year unless such date is a legal holiday. If such date is a legal holiday, then the annual meeting shall be held at the same hour on the next succeeding business day not a legal holiday. The purposes for which an annual meeting is to be held include the election of directors and transacting such other business as may properly be brought before such meeting.

2. Special Meetings.

A special meeting of shareholders may be called at any time by the president or by the directors. Upon written application of one or more Shareholders who hold in the aggregate at least ten percent of all votes, which written application or applications shall be signed and dated by such shareholders and shall state the purpose for which the meeting is to be held, a special meeting shall be called by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any other officer. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

3. Place of Meetings.

The place at which any special or annual meeting of shareholders shall be held shall be fixed by the board of directors. Meetings of shareholders may be held at any physical location in or outside Massachusetts. Any adjourned session of any meeting of the shareholders shall be held at the place designated in the vote of adjournment, or if no such place is designated, at the same place or by the same remote communication method as the adjourned meeting.

In addition, the board of directors may authorize any meeting to be held solely by remote communication with no fixed physical location, or may authorize that any shareholder or proxy not physically present at a meeting may participate in the meeting and be deemed present and entitled to vote. In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and vote; and (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the corporation.

4. Record Date for Purpose of Meetings.

The directors may fix in advance a time not more than 70 days before the date of any meeting of shareholders as the record date for determining the shareholders having the right to notice of and to vote at such meeting and any adjournment thereof. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given. If any meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, the directors shall fix a new record date.

5. Notice of Meetings.

Written notice of the place, day and hour of all meetings of shareholders shall be given by the secretary, the assistant secretary or an officer designated by the directors, at least seven days but no more than 60 days before the meeting, to each shareholder entitled to vote thereat and to each shareholder who, by the Act, under the articles of organization or under these bylaws, is entitled to such notice. Notice of an adjourned meeting shall be given only if a new record date is fixed, in which case notice shall be given to all shareholders as of the new record date. The notice of a meeting shall state the purposes of the meeting. At a special meeting of shareholders, only business within the purpose or purposes described in the meeting notice may be conducted. Notice may be given by leaving such notice with the shareholder or at his residence or usual place of business, by mailing it, postage prepaid, and addressed to such shareholder at his address as it appears in the books of the corporation, by facsimile telecommunication directed to a number furnished by the shareholder for the purpose, by electronic mail to the electronic mail address of the shareholder as it appears in the books of the corporation, or by any other electronic transmission (defined as any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient). The

corporation shall be entitled to rely on the address of a shareholder last notified to the corporation. In case of the death, absence, incapacity or refusal of the secretary, the assistant secretary or the officer designated by the directors, such notice may be given by any other officer or by a person designated either by the secretary or by the person or persons calling the meeting or by the board of directors. Whenever notice of a meeting is required to be given to a shareholder under any provision of the Act or of the articles of organization or these bylaws, no such notice need be given to a shareholder, if a written waiver of notice, executed before or after the meeting by such shareholder or his attorney, thereunto authorized, is filed with the records of the meeting.

6. Shareholders List for Meeting.

After fixing a record date for a meeting of shareholders, the secretary shall prepare an alphabetical list of all shareholders who are entitled to notice of the meeting. The shareholders list shall be available for inspection by any shareholder, his agent or attorney during the period beginning two days after notice of the meeting is given and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice or, if the meeting is to be held only by remote communication, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. A shareholder or his agent or attorney may copy the list at the principal office at his own expense as permitted by the Act.

7. Quorum.

At any meeting of the shareholders, a majority in interest of all the shares issued, outstanding and entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, except that, if two or more voting groups are entitled to vote upon such question as separate voting groups, then, in the case of each such voting group, a quorum shall consist of a majority of the votes entitled to be cast by the voting group for action on that matter. Notwithstanding the foregoing, shareholders, by a majority of the votes properly cast upon the question whether or not a quorum is present, may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof, unless (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

8. Voting and Proxies.

Unless otherwise provided by the articles of organization, each shareholder shall have one vote for each share held by him of record on the record date and entitled to vote on the question or questions to be considered at any meeting of the shareholders according to the records of the corporation. Shareholders may vote either in person or by proxy appointed by written appointment form signed by the shareholder or his attorney in fact. An appointment form shall be valid for the period stated therein, or, if no period is stated, for a period of 11 months from the date the shareholder signed the form, or the date of its receipt by the secretary or his agent, if undated. Appointment forms shall be filed with the secretary or other officer or agent authorized to tabulate votes before being voted. Except as otherwise limited therein, appointment forms appointing

proxies for a particular meeting shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting.

9. Action at Meeting.

When a quorum of a voting group is present for the consideration of a matter at any meeting of the shareholders, favorable action on a matter, otherwise than the election of directors, is taken by the voting group if a majority in interest of the shares present in person or by proxy and entitled to vote on such question votes in favor of the action, except where a larger vote is required by the Act, the articles of organization or these bylaws. Any election of directors by a voting group shall be determined by a plurality of the votes cast by shareholders in the voting group present in person or by proxy at the meeting and entitled to vote in the election. No ballot shall be required for such election unless requested by a shareholder present in person or by proxy at the meeting and entitled to vote in the election. Shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the corporation owns, directly or indirectly, a majority of the voting interests. The corporation may, however, vote any shares, including its own shares, held by it, directly or indirectly, in a fiduciary capacity.

10. Action without Meeting.

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting by all shareholders entitled to vote on the action, or if the articles of organization so provide, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, as evidenced by written consents of such shareholders that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the date of the earliest dated consent delivered to the corporation. The corporation must, at least seven days before it takes any action in reliance on consent obtained in accordance with this provision, give written notice of its intended action to shareholders not entitled to vote on the action in any case where the Act would require such notice if the action were to be taken by voting shareholders at a meeting, and, if the action will be taken with less than unanimous consent, to all shareholders entitled to vote who did not consent to the action. Such notice shall be accompanied by the same material that the Act or these bylaws would require to be sent to such shareholders with a notice of meeting. The corporation may, for convenience, specify an effective date for such consents, provided that the corporation shall not take action in reliance upon such consents except in compliance with the articles of organization and these bylaws.

11. Electronic Action.

Any vote, consent, waiver, proxy appointment or other action by a shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that allows the corporation to determine: (a) the date the transmission was sent; and (b) that the sender of the transmission was the relevant shareholder, proxy, or agent, or a person authorized to act on any such person's behalf. The date on which the electronic transmission was sent shall be considered the date on which it was signed.

ARTICLE III

DIRECTORS

1. Powers.

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

2. Size of Board.

The board of directors shall consist of at least one director. No director need be a shareholder.

3. Vacancies.

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the shareholders, by the board of directors, or if the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by the vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group of shareholders, only the shareholders of that voting group or directors elected by that voting group are entitled to fill the vacancy.

4. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, each director shall hold office until the next annual meeting of shareholders and thereafter until such director's successor is elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified.

5. Committees.

The directors may, by vote of a majority of all directors then in office, elect from their number an executive or other committees, provided however that if the articles of organization or these bylaws provide that the number of directors required to take board action is greater than a majority of all directors then in office, then the vote of such greater number shall be required to elect any committee. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the directors. The directors may delegate to any committee some or all of their powers except those which they are prohibited from delegating by any provision of law or by the articles of organization or these bylaws. Without limitation of the foregoing, a committee may not (a) authorize distributions; (b) approve or propose to shareholders action that is required by law to be approved by shareholders; (c) change the number of the board of directors, remove directors from office or fill vacancies on the board of directors; (d) amend the articles of organization; (e)

adopt, amend or repeal these bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors.

6. Meetings.

Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine. Any or all of the directors may participate in a meeting of the directors or of a committee thereof by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; and participation by such means shall constitute presence in person at any such meeting.

A regular meeting of the directors may be held immediately following the annual meeting of shareholders at the same place as such shareholders' meeting. Special meetings of the directors may be held at any time and place designated in a call of the meeting by the chairman of the board, if any, the president or two or more directors.

7. Notice of Special Meetings.

Notice of the date, time and place of all special meetings of the directors shall be given to each director by the secretary, or assistant secretary, or by the officer or one of the directors calling the meeting. Notice shall be given to each director in person, by telephone, voice mail, facsimile telecommunication, telegram or other electronic means sent to his usual or last known business or home address or phone number or by electronic mail to the electronic mail address of the director as last notified to the corporation at least 24 hours in advance of the meeting or by mailing it to either such business or home address at least 48 hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior to or at the meeting's commencement, the lack of notice to him. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

8. Quorum.

At any meeting of the directors, a quorum of the board of directors shall be a majority of the directors in office immediately before the meeting begins. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

9. Action at Meeting.

If a quorum is present when a vote is taken, the vote of a majority of the directors present is an act of the board of directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

10. Action by Consent.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors then in office consent to the action in a writing signed by each director, or by electronic transmission delivered to the corporation to the address specified by the

corporation for the purpose or, if no address is specified, to the principal office of the corporation addressed to the secretary or other officer or agent having custody of the records of proceedings of directors, provided that such written consents and/or electronic transmissions shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when the last director signs or delivers consent, unless the consent specifies a different effective date. Consents given in accordance with this provision shall be treated as a vote of the directors for all purposes.

ARTICLE IV

OFFICERS

1. Enumeration.

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers, if any, including a chairman and a vice chairman of the board of directors, one or more vice presidents, assistant treasurers and assistant secretaries, as the incorporators at their initial meeting or the directors from time to time may choose or appoint.

2. Appointment.

The president, treasurer and secretary shall be appointed annually by the directors at their first meeting following the annual meeting of shareholders. Other officers, if any, may be appointed by the board of directors at such meeting or at any other time.

3. Vacancies.

If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by the Act, by the articles of organization or by these bylaws.

4. Qualification.

The president may, but need not be, a director. No officer need be a shareholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

5. Tenure.

Except as otherwise provided by the articles of organization or by these bylaws, the president, treasurer and secretary shall hold office until the first meeting of the directors following the annual meeting of shareholders, and thereafter until such officer's successor is chosen and qualified; and all other officers shall hold office until the first meeting of the directors following the annual meeting of the shareholders or the special meeting in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

6. Chairman and Vice Chairman of the Board.

A chairman or vice chairman of the board of directors shall have such powers as the directors may from time to time designate. Unless the board of directors otherwise specifies, the chairman of the board, or in his absence the vice chairman, shall preside at all meetings of the shareholders and of the board of directors. The chairman or vice chairman must be a director.

7. President and Vice President.

Except as otherwise determined by the directors, the president shall be the chief executive officer of the corporation and shall, subject to the direction of the directors, have general supervision and control of its business. Unless the board of directors otherwise specifies, in the absence of the chairman and vice chairman, if any, of the board of directors, the president shall preside, when present, at all meetings of shareholders and of the board of directors.

Any vice president shall have such powers as the directors may from time to time designate.

8. Treasurer and Assistant Treasurers.

The treasurer shall, subject to the direction of the directors, have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, and books of account and accounting records. He shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the corporation or its order, and to accept drafts on behalf of the corporation.

Any assistant treasurer shall have such powers as the directors may from time to time designate.

9. Secretary and Assistant Secretary.

Unless a transfer agent is appointed, the secretary shall keep or cause to be kept the stock and transfer records of the corporation in which are contained the names of all shareholders and the record address and the amount of shares held by each. The secretary shall record all proceedings of the shareholders in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Such records shall be kept at the principal office of the corporation or at the office of its transfer agent or of the secretary and shall be open at all reasonable times to the inspection of any shareholder.

If a secretary is elected, he shall record all proceedings of the directors in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Any assistant secretary shall have such powers as the directors may from time to time designate. In the absence of the secretary from any meeting of the directors, any assistant secretary, or a temporary secretary designated by the person presiding at such meeting, shall record such proceedings.

10. Other Powers and Duties.

Each officer shall, subject to these bylaws, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his office, and such duties and powers as the directors may from time to time designate.

ARTICLE V

RESIGNATIONS AND REMOVALS

1. Resignation.

Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

2. Removal of Director.

A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by majority vote of the shareholder voting group entitled to appoint such director, or (b) with cause by vote of the greater of a majority of the directors then in office or of the number of directors otherwise required to take an action of the board, except that if a director is appointed by a voting group of shareholders, only directors appointed by that voting group may vote to remove him. A director may be removed by the shareholders or the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

3. Removal of Officer.

The directors may remove any officer at any time with or without cause.

4. No Right to Compensation.

No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

ARTICLE VI

SHARES

1. Amount Authorized.

The total number of authorized shares shall be as fixed in the articles of organization.

2. Stock Certificates; Statements for Uncertificated Stock.

Shares of the corporation may be certificated or uncertificated. Each shareholder shall be entitled to: (a) for certificated stock, a certificate of the stock of the corporation setting forth the

number of shares and the class and the designation of the series in such form as shall, in conformity with law, be prescribed from time to time by the directors; and (b) for uncertificated stock, a written information statement setting forth the number of shares and the class and the designation of the series of the stock. Each certificate shall be signed by any two of the following officers: the president, any vice president, the treasurer, any assistant treasurer, the secretary or any assistant secretary, either by real or facsimile signatures, and may bear the corporate seal or its facsimile. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate or information statement for shares which are subject to any restriction on transfer pursuant to the articles of organization, these bylaws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate or information statement and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge. Every certificate or statement issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the stock of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge.

3. Transfers.

Subject to the restrictions, if any, stated or noted on the stock certificates or information statements, shares may be transferred on the books of the corporation by: (a) for certificated stock, the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require; and (b) for uncertificated stock, by delivery to the corporation or its transfer agent of an instruction with a request to register a transfer properly executed by the transferring shareholder, and with such proof of authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by the Act, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these bylaws.

4. Record Date for Purposes Other Than Meetings.

The directors may fix in advance a time not more than 70 days preceding the date for the payment of any dividend or the making of any distribution to shareholders or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to receive such dividend or distribution or the right to express such consent or dissent. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the

record date. If no record date is fixed, the record date for determining shareholders shall be at the close of business on the day on which the board of directors acts with respect thereto.

5. Replacement of Certificates.

In case of the alleged loss or destruction or the mutilation of a stock certificate, a duplicate certificate may be issued in place thereof, upon such terms as the directors may prescribe.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year.

The fiscal year of the corporation shall end on the date determined from time to time by the board of directors.

2. Seal.

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization cut or engraved thereon.

3. Registered Agent and Registered Office.

The corporation shall continuously maintain in Massachusetts: (a) a registered agent who may be an officer of the corporation or another individual, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation qualified to do business in Massachusetts; and (b) a registered office, which may, but need not be, the same as any of its places of business. The business office of the registered agent shall also be the registered office of the corporation. The corporation shall record any change of its registered office or registered agent by filing a statement of change with the Secretary of the Commonwealth.

4. Execution of Instruments.

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed on behalf of the corporation shall be signed by the chairman of the board, if any, the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

5. Voting of Securities.

Except as the directors may otherwise designate, the president or treasurer may waive notice of, act and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of the shareholders, members or other constituent parties of any other corporation, organization or entity in which the corporation holds securities or other type of ownership interest.

6. Corporate Records to be Maintained and Available to All Shareholders.

The corporation shall keep in Massachusetts at the principal office of the corporation, or at an office of its transfer agent, secretary, assistant secretary or registered agent, a copy of the following records: (a) its articles of organization and bylaws then in effect; (b) resolutions adopted by the directors creating classes or series of stock and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (c) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years; (d) all written communications to shareholders generally during the past three years, including annual financial statements issued pursuant to the Act; (e) a list of the names and business addresses of its current directors and officers; and (f) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth. Said copies and records may be kept in written form or in another form capable of conversion into written form within a reasonable time. A shareholder is entitled to inspect and copy such records, during regular business hours at the office at which they are maintained, on written notice given at least five business days before the date he wishes to inspect and copy.

7. Indemnification.

The corporation shall, to the fullest extent permitted by law, indemnify each of its directors and officers (including persons who serve at its request as directors, officers, or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise or in any capacity with respect to any employee benefit plan), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, if: (a) he conducted himself in good faith and in the reasonable belief that his conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation, and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (b) he engaged in conduct for which he shall not be liable under the articles of organization; provided, however, that the corporation shall not indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall be provided although the person to be indemnified is not currently a director, officer, partner, trustee, employee or agent of the corporation or such other organization or no longer serves with respect to any such employee benefit plan.

Notwithstanding the foregoing, no indemnification shall be provided unless a determination has been made that indemnification is permitted by law for a specific proceeding:

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

(b) by special legal counsel selected either (i) in the manner prescribed in clause (a) above, or (ii) if there are fewer than two disinterested directors, by the board of directors, in which case directors who do not qualify as disinterested directors may participate in the selection; or

(c) by the holders of a majority of the corporation's outstanding shares at the time entitled to vote for directors, voting as a single voting group, exclusive of any shares owned by or voted under the control of any interested director or officer.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled; nothing contained in this section shall affect any rights to indemnification to which employees, independent contractors or agents, other than directors and officers, may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Any repeal or modification of the foregoing provisions of this section shall not adversely affect any right or protection of a director or officer of the corporation with respect to any acts or omission of such director or officer occurring prior to such repeal or modification.

8. Advance of Expenses.

The corporation shall, before final disposition of a proceeding, and to the fullest extent permitted by law, advance funds to pay for or reimburse the reasonable expenses incurred by a director, officer or other person who is a party to a proceeding for which he would be or may be entitled to indemnification as set forth in these bylaws, provided that he delivers to the corporation a written affirmation of his good faith belief that he has met the relevant standard of conduct described in these bylaws, and his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under applicable law and it is ultimately determined that he has not met the relevant standard for indemnification set forth in these bylaws.

9. Amendments to Bylaws.

These bylaws may at any time be amended by vote of the shareholders or may be amended by vote of a majority of the directors then in office, except that bylaw provisions dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the board of directors. Notice of any change to these bylaws by the directors, stating the substance of such change, shall be given to all shareholders entitled to vote on amending these bylaws not later than the time that notice of the shareholders' meeting next following such change is required to be given.

10. Director Conflict of Interest

A conflict of interest transaction is a transaction with the corporation in which a director has a material direct or indirect interest (an "Interested Director"). Without limiting the interests that may create conflict of interest transactions, a director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a "Related Party"), or if another entity of which he is a director, officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if: (a) the material facts of the transaction and the director's interest were disclosed or known to the board or a committee of the board, and the board or

committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single director; (b) the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction by the vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.

Corporations Division

Business Entity Summary

ID Number: 001353830

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Summary for: LIFE ESSENCE, INC.

The exact name of the Domestic Profit Corporation: LIFE ESSENCE, INC.**Converted from** [LIFE ESSENCE, INC.](#) **on** 11-06-2018**Entity type:** Domestic Profit Corporation**Identification Number:** 001353830**Date of Organization in Massachusetts:**
11-06-2018**Last date certain:****Current Fiscal Month/Day:** 12/31**Previous Fiscal Month/Day:** 12/31**The location of the Principal Office:**

Address: 56 CANAL ST.

City or town, State, Zip code, HOLYOKE, MA 01040 USA

Country:

The name and address of the Registered Agent:

Name: CORPORATION SERVICE COMAPNY

Address: 84 STATE STREET SUITE 660

City or town, State, Zip code, BOSTON, MA 02109 USA

Country:

The Officers and Directors of the Corporation:

Title	Individual Name	Address
PRESIDENT	KIM RIVERS	3494 MARTIN HURST RD. TALLAHASSEE, FL 32318 USA
TREASURER	ERIC POWERS	3494 MARTIN HURST RD. TALLAHASSEE, FL 32318 USA
SECRETARY	ERIC POWERS	3494 MARTIN HURST RD. TALLAHASSEE, FL 32318 USA
DIRECTOR	KIM RIVERS	3494 MARTIN HURST RD. TALLAHASSEE, FL 32318 USA
DIRECTOR	ERIC POWERS	3494 MARTIN HURST RD. TALLAHASSEE, FL 32318 USA

Business entity stock is publicly traded: ☐**The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:**

Class of Stock	Par value per share	Total Authorized	Total issued and outstanding
		No. of shares Total par	No. of shares

			value	
CWP	\$ 0.00	100,000	\$ 100.00	0

☐ **Consent**

☐ **Confidential Data**

☐ **Merger Allowed**

☐ **Manufacturing**

View filings for this business entity:

ALL FILINGS

Administrative Dissolution

Annual Report

Application For Revival

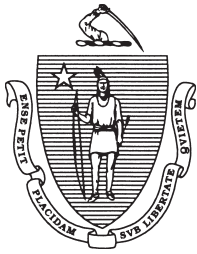
Articles of Amendment

Articles of Chapter Summary

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)



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

William Francis Galvin
Secretary of the
Commonwealth

Date: February 08, 2021

To Whom It May Concern :

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

LIFE ESSENCE, INC.

is a domestic corporation organized on **November 06, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 21020240450

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

Processed by: bod



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



319010577

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Life Essence Inc
56 N CANAL ST
HOLYOKE, MA 01040-5833

EAN: 22154521
February 12, 2021

Certificate Id:45458

The Department of Unemployment Assistance certifies that as of 2/12/2021 ,Life Essence Inc is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance



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

William Francis Galvin
Secretary of the
Commonwealth

March 4, 2021

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office,

LIFE ESSENCE, INC.

was incorporated under the General Laws of this Commonwealth on **November 6, 2018**.

I further certify that no amendments to the Articles of Organization appear of record here and said corporation still has legal existence.

I also certify that in an Annual Report filed here for fiscal year **2020**, the Officers and Directors are listed as follows:

SEE ATTACHED



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

DF

The Commonwealth of Massachusetts

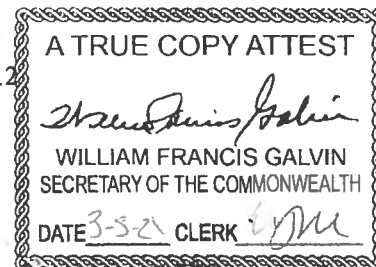
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place - Room 1717, Boston, Massachusetts 02108-1512

Filing Fee: \$125.00
Late Fee: \$25.00

FORM MUST BE TYPED

Annual Report for Domestic and Foreign Corporations

(General Laws Chapter 156D, Section 16.22; 950 CMR 113.57)



- (1) Exact name of the corporation: **Life Essence, Inc.**
(2) Jurisdiction of incorporation: **Massachusetts**
(3) Street address of the corporation's registered office in the commonwealth (number, street, city or town, state, zip code):
84 State Street, Suite 660, Boston, MA 02109
(4) Name of the registered agent at the registered office: **Corporation Service Company**
(5) Street address of the corporation's principal office (number, street, city or town, state, zip code):
56 Canal Street, Holyoke, MA 01040
(6) Provide the names and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

	NAME	ADDRESS
President:	Kim Rivers	3494 Martin Hurst Road, Tallahassee, FL 32318
Treasurer:	Eric Powers	3494 Martin Hurst Road, Tallahassee, FL 32318
Secretary:	Eric Powers	3494 Martin Hurst Road, Tallahassee, FL 32318
Chief Executive Officer:		
Chief Financial Officer:		
Directors:	Kim Rivers	3494 Martin Hurst Road, Tallahassee, FL 32318
	Eric Powers	3494 Martin Hurst Road, Tallahassee, FL 32318

- (7) Briefly describe the business of the corporation:

Retail sales

- (8-9) Capital stock of each class and series:

CLASS OF STOCK	TOTAL AUTHORIZED BY ARTICLES OF ORGANIZATION OR AMENDMENTS Number of Shares	TOTAL ISSUED AND OUTSTANDING Number of Shares
COMMON	1,000,000	100,000
PREFERRED		

- (10) Check if the stock of the corporation is publicly traded. ☐

(11) Report is filed for fiscal year ending: December / 31 / 2020
(month) (day) (year)

Signed by: /s/ Eric Powers
Eric Powers

☐ Chairman of the board of directors ☐ President ☒ Other officer ☐ Court-appointed fiduciary
on this 1st day of March, 2021



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

mass.gov/dor

Letter ID: L0848233280
Notice Date: March 19, 2021
Case ID: 0-001-122-712



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



LIFE ESSENCE, INC.
3494 MARTIN HURST RD
TALLAHASSEE FL 32312-1702

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, LIFE ESSENCE, 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, 9:00 a.m. to 4:00 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



LIFE ESSENCE, INC. DBA TRULIEVE

BUSINESS PLAN



EXECUTIVE SUMMARY

Mission Statement and Message from the CEO

Trulieve is a Marijuana Establishment committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

Trulieve's mission is to provide customers with the highest quality of marijuana and marijuana products in a safe, dignified setting. Trulieve seeks to serve as a model facility, operating in full compliance with the law and maintaining the highest standards of professionalism, where all customers are served with respect, concern and care.

Trulieve seeks to lead through:

- Excellence in operational protocol
- Unparalleled focus on compliance and security
- Cooperative integration within the community

License Type

Trulieve is applying for a Marijuana Retailer license in Framingham, Massachusetts.

What Drives Us

Trulieve's goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of Trulieve's operations within their communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been disproportionately impacted by the war on drugs;
5. Having a diverse and socially representative pool of employees;
6. Empowering the next generation of entrepreneurs and leaders through hiring, training and teaching;
7. Running an environmentally friendly Marijuana Establishment in the Commonwealth of Massachusetts through the use of efficient cultivation methods; and
8. Creating branded marijuana products that are safe, effective, consistent and high quality.



COMPANY DESCRIPTION

Structure

Life Essence, Inc. (dba Trulieve) is a Massachusetts domestic for-profit corporation that is applying for a license from the Commission to operate a Marijuana Establishment in the Commonwealth.

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

Operations

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

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

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

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

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

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

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



Prior to commencing operations, Trulieve will provide proof having an escrow account of at least \$5,000 for every Marijuana Establishment license held by Life Essence, Inc. dba Trulieve.

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

Security

Trulieve 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 employees and the local community.

Trulieve'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 municipality's 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 Trulieve'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 Trulieve will maintain a current list of individuals with access. Trulieve will have security personnel on-site during business hours.

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



MARKET RESEARCH

Industry

In Massachusetts, adult use retail sales are expected to increase from \$457 million in 2018 to \$1.4 billion in 2025, according to New Frontier Data. Unlike other places where cannabis is legal, Massachusetts is within driving distance of some of the most populous places in the country and is poised to become a cannabis tourist destination.

Customers

Trulieve will only sell marijuana and marijuana products to customers ages 21 years and older that provide a valid identification and individuals that possess an active medical registration card issued by the Commission. Trulieve's intended customers are residents who live in or around Framingham, Massachusetts.

Competitive Advantage

Trulieve possesses several strengths which will separate Trulieve from their potential competitors. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, ownership's knowledge of the surrounding community, the location of the dispensary, the discounts offered for the products and the branding of the business.

Regulations

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

Trulieve will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. Trulieve will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue. Trulieve will apply for all state and local permits and approvals required to renovate and operate the facility.

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



PRODUCT / SERVICE

Product & Service

In addition to traditional sativa, indica, and hybrid cannabis flower, Trulieve will offer a wide range of products that will allow Trulieve to serve customers with a wide variety of needs. Products Trulieve intends to offer include, but will not be limited to:

1. Concentrates
2. Topical Salves
3. Creams and Lotions
4. Patches
5. Oral Mucosal and Sublingual Dissolving Tablets
6. Tinctures
7. Sprays
8. Inhalation Ready to Use C02 Extracted Hash Oils
9. Pre-Dosed Oil Vaporizers
10. Ingestion Capsules
11. Infused Food and Beverages

Pricing Structure

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



MARKETING & SALES

Growth Strategy

Trulieve's plan to grow the company includes:

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

Trulieve plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

Communication

Trulieve 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 Trulieve will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a1/2)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

Trulieve 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, Trulieve will market its products and services to reach a wide range of qualified consumers.

Trulieve will communicate with customers through:

1. A company run website;



2. A company blog;
3. Popular cannabis discovery networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat; and
5. Opt-in direct communications.

Trulieve 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.

Sales

Trulieve will sell its product and service by engaging customers with knowledgeable in-store personnel.

Trulieve 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.” Trulieve 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.

Logo

Trulieve has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

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

An image of the logo can be found below:





FINANCIAL PROJECTIONS

Fiscal Year	FIRST FULL FISCAL YEAR PROJECTIONS 1	SECOND FULL FISCAL YEAR PROJECTIONS 2	THIRD FULL FISCAL YEAR PROJECTIONS 3
Projected Revenue	\$ 4,000,000	5,000,000	\$ 7,000,000
Projected Expenses	\$ 2,800,000	\$ 3,500,000	\$ 4,900,000
VARIANCE:	\$ 1,200,000	\$ 1,500,000	\$ 2,100,000
Number of unique customers for the year	38801	48492	67889
Number of customer visits for the year	43113	53891	75433
Projected % of customer growth rate annually	---	25%	40%
Estimated purchased ounces per visit	.25	.25	.25
Estimated cost per ounce	\$ 420	\$440	\$ 460
Total FTEs in staffing	20	25	30
Total marijuana inventory for the year (in lbs.)	655	818	1144
Total marijuana sold for the year (in lbs.)	595	743	1040
Total marijuana left for roll over (in lbs.)	60	75	104

Financial Assumptions¹

¹



FINAL REMARKS

Trulieve has the experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. Trulieve hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. Trulieve's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both consumers and staff and will help deter and prevent diversion.

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



PLAN FOR OBTAINING LIABILITY INSURANCE

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



PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Trulieve Cannabis, Corp. ("Trulieve") does not seek to engage in the sale of medical marijuana at its proposed Framingham location.



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Trulieve Cannabis, Corp. (“Trulieve”) will only be accessible to individuals 21 years of age or older with a verified and valid government-issued photo ID. **Visitors and consumers must be 21 years or older to enter the premises.** Upon entry into the premises of the marijuana establishment by an individual, a Trulieve agent will immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2).

In the event Trulieve discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). Trulieve will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), Trulieve will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Trulieve will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Trulieve will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.”** Pursuant to 935 CMR 500.105(6)(b), Trulieve packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Trulieve’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



QUALITY CONTROL AND TESTING

Quality Control

Trulieve Cannabis, Corp. (“Trulieve”) will comply with the following sanitary requirements:

1. Any Trulieve agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Trulieve agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Trulieve’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Trulieve’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Trulieve’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Trulieve will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Trulieve’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Trulieve’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Trulieve’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;



9. Trulieve will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. Trulieve acknowledges and understands that the Commission may require Trulieve to demonstrate the intended and actual use of any toxic items found on Trulieve's premises;
11. Trulieve will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet Trulieve's needs;
12. Trulieve's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. Trulieve will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Trulieve will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. Trulieve 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.

Trulieve'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).

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

Trulieve will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Trulieve



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

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

Any Independent Testing Laboratory relied upon by Trulieve for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101:

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

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

Trulieve's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. Trulieve acknowledges and understands that the Commission may require additional testing.

Trulieve's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the



contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both Trulieve and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Trulieve will maintain testing results in compliance with 935 CMR 500.000 *et seq.* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. Trulieve acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested. For any products that fail initial testing, Trulieve will subject the products to a Second Confirmatory Test in accordance with the procedures set forth in 935 CMR 500.002 and 500.160(13).

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Trulieve's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Trulieve for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.



RECORDKEEPING PROCEDURES

General Overview

Trulieve Cannabis, Corp. (“Trulieve”) 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 Trulieve documents. Records will be stored at Trulieve in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
 - Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of 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:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Trulieve, including members, if any.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Trulieve and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
 - Trulieve will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records



- The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - Trulieve will use seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, Trulieve 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 Trulieve 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
 - 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
 - When marijuana or marijuana products are disposed of, Trulieve 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 Trulieve agents present during the disposal or handling, with their signatures. Trulieve will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records



- A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
- 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
 - Trulieve will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - In the event Trulieve closes, all records will be kept for at least two (2) years at Trulieve's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Trulieve 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 Trulieve's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of Trulieve's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);



- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to Trulieve operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of Trulieve, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Trulieve's website.
- Policies and procedures for the handling of cash on Trulieve premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that 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

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



QUALIFICATIONS AND TRAINING

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

Qualifications

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

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

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Trulieve’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. Trulieve will require that all marijuana establishment agents and staff receive and participate in, a minimum of, eight (8) hours of training annually, including a minimum of 4 hours of responsible vendor training. 935 CMR 500.105(2)(a) and (b)(1). Any additional responsible vendor training hours shall not count to the 8-hour annual minimum.

All of Trulieve’s current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (4) hours of required training to marijuana establishment agents to be designated a “Responsible Vendor”. Once Trulieve is designated a “Responsible Vendor”, all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Response Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a “Responsible Vendor”. With respect to Responsible Vendor Training and in accordance with 935 CMR 500.105, Trulieve’s marijuana agents first take the Basic Core Curriculum. On completing the Basic Core Curriculum, an agent will be eligible to take the Advanced Core Curriculum.



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

As part of the Responsible Vendor Training Program, Trulieve’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:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing signs of impairment
2. Diversion prevention and prevention of sales to minors, including best practices;
3. Compliance with all tracking requirements;
4. Acceptable forms of identification, including:
 - How to check identification;
 - Spotting false identification;
 - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission; and
 - Common mistakes made in verification
5. Other key state laws and rules affecting Owners, managers, and employees, including:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability;
 - License sanctions;
 - Waste disposal;
 - Health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale;
 - Conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;



- Maintenance of records;
- Privacy issues; and
- Prohibited purchases and practices.



Energy Compliance Plan

Trulieve Cannabis, Corp. (“Trulieve”) appreciates that consideration of energy efficiency and conservation should occur during the application process for marijuana establishment licensees and throughout the operational lives of its facilities. Trulieve’s facility at 85 Worcester Road in Framingham will be a retail-only operation. Accordingly, the facility will not utilize large amounts of energy or water in its operations. Nevertheless, Trulieve will develop procedures to comply with all energy conservation regulations and guidance documents to marijuana retailer facilities. In accordance with 935 CMR 500.105(1)(q), Trulieve will implement policies and procedures for energy efficiency and conservation that shall include:

- A. 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;
- 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

The build-out of the facility at 85 Worcester Road will include collaboration with energy professionals who will review facility and equipment needs and make recommendations for optimal facility equipment choices based on energy usage. In addition, to the extent the Commonwealth’s Executive Office of Energy and Environmental Affairs (“EOEEA”) promulgates any energy or water conservation regulations applicable to marijuana retailers, Trulieve will nimbly incorporate such regulations into its energy compliance procedures.

Although, Trulieve does not intend to be producing much waste at its 85 Worcester Road marijuana retailer facility, to the extent that waste is produced on site, Trulieve will comply with the Commission’s Guidance on Best Management Practices for Waste Management.¹ Likewise, although Trulieve does not expect to utilize significant quantities of water at its marijuana

¹ Available at: https://mass-cannabis-control.com/wp-content/uploads/200825_Energy_and_Environment_Compiled_Guidance.pdf.

retailer facility, Trulieve will nevertheless comply with the Commission's Guidance on Best Management Practices for Water Use.²

For the avoidance of doubt, all of Trulieve's energy and water conservation procedures will be fully compliant with h 935 CMR 500.101(1)(c)(10) and 500.105(15), to the extent applicable to marijuana retailers.

² *Id.*



PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Trulieve Cannabis, Corp. (“Trulieve”) will securely maintain personnel records, including registration status and background check records. Trulieve 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 retail conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

In accordance with 935 CMR 500.105(1)(r), Trulieve has in place policies and procedures to promote workplace safety consistent with the standards set forth in the Occupational Safety and Health Act (“OSHA”) of 1970. Trulieve shall furnish to each of employees employment and a place of employment, which are free from recognized hazards that are causing or likely to cause death or serious physical harm. In turn, Trulieve shall comply with all applicable OSHA regulations.

Agent Personnel Records

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

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

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



Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Trulieve will undergo a detailed background investigation prior to being granted access to a Trulieve facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Trulieve pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Trulieve will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Trulieve 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, Trulieve will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;



- viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Trulieve or the Commission.

Personnel Policies and Training

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

Trulieve will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Trulieve 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.



MAINTAINING OF FINANCIAL RECORDS

Trulieve Cannabis, Corp. (“Trulieve”) operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission’s Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
 - 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.
- Additional written business records will be kept, including, but not limited to, records of:



- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.
- Because it will be operating a retail establishment in Framingham, Trulieve will also ensure that:
 - It does not utilize software or other methods to manipulate or alter sales data;
 - It will conduct a monthly analysis of equipment to confirm that no such software has been installed that could be utilized to manipulate or alter sales data; and
 - It will maintain records that it has performed this monthly analysis.
- If Trulieve determines that software or other methods have been installed/utilized to manipulate or alter sales data, it will immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission.



DIVERSITY PLAN

Overview

Trulieve Cannabis, Corp. (“Trulieve”) 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 identify as LGBTQ+.

To support such populations, Trulieve has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in Trulieve’s operations.

Goals

In order for Trulieve to promote equity for the above-listed groups in its operations, Trulieve has established a goal of increasing the number of individuals falling into the above-listed demographics working in the establishment and providing tools to ensure their success.

At the end of its first year of operations in Framingham, Trulieve expects to employ a workforce comprised of:

1. 20-25% Women;
2. 10-15% Minorities;
3. 5-10% Veterans;
4. 5-10% People with disabilities; and
5. 5-10% People who identify as LGBTQ+.

Programs

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

1. Advertising employment opportunities tailored to individuals falling into the above-listed demographics in the Metrowest Daily News. Trulieve shall advertise employment opportunities in the Metrowest Daily News as they arise during the normal course of business but, in any event, no less than once per year;
2. Distributing internal workplace newsletters every six months that encourage current employees to recommend individuals falling into the above-listed demographics for employment; and



3. Participating in at least one job fair with a focus on attracting individuals falling into the above-listed demographics. This job fair will be convened in the proudly diverse Worcester and Trulieve's participation will be advertised in the Worcester Telegram.

Measurements

The Chief Executive Officer or her designee will administer the Plan and will be responsible for developing measurable outcomes to ensure Trulieve continues to meet its commitments. Such measurable outcomes, in accordance with Trulieve's goals and programs described above, include:

- Ensuring at least thirty percent of all employees identify from a diverse population, including 20% women and 10% minorities;
- One hundred percent of all job opportunities should have been advertised in local news media publications and to local career centers;
- One job fair should be held annually with a focus on attracting individuals falling into the above-listed demographics.

Beginning upon receipt of Trulieve's first Provisional License from the Commission to operate a marijuana establishment in the Framingham, Trulieve will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Management Team will review and evaluate Trulieve's measurable outcomes no less than twice annually to ensure that Trulieve is meeting its commitments. The Chief Executive Officer or her designee will review and evaluate Trulieve's measurable outcomes no less than quarterly to ensure that Trulieve is meeting its commitments. Trulieve is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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