



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281899
Original Issued Date: 11/25/2020
Issued Date: 11/09/2023
Expiration Date: 11/25/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Mainly Productions LLC

Phone Number: 617-519-5777 Email Address: mike@cimcorealty.com

Business Address 1: 660 Douglas Street Business Address 2: Suite #600
Business City: Uxbridge Business State: MA Business Zip Code: 01569
Mailing Address 1: 144 Commonwealth Avenue Mailing Address 2: Unit #6
Mailing City: Boston Mailing State: MA Mailing Zip Code: 02116

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 27 Percentage Of Control: 27
Role: Owner / Partner Other Role:
First Name: Michael Last Name: Cimino Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 24.67

Percentage Of Control: 24.67

Role: Owner / Partner

Other Role:

First Name: Gennaro

Last Name: Ruggiero

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 18.67

Percentage Of Control: 18.67

Role: Owner / Partner

Other Role:

First Name: Stephen

Last Name: Myers

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 18.67

Percentage Of Control: 18.67

Role: Owner / Partner

Other Role:

First Name: Arnold

Last Name: Diedrich

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100

Percentage of Ownership: 100

Entity Legal Name: Uxbridge 660 Douglas LLC

Entity DBA:

DBA City:

Entity Description: Parent company.

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: Parent company.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Michael	Last Name: Cimino	Suffix:
Marijuana Establishment Name: Mainely Productions LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Uxbridge	Marijuana Establishment State: MA	

Individual 2

First Name: Gennaro	Last Name: Ruggiero	Suffix:
Marijuana Establishment Name: Mainely Productions LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Uxbridge	Marijuana Establishment State: MA	

Individual 3

First Name: Stephen	Last Name: Myers	Suffix:
Marijuana Establishment Name: Mainely Productions LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Uxbridge	Marijuana Establishment State: MA	

Individual 4

First Name: Arnold	Last Name: Diedrich	Suffix:
Marijuana Establishment Name: Mainely Productions LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Uxbridge	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 660 Douglas Street Suite 600	
Establishment Address 2:	
Establishment City: Uxbridge	Establishment Zip Code: 01569
Approximate square footage of the Establishment: 14953	How many abutters does this property have?: 9
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes	
Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.	Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.	Cultivation Environment: Indoor
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HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Community Outreach Attestation Form.pdf	pdf	5d6fe2e93567ed1db89e16af	09/04/2019
Certification of Host Community Agreement	HCA CERT Form.pdf	pdf	5d7196a27e918b22a66bf9d1	09/05/2019
Community Outreach Meeting Documentation	Worcester_Telegram_and_Gazette_Public_Notice 2.pdf	pdf	5ecd6efe7d78332d19fc9958	05/26/2020

Community Outreach Meeting Documentation	Worcester_Telegram_and_Gazette_Public_Notice.pdf	pdf	5ecd6f245fa02a2d3651f1d6	05/26/2020
Community Outreach Meeting Documentation	Attachment B.pdf	pdf	5ed8fbe3e4107825079d015e	06/04/2020
Community Outreach Meeting Documentation	Attachment C.pdf	pdf	5ed8fbe72989d72512a749b3	06/04/2020
Plan to Remain Compliant with Local Zoning	Compliance with local codes.pdf	pdf	5ed902228e2a8b24c980d9f9	06/04/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan UPDATED 2.pdf	pdf	5ed936f9ea7a9324e646443b	06/04/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:
First Name: Michael
RMD Association: Not associated with an RMD
Background Question: no

Other Role:
Last Name: Cimino **Suffix:**

Individual Background Information 2

Role:
First Name: Gennaro
RMD Association: Not associated with an RMD
Background Question: no

Other Role:
Last Name: Ruggiero **Suffix:**

Individual Background Information 3

Role:
First Name: Stephen
RMD Association: Not associated with an RMD
Background Question: no

Other Role:
Last Name: Myers **Suffix:**

Individual Background Information 4

Role:
First Name: Arnold
RMD Association: Not associated with an RMD
Background Question: no

Other Role:
Last Name: Diedrich **Suffix:**

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Date generated: 02/01/2024

Role: Parent Company	Other Role:
Entity Legal Name: Uxbridge 660 Douglas LLC	Entity DBA:
Entity Description: Parent company.	
Phone: 617-519-5777	Email: mike@cimcorealty.com
Primary Business Address 1: 144 Commonwealth Avenue, Unit 6	Primary Business Address 2:
Primary Business City: Boston	Primary Business State: MA Principal Business Zip Code: 02116
Additional Information:	

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Mainely Productions.bylaws.pdf	pdf	5d767194d8b08e1dbf144cd8	09/09/2019
Department of Revenue - Certificate of Good standing	TaxCertificateofGoodStanding.pdf	pdf	5d7671a3d4b61e1ddc08d49f	09/09/2019
Articles of Organization	articlesofincorporation.egw1.pdf	pdf	5d7671b83567ed1db89e22e7	09/09/2019
Secretary of Commonwealth - Certificate of Good Standing	SecretraryComm.cogs.pdf	pdf	5d7671e4af9d6f1dd58a2814	09/09/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Mainely Productions Certificate Good Standing DOR 9.20.23.pdf	pdf	650c7106ca49d20007269684	09/21/2023
Department of Unemployment Assistance - Certificate of Good standing	2023-09-25 Mainely Productions LLC - DUA Certificate Attestation.pdf	pdf	6527fbbaca49d200073b94d1	10/12/2023
Secretary of Commonwealth - Certificate of Good Standing	Mainely Productions LLC Certificate of Good Standing MA Secretary of State 9.22.23.pdf	pdf	6528075a5df173000879238a	10/12/2023

Massachusetts Business Identification Number: 001381630

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan for obtaining insurance.pdf	pdf	5d76723caf9d6f1dd58a2818	09/09/2019
Business Plan	B PLAN Mainely.pdf	pdf	5d78edac8906c11df69cac1a	09/11/2019
Proposed Timeline	2023-09-25 Mainely Productions LLC - Proposed Timeline (2023 Update).pdf	pdf	6511ab9c5df1730008666ce5	09/25/2023

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Maintaining of financial records	SOP MAINTAINING OF FINANACIAL RECORDS.pdf	pdf	5d767d1b8470d4229ba45539	09/09/2019
Prevention of diversion	SOP ANTI-DIVERSION POLICIES.pdf	pdf	5d767de1c544c91e011c7734	09/09/2019
Separating recreational from medical operations, if applicable	SEPARATING REC AND MEDICAL OPERATIONS.pdf	pdf	5d767e4e629a272281d31c67	09/09/2019
Personnel policies including background checks	PERSONNEL POLICIES PLAN UPDATED V2.pdf	pdf	5d7d89098906c11df69cb7bc	09/14/2019
Policies and Procedures for cultivating.	CULTIVATNG.pdf	pdf	5d7d8937dfdeea2264a65d59	09/14/2019
Qualifications and training	QUALIFICATIONS AND TRAINING.pdf	pdf	5d7d8957816d7b225d15a85f	09/14/2019
Quality control and testing	QUALITY CONTROL AND TESTING.pdf	pdf	5d7d8974271f0d1dcaf32c50	09/14/2019
Storage of marijuana	SOP STORAGE PROCEDURES.pdf	pdf	5d7d89c0af9d6f1dd58a3a01	09/14/2019
Transportation of marijuana	SOP TRANSPORTATION PLAN UPDATED.pdf	pdf	5d7d89db3aff472290ba16c2	09/14/2019
Security plan	SECURITY PLAN.pdf	pdf	5ecd240e5f1314349d5fa7ed	05/26/2020
Restricting Access to age 21 and older	SOP 21 YEARS OLD.pdf	pdf	5ecd402ff16b5934c591c9af	05/26/2020
Record Keeping procedures	RECORD KEEPING PROCEDURES.pdf	pdf	5ecd43cef16b5934c591c9bd	05/26/2020
Policies and Procedures for cultivating.	Method used for cultivating.pdf	pdf	5ecd499a0f96d32d206719fd	05/26/2020
Inventory procedures	INVENTORY PROCEDURES.pdf	pdf	5ed8fd303114301800251648	06/04/2020
Diversity plan	2021-10-29 Mainely Productions LLC - Updated Diversity Plan.pdf	pdf	617c45112c8fa137b9c75244	10/29/2021
Energy Compliance Plan	2023-09-25 Mainely Productions LLC - Energy Efficiency SOP.pdf	pdf	6527fce1ca49d200073b977c	10/12/2023

ATTESTATIONS

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

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

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

Notification: I Understand

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

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since

the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: See attached.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached.

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours

Community Outreach Meeting Attestation Form

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

I, Edward Watson, (insert name) attest as an authorized representative of Mainely Productions (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 5/22/2019 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 5/15/2019 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 5/6/2019 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 5/8/2019 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Host Community Agreement Certification Form

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

Applicant

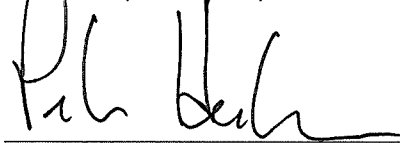
I, Edward Watson, (*insert name*) certify as an authorized representative of Mainely Productions (*insert name of applicant*) that the applicant has executed a host community agreement with Uxbridge (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on August 28, 2019 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Peter Hechenbleikner, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Uxbridge (*insert name of host community*) to certify that the applicant and Town of Uxbridge (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 28, 2019 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

LEGAL NOTICES**LEGAL NOTICES****NOTICE OF PUBLIC HEARING**

Notice is hereby given that the Massachusetts Department of Conservation and Recreation (DCR), acting under its authority pursuant to M.G.L. Chapter 21, section 1; Chapter 92, sections 33, 34B, 35, 35A, 37, 38, 41, 95A; Chapter 132A, sections 7, 7A; and Chapter 41 of the Acts of 2003, and in compliance with M.G.L. Chapter 30A, will hold public hearings regarding the adoption of a new regulation at 302 CMR 19.00: Small Wireless Facility and New Small Cell Structure Licensing.

The following public hearings will be conducted to receive verbal and written comments on the proposed regulation:

Holyoke Heritage State Park
Appleton Street
Holyoke, Massachusetts 01140

Wednesday, May 22, 2019
6:30 P.M. to 7:30 P.M.

Community Rowing
150 Parkers Boulevard
20 Nonantum Road
Brighton, Massachusetts 02135

Thursday, May 30, 2019
7:00 P.M. to 8:00 P.M.

Verbal and written testimony may be presented at the public hearing; however, parties are requested to provide written copies of their oral testimony. Written comments will be accepted beginning May 13, 2019 and continue until 5:00 P.M. on June 7, 2019. Please submit written comments to Laura Dietz via mail to Department of Conservation and Recreation, 251 Causeway Street, Boston, Massachusetts 02114 or electronically to reggs.comments@state.ma.us

A copy of the proposed regulation may be viewed on the Department's website (<https://www.mass.gov/files/documents/2019/04/12/302cmr19.pdf>), or obtained from Michael Tencellent by calling (617) 626-1303 or by sending a request via e-mail to michael.tencellent@mass.gov

CITY OF WORCESTER
PURCHASING DIRECTOR

Sealed bids for items listed will be received on dates specified below in the Purchasing Division, Room 201, City Hall, 455 Main Street until 10:00 A.M. and at that time publicly opened. Read, Bid forms may be obtained at Room 201 on dates shown below or by download from website www.worcesterma.gov. The City reserves the right to reject any and all bids. The City of Worcester is an Equal Opportunity/Affirmative Action Employer and has established goals for business participation of minorities and women.

CITY OF WORCESTER, by Christopher J. Gagliastro, Purchasing Director

Bid No.	Bid Forms Available on	Description	Bid Opening Date
7177-W9	5/15/2019	City Hall Office Renovations (ADA) - EAM	5/31/2019
			May 15, 2019

MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Jeffery P. DeCoff to Bank of America, N.A. dated May 5, 2006 and recorded with the Worcester County (Worcester District) Registry of Deeds, in Book 59103, Page 48, as assigned by Assignment of Mortgage dated February 24, 2017 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 57302, Page 262, and as assigned by Assignment of Mortgage dated January 11, 2019 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 59942, Page 95, and as assigned by Confirmatory Assignment of Mortgage dated February 12, 2019 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 60065, Page 303, of which mortgage the undersigned is the present holder for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 12:00 P.M. on May 22, 2019 at the premises known as 153 Park Terrace, Spencer, Massachusetts, the premises described in said mortgage, together with all the rights, easements, and appurtenances thereto, to wit:

All that certain property situate in Spencer, County of Worcester, Commonwealth of Massachusetts, being more particularly described in a Deed recorded on 01/30/2001 in Book 64443, Page 18, among the land records of the County set forth above.

The land with the buildings thereon in Spencer, Worcester County, Massachusetts more particularly bounded and described as follows:

Beginning at an iron pin in the northerly line of Brown Street, at a point 100 feet easterly of the intersection of said street line with the easterly line of Grove Street, said point marking the southwest-easterly corner of the land to be foreclosed, to the southeasterly corner of land now or formerly of P.A. Fortin;

Thence N. 3 deg. E., by said Fortin land, 103.44 feet to land formerly of Eliza Keely;

Thence S. 89 deg. 37' E., 48 ½ feet to a drill hole in the corner of the walls at land now or formerly of Gerald H. McMullen;

Thence S. 3 deg. W., on a wall by said McMullen land, 105.6 feet to Brown Street;

Thence westerly by said street, 48 ½ feet to the place of beginning.

Containing about 5,068 square feet of land.

Terms of Sale: These premises are being sold subject to any and all unpaid real estate taxes, water rates, municipal charges and assessments, condominium charges, expenses, costs, and assessments, if applicable, federal tax liens, partition wall rights, statutes, regulations, zoning, subdivision control, or other municipal ordinances or bylaws respecting land use, configuration, building or approval, or bylaws, statutes or ordinances regarding the presence of lead paint, asbestos or other toxic substances, sanitary codes, housing codes, tenancy, and, to the extent that they are recorded prior to the above mortgage, any easements, rights of way, restrictions, confirmation or other matters of record.

Purchaser shall also bear all state and county deeds excise tax. The deposit of \$10,000.00 is to be paid in cash or bank or certified check at the time and place of the sale, with the balance of the purchase price to be paid by bank or certified check within forty-five (45) days after the date of the sale, to be deposited in escrow with Guetta and Benson, LLC, at 73 Princeton Street, Suite 208, North Chelmsford, Massachusetts.

In the event that the successful bidder at the foreclosure sale shall default in purchasing the within described property according to the terms of the Notice of Sale and/or the terms of the Memorandum of Sale executed at the time of the foreclosure, the Mortgagee reserves the right to sell the property by foreclosure deed to the second highest bidder or, thereafter, to the next highest bidder, providing that said bidder shall deposit with said attorney, the amount of the required deposit as set forth herein within five (5) business days after written notice of the default of the previous highest bidder.

Other terms, if any, are to be announced at the sale.

Dated: April 24, 2019
Present holder of said mortgage
Wilmington Savings Fund Society, F.S.B. as Trustee of the Residential Credit Opportunities Trust V-C
by its Attorneys
Guaetta and Benson, LLC
Peter V. Guetta, Esquire
P.O. Box 519 Chelmsford, MA 01824
May 01, 08, 15, 2019

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

15 Piccadilly Way
Westborough, Massachusetts

By virtue and in execution of the Power of Sale contained in a certain Mortgage given by Donna L. Alexander to CIT Small Business Lending Corporation dated June 25, 2007, and recorded in book 41382 at page 369 on June 26, 2007, with the Worcester District Registry of Deeds, of which mortgage Ready Capital Corporation f/k/a ReadyCap Lending, LLC, is the present holder by assignment dated effective June 7, 2014, and recorded with the registry district on October 14, 2014, in book 52911 at page 88, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 12:00 a.m. on the 20th day of May, 2019, at the premises, all and singular the premises described in said mortgage,

To wit:

Lot 10-1 of a "Plan of Land in Westborough, MA (Worcester County) Scale 1 inch = 40 feet, Dated December 1, 1992, Beale & Thomas, Inc., Two Westborough Business Park, 200 Fridger Parkway, Westborough, Massachusetts 01581-0911," said land is recorded in the Worcester District Registry of Deeds, Plan Book 668, Plan 77.

Said premises are conveyed subject of any and all other rights, easements and restrictions of record insofar as the same are in force and applicable to the subject premises, including, but not limited to a Declaration of Piccadilly Open Space Trust dated July 30, 1993, recorded with Worcester District Registry of Deeds, Book 15445, Page 263.

Said premises are conveyed together with the right of Grantor, common with others lawfully entitled thereto, to use and pass on and over Piccadilly Way, so called, for all purposes and in such manner as roads and public ways are commonly used in the Town of Westborough and to the rights of others in said roadways for all street purposes.

Premises are subject to a ten (10) foot wide easement across the portion of Lot 10-1 adjacent to Piccadilly Way for the purposes of maintaining, installing, repairing or altering utility service.

For title see Deed in Book 31230, Page 158.

The premises to be sold and conveyed subject to and with the benefit of all rights, rights of way, easements, restrictions, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water/sewer liens and any other municipal liens or assessments or existing encumbrances of record which are in force and are applicable having priority over said mortgage, whether or not referred to such restrictions, easements, improvements, liens or encumbrances is made in the deed. Please note that the following liens/mortgages are recorded on the subject premises being foreclosed hereunder: (1) HarborOne Credit Union dated September 30, 2005, recorded in book 37492 at page 210 in the original principal amount of \$515,000.00; and (2) HarborOne Credit Union dated February 15, 2007, recorded in book 40777 at page 183 in the maximum original principal amount of \$57,000.00.

TERMS OF SALE: Deposit of Twenty Thousand Dollars (\$20,000.00) in cash, certified check or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at the law office of Brockmann Law, LLC, 400 Westminster Street, Suite 200, Providence, Rhode Island 02903 within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. In the event of an error in this publication, the description of the premises contained in said mortgage shall control. Other terms and conditions, if any, will be announced at the sale.

READY CAPITAL CORPORATION,
Present holder of said mortgage
By its attorneys:
BROCKMANN LAW, LLC,
400 Westminster Street, Suite 200
Providence, Rhode Island 02903
(401) 274-1155

April 24, May 01, 08, 15, 2019

LEGAL NOTICES**MORTGAGEE'S SALE OF REAL ESTATE**

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Anne S. St. Louis to "MERS", Mortgage Electronic Registration Systems, Inc., a separate corporation that is acting solely as nominee for Solstice Capital Group, Inc., "Lender", and its successors and assigns dated October 25, 2007 and recorded with the Worcester County (Worcester District) Registry of Deeds, in Book 37790, Page 181, as assigned by Assignment of Mortgage dated June 6, 2011 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 47544, Page 123, of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 2:00 P.M. on May 22, 2019, on the premises known as 25 Park Terrace, Uxbridge, Massachusetts, the premises described in said mortgage, together with all the rights, easements, and appurtenances thereto, to wit:

The land in said Uxbridge, Worcester County, Massachusetts with the buildings thereon on the West-erly side of Pleasant Street, and on the Northerly side of a right of way 20 feet wide as shown on a plat of the land of the same name, recorded with the Francis J. Brennan, Surveyor, Recorded with Worcester District Registry of Deeds in Plan Book 136, Plan 91, bounded and described as follows: Beginning at a stone bound at the Northeast corner of the premises herein described, said bound being also a corner of land now or formerly of William Chase and Helen Taft;

Thence, S. 79 Degrees (sixty) E. by said Helen Taft land 162.61 feet to a drill hole in the wall in said land now or formerly of Pullan;

Thence, S. 16 Degrees W. by said Pullan's land 202.68 feet to a stake on the Northerly line of said right of way;

Thence, N. 81 Degrees 30' W. with the Northern line of said right of way 164 feet to a drill hole in the wall at land of said Chase;

Thence, N. 16 Degrees E. by said Chase land 232.94 feet to the point of beginning.

Containing 35,910 square feet, more or less.

To be sold with a right of way for all purposes over said right of way 20 feet wide along the Southerly line of the granted premises and extending Easterly to Pleasant Street.

* recited as 73 degrees on Deed in Book 22607, Page 149.

Terms of Sale: These premises are being sold subject to any and all unpaid real estate taxes, water rates, municipal charges and assessments, condominium charges, expenses, costs, and assessments, if applicable, federal tax liens, partition wall rights, statutes, regulations, zoning, subdivision control, or other municipal ordinances or bylaws respecting land use, configuration, building or approval, or bylaws, statutes or ordinances regarding the presence of lead paint, asbestos or other toxic substances, sanitary codes, housing codes, tenancy, and, to the extent that they are recorded prior to the above mortgage, any easements, rights of way, restrictions, confirmation or other matters of record.

Purchaser shall also bear all state and county deeds excise tax. The deposit of \$10,000.00 is to be paid in cash or bank or certified check at the time and place of the sale, with the balance of the purchase price to be paid by bank or certified check within forty-five (45) days after the date of the sale, to be deposited in escrow with Guetta and Benson, LLC, at 73 Princeton Street, Suite 208, North Chelmsford, Massachusetts.

In the event that the successful bidder at the foreclosure sale shall default in purchasing the within described property according to the terms of this Notice of Sale and/or the terms of the Memorandum of Sale executed at the time of the foreclosure, the Mortgagee reserves the right to sell the property by foreclosure deed to the second highest bidder or, thereafter, to the next highest bidder, providing that said bidder shall deposit with said attorney, the amount of the required deposit as set forth herein within five (5) business days after written notice of the default of the previous highest bidder.

Other terms, if any, are to be announced at the sale.

Dated: April 25, 2019
Present holder of said mortgage

The Bank of New York Mellon f/k/a The Bank of New York, as Trustee for the Certificateholders CWABS, Inc., Asset-Backed Certificates, Series 2007-1, is offering for sale the following property by its Attorneys
Guaetta and Benson, LLC
Peter V. Guetta, Esquire
P.O. Box 519
Chelmsford, MA 01824
May 01, 08, 15, 2019

TOWN OF SOUTHBURIDGE**PUBLIC NOTICE**
CENTRAL STREET PARKING LOT
IMPROVEMENTS (PHASE II)
INVITATION TO BID

Location of Work: Town of Southbridge, Massachusetts. Sealed Bids for construction of the Central Street Parking Lot Improvements (Phase II) project will be received at the office of the Town Manager, Town Hall, 308 Main Street, Southbridge, Massachusetts until 1:00 p.m., May 30, 2019 at which time and place all bids will be publicly opened and bids received after that time will not be considered. The Central Street Parking Lot Improvements (Phase II) project involves the following major items of reconstruction of the Central Street Parking Lot set. Approximately 300+/- square yard of stamped and colored concrete driveway/walkway/plaza and 112+/- square yard of concrete pavement walkway construction, 1,850+/- linear feet of granite curb, electrical utility, landscape features, planting and associated site work as specified within the Contract Drawings.

The work is estimated to cost \$633,390 including all three Alternates.

Contract Documents may be viewed and downloaded as a Portable Document Format (PDF) file free of charge at www.accentblueprints.com, on or after May 15, 2019. Copies may be obtained for free by completing an order online or calling 978-267-1252. The County of Worcester has selected the item or items deemed advisable for the best interests of the TOWN for all workers assigned to this project.

This project is being funded by a CDBG Grant from the Massachusetts Department of Housing and Community Development. Bids are subject to Chapter 30A Sections 39A, to Federal Labor Provisions, and to Massachusetts minimum wage rates as required by M.G.L. Chapter 149- Sections 26 to 27H inclusive, or by the Davis/Bacon Wage Rate Act, whichever is more favorable. The requirements of Title VI of the Civil Rights Act of 1964, Section 3 of the Housing and Urban Development Act of 1968 and the town is an Equal Opportunity Employer.

Successful bidder must furnish a 100% **PERFORMANCE and PAYMENT BOND** and will be required to execute the Contract Agreement with the Town within five (5) days following notification of the acceptance of his Bid. The **OWNER** reserves the right to reject any or all bids, to accept any bid, to waive any informality of bids received, to omit any item or items deemed advisable for the best interests of the **OWNER**. All costs associated with the preparation of the bids shall be the responsibility of the bidder. The Town reserves the right to award Contract is awarded. OSHA cards shall be submitted to the Town for all workers assigned to this project.

Envelopes must be clearly marked "BID - CENTRAL STREET PARKING LOT IMPROVEMENTS (PHASE II)".

Office of Town Manager

May 15, 2019

Northborough Public School District
Request for Proposal
Installation and Integration of VoIP
at Northborough Public Schools

The Northborough Public School District is soliciting proposals for installation and integration of VoIP Telephone Systems at Northborough Public Schools.

The District has elected to use the RFP process because it will enable the district to provide higher ratings to firms who have experience in providing similar services to other clients.

All proposal documents may be obtained at the Office of the Superintendent, or by calling 508-486-5115 x71252, or emailing complete contact details to joncasensboro.k12.ma.us

A pre-bid meeting will take place on Wednesday, May 22, 2019 beginning at 10:00a.m. Potential bidders should contact the Office of the Superintendent at 517 Lincoln Street, Northborough, MA, and will proceed to all schools as a group.

Proposals must be submitted on or before **Wednesday, June 5, 2019 at 10:00a.m.** to the Office of the Superintendent, Northborough Public School District, 513 Parkerville Road, Southborough, MA 01772.

The School Committee reserves the right to reject any and all proposals and to waive any informality in bidding and to make the award as appears to be the best interests of the Northborough Public School District.

Northborough Public School District
Christine M. Johnson,
Superintendent of Schools
May 15, 2019

Conservation Commission**Notice of Public Hearing**

The Oxford Conservation Commission will hold a Public Hearing on Wednesday, May 22, 2019 at 7:25 p.m. at the Conservation Commission, 517 Headquarters, 450 Main Street, Oxford, for a Request for Determination of Applicability filed by Wade Martin, in accordance with MGL Chapter 149, Section 26-27H. The subject of the construction of an addition at 76 Ennis Road, North Oxford, MA. This notice may also be viewed at <http://masspublicnotice.org>.

Robert Manuel, Chairman
May 15, 2019

LEGAL NOTICES**MORTGAGEE'S SALE OF REAL ESTATE**

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Robert J. Allard to "MERS", Mortgage Electronic Registration Systems, Inc., a separate corporation that is acting solely as nominee for "Lender" Metrocities Mortgage, LLC and its successors and assigns dated March 26, 2009 and recorded with the Worcester County (Worcester District) Registry of Deeds, in Book 44022, Page 286, as assigned by Assignment of Mortgage dated March 23, 2012 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 48749, Page 48, and as assigned by Assignment of Mortgage dated November 14, 2016 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 54650, Page 305, and assigned by Assignment of Mortgage dated November 22, 2016 and recorded with Worcester County (Worcester District) Registry of Deeds, Book 54650, Page 324, of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 11:00 a.m. on May 22, 2019, on the premises known as 76 Stallion Hill Road, Sturbridge (Fiskdale), Massachusetts, the premises described in said mortgage, together with all the rights, easements, and appurtenances thereto, to wit:

The land and buildings situated in Sturbridge, Worcester County, Massachusetts, being known as Lot 1 designated as Lot 7-8 on Plan "From A Plan of Lots 1 & 2 located at 76-78 Stallion Hill Road, Sturbridge, MA., C.M. Soper, R.J. Allard & R.P.A. Choquette-Owner of Record, recorded with the Worcester County (Worcester District) Registry of Deeds, Plan Book 619, Plan 77, said land being more particularly bounded and described as follows:

Beginning at a stone bound at the Northeast corner of the heretidescribed premises;

Thence S. 79 00' 00" W., along the westerly side of Stallion Hill Road, 104 feet to an iron pin;

Thence S. 79 51' 40" W., by a stone wall running along the westerly side of Stallion Hill Road, 161.24 feet to an iron pin;

Thence N. 03 32' 33" E., along Lot 1 as shown on the above described plan, 242.30 feet to an iron pin;

Thence N. 73 35' 05" E., along land now of formerly of Robert Warlick, 200.89 feet to an iron pin;

Thence S. 11 00' 00" E., along land now or formerly of 253.00 feet to the point of beginning.

Containing 1,2831 acres.

Terms of Sale: These premises are being sold subject to any and all unpaid real estate taxes, water rates, municipal charges and assessments, condominium charges, expenses, costs, and assessments, if applicable, federal tax liens, partition wall rights, statutes, regulations, zoning, subdivision control, or other municipal ordinances or bylaws respecting land use, configuration, building or approval, or bylaws, statutes or ordinances regarding the presence of lead paint, asbestos or other toxic substances, sanitary codes, housing codes, tenancy, and, to the extent that they are recorded prior to the above mortgage, any easements, rights of way, restrictions, confirmation or other matters of record.

Purchaser shall also bear all state and county deeds excise tax. The deposit of \$10,000.00 is to be paid in cash or bank or certified check at the time and place of the sale, with the balance of the purchase price to be paid by bank or certified check within forty-five (45) days after the date of the sale, to be deposited in escrow with Guetta and Benson, LLC, at 73 Princeton Street, Suite 208, North Chelmsford, Massachusetts.

In the event that the successful bidder at the foreclosure sale shall default in purchasing the within described property according to the terms of this Notice of Sale and/or the terms of the Memorandum of Sale executed at the time of the foreclosure, the Mortgagee reserves the right to sell the property by foreclosure deed to the second highest bidder or, thereafter, to the next highest bidder, providing that said bidder shall deposit with said attorney, the amount of the required deposit as set forth herein within five (5) business days after written notice of the default of the previous highest bidder.

Other terms, if any, are to be announced at the sale.

Dated: April 24, 2019
Present holder of said mortgage

Bayview Loan Servicing, LLC
by its Attorneys
Guaetta and Benson, LLC
Peter V. Guetta, Esquire
P.O. Box 519
Chelmsford, MA 01824
May 01, 08, 15, 2019

Legal Advertisement**TOWN OF STURBRIDGE**
INVITATION TO BID
GOODS & SERVICES-
FISCAL YEAR 2020

The Town of Sturbridge, Massachusetts is accepting sealed bids for Paving & Road Materials in accordance with the specifications established by the Town of Sturbridge, Massachusetts. The bids will be received at the Office of the Town Administrator, Town Hall, 308 Main Street, Sturbridge, MA 01566 until 10:30 am local time for Paving & Road Materials Sections I-VI on May 30, 2019, and at the time the bids will be publicly opened and read. Each bid must be sealed in an envelope and clearly marked "GOODS & SERVICES" w/Date and Time of Bid opening and Section Number. A bid bond of ten percent of the estimated value bid is required for items included in Sections I and II.

Bid forms and specifications may be obtained from the Office of the Highway Department by normal working hours from 7:30 am to 12:00 pm and 12:30 pm to 3:00 pm, Monday - Friday.

No bid may be withdrawn within thirty (30) days after the opening thereof. The Town of Sturbridge reserves the right to waive any informality, and reserves the right to reject any and all bids, wholly, or in part, and to accept any bid or part thereof, deemed by it to be in the best interest of the Town. Successful bidder must comply with all the provisions of M.G.L., Chapter 149, and Sections 26-27F. The requirements of weekly certified payroll will be required closely followed by Sections 13 through 2.8 must be pre-qualified by the Massachusetts Highway Department by the bid opening dates.

TOWN OF STURBRIDGE
Jeff Bridges
Town Administrator
May 08, 15, 2019

Commonwealth of Massachusetts**The Trial Court**
Probate and Family Court

Docket No. WO19P1420EA

Worcester Probate and Family Court
225 Main Street, Worcester, MA 01608
(508) 831-2200

CITATION ON PETITION FOR FORMAL ADJUDICATION

Estate of: Elias Atamian

Date of Death: 02/07/2019

To all interested persons: A Petition for **Formal Probate of Will with Appointment of Personal Representative** has been filed on by **Edward C. Atamian of Shrewsbury, MA** requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition. The Petitioner requests that: **Edward C. Atamian of Shrewsbury, MA** and **Elias A. Atamian of Worcester, MA** be appointed as Personal Representative(s) of said estate to serve **Without Surety** on the bond in an **unsupervised** administration.

IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of 05/28/2019.
This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an UNSUPERVISED ADMINISTRATION UNDER CODE (MUPC).
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Hon. Leilah A. Keamy, First Justice of this Court.
Date: May 02, 2019
Stephanie K. Fattman, Register of Probate
May 15, 2019

TOWN OF SHREWSBURY**Invitation to Bid**

Sealed bids are requested by the Town Manager for miscellaneous electrical work and repairs at the buildings and pump station. The work is needed basis for the Town of Shrewsbury Water and Sewer Department for a one year period or until the value of work completed meets the value of the contract. The Town reserves the right to extend the contract for a second and third year.

Specifications may be obtained at the Water and Sewer Department, 100 Maple Ave, Shrewsbury, MA 01545 during normal business hours or via email request to the Superintendent at rtoszek@shrewsburyma.gov.

Bids shall be sealed and appropriately marked "Miscellaneous Electrical Work and Repairs" will be received in the Office of the Town Manager, 100 Maple Avenue, Shrewsbury, MA 01545, until 11:00 a.m., on Thursday, May 30, 2019, at which time and place they will be publicly opened and read aloud.

Attention is called to minimum wage rates to be paid on the work as determined by the Department of Labor Standards under the provisions of the Massachusetts General Laws, Chapter 149 Section 26 to 27H inclusive.

No bidder may withdraw his bid within (30) days after the date designated above for the filing of bids. The Town reserves the right to reject any and all bids, wholly or in part, and to accept any bid or part thereof deemed by it to be in the best interest of the Town.

TOWN OF SHREWSBURY
Kevin J. McKee
Town Manager
May 15, 2019

LEGAL NOTICES**CITY OF WORCESTER**

PURCHASING DIVISION BID NO. **7171-W9**

Sealed Bids for Miscellaneous Public Works Construction (M19-6) / DPW & Parks will be received in the Purchasing Division, Room 201, City Hall, 455 Main St., Worcester, MA 01608 until 10:00 A.M. Local Time May 31, 2019 and at that time publicly opened and read.

Bids may be obtained from 8:30 A.M. - 5:00 P.M. weekdays or downloaded from website: www.worcesterma.gov

Attention is called to the minimum wage rates to be paid on the work as determined by the Commissioner of Labor and Industries under the provisions of General Laws, Chapter 149, Sections 26 to 27G, inclusive.

All bids for this project are subject to the provisions of General Laws

NOTICE IS HEREBY GIVEN OF A COMMUNITY
OUTREACH MEETING FOR A PROPOSED
MARIJUANA ESTABLISHMENT,
BY MAINELY PRODUCTIONS LLC
The Proposed Marijuana Establishment is antici-
pated to be located at:
660 Douglas Street
Uxbridge, MA 01569

The meeting will take place on May 22, 2019 at
6:30PM at:
Uxbridge Town Hall
21 South Main Street
Uxbridge, MA 01569

There will be an opportunity for the public to
ask questions.
5/14/2019

ATTACHMENT B

MAY 6 '19 PM 2:20

Notice of Public Meeting

Received by
Uxbridge
Town Clerk

**Notice is hereby given that a Community Outreach Meeting
for a Proposed Marijuana Establishment,
by Mainely Productions, LLC, is scheduled for:**

Date

May 22, 2019

Time

6:30PM

Location

Uxbridge Town Hall
21 South Main Street
Uxbridge, MA 01569

**The Proposed Marijuana Establishment
is anticipated to be located at:**

**660 Douglas Street
Uxbridge, MA 01569**

There will be an opportunity for the public to ask questions.

ATTACHMENT C

Notice of Public Meeting

**Notice is hereby given that a Community Outreach Meeting
for a Proposed Marijuana Establishment,
by Mainely Productions, LLC, is scheduled for:**

Date

May 22, 2019

Time

6:30PM

Location

Uxbridge Town Hall
21 South Main Street
Uxbridge, MA 01569

**The Proposed Marijuana Establishment
is anticipated to be located at:**

**660 Douglas Street
Uxbridge, MA 01569**

There will be an opportunity for the public to ask questions.

We have met with local Fire, Police, Public Works, Water, Planning Department and elected officials. The property is in a zoning district that allows such use by local permitting; and the municipality issued a Community Host Agreement. We will continue to work with local officials, the respective boards of health, Selectmen and City Council, Fire, Police, building and planning departments and inspectors, to ensure that our facility continue to comply with all local, codes, ordinances and bylaws.

Adult Use Marijuana Establishments are allowed by-right in the Town of Uxbridge as provided by the following zoning by-laws:

**§400-23 Marijuana establishments, and medical marijuana treatment centers
Establishments, and Medical Marijuana Treatment Centers**

A. Definitions

Under Chapter 400, ZONING BYLAWS, the following definitions shall be provided:

1. Consumer - a person who is at least 21 years of age.
2. Host Community – The Town of Uxbridge.
3. Host Community Agreement (HCA) – an agreement setting forth the conditions to have a marijuana establishment or medical marijuana treatment center located within the host community which shall include, but not be limited to, all stipulations of responsibilities between the host community and the marijuana establishment or a medical marijuana treatment center.
4. Marijuana - all parts of any plant of the genus Cannabis, not excepted below and whether growing or not; the seeds thereof; and resin extracted from any part of the plant; and every compound, manufacture, salt, derivative, mixture or preparation of the plant, its seeds or resin including tetrahydrocannabinol as defined in Section 1 of Chapter 94C of the Massachusetts General Laws, provided that Marijuana' shall not include:
 - a. The mature stalks of the plant, fiber produced from the stalks, oil, or cake made from the seeds of the plant, any other compound, manufacture, salt, derivative, mixture or preparation of the mature stalks, fiber, oil, or cake made from the seeds of the plant or the sterilized seed of the plant that is incapable of germination.
 - b. Hemp; or
 - c. The weight of any other ingredient combined with marijuana to prepare topical or oral administrations, food, drink or other products.
5. Marijuana cultivator - an entity licensed to cultivate, process and package marijuana, to deliver marijuana to marijuana establishments and to transfer marijuana to other marijuana establishments, but not to consumers.

6. Marijuana establishment - a marijuana cultivator, marijuana testing facility, marijuana research facility, marijuana product manufacturer, marijuana retailer or any other type of licensed marijuana-related business.

7. Medical marijuana treatment center - shall mean an entity, as defined by Massachusetts law only, that acquires, cultivates, possesses, processes (including development of related products such as food, tinctures, aerosols, oils, or ointments), transfers, transports, sells, distributes, dispenses, or administers marijuana, products containing marijuana, related supplies, or educational materials to qualifying patients or their personal caregivers.

8. Marijuana testing facility - an entity licensed to test marijuana and marijuana products, including certification for potency and the presence of contaminants.

9. Marijuana research facility – an entity licensed to cultivate, purchase or acquire marijuana to conduct research regarding marijuana and marijuana products.

10. Marijuana products - products that have been manufactured and contain marijuana or an extract from marijuana, including concentrated forms of marijuana and products composed of marijuana and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils and tinctures.

11. Marijuana product manufacturer - an entity licensed to obtain, manufacture, process and package marijuana and marijuana products, to deliver marijuana and marijuana products to marijuana establishments and to transfer marijuana and marijuana products to other marijuana establishments, but not to consumers.

12. Marijuana retailer - an entity licensed to purchase and deliver marijuana and marijuana products from marijuana establishments and to deliver, sell or otherwise transfer marijuana and marijuana products to marijuana establishments and to consumers.

A. Number of Marijuana Establishments and Medical Marijuana Treatment Centers

1. The maximum number of marijuana retailers shall be no more twenty percent (20%) the total number of licenses which have been issued within Uxbridge for the retail of alcoholic beverages not to be drunk on the premises for the preceding fiscal year, or three in total, whichever the greater.

2. The maximum number of marijuana cultivators, marijuana testing facilities, research facilities, marijuana product manufacturer or any other type of licensed marijuana-related business (exclusive of marijuana retailers or marijuana treatment centers) shall be no more than twelve (12) in total.

3. The maximum number of medical marijuana treatment centers shall be no more than three (3).

B. Location and Uses

Marijuana establishments or medical marijuana treatment centers are prohibited in all zoning districts, except as otherwise permitted by these Bylaws, following the standards herein:

1. The Board of Selectman shall negotiate and execute a Host Community Agreement (HCA) with the proposed marijuana establishment or medical marijuana treatment center.
2. Any marijuana establishment or medical marijuana treatment center must be located within whichever district permissible under Appendix A, Table of Use Regulations.
3. Said uses shall additionally not be located within seven hundred fifty (750) feet from the nearest school providing education for grades K-12
The distances specified above shall measure by straight line from the nearest corner of the building on which the proposed said use is to be located, to the nearest boundary line to the nearest property line of the school.
4. Except during transportation, marijuana or marijuana products held at any marijuana establishment or medical marijuana facility shall be located within a secure indoor facility.
5. No use covered herein shall be allowed to disseminate or offer to disseminate marijuana products or product advertising to minors or to allow minors to view displays or linger on the premises, except for medical marijuana treatment centers.
6. No use covered herein shall be allowed to have a freestanding accessory sign in the Town of Uxbridge.

C. Enforcement and Violations

The Board of Selectmen, or its designee, shall enforce these regulations and may pursue all available remedies for violations or take any other action relative thereto. Violations of any provision of this Bylaw may be addressed administratively, by non-criminal disposition as provided in MGL Chapter 40 Section 21D with fine of three hundred dollars (\$300) per violation; or prosecuted through criminal complaint procedure. Each day a violation occurs shall be considered a separate violation hereunder.

D. Municipal Charges Lien

If any fine remains unpaid after six (6) months from its due date, it shall become a Municipal Charge Lien pursuant to the provisions of M.G.L. Chapter 40, Section 58. If the bill(s) remains unpaid when the Assessors are preparing a real estate tax list and warrant to be committee under MGL Chapter 59, Section 53, the Board or officer in charge of the collection of the municipal fee or charge shall certify such charge or fee to the Assessors, who shall add such to the tax bill on the property to which it relates and commit it with their warrant to the Tax Collector as part of such tax bill.

E. Validity and Severability

The invalidity of one or more sections, subsections, clauses or provisions of this bylaw shall not invalidate or impair the bylaw as a whole or any other part thereof.

CHAPTER 60

MARIJUANA LICENSE

§ 60-1. Only licensed facilities

§ 60-2. Rules and Regulations

§ 60-3. Application

§ 60-4. Timeframe

§ 60-5. Decision

§ 60-6. Enforcement and Fines

§ 60-7. Home Rule Amendment

§60-1. Only licensed facilities No person shall carry on the business cultivate, process, package, deliver, obtain, manufacture, process, package, brand, sell or otherwise transfer, or test marijuana or marijuana products, or otherwise operate a Marijuana Establishment as defined by Massachusetts General Laws Chapter 94G within the Town unless first duly licensed thereof by the Board of Selectmen.

§60-2: Rules and Regulations The Board may adopt reasonable rules and regulations related to the issuance of such licenses, including the fees to be paid therefore and the conditions to be satisfied by any applicant for such a license.

§60- 3. Application Applicants for a license shall file an application on a form by the Board of Selectmen, signed under the penalties of perjury by the applicant, containing such information as the Board of Selectmen may reasonably require from time to time. Each applicant shall pay an application fee as may be reasonably determined from time to time by the Board of Selectmen.

§60-4. Timeframe The Board of Selectmen must act upon the application at one of their next two regularly scheduled meetings, holding a public hearing thereon, with due written notice provided to the applicant of the time, date and location where such hearing will be heard.

§60-5. Decision The Board of Selectmen may approve, deny or approve the application with conditions. Such decision shall be based on the evidence taken at the public hearing, consistent with the protection of the health, safety and welfare of the public, and consistent with the regulations promulgated by such board.

§60-6. Enforcement and Fines The Board of Selectmen may issue orders as appropriate to aid in the enforcement of this regulation and may enforce these provisions in equity, including the request for injunctive relief, in a court of competent jurisdiction. Any failure to comply with any Order issued hereunder shall result in the issuance of a formal warning. Any failure to comply with such a warning shall result in a fine of \$100.00. Any failure to comply

after the issuance of said initial fine may be punishable by a subsequent fine of \$300.00. Each day of a continued non-compliance shall constitute a separate violation. Further, the Board of Selectmen may hold a hearing, with notice to the licensee, to determine if such license should be modified, suspended or revoked.

§60- 7: Home Rule Amendment [art. 89 of the Amendments to the Massachusetts Constitution]; Charter, Article 3, Section 2(c), Massachusetts General Laws, Chapter 94G, § 3, 935 CMR 500.000.

September 25, 2023

Town Clerk Kelly Cote
21 South Main Street
Uxbridge, MA 01569

Sent by web form at <https://www.uxbridge-ma.gov/user/180/contact>.

Re: Mainely Productions, LLC - Notice of Renewal of State Cannabis License

Dear Clerk Kote:

Please be advised that as a condition of Mainely Productions, LLC's state cannabis license renewal application, the Cannabis Control Commission requires Mainely Productions, LLC submit documentation that it requested from its Host Community the records of any cost to the Host Community, whether anticipated or actual, resulting from the licensee's operation within its borders, and any response received from the Host Community in connection with such request.

Accordingly, please accept this correspondence as our formal request to the Town of Uxbridge to produce the records of any cost to Uxbridge, whether anticipated or actual, resulting from Mainely Productions, LLC's operation within the borders of Uxbridge. Please note that a copy of this correspondence along with any response received from the town, or barring receipt of any response, an attestation to that effect, shall be submitted to the Cannabis Control Commission.

Note that M.G.L. c. 94G, § 3(d) requires that any cost to the town imposed by the operation of a Marijuana Establishment be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Sincerely, on behalf of my client Mainely Productions, LLC,

Quinn Heath, Esq.
Associate
The Mensing Group LLC
Quinn@MensingGroup.com | (617) 468-8343
BBO: #709258

MUNICIPAL RESPONSE STATUS ATTESTATION

I, Michael Cimino, authorized representative of Mainely Productions, LLC ("Mainely"), state that Mainely made the attached request to the Town Clerk of Uxbridge through counsel for Mainely on September 25, 2023. As of the date listed below, a response has not been received by Mainely or its counsel. If any response is received while this application is pending, it will be submitted as a supplement to this application.

Michael Cimino

Michael Cimino, its authorized representative
Mainely Productions, LLC

Date: October 12, 2023

Mainely Productions, LLC

September 25, 2023

Town Clerk Kelly Cote
21 South Main Street
Uxbridge, MA 01569

Sent by web form at <https://www.uxbridge-ma.gov/user/180/contact>.

Re: Mainely Productions, LLC - Notice of Renewal of State Cannabis License

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Please be advised that as a condition of Mainely Productions, LLC's state cannabis license renewal application, the Cannabis Control Commission requires Mainely Productions, LLC submit documentation that it requested from its Host Community the records of any cost to the Host Community, whether anticipated or actual, resulting from the licensee's operation within its borders, and any response received from the Host Community in connection with such request.

Accordingly, please accept this correspondence as our formal request to the Town of Uxbridge to produce the records of any cost to Uxbridge, whether anticipated or actual, resulting from Mainely Productions, LLC's operation within the borders of Uxbridge. Please note that a copy of this correspondence along with any response received from the town, or barring receipt of any response, an attestation to that effect, shall be submitted to the Cannabis Control Commission.

Note that M.G.L. c. 94G, § 3(d) requires that any cost to the town imposed by the operation of a Marijuana Establishment be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Sincerely, on behalf of my client Mainely Productions, LLC,

Quinn Heath, Esq.
Associate
The Mensing Group LLC
Quinn@MensingGroup.com | (617) 468-8343
BBO: #709258

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

OVERVIEW

In an effort to promote and encourage full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities, this plan has been developed to benefit Massachusetts residents who have past drug convictions, and Massachusetts residents with parents or spouses who have drug convictions.

Generally, the Company will work to:

- Help generate jobs.
- Increase the community's tax base.
- Provide new revenue for the community through a host agreement.
- Support community public safety and recreational activities.
- Employ thoughtful hiring practices.

We believe that one of the best ways we, as an employer in our community, can help residents who have past drug convictions is to extend opportunities to people reentering the workforce after completing their sentences. While most employers are not willing to provide people with criminal records a chance to earn a living, we believe that providing second chances is a great way to benefit people with criminal records and the community at large.

We understand that workers with past drug convictions, and workers with parents or spouses who have drug convictions can add value to our company. We believe this because:

- These workers have served their time.
- They work extremely hard.
- They are typically local.
- This is an opportunity for our company to provide a rare opportunity.

GOALS

As an applicant applying for any Marijuana Establishment license, and to provide community benefits and positively impact disproportionately impacted communities, the primary goals and objectives of our plan are to:

- Focus our hiring practices and efforts to work to employ 30% of workers with past drug convictions, and workers with parents or spouses who have drug convictions.

PROGRAMS

Our **EMPLOYMENT FIRST PROGRAM** will ensure that our hiring practices FIRST seek to employ workers with past drug convictions, and workers with parents or spouses who have drug convictions; and to provide promotions and advanced responsibility for these workers by promoting from within our company when at all possible. To this end, we will host job fairs in areas within 30 miles of our marijuana establishment. Additionally, we will post our hiring opportunities with appropriate

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

organizations like JobsForFelonsHub.com where every month roughly 80,000 people visit the website, and 60,000 of them are visiting for the first time. We will hold job affairs and post hiring opportunities every time we need to hire from outside the company.

MEASUREMENTS

In an effort to properly assess the progress and success of our effort to promote and encourage full participation in the regulated cannabis industry by individuals with past drug convictions, and with parents or spouses who have drug convictions, and to positively impact this specific community, we will measure the progress and success of this plan on a quarterly basis and at least annually (one year from provisional licensure, and each year thereafter) upon renewal.

Our efforts to implement, monitor and measure this plan will be governed by the establishment of a COMMUNITY IMPACT COMMITTEE that will:

- Oversee our efforts community impact efforts.
- Monitor our plan.
- Meet quarterly.
- Consist of no less than three members.
- Include at least one Company owner, one Company senior executive, and one employee with a past drug conviction.
- Ensure the successful implementation of our hiring practices to include preference for workers with past drug convictions, and with parents or spouses who have drug convictions.
- Determine the monetary donation levels and ensure that funds are delivered timely.
- Report the Company's success and efforts of this plan to all our employees so they are aware of the important impact this plan is achieving.

ACKNOWLEDGEMENT

We affirmatively state the following:

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

BYLAWS OF Mainely Productions LLC
(the "Corporation")

SHAREHOLDERS

Annual Meeting

1. A meeting of the Shareholders of the Corporation (the "Shareholders") will be held annually for the purpose of electing managers (the "Managers") of the Corporation and for the purpose of doing other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the Commonwealth of Massachusetts, the annual meeting will be held on the next succeeding business day or on a date determined by the board of Managers for the Corporation (the "Board") that is no later than two weeks after the date specified in the meeting notice.
2. The Corporation must hold its annual meeting within the earlier of:
 - a. 6 months after the end of the Corporation's fiscal year;
 - b. 15 months after its last annual meeting.

If the annual meeting is not held within that time period then any shareholder entitled to participate in the meeting may apply to the superior court of the county where the Corporation's principal office, or, if none in the commonwealth of Massachusetts, its registered office, is located to fix the time and place of the meeting.

Special Meetings

3. Unless otherwise prescribed by statute, special meetings of the Shareholders, for any purpose or purposes, may only be called in the following ways:
 - a. By a majority of the Board; or
 - b. By the president of the Corporation (the "President"); or
 - c. By the holders of shares entitled to cast in total not less than 10 percent of the votes on any issue proposed for the meeting where written requests describing the purpose or purposes for the special meeting are signed, dated and delivered to a member of the Board or other Officer of the Corporation.

4. The Board will determine the time, place and date of any special meeting provided that, in the case of a special meeting called by the requisite percentage of Shareholders in accordance with these Bylaws, the Board will issue notice of the special meeting within 30 days of receipt of the written demand(s) by the relevant Officer of the Corporation.

Place of Meeting

5. The annual meetings or special meetings of the Shareholders may be held at any place in or out of the Commonwealth of Massachusetts at a place to be determined at the discretion of the Board. If no designation of the location is made for any annual or special meeting of the Shareholders, the place of the meeting will be the Principal Office of the Corporation. The Corporation must hold its annual meeting within the earlier of: a) six months after the end of the Corporation's fiscal year or; b) fifteen months after its last annual meeting. If an annual meeting is not held within that time period, a Shareholder may direct a request in writing to the Chairman of the Board of the Corporation to hold the annual meeting. If a notice of meeting is not given within 60 days of that request then any Shareholder entitled to vote at an annual meeting may apply to any court having jurisdiction for an order directing that the meeting be held and fixing the time and place of the meeting.

Notice of Meetings

6. The written notice of any meeting will be given not less than 7 days, but not more than 60 days before the date of the meeting to each Shareholder entitled to vote at that meeting. The written notice of the meeting will state the place, date and hour of the meeting, the means of remote communications, if any, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.
7. If mailed, notice is given when the notice is deposited in the United States mail, postage prepaid, and directed to the Shareholder at the address of the Shareholder as it appears on the records of the Corporation. An affidavit of the secretary (the "Secretary") of the Corporation that the notice has been given will, in the absence of fraud, be prima facie evidence of the facts stated in the notice.
8. A written waiver, signed by the person entitled to a notice of meeting, or a waiver by electronic transmission by the person entitled to that notice, whether before or after the time stated in the notice, will be deemed equivalent to the person receiving the notice. Further, attendance of a person at a meeting will constitute a waiver of notice of that meeting, except when the person

attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Consent of Shareholders in Lieu of Meeting

9. Any action to be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the matter were present and voted is delivered to the Corporation. Every written consent will bear the date of signature of each Shareholder who signs the consent. However, no written consent will be effective unless the consent is delivered, either by hand or by certified or registered mail, within 90 days of the earliest dated consent, to the Corporation to be filed with the records of proceedings of the Shareholders.

Remote Communication Meetings

10. Remote communication means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Shareholders not present in the same physical location may simultaneously communicate with each other.
11. Where permitted under the statutes and regulations of the Commonwealth of Massachusetts, and in the sole and reasonable discretion of the Board of Managers, a meeting of Shareholders of the Corporation may be held at a specific location or may be held by any means of remote communication. Where a meeting will employ remote communication, one or more Shareholders may participate by means of remote communication or the meeting may be held solely by means of remote communication at the sole discretion of the Board of Managers. Where any remote communication is used in a Shareholder meeting, all persons authorized to vote or take other action at the meeting must be able to hear each other during the meeting and each person will have a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting. All votes or other actions taken at the meeting by means of electronic transmission must be maintained as a matter of record by the Corporation.

List of Shareholders Entitled to Vote

12. The Officer who has charge of the Shareholders' List of the Corporation will prepare and make, not more than 70 days before every meeting of the Shareholders, a complete list of the Shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the

address of each Shareholder and the number of shares of stock registered in the name of each Shareholder. The list must be available for inspection by any Shareholder beginning two days after the meeting is announced and continuing through the meeting. The list must be provided for any purpose related to the meeting:

- a. On a reasonably accessible electronic network, so long as the information required to access the list is provided with the notice of the meeting; or
- b. During ordinary business hours, at the Principal Office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held.

13. If the Corporation decides to make the list available on an electronic network, the Corporation will ensure that this information is available only to Shareholders of the Corporation. If the meeting is to be held at a physical location, then the list will be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any Shareholder who is present.
14. If the meeting is to be held solely by means of remote communication, then the list will also be open to the examination of any Shareholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list will be provided with the notice of the meeting.
15. If any Director willfully neglects or refuses to produce the list of Shareholders at any meeting for the election of Managers, or to open such a list to examination on a reasonably accessible electronic network during any meeting for the election of Managers held solely by means of remote communication, those Managers will be ineligible for election to any office at that meeting.
16. The Shareholders' List will be the only evidence as to who are the Shareholders entitled by this section to examine the list required by this section or to vote in person or by proxy at any meeting of Shareholders.

Quorum and Required Vote

17. A minimum of 100 percent of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum entitled to take action at a meeting of Shareholders.

18. In all matters other than the election of Managers, any act of the Shareholders must be passed by an affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter.
19. Managers will be elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Managers.
20. Where a separate vote by a class or series or classes or series of shares ("Eligible Shares") is required, 100 percent of the outstanding Eligible Shares present in person or represented by proxy, will constitute a quorum entitled to take action with respect to that vote on that matter. Any act to be taken must be passed by an affirmative vote of the majority of the outstanding Eligible Shares present in person or represented by proxy.

Shareholders Voting Rights and Proxies

21. Subject to the Articles of Organization, each Shareholder will be entitled to one vote for each share of stock held by that Shareholder.
22. Each Shareholder entitled to vote at a meeting of Shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for that Shareholder by proxy, but no proxy will be valid after 11 months from the date of its execution unless the proxy provides for a longer period.
23. Execution of a proxy may be accomplished by the Shareholder or by the authorized Officer, Director, employee or agent of the Shareholder, signing the writing or causing that person's signature to be affixed to the writing by any reasonable means including, but not limited to, by facsimile signature.
24. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the shares or an interest in the Corporation generally.

Voting Rights of Fiduciaries, Pledgers and Joint Owners of Shares

25. Persons holding shares in a fiduciary capacity will be entitled to vote the shares so held. Persons whose shares are pledged will be entitled to vote, unless, in the transfer by the pledger on the

books of the Corporation, that person has expressly empowered the pledgee to vote the shares, in which case only the pledgee, or that pledgee's proxy, may represent and vote the shares.

Voting Trusts and Other Voting Agreements

26. Two or more Shareholders may, by agreement in writing, create a voting trust by depositing their shares with a voting trustee, who will have the authority to vote the shares in accordance with the terms and conditions of the voting trust agreement. To be valid, the voting trustee must deliver copies of the list of Shareholders and the voting trust agreement to the Principal Office of the Corporation. Upon receiving the voting trust agreement, the Corporation will issue new share certificates in the name of the trustee and cancel the old share certificates. The new share certificates issued will state that they are issued pursuant to a voting trust agreement.
27. Any amendment to a voting trust agreement will be made by a written agreement, a copy of which will be filed with the Principal Office of the Corporation.
28. The right of inspection of any voting trust agreement or related amendment by a Shareholder of record or a holder of a voting trust certificate, in person or by agent, will be the same right of inspection that applies to the securities register of the Corporation.
29. An agreement between two or more Shareholders, if in writing and signed by the parties to the agreement, may provide that in exercising any voting rights, the shares held by them will be voted as provided by the agreement, or as the parties may agree, or as determined in accordance with a procedure agreed upon by them.
30. The above provisions concerning voting trusts and voting agreements will not be deemed to invalidate any voting or other agreement among Shareholders or any irrevocable proxy which is not otherwise illegal.

Cumulative Voting

31. Shareholders may use cumulative voting elections when electing Managers.

BOARD OF Managers

General Powers

32. The business and affairs of the Corporation will be managed by or under the direction of the Board.

Number, Tenure and Quorum

33. The Board will consist of one member, who will be a natural person. Managers need not be Shareholders. The Director will hold office until that Director's successor is elected and qualified or until that Director's earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. In order to transact business at a meeting of the Managers, a quorum of 100 percent of the total number of Managers eligible to vote will be required. The vote of the majority of the Managers present at a meeting at which a quorum is present will be the act of the Board.

Regular Meetings

34. By resolution, the Board may provide the time and place, either within or without the Commonwealth of Massachusetts, for the holding of regular meetings without any notice other than that resolution.

Special Meetings

35. Special meetings of the Board may be called by or at the request of the President or by a majority of the Managers. The person or persons calling that special meeting of the Board may fix any date, time or place, either within or without the Commonwealth of Massachusetts, to be the date, time and place for holding that special meeting.

Notice

36. Written notice of the date, time, and place of a special meeting of the Board will be given at least 5 days prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telegraph, by telephone facsimile, or by any other manner as permitted by the Massachusetts Business Corporation Act. The notice will be given by the Secretary or one of the persons authorized to call Managers' meetings.
37. If written notice is mailed, correctly addressed to a Director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested,

the notice will be deemed to have been given to a Director on the date shown on the return receipt. Otherwise notice is effective when received by a Director.

38. Notice of any Managers' meeting may be waived by a Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Action by Managers Without a Meeting

39. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

40. Remote communication means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Managers not present in the same physical location may simultaneously communicate with each other.
41. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Managers

42. When vacancies or newly created Managers resulting from any increase in the authorized number of Managers occur, a majority of the Managers then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Managers to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Shareholders.

43. If at any time, by reason of death or resignation or other cause, the Corporation should have no Managers in office, then any Officer or any Shareholder or an executor, administrator, trustee or guardian of a Shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a Shareholder, may call a special meeting of Shareholders for an election to fill the vacancy.
44. When one or more Managers resign from the Board and the resignation is to become effective at a future date, a majority of the Managers then in office, including those who have so resigned, will have the power to appoint new Managers to fill this vacancy or vacancies. The appointments of these new Managers will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Shareholders.

Removal

45. Any Director or the entire Board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Managers at a special meeting of the Shareholders called for that purpose. No director may be removed when the votes cast against removal would be sufficient to elect the director if voted cumulatively at an election where the same total number of votes were cast.

Organization

46. Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Chairman of the Board

47. The Chairman of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board.

Compensation

48. The Board will, by resolution, fix the fees and other compensation for the Managers for their services as Managers, including their services as members of committees of the Board. All changes to Director compensation are subject to ratification by the Shareholders.

Presumption of Assent

49. A Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:
- a. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
 - b. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - c. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.
50. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

COMMITTEES**Appointment**

51. The Board may designate one or more committees, each committee to consist of one or more of the Managers of the Corporation. The Board may designate one or more Managers as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
52. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.
53. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

- a. Approving or adopting, or recommending to the Shareholders, any action or matter (other than the election or removal of Managers) expressly required by the Massachusetts Business Corporation Act to be submitted to Shareholders for approval; or
- b. Adopting, amending or repealing any Bylaw of the Corporation.

Tenure

54. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

55. The method by which Managers' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

56. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

57. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

58. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chairman of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

59. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

60. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

OFFICERS

Appointment of Officers

61. The Officers of the Corporation (individually the "Officer" and collectively the "Officers") will consist of the President, a treasurer (the "Treasurer") and the Secretary.
62. The Officers will be appointed by the Board at the first meeting of the Managers or as soon after the first meeting of the Managers as possible, if Officers have not already been appointed. Any appointee may hold one or more offices.

Term of Office

63. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.

Removal

64. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

65. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.

President

66. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:
- a. To have the general management and supervision, direction and control of the business and affairs of the Corporation;

- b. To preside at all meetings of the Shareholders when the Chairman of the Board is absent;
- c. To call meetings of the Shareholders to be held at such times and at such places as the President will deem proper within the limitations prescribed by law or by these Bylaws;
- d. To ensure that all orders and resolutions of the Board are effectively carried out;
- e. To maintain records of and certify, whenever necessary, all proceedings of the Board and the Shareholders;
- f. To put the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Corporation; to sign certificates for the Corporation's shares; and, subject to the instructions of the Board, to have general charge of the property of the Corporation and to supervise and manage all Officers, agents and employees of the Corporation; and
- g. To perform all other duties and carry out other responsibilities as determined by the Board.

Treasurer

67. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:
- a. To keep accurate financial records for the Corporation;
 - b. To deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
 - c. To endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
 - d. To disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;

- e. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;
- f. To prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- g. To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

Secretary

68. The Secretary will perform the following duties:

- a. Prepare the minutes of the meetings of the Shareholders and meetings of the Board and keep those minutes in one or more books provided for that purpose;
- b. Authenticate the records of the Corporation as will from time to time be required;
- c. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- e. Keep a register of the post office address of each Shareholder;
- f. Sign, along with the President, certificates for shares of the Corporation, the issuance of which will have been authorized by resolution of the Board;
- g. Have general charge of the Shareholders' List of the Corporation; and
- h. Perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the President or the Board.

Delegation of Authority

69. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

70. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

71. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

Deposits

72. All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

Voting Securities Held by the Corporation

73. The President, or another Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the President or other delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

74. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.

Conflict of Interest by Managers

75. A Director or Officer of the Corporation will be disqualified from voting as a Director or Officer on a specific matter where that Director or Officer deals or contracts with the Corporation either as a vendor or purchaser.
76. A Director or Officer of the Corporation will not be disqualified as a Director or Officer for the sole reason that the Director or Officer deals or contracts with the Corporation either as a vendor, purchaser, or otherwise.

Loans to Employees and Officers

77. The Corporation may lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Corporation or of its subsidiary, including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation, whenever, in the opinion of the Managers, the loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board will approve, including, without limitation, a pledge of shares of the Corporation. Nothing contained in this section is to be construed so as to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any applicable statute.

APPENDIX

Glossary

- **Bylaws** - the purpose of these bylaws (the "Bylaws") is to provide rules governing the internal management of the Corporation.
- **Chairman of the Board** - Once a Board of Managers has been appointed or elected by the Shareholders, the Board will then elect a chairman (the "Chairman of the Board"). The Chairman of the Board will act to moderate all meetings of the Board of Managers and any other duties and obligations as described in these Bylaws.
- **Corporate Officer** - A corporate officer (individually the "Officer" and collectively the "Officers") is any individual acting for or on behalf of the Corporation. An Officer of the Corporation will usually be appointed to a specific task such as secretary, president, treasurer or other similar position. One person may hold several offices. The Officers will manage the day-to-day operations of the Corporation and report to the Board of Managers.

- **Principal Executive Office** - The Principal Executive Office for the Corporation is where the President of the Corporation has an office.
- **Principal Office** - The Principal Office of the Corporation is the address designated in the annual report where the executive offices of the Corporation are located.
- **Principal Place of Business** - The Principal Place of Business is the address at which the Corporation conducts its primary business.
- **Registered Office** - The Registered Office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.
- **Shareholders' List** - A Shareholders' List is the complete record of the owners of shares of stock in the Corporation.



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MAINELY PRODUCTIONS LLC
11 UPTON ST
BOSTON MA 02118-1657

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

**ARTICLES OF ORGANIZATION OF
MAINELY PRODUCTIONS LLC
May 1st, 2019**

ARTICLE I

The exact name of the corporation is:

MAINELY PRODUCTIONS LLC

ARTICLE II

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

THE PURPOSE OF THIS CORPORATION IS TO ENGAGE PROVIDING GENERAL EDUCATION.

ARTICLE III

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

THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

THIS CORPORATION SHALL EXIST PERPETUALLY. EACH DIRECTOR, STOCKHOLDER AND OFFICER, IN CONSIDERATION FOR HIS SERVICES, SHALL, IN THE ABSENCE OF FRAUD, BE INDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, FOR THE REASONABLE COST AND EXPENSES INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OF, OR FOR ADVICE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST HIM BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR, STOCKHOLDER OR OFFICER OF THE CORPORATION OR OF ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, TO THE MAXIMUM EXTENT PERMITTED BY LAW. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE INCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY

DIRECTOR, STOCKHOLDER OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW. THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE TWO (2) WHICH NUMBER MAY BE INCREASED PURSUANT TO THE BYLAWS OF THE CORPORATION. THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED IS EDWARD WATSON.

ARTICLE V

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

ARTICLE VI

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

ARTICLE VII

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

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

No. and Street: 660 Douglas Street Suite 600

City or Town: Uxbridge, Country:USA

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

Title	Individual Name	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
	First, Middle, Last, Suffix		
Mr.	Edward, Gales, Watson	11 Upton Street Apt 4 Boston, MA 02118	

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

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

EDWARD WATSON

11 Upton St. Apt 4
Boston, MA 02118

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

EDWARD WATSON

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 15 Day of October, 2016. *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

EDWARD WATSON


Edward Watson



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

William Francis Galvin
Secretary of the
Commonwealth

September 6, 2019

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

MAINELY PRODUCTIONS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 1, 2019.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
EDWARD GALES WATSON

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **EDWARD GALES WATSON**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **EDWARD GALES WATSON**



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

Plan for Obtaining Liability Insurance

We will obtain a commitment for liability insurance and other general coverage to provide for general liability, property coverage, coverage for business income and additional expenses and product liability. The general liability policy will have \$1,000,000 per occurrence, \$2,000,000 in aggregate annually, product liability for \$1,000,000 per occurrence and \$2,000,000 in aggregate. The deductible for the liability policy is \$5,000 per occurrence.



VERSION 1.1

JULY 1, 2018

MAINELY PRODUCTIONS LLC

HIGH-QUALITY CULTIVATION AND PROCESSING MARIJUANA ESTABLISHMENT

CONFIDENTIAL



CONFIDENTIAL START-UP OVERVIEW

MAINLY PRODUCTIONS LLC

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER
REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THIS CONFIDENTIAL START-UP
OVERVIEW.**

TO ALL PROSPECTIVE PARTICIPANTS:

**IN MAKING A PARTICIPATION DECISION, THOSE REVIEWING THIS OVERVIEW MUST RELY ON
THEIR OWN EXAMINATION OF THE PROSPECTIVE COMPANY, INCLUDING THE MERITS AND
RISKS INVOLVED.**

**ANY REPRODUCTION OR DISTRIBUTION OF THIS OVERVIEW, IN WHOLE OR IN PART, OR THE
DIVULGENCE OF ANY OF ITS CONTENTS TO ANY PERSON OTHER THAN THE PERSON
RECEIVING THIS OVERVIEW DIRECTLY, WITHOUT THE PRIOR WRITTEN CONSENT OF THE
ADVISOR, IS PROHIBITED.**

**ANY PARTICIPATION IN THIS EFFORT WILL ENTAIL A HIGH DEGREE OF RISK. NO PARTY
SHOULD PARTICIPATE WHO IS NOT IN A POSITION TO LOSE, AND CANNOT AFFORD THE LOSS
OF, HIS, HER OR ITS ENTIRE INVESTMENT. SEE "RISK FACTORS".**

**THE COMPANY HAS AGREED TO MAKE AVAILABLE, PRIOR TO THE CONSUMMATION OF ANY
PARTICIPATION IN THE COMPANY, THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE
ANSWERS FROM, THE COMPANY'S MANAGEMENT OR ANY PERSON ACTING ON THE
COMPANY'S BEHALF CONCERNING THE INFORMATION CONTAINED IN THIS OVERVIEW.**

**THIS OVERVIEW DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY
STATE OR IN ANY OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT
AUTHORIZED.**

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MAINELY PRODUCTIONS LLC

Business Plan Summary

EXECUTIVE SUMMARY

MARIJUANA OVERVIEW

About forty years ago, Congress officially placed marijuana in Schedule I of the Controlled Substances Act. Essentially, the government concluded that the drug had a high potential for abuse. In the mid-90's, many activists began to rally around the drug's purported medicinal benefits. The Medical Marijuana Project was founded in 1995 to "increase public support for non-punitive, non-coercive marijuana policies" and to gain influence in Congress. Several studies, both public and private, were funded to test the veracity of marijuana's medicinal worth. One such study in 1999 found that "The active ingredients in marijuana appear to be useful for treating pain, nausea and the severe weight loss associated with AIDS," according to the *The New York Times*. Slowly, states began to adopt legislation to make it easier for medical marijuana to be disseminated.

Over the past 15 years, led by California, 15 states plus the District of Columbia have adopted laws permitting some form of marijuana consumption or distribution for medical use. In 2009, the Obama administration ordered federal prosecutors not to prioritize legal action against medical marijuana dispensaries that comply with state laws (the Cole Memorandum, issued August 29, 2013 by United States Deputy Attorney General James M. Cole, stated that given its limited resources, the Justice Department would not enforce federal marijuana prohibition in states that "legalized marijuana". The Cole Memorandum was rescinded by Attorney General Jeff Sessions in January 2018, during the presidency of Donald Trump). This controversial decision has been critical to the growth of the medical marijuana industry. These conditions have combined to produce the first legal marijuana markets in modern times. This emerging market presents unique opportunities to entrepreneurs and investors as well as unique risks.

Debra Borchardt, a contributor at Forbes.com, in her article *Marijuana Businesses Find It Hard To Measure Success*, notes that most people believe marijuana dispensaries are hugely profitable. The reality is that cannabis retailers face challenges that regular retailers don't. There are restrictions on advertising, inventory and a product that is still technically illegal. However, it's a retail business that can't advertise in traditional channels and is mostly limited to social media to promote their dispensaries. The businesses face banking issues since many banks won't work with them. There are security problems that require expensive solutions and a customer that can't engage in self-service. This means a lot of well-trained staff for one-on-one service. Businesses must hire special consultants, lawyers, and accountants and find locations to set up shop.

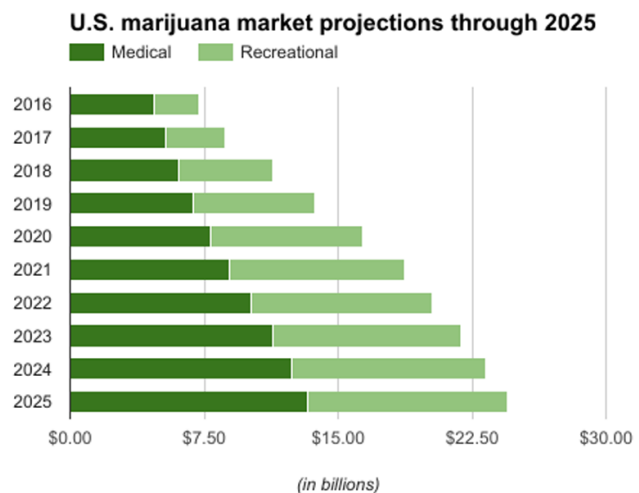
Profit margins are another traditional method for retailers to compare success. The profit margins for marijuana businesses are hard to compare. In Los Angeles prices for medical marijuana have dropped

due to all the competition. More established operations can enjoy 40-50% profit margins, while newer shops may only see 20%.¹

Nearly 60% of dispensary owners who responded to a recent industry survey said they take in \$500,000 or less in annual revenues, according to first-of-its-kind data in the newly released Marijuana Business Factbook, published by MMJ Business Daily. A fair share (27% of all respondents) reported sales of between \$100,000 and \$250,000, while 15% said they bring in less than \$100,000 a year.

The good news is that if you put in the hard work, follow local regulations and implement best practices, the potential is indeed sky high. More than a quarter of dispensaries in the survey reported annual revenues of more than \$1 million, and another 15% said they generate between \$500,000 and \$1 million.

Dispensaries at the top end of the spectrum often have thousands – or even tens of thousands – of loyal patients, professional packaging and tested products, a dozen or more employees and multiple locations within one state. Dispensaries on the lower end (less than \$100,000) typically are mom-and-pop shops or tiny storefronts in rural areas where the market is small. These dispensaries often have just a few hundred customers and are staffed by the owner and maybe a part-time employee or two.



How big a dispensary gets from a revenue perspective depends on many factors, including local regulations, plant limits and permitting and licensing requirements (the higher these are, the larger dispensaries usually are). Additionally, it depends on the intentions of the owner. Some entrepreneurs prefer to fly under the radar given the industry's shaky legal status, so they keep their dispensaries small to avoid unwanted attention and scrutiny.²

The Cannabis Industry 2017 Annual Report has revealed that sales of medical and recreational marijuana are going to start taking off in 2018. Sales of medical and recreational marijuana are going to reach \$4.75 and \$6 billion this year respectively. By 2023, both forms of the drug will be higher than \$20 billion before hitting \$24 billion in 2025.³

In 2017, it was expected that overall marijuana sales in the United States at the retail level would soar by roughly 30%, hitting \$5.1 billion-\$6.1 billion on the back of continued growth in existing recreational cannabis markets.

In fact, rec sales are expected to surpass medical this year for the first time ever. Medical marijuana sales also are expected to buoy the industry, fueled in part by the launch of MMJ markets in Maryland and Hawaii. At the same time, fledgling medical marijuana programs in states such as Illinois, Nevada and New York could post impressive growth this year.

¹ Forbes.

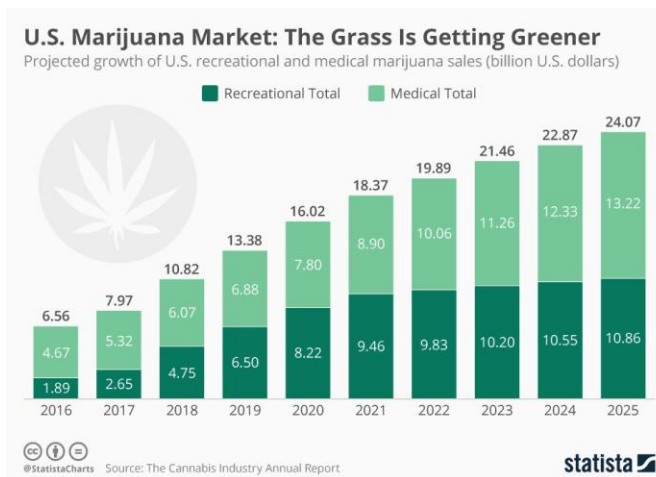
² Marijuana Business Daily

³ Niall McCarthy, Forbes, *The Grass Is Only Getting Greener For The U.S. Marijuana Market*, Jan 3, 2018

The expected growth this year comes after a solid 2017, when recreational cannabis sales jumped by 80% to hit \$2.6 billion. Colorado and Washington led the charge, while Oregon's adult-use market posted strong sales gains in its first full calendar year of operation. The industry also saw a spike in medical marijuana sales last year, as patient counts rose in new MMJ states and continued climbing in mature markets like Arizona and Michigan.

The increase in retail sales over the next five years will provide a substantial economic boost for the United States.

The level of sophistication and involvement among investors in the marijuana industry varies quite widely, as some belong to cannabis-specific venture capital firms while others have taken a material interest in a friend or family member's cannabis business. For example, only a handful of investors in our survey indicated they intend to invest over \$25 million in cannabis companies this year alone, whereas a large portion of respondents plan to invest less than \$20,000.



But in general, more investors are pumping money into the cannabis industry than ever before, and they're also increasing the size of their capital placements. The average investor/investment firm involved in the marijuana industry has placed \$450,000 in cannabis companies to date, with each investment coming in around \$100,000. But investors are looking to place much bigger bets in 2017. According to our survey for the Factbook, investors plan to invest half a million dollars on average in marijuana businesses this year alone.

By 2025, New Frontier estimates that the more than two-dozen states with medical marijuana programs, and the nine recreational marijuana markets (including Washington, D.C.) should be fully operational, with the goliath California accounting for more than \$6.59 billion — more than one-quarter — of the national sales.

Colorado, the first state with legalized adult-use cannabis sales, is projected to reach \$1.94 billion in medical and recreational sales by 2025, placing it fourth behind California, Florida's medical-only market (\$2.51 billion), and Washington state (\$2.14 billion).

Colorado marijuana shops had roughly \$1.3 billion in sales for 2016, according to The Cannabist's calculations of Colorado Department of Revenue tax data.

New Frontier's eye on '25 shows that some of the newly recreational states will see some negative pressure put on medical sales; however, medical marijuana sales will continue to account for more than half of the \$24.5 billion market.

A report by New Frontier Data in partnership with Arcview Market Research, indicates that the legalization of cannabis in California, Massachusetts, Nevada, Florida, Arkansas and North Dakota will result in new markets that will account for \$7.1 billion in sales by 2020. The data estimates that the total U.S. cannabis market will surpass \$20.9 billion by 2020. By segment, the medical cannabis market was worth \$4.7 billion in 2016 and is expected to grow to \$13.3 billion by 2025. Recreational cannabis sales during the same period are projected to grow at a 21 percent CAGR, from \$1.9 billion to \$10.9 billion.

60% of the U.S. population (thirty states and the District of Columbia) now lives in states that have legalized some form of cannabis use and sales, illustrating the rising acceptance of cannabis nationwide and highlighting the industry's immense potential for future growth. There are 30 States that now allow cannabis for medical use, 16 States allow Cannabidiol (CBD), 9 States and the District of Columbia now allow for recreational cannabis use. Legal cannabis reached almost \$10 billion in North America in 2017, according to a new report from cannabis industry analysts Arcview Market Research, in partnership with BDS Analytics. That represents an unprecedented 33% increase over 2016. There are 9,397 active licenses for cannabis businesses in the U.S., according to Ed Keating, chief data officer for Cannabiz Media, which tracks cannabis licenses. This includes cultivators, manufacturers, retailers, distributors, deliverers and test labs. The industry employed 121,000 people in 2017. If cannabis continues its growth trajectory, the number of workers in that field could reach 292,000 by 2021, according to BDS Analytics.⁴

The National Conference of State Legislatures notes:

Eight states and the District of Columbia now have legalized small amounts of marijuana for adult recreational use. On Nov. 8, 2016, voters in four states, California, Maine, Massachusetts and Nevada, approved adult-use recreational marijuana, while voters in Arizona disapproved. Colorado and Washington measures passed in 2012, and Alaska, Oregon and District of Columbia in the fall of 2014. In 2015, Ohio voters defeated a ballot measure that addressed commercial production and sale of recreational marijuana. No state legislature, to date, has legalized recreational marijuana separate from a voter initiative.

In 2017, 20 states had bills pending that would legalize adult-use marijuana: Arizona, Connecticut, Delaware, Georgia, Hawaii, Kansas, Kentucky, Maryland, Minnesota, Mississippi, Missouri, New Hampshire, New Jersey, New Mexico, New York, Pennsylvania, Rhode Island, Utah, Vermont and West Virginia. A bill considered in Hawaii would authorize counties to adopt legal marijuana policies.

In addition, measures in Georgia, Minnesota, Missouri, Montana, New Hampshire, New Mexico, New Jersey and Wyoming proposed a constitutional initiative or other voter approval for adult-use legal marijuana but none of these measures passed.

Study bills were filed in Hawaii, Massachusetts, New Hampshire, New Mexico, North Dakota and Rhode Island. The measures in New Hampshire and Rhode Island were enacted and established commissions to study the legalization, regulation and taxation of marijuana.

Bills to repeal voter initiatives approving adult-use legal marijuana were introduced in 2017 but did not pass in Maine and Washington and a repeal bill is still pending in Massachusetts.

In 2016 the Vermont Senate approved but the House did not advance a bill (SB 241) that would have removed civil penalties for possession of limited amounts of cannabis for personal use and created a regulated adult-use market. Vermont was one of 21 states in 2016 where bills were introduced to legalize, regulate and tax marijuana. Also, in 2015, 21 states had bills introduced but not advanced, as did 15 states in 2014 and 13 states in 2013.

Several bills before state legislatures this year address the federal role in marijuana policies. In California, a pending bill would prohibit a state or local agency from taking any actions, absent a court order, to assist a federal agency in marijuana investigation or enforcement. A pending measure in Washington state similarly would prohibit the use of public resources to assist the federal government in any activity

⁴ BDS Analytics

that might impede or interfere with the state's lawful regulation of marijuana and marijuana-related products. Bills or resolutions pending in California, Georgia, Massachusetts, Michigan, Ohio and Pennsylvania call on Congress to reschedule or otherwise allow state authority for marijuana policy. Meanwhile, on the federal front, several bills now before the Congress would allow state adult-use legal marijuana and end federal prohibition, while another would address and improve tax policy for state-legal marijuana businesses.

CONCENTRATES AND INFUSED PRODUCTS SECTOR



Ryan Long, the head of business development for California-based Absolute Extracts, figures that there are probably “hundreds” of concentrate producers across the country. That estimate includes companies focused specifically on making concentrates, dispensaries that produce and sell their own concentrates, and small one- to two-man operations in places where concentrates are still either illegal or only partly legal, such as in Michigan. Many of today’s larger concentrates companies started as tiny operations, but a good number have quickly moved out of basements and into industrial warehouses featuring high-tech equipment that costs tens of thousands of dollars.

From a business perspective, the profit margins can be huge, in some cases up to 60%. And demand is growing rapidly as the availability of concentrates increases.

Customers are also willing to shell out top dollar for these products. Nationally, patients and consumers who favor concentrates spend an average of \$4,800 each year, more than double the average amount spent by cannabis users in general, according to *What Cannabis Patients and Consumer Want*, a marketing research report published by Marijuana Business Daily.

Trends - Companies are going to be constantly on the lookout for ways to improve their processes and maximize their returns on the cannabis plants they use. One of the key hurdles that concentrates must face has to do with a negative public perception of the extraction process. However, as innovation and technology become a more integral part of the industry, producers of concentrates are developing cleaner, safer, and more efficient tools and processes to overcome this stereotype.

Infused products and edibles are the fastest growing category in the cannabis industry, proving extremely popular with recreational consumers and medical patients alike. While flower still accounts for the majority of retail sales, concentrates and edibles continue to eat into flower’s share of the market with each passing year.

Manufacturers have taken notice and are extending product lines to occupy multiple segments of the infused products category. While this may maximize revenue in the short term, the industry grows more sophisticated by the day – and manufacturers that specialize on providing a top-quality product to a very narrow portion of the market may end up finding more success than those spread across multiple categories.

In 2014 when adult-use just launched in Colorado, over 70% of sales came from dried flower; in 2016, that was down to 55%. In contrast, concentrate sales were \$20 million in 2014, or 13% of sales. By the end of 2016 they had jumped to \$85 million and 25% of sales. Edibles (including candy, beverages,

tinctures, and all food) more than tripled during the same period, from \$17 million to \$53 million, moving from 11% to 14% of sales. Vape pens and vape products, candy, and other portable and convenient methods of consumption are especially popular with Colorado consumers.

Similar trends occurred in Washington State. By the end of 2016, 23% of Washington cannabis sales were concentrates, 9% were edibles, and 10% were pre-rolled cannabis cigarettes, with dried flower accounting for only 57%. In Oregon where concentrates and edibles were only allowed for the first time in the adult-use channel in July 2016, concentrates quickly picked up 19% of the market, while edibles 7%.

MASSACHUSETTS MARIJUANA APPROVAL

In 1911 Massachusetts became the first state to restrict cannabis on a state level, prohibiting the sale of "Indian hemp" without a prescription.

On November 4, 2008, Massachusetts voters passed a ballot that decriminalized the possession of small amounts of marijuana. The Massachusetts Sensible Marijuana Policy Initiative made the possession of less than one ounce of marijuana punishable by a fine of \$100 without the possessor being reported to the state's criminal history board.

On November 6, 2012, 63% of Massachusetts voters approved Question 3, the Massachusetts Medical Marijuana Initiative. The law took effect on January 1, 2013, eliminating criminal and civil penalties for the possessions and use of up to a 60-day supply of marijuana for patients possessing a state issued registration card. With a recommendation by a physician, patients with cancer, glaucoma, and other medical conditions can receive a registration card. After the law passed, towns attempted to ban dispensaries. Attorney General Martha M. Coakley ruled that cities and towns cannot ban dispensaries and can only regulate them.

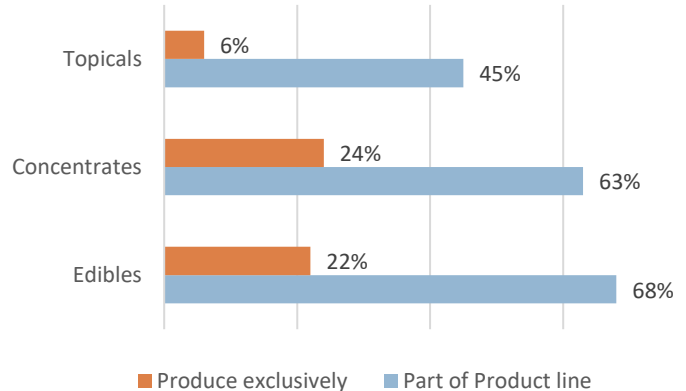
In the November 8, 2016 election, Massachusetts voters passed a ballot initiative making recreational cannabis legal in the state. Governor Charles Baker signed legislation on December 30, 2016 extending the start date for recreational pot sales by six months, to July 2018.

Cannabis Taxes

Under the new law, recreational marijuana will be taxed 17 to 20 percent, depending where you buy it. The baseline tax is 17 percent, which is determined from a combination of a 6.25 percent sales tax and a 10.75 percent special excise tax on adult use. But cities and towns can choose to add a three percent tax on top of the 17 percent, tallying up to a 20 percent tax on retail cannabis.

MAINLY PRODUCTIONS LLC

MAINLY PRODUCTIONS LLC (the "Company" or "Mainely") will build a reputable brand and offer a high-quality customer experience together with a variety of fully tested cannabis products, with a well-trained, educated and professional staff.



The Company's founder and investors will fund (1) the application process to obtain a license for a cultivation and processing marijuana establishment, inclusive of application and license fees required by the Cannabis Control Commission, (2) the appropriate build out and construction of the marijuana cultivation and processing establishment, consistent with the requirements of the laws of the Commonwealth of Massachusetts and the town of Uxbridge, Massachusetts, and (3) the funding of necessary working capital sufficient to hire and train staff, produce inventory and conduct sales and operational activities.

The bulk of the initial investment capital will go to the build out of the cultivation and processing facility, which will be a warehouse space of approximately 15,000 square feet. The initial investment capital will be spent on the appropriate build out which will include:

- a. Increasing electricity.
- b. Soil and soil amendments.
- c. Growing tanks.
- d. Growing pots for each plant.
- e. Extraction, evaporating, recovery systems, ovens, kitchen supplies, pumps and specialized hoods for manufacturing.
- f. Build out of multiple rooting/germination rooms, vegetative state rooms, flowering rooms, harvesting rooms, drying rooms and curing and packaging rooms.
- g. Men and women's locker rooms.
- h. An air flush system to remove mold and bacteria from employee's uniforms before entering the facility.
- i. A security camera system to comply with all aspects of State and local laws and ordinances.
- j. A swipe card system that will allow access and egress to only employees designated to enter such part of the facility.
- k. Initial seeds, growth mediums, and cultivation and processing tools.
- l. A seed-to-sale tracking system with computer monitors throughout the cultivation facility to track all parts of the inventory's growth cycle.
- m. Specialized time clocks working off employee's swipe cards.
- n. Training manuals for employees.
- o. Compliance manuals for employees and management.
- p. In-house testing equipment for compliance and quality control

These are the largest parts of the budget to be spent, but there will be ancillary items such as scrubs for employees, office furniture, commercial gardening tools and harvesting machines, trimming machines, delivery vehicles, and several other expense line items. The next largest part is the lighting system.

Initial payroll will be necessary prior to opening to allow for training staff, cultivation and set up, and for supervising the build out. On premise security will be another operating expense. The cultivation facility will have an IP camera system that will provide surveillance from anywhere there is an internet connection, intrusion alarm systems, panic buttons direct to the police station, and fireproof doors with swipe card locking mechanisms.

MISSION STATEMENT

Mainely's mission is to be a stable, profitable and premiere provider of marijuana products in the Commonwealth of Massachusetts. All our products will be grown and developed to ensure that dispensary facilities have an option to offer high-quality, organic cannabis products. We are committed to be the leader in quality, compliance, innovation, cutting edge research, social responsibility and education, and we will work tirelessly to exceed expectations of customers, and regulators. We pride ourselves in transparency for all those who wish to observe - local leaders, law enforcement, and all those that advocate for creating safe, cost effective marijuana products.

SITE PLANNING AND ANALYSIS

The Mainely cultivation facility will be in the Town of Uxbridge, Massachusetts in an industrial zone approved for cultivating, growing, and harvesting marijuana. Mainely has done the mandatory due diligence required by the Commonwealth and Uxbridge to ensure a viable facility in a setting where there is proper zoning, no local moratorium, and public support. We have conducted the required Community Outreach meeting, notifying all abutters, and have received a Community Host Agreement from the Town. We have also met with all Town department heads during our planning process.

Mainely's cultivation and processing facility will work with the community to become an integral part and will address all specific zoning regulations. Our facility will abide by the local light pollution restrictions, and will also control all visual, auditory and olfactory evidence of marijuana cultivation. There will not be any large signs – we will comport with the signage regulations put in place by the town, and we will also ensure that there are not any markings that will draw people to the facility.

PRO FORMA FINANCIALS

The pro forma financials are confidential and can be made available to appropriate parties upon request. Our financial forecasts are based on estimates derived from other facilities that our advisors have knowledge of. Many of the numbers are subject to change, consequently the best estimates used are based on historical data which may not hold true in the future.

Detailed financial information is available upon request.

TEAM MEMBERS

PRESIDENT

Roles - Develops the organization's vision, creates and implements policies, manages strategy development and monitors financials and actual production.

Responsibilities - The president is responsible for the overall performance of the company. (S)He monitors revenue and expenses, ensuring that resources are efficiently used and is responsible for signing contracts with vendors and outside parties. The President hires high level staff and provides feedback on their performance. The president is responsible for strategy development, performance management, and public relations as well. Additionally, the president accepts fiscal responsibility and bottom-line accountability for the company.

Relationships - The President sits at the top of the organizational hierarchy and has the directors of mission critical sections reporting to him or her. The President is responsible for the hierarchy to work

as smoothly as possible all the way down the chain of command. The president reports to the board of directors of the company.

GROWING FACILITY MANAGER

Roles – The growing facility manager is responsible for the overall operation of the cultivation center. He or she ensures that the plants are tended to, organic only nutrients are applied, quality assurance is tested both on the soil and the finished product, the mechanical infrastructure is maintained, and kept up to both legal and operational standards.

Responsibilities – The growing facility manager is responsible for the marijuana from seed to the final harvest, and all steps in between. It is the growing facility manager's responsibility to ensure that all finished product is of the highest quality, safe for consumers, and efficiently grown. He or she must ensure a safe, clean environment for the plants, monitor their growth, and work toward production goals established in coordination with the president. Additionally, the growing facility manager works with all employees below him or her on the organizational chart, and besides insuring product quality, establishes and monitors protocols for the protection of product from theft by tracking the marijuana on a software system from "seed-to-sale".

Relationships – The growing facility manager reports to the president and works with grow house employees throughout the facility. He or she is constantly visible, and each employee on the organizational chart has direct access to him or her for concerns, issues, or questions about any part of the growth cycle.

DELIVERY MANAGER

Role – The delivery manager is responsible for insuring safe and accurate delivery of marijuana products to dispensary customers. The delivery manager controls drivers' manifests, ensures that the proper product is recorded before it leaves the cultivation and processing facility, and accounts for the receipts from the drivers' return manifest. The delivery manager ensures that vehicles are safe, that the GPS system is always operational, and that two different forms of communication are checked daily.

Responsibilities – The delivery manager ensures that the product being delivered from the cultivation center matches the inventory order, logs the inventory going to the dispensary to the delivery manifest, balances cash and product at the end of the day, and ensures that drivers are providing timely service to dispensary customers while maintaining strict safety measures in compliance with all State and local laws and ordinances.

Relationships – The delivery manager has the dispensary customers, drivers and security as his or her direct employees, and reports to the President.

MECHANIC

Role – The mechanic ensures that the infrastructure of the cultivation and processing facility is working properly, and is responsible for lighting, air conditioning, security systems, and the general hardware associated with the property. The mechanic will call in specialists after diagnosing specific equipment failures that he or she is not able to repair and will monitor systems to ensure that regular maintenance is performed.

Responsibilities – The mechanic is responsible for infrastructure mechanical devices, and ensures the proper maintenance and upkeep is performed on equipment. The mechanic will perform maintenance tasks such as moving lighting, replacing capacitors and igniters in ballasts, and insuring that locking

mechanisms are working effectively. The mechanic works with the growing facility staff to help flush the watering and nutrient delivery system on a regular basis.

Relationships – The mechanic works for the cultivation and processing facility and reports to the growing facility manager and is called upon by either to fix mechanical or plumbing issues that he or she is capable of. In the event a licensed professional is required, the mechanic will work with them to explain the details of the facility and to ensure proper repair.

GROW FACILITY EMPLOYEES

Roles – Grow house employees work on the plants, watering, checking for pests, cloning, trimming and insuring overall plant health. They will take samples when necessary, and package them for shipment to the off-premises quality assurance laboratory. They will work within the cultivation facility to help germinate, grow, and prepare to harvest the marijuana. Grow house employees ensure that the facility is cleaned properly, and necessary supplies are available or on order.

Responsibilities – The grow house employees are responsible for the plants from seed to harvest. They water, root, clone and maintain pH balances and enough water to ensure the plants grow at an optimum level. They are with the plant from seed until they are moved to a finishing room prior to harvest. Grow house employees maintain a clean and efficient environment, and constantly monitor water and nutrient levels to ensure optimum plant health. The grow facility employees maintain constant vigilance for mold, fungus, pests or any other danger to the health of the plants. The grow facility employees take samples for delivery to the off-premises laboratory, and logs both the sample and the results in the data tracking system. The grow facility employees ensure that the proper labels are attached to planters and that all inventory is accounted for from seed to final product.

Relationships – The grow house employees answer to the growing facility manager, and work in tandem with any extra staff hired to specifically work with the plants. The plant trimmer, listed in the organizational chart, will be a grow house employee.

PLANT TRIMMER

Roles - The plant trimmers are grow house employees trained to cut, shape, and maximize plant growth by removing excess leaves outside of the light canopy that are non-productive vestigial elements that are unnecessary to the plant's growth. They trim excess leaves and stalks and inventory them to ensure that all parts of the plant are accounted for.

Responsibilities – The plant trimmers are responsible for removing inefficient plant leaves, any sort of growth that appears in the potted soil and helping to shape the plants for maximum efficiency in nutrient uptake and light absorption. They are also responsible for coordinating the packaging and utilization of the excess trimmings whether they are ultimately used to create marijuana byproducts or shipped to a composting or destruction facility.

Relationships – Plant trimmers work for the grow facility manager, and also coordinate with the harvesting staff to communicate plant readiness for cutting and placement in the drying and curing section of the facility. Plant trimmers work with the internal auditor to ensure compliance with inventory monitoring.

HARVESTING STAFF

Roles – The harvesting staff are trained grow house employees who at the end of the flowering cycle, move the plants into a harvest room for trimming buds from the female plants. They are also responsible

for the physical inventory by matching each plant's identifiers to an inventory sheet produced by the "seed-to-sale" software. The harvesting staff may operate a trimming machine or do much of it by hand depending on the crop. The harvesting staff also ensure that the harvested product is labeled for the drying and curing rooms, and that all plant material is weighed and entered into the tracking database.

Responsibilities – The harvesting staff is responsible for the removal of the buds of the female plant, ensuring that the trichomes aren't damaged, and that there is accountability for each plant and the waste produced from each. They will batch different strains onto specific drying racks.

Relationships – The harvesting staff reports directly to the grow facility manager, who is present during every harvest. In the event the manager isn't available, then one of the executive management team will be present to ensure a proper count and weighing of the final product. Security will also interface with the harvesting team to ensure that all product makes it from the harvesting room to the drying room, and that everything has been taped and recorded.

PACKAGING AND LABELING

Roles – The packaging and labeling employees are part time help that come into measure, weigh, proportion, and vacuum pack the finished product. They weigh out the product into predetermined amounts, and then run it through a vacuum packing machine to ensure no air or contaminants can leak in. They will also produce labeling tags to show the batch, expiration date, amount of product, and a batch code to ensure that the facility is able to find any product that may be reported as unfit by the customers.

Responsibilities – The packaging and labeling employees are responsible for weighing, measuring and inventorying finished marijuana products, and ensuring a proper inventory is input into the seed to sale tracking software. They will attach the final tags to the product, and note any discrepancies in the weight of the final product compared to the weight of the trimmed plant. They are responsible for ensuring that each measured package of marijuana is traceable back to a particular grow, and from what seeds or clones it was produced from. The packaging and labeling staff inspects weighing and measuring tools to ensure the proper amount of ingredients are used in each infused product.

Relationships – The packaging and labeling employees report to the Growing Facility Manager, and also work with contracted quality assurance vendors, who may be present during packaging to do random sampling and to inspect the final product for compliance with labeling and ingredient content.

INTERNAL AUDITOR

Roles – The internal auditor provides a check and balance to the bookkeeper, the harvesting staff, and to the growing facility manager to ensure that all weights, cash, and product are accounted for, and that the reports produced for each are accurate. They will spot check each part of the operation to ensure there is no collusion, and to ensure that all safeguards and reporting mechanisms are functioning properly.

Responsibilities – The internal auditor is responsible for checking and cross checking the inventory, cash deposits and receipts, accounts payable and receivable, and insuring that a solid audit trail is available to compliance officials and other professionals engaged by the company.

Relationships – The internal auditor responds directly to the president, and to any outside compliance, accounting and legal teams. The internal auditor has only one boss – the president.

DRIVERS

Roles – The drivers are the delivery persons for the company and will transport marijuana to dispensary customers who have requested delivery. They will operate in pairs in cars equipped with GPS tracking devices and will also have cellular phones and mobile radios. They will ensure that the right product is delivered to the correct customer in a safe, compliant and timely fashion.

Responsibilities – The drivers are responsible for following the manifest they are given when they go out on delivery runs. They are responsible for the safe keeping of inventory in locked safes in the trunk, and for bagging cash as it is received and providing receipts to customers as they pay for products. The drivers must reconcile their delivery manifest to cash collected each day, and report on failed or unaccepted deliveries.

Relationships – The drivers report to the delivery manager and the president. They obtain their product from the grow facility manager and will also interface with the bookkeeper in dropping off cash, receipts, and daily manifests that will be inputted to ensure inventory accuracy.

SECURITY

Roles – The security team is responsible for ensuring the safety of the employees, any visitors, and the facilities themselves. They will patrol the grounds, observe through closed circuit cameras, and interface with management to help document any weaknesses found in the system.

Responsibilities – The security team is responsible for insuring that inventory is not removed from the premises without documentation, that employees are watched during the day to avoid theft, that cash is collected and drivers maintain different routes to prevent robbery, and interface with management as well as any experts hired by the company to prepare safety procedures.

Relationships - The security team reports to the facility manager and to the president of the company as well.

MARKETING

Roles – The marketing manager will work to achieve greater market share, make customers aware of our presence and products, and use traditional media and social networks to attract new customers as well as retain current customers.

Responsibilities – The marketing manager will create and monitor Facebook, Twitter, and other social network outlets to allow customers to find pricing and delivery times and policies for our products. The marketing manager will also oversee the web site and will update it with timely information to inform customers of new strains developed in our facility. The marketing manager will develop analytics to show conversion from viewers and followers of both the website and social networking.

Relationships – the marketing manager will report directly to the president of the company.

MARKETING PLAN

Online advertising platforms are placing strict rules on how companies can market their products. Google, Facebook and Twitter all have advertising policies that restrict the promotion of the sale of cannabis. Google's policy prohibits ads that promote "substances that alter mental state for the purpose of recreation." Facebook restricts any "illegal, prescription, or recreational drugs." And Twitter bans "illegal drugs" as well as substances that cause "legal highs." Instagram and Facebook have decided to go a step further by removing pages of cannabis related businesses.

The most effective strategies for legal marijuana companies are direct marketing at industry conferences and other events, building communities around marijuana -related concerns such as health and wellness.

Marketing materials for Mainely will include and expand on the following items:

- Tri fold brochure/menu – collateral material.
- Business referral program brochure and link from main web page.
- Mainely’s website.
- Facebook page.
- Linked in account.
- Daily Twitter Feeds.
- Print advertisements.
- Creating a branded product(s) and marketing it to dispensaries.
- Email blast to our customer base and any others not on our list.
- A customer appreciation program and frequent buyer offers.

BRAND DEVELOPMENT

The Company’s will work to develop a corporate identity and will aim to clearly define our brand, goals and personality, with a clear conveyance of that identity through our positioning. We will constantly manage the analysis and planning on how our brand is perceived in the market as developing a good relationship with our target market is essential for brand management. Tangible elements of our brand management will include the product look, price, packaging, etc. The intangible elements will be the experience that the consumer has with our brand. A brand manager will oversee all aspects of the consumer's brand association as well as relationships with our customer base.

SOCIAL MEDIA

We will put forth a significant social media presence. Appropriate forums will be monitored daily, with dedicated staff resources to be active and knowledgeable participants. We will develop a social media content strategy which will include Twitter, Facebook, Instagram, LinkedIn and YouTube. Our staff will be trained in the legalities of promoting our products.

WEB PLAN

The Company’s website will have the dual goal of encouraging dispensaries to sign up for MAINELY’s e-newsletter. A menu with images and descriptions of all items will be included.

The website's main pages will include:

- Menu, including monthly specials, new strains, etc.
- Our hours.
- Contact information (with form for questions and comments), including links to follow the Company on Twitter or be a fan on Facebook.
- Jobs page with open positions.
- Archived newsletters with articles on the marijuana industry.

PRODUCT AWARENESS

Mainely will continue to focus on all marijuana events nationwide, as well as various major market media, that includes industry magazines, events, forums, trade shows and conferences.

PRICE

Our pricing will approximate the median price of the industry to premium value. The rationale is to continue to be in the median-to-premium price range of the retail market. We will constantly monitor our competition and quality to ensure we remain competitive.

CUSTOMER RETENTION

Mainly will focus on customer service at the highest level, which we believe will reward us with continued customer retention and word of mouth referrals.

ADMINISTRATIVE CONTROLS

STANDARD OPERATING PROCEDURES (SOPS)

We are required to develop documentation describing our policies and procedures for each of the following areas:

- Policies and procedures for cultivating
- Separating recreational from medical operations, if applicable
- Restricting Access to age 21 and older
- Security plan
- Prevention of diversion
- Storage of marijuana
- Transportation of marijuana
- Inventory procedures
- Quality control and testing
- Dispensing procedures
- Personnel policies including background checks
- Record Keeping procedures
- Maintaining of financial records
- Diversity plan
- Qualifications and training

We have developed these SOPs and will submit them with our marijuana establishment application.

SEED-TO-SALE COMPLIANCE

The mandate by the Commonwealth for “seed-to-sale tracking” has been addressed by several software entrepreneurs who have created packages specifically for marijuana cultivation and processing. With the Commonwealth’s mandate requiring seed-to-sale tracking, both forward looking data and archived data will play an integral part in the financial health and inventory control of the Company.

RISK FACTORS

The start-up of a marijuana establishment is speculative and involves a high degree of risk. This section contains forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in forward-looking statements as a result of certain factors, including those set forth in the following risk factors and elsewhere in this document.

YOU SHOULD CAREFULLY CONSIDER THE RISKS AND UNCERTAINTIES DESCRIBED BELOW AND THE OTHER INFORMATION IN THIS DOCUMENT. THE RISKS AND UNCERTAINTIES DESCRIBED BELOW ARE NOT THE ONLY ONES ASSOCIATED WITH THE START-UP OF A MARIJUANA ESTABLISHMENT. ADDITIONAL RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN MAY ALSO IMPAIR OPERATIONS. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, A MARIJUANA ESTABLISHMENT'S OPERATIONS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS COULD BE MATERIALLY ADVERSELY AFFECTED.

WE ARE DEPENDENT ON FOLLOWING STRICT REGULATIONS

We are required to adhere to strict regulations under Massachusetts General Laws, which regulate and govern the oversight, personnel and operation of marijuana establishments. Obtaining and retaining an appropriate marijuana establishment license to cultivate and process products will require significant oversight and management. It is extremely challenging to predict the regulatory environment and what future requirements may be introduced and how that might impose additional costs and result in reduced margins. The regulatory environment remains fluid and our analysis reflect that the marijuana marketplace is extremely dependent on regulatory policy, procedures and practice.

WE CANNOT PREDICT OUR SUCCESS BECAUSE WE HAVE A LIMITED OPERATING HISTORY

We have a limited operating history. Our marijuana establishment will be a Massachusetts start-up with no operations to date. Our prospects must be considered in light of the risks. To address these risks, we must, among other things:

- address all required applications and forms in a complete and timely manner;
- work with the desired site's municipality to secure special permits and approvals;
- engage professional growers for cultivation setup and operation;
- appropriately engage the community; and
- secure a Host Community Agreement with the City of Uxbridge.

DISPENSING MARIJUANA IS STILL NOT LEGAL UNDER FEDERAL LAW

Federal laws trump state laws. In states which have legalized marijuana, technically, marijuana establishments, their management and owners, dispensaries, customers, patients and caregivers could still be arrested and punished for possessing marijuana under federal law as marijuana is still listed as a Schedule 1 drug. That said, in states where medical and/or recreational use has been legalized, federal authorities have hesitated to address the inconsistencies with federal law. If this changes, the financial and operational prospects for our marijuana establishment could be negatively impacted.

WE DEPEND UPON KEY PERSONNEL AND MAY BE UNABLE TO TIMELY HIRE AND RETAIN SUFFICIENT NUMBERS OF QUALIFIED PERSONNEL

Our success is dependent on our ability to attract and retain experienced cultivation and processing management personnel. Such personnel must pass rigorous background checks to determine their suitability as per the Massachusetts general laws. Background checks are conducted by a third-party vendor during the application process, and as hired. If an individual associated with a proposed or operational marijuana establishment is deemed "unsuitable," the marijuana establishment will need to extend its hiring search. Locating personnel with the specialized combination of skills and attributes required to carry out our strategy can be a lengthy process. The loss of key personnel, or the inability to attract additional, qualified personnel, could have a material adverse effect upon our results of operations and sales and ability to grow the marijuana establishment as expected.

UPSIDE RISK - MARIJUANA POLICY IS ONE OF THE MOST RAPIDLY EVOLVING AREAS OF PUBLIC POLICY

The recent policy trend in the United States, and in fact internationally, has been towards liberalizing marijuana consumption within the formal regulatory setting. As such, those holding marijuana licensees should be the beneficiaries of continued governmental liberalization of the marijuana marketplace. Governments are reassessing their approach to recreational use of marijuana as they realize that the recreational marijuana marketplace is likely 5 to 6 times as large as the therapeutic market. Therefore, an effort to formalize the marijuana industry, as occurred in the brewing industry, would materially serve to increase the size of the marketplace and lead to increased enterprise valuations for market participants.

FOR ALL OF THE AFORESAID REASONS AND OTHERS SET FORTH HEREIN, YOU SHOULD CAREFULLY CONSIDER THE RISKS AND UNCERTAINTIES DESCRIBED IN THIS DOCUMENT.

MAINLY PRODUCTIONS LLC

END OF DOCUMENT

Standard Operating Procedure

MAINTAINING OF FINANCIAL RECORDS

1. Purpose

The purpose of this SOP is to provide guidance on the facility's maintaining of financial records policy, including where and how it is stored.

2. Scope

The scope of this SOP is for all employees who provide back office support and are responsible for the records maintained by the facility.

3. Prerequisites

The prerequisites for reaching the security level where employees have access to the database, passwords, and physical hard copy includes original training and specialty training in back room procedures, record databases, and protocols for record retention/destruction. The facility director will maintain a list of all employees with access to the ability to purge records from the software system, and also who may designate records to be physically shredded.

4. Responsibilities

Only senior level employees may actually destroy records, and only upon clearance with the facility director, who will provide time frames for record destruction based on outside counsel's interpretation of the regulations.

5. Procedure

Records of a Marijuana Establishment must be available for inspection by the Commission, upon request. The records of a Marijuana Establishment shall be maintained in accordance with generally accepted accounting principles. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, including:

- Manual or computerized records of: 1. Assets and liabilities; 2. Monetary transactions; 3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4. Sales records including the quantity, form, and cost of marijuana products; and 5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any

Standard Operating Procedure MAINTAINING OF FINANCIAL RECORDS

individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

Operational Requirements for Retail Sale include:

- We are prohibited from utilizing software or other methods to manipulate or alter sales data.
- We shall conduct a monthly analysis of equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. We shall maintain records that we have performed the monthly analysis and produce it upon request to the Commission. If we determine that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. We shall immediately disclose the information to the Commission; 2. We shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. We shall take such other action directed by the Commission to comply with 935 CMR 500.105.
- We shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- We shall adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
- We shall maintain and provide to the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

Records and Documents Storage Retention

Unless otherwise specified, the facility will retain and maintain all financial records and duplicate sets of records for a minimum of six (6) years.

Duplicate Records and Off-Site Storage

The facility will maintain duplicate sets of all financial records required by regulation. These duplicate copies of the facility's financial records will be maintained at a secure, off-site location. This location will only be disclosed to personnel with proper security clearance. The off-site financial record storage will be secured with a security alarm and surveillance system to ensure access is limited to authorized personnel only. The facility will maintain duplicate copies of all records at a secure storage facility within the state.

Financial Record retention

The facility shall retain for a minimum of six years all financial records including income, expenses, bank deposits and withdrawals, and audit reports.

Standard Operating Procedure

MAINTAINING OF FINANCIAL RECORDS

6. Reporting

Any and all changes to the record retention policy must be vetted by the facility director. If the policy is changed, a copy is circulated to all employees through our email listserv.

Standard Operating Procedure
SEPARATING RECREATIONAL AND MEDICAL

As we do not have a medical marijuana license, separation of recreational and medical is not applicable.

Standard Operating Procedure

PERSONNEL POLICIES

1. Personnel Policies. 935 CMR 500.101(2)(e)(8), 935 CMR 500.105(1); 935 CMR 500.105(9) (required);
2. (h) A staffing plan and staffing records in compliance with 935 CMR 500.105(9);

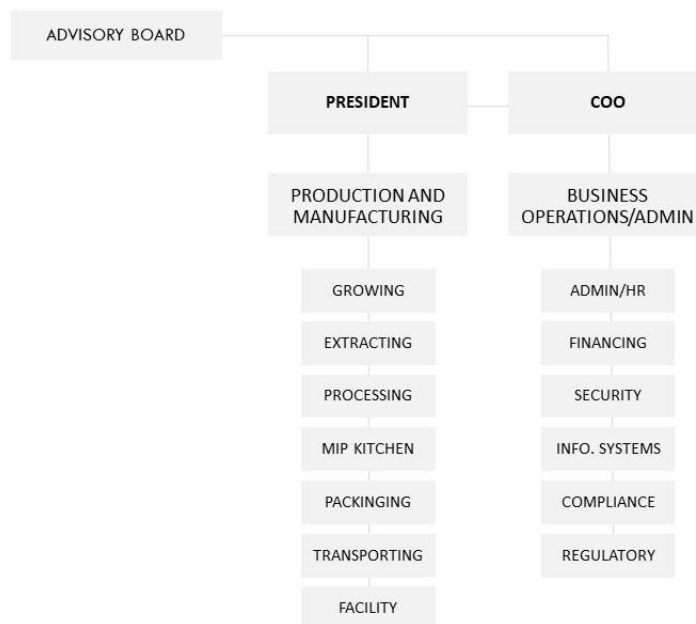
Note: Please see the above regulations and resubmit an amended plan.

OVERVIEW

The purpose of Standard Operating Procedures (SOP) for Personnel Policies is to describe the policies in place for personnel. This SOP applies to all personnel policies to address:

- 935 CMR- CANNABIS CONTROL COMMISSION, Section 500.100: Application for Licensing of Marijuana Establishments; and
- Section 500.105: General Operational Requirements for Marijuana Establishments.

Organizational Chart



RESPONSIBILITY

Standard Operating Procedure PERSONNEL POLICIES

Operations Manager

Operations Manager provides oversight and supervision of day-to-day operations, task delegation and accountability, and most importantly transportation and distribution. Operations managers oversee security managers and facility staff to ensure that Standard Operating Procedures related to all components of facility operations are followed according to their method of procedure.

Inventory Manager

The Inventory manager supervises the standardized and safe packaging and inventory of

supplies of marijuana products. Inventory managers are responsible for the oversight and record keeping of active plant and product inventories at all Facility locations where these items can be found. Inventory managers are an integral part of inventory management, preventative measures against diversion, implementing new standards and processes, and ensuring adherence to Standard Operating Procedures.

Quality Assurance Officer

A Quality Assurance Officer with appropriate training and experience in quality control procedures, will ensure that quality assurance methods are effective and executed consistently. This individual shall exercise oversight over all practices and procedures from seed-to-sale. The Quality Assurance Officer ensures that all documents relating to quality control are assessed, recorded, documented, and distributed to the proper persons and authorities. It is also the responsibility of the Quality Assurance Officer to train, oversee, and hold accountable employees for their respective roles and responsibilities.

Human Resources Director

The Human Resources Director oversees all hiring and terminating of employees; and administration, and training of personnel. The human resources director focuses on activities relating to all employees, including but not limited to: recruiting and hiring of new employees, orientation and training of current employees, employee compliance, employee benefits and retention.

EMPLOYMENT

Temporary Employees

Individuals hired as temporary employees are not eligible to participate in any benefit programs, vacation or paid time off. Temporary employees work on an at-will basis.

Part-Time and Full-Time Employees

Part-time and full-time employee status is determined by the total regular hours worked per week. Part-time employees work 29 hours or less. Full-time employees work 30 hours or more.

Equal Employment Opportunity

Standard Operating Procedure

PERSONNEL POLICIES

The Company is an equal opportunity employer and makes employment decisions on the basis of merit. We prohibit and will not tolerate discrimination of any kind, based on race, color, creed, sex, religion, marital status, age, national origin or ancestry, physical or mental disability medical condition including genetic characteristics, sexual orientation, or any other consideration made unlawful by federal, state or local laws.

The American with Disabilities Act (ADA)

The company will make every effort to accommodate qualified individuals with a disability so they can perform the requirements of their job.

EMPLOYEE RIGHTS & RESPONSIBILITIES

The company will provide all necessary information to employees and will provide a thoughtful and comprehensive new employee orientation program. All employees will receive the company's Standards of Conduct and Responsibility presentation and will be required to adhere to all requirements.

Discrimination and Harassment

The company will provide a safe work environment and will not tolerate any form of discrimination and/or harassment of any employee, by anyone.

RECORD RETENTION

All personnel records will be maintained on the facility premises for a period of 7 years.

All agents hired will have a confidential file built with their resume, application, references, and documentation of conversations with references. In addition, the personnel director will:

- a. Maintain a file both digitally and written of all materials submitted to the CCC for each person to be hired.
- b. A copy of the documentation of references along with notes, emails, or other responses received concerning the potential hire.
- c. Any contract or agreement detailing any and all terms of the employment offered including the duties of the job hire for, who they are responsible in the organization's organizational chart, their authorities and who they both report to and whom reports to them, their qualifications noted on their application for the position, and who they report to.
- d. A copy of the signed statement from the employee under the pains and penalties of perjury that states that they have completed all required training, including training for privacy matters, HIPAA related matters, network usage, etc.
- e. Documentation including handouts, presentations, etc., of all required training, a signed attendance sheet from the employee indicating the date, time, and place where they received the training, the topics discussed, the name of the presenter, the title of the presentation, and any other relevant material.
- f. Copies of periodic performance evaluations, including feedback from the employee.

Standard Operating Procedure

PERSONNEL POLICIES

g. A signed notice by the employee and their manager of attendance of the mandatory vendor responsibility and related duty training (minimum eight hours).

1. Purpose

The purpose of this SOP is to provide guidance for the hiring procedure for new employees.

2. Scope

The scope of this SOP is for all human resource personnel to understand the hiring process for new employees, pay structure, positions available, etc.

3. Prerequisites

Anyone involved with HR must go through job specific training including personnel file confidentiality, workplace policies, job descriptions, pay rates, etc.

4. Responsibilities

It is the responsibility of the corporate trainer along with the director of human resources to train new hires working in personnel.

5. Procedure

The Employee Handbook will contain the following headings, which covers in detail the personnel policy guidelines that will be initially introduced into the facilities:

- New Employee Policies
- Reference/background checks
- Time-Related Policies
- Compensation-Related Policies
- Personnel Records
- Conflicts of Interests
- General Confidentiality
- Professional Conduct
- Technology Policies
- Confidentiality of Records and Data
- Communications
- Health, Safety and Security
- Fire and Safety
- Reporting Accidents

Standard Operating Procedure PERSONNEL POLICIES

- Emergency Plan
- Smoking in the Workplace
- Violence-Free Workplace
- Lactation Accommodation
- Employee Relations
- Open Communication
- Standard of Conduct General Policy
- Employee Responsibility
- Responsibilities of Supervisors, Managers, Directors
- Employee Conduct
- Problem Resolution
- Employee Benefits
- Discretionary Benefits
- Employee Assistance Program
- Holidays
- Vacation Policy
- Leave of Absence
- Medical Leave of Absence
- Sick Leave
- Funeral Leave
- Jury Duty and Witness Leave Time
- Voting Time
- Unpaid Personnel Leave
- Pregnancy Disability Leave, Rehabilitation Leave, Military Leave
- Time Off for Victim of Domestic Violence or Sexual Assault
- Benefits During Leave
- Ending Employment
- Termination

Recruiting, Benefits, Hiring, Loss of Personnel

The facility will properly train all of its employees before they are permitted to work in any operations. Prior to being offered an employment position with the facility, all potential applicants will be required to pass a background check to ensure the potential applicant does not have any criminal felony convictions or have been convicted of the crimes listed in the state's regulations and otherwise is of good moral character. The facility intends to offer competitive wages and salaries, as well as benefits packages that include paid time off and health insurance, to all employees. Exact compensation and benefits plans and packages are in the process of being developed. It is the facility's goal to pay salaries that are, at a minimum, equitable and commensurate with salaries paid for similar work within the labor market. Accordingly, positions will generally be classified and then assigned a salary range that defines a minimum and maximum pay rate. An employee's salary may advance within the salary range as the result of performance reviews, promotions, market conditions and other business considerations. Such increases in pay are considered merit adjustments which are not guaranteed and may vary in timing and degree from employee to employee.

Standard Operating Procedure

PERSONNEL POLICIES

In accordance with State legal requirements, employees will be compensated for hours worked in excess of forty (40) hours per week. Non-exempt employees will be paid one and one-half times their regular rate of pay for hours worked in excess of forty (40) hours in a workweek. Overtime pay is based on actual hours worked. Paid time off for holidays and vacations does not count as "hours worked" for overtime purposes. Any overtime hours worked by a nonexempt employee will be required to be approved in advance by the employee's supervisor. Non-exempt employees are not to work before, beyond or outside their normal working hours without such prior approval. Employees who fail to work scheduled overtime or who work overtime without prior authorization from a supervisor may be subject to disciplinary action, up to and including termination of employment.

Number of Employees—exact number of employees employed by the facility is to be determined upon deployment of operations and the establishment of personnel requirements; the breakdown of these requirements can be seen below within the job description section.

Type of Labor—the team at the facility will comprise skilled, unskilled, and professional workers. The various positions within the organization will call for different laborers with different skill sets. The cultivation manager will need to be very skilled in the cultivation of marijuana, whereas an entry-level cultivation laborer will likely be unskilled and trained to the job requirements and functions.

Pay Structure— The facility will determine this upon deployment of operations and the establishment of personnel requirements. Employee compensation will be competitive with industry standards.

Job Termination—all termination actions will follow standard procedures. Basic steps include:

1. Notify key personnel of job termination
2. Obtain all facility keys, ID badges or other company property
3. Disable/change all terminated key personnel facility security access codes or passwords
4. Notify required authorities of the job termination of the key personnel
5. Notify all remaining staff of the job termination of the key personnel and inform them of the conditions of termination (i.e. employee is no longer allowed on the premise and to notify police or other authorities if said employee returns, etc.)
6. Contact security vendor and monitoring company to notify them of the job

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termination of key personnel.

- a. Remove terminated key personnel from any notification, contact or call lists.

Job Separation—at times key personnel may decide to part ways on their own accord. In such circumstances there will be some basic steps and procedures to follow in for job separations.

1. Obtain all facility keys, ID badges, or other company property
2. Disable/change all key personnel facility security access codes or passwords
3. Notify required authorities of the job separation of the key personnel
4. Notify all remaining staff of the job separation of the key personnel and inform them of the conditions of separation (i.e. mutual separation and key personnel are always welcome back at the facility under visitor status, employee is no longer allowed on the premise, and to notify police or other authorities if said employee returns, etc.)
5. Contact security vendor and monitoring company to notify them of the job separation of key personnel.
 - a. Remove key personnel from any notification, contact or call lists.

Replacement of Key Personnel Position—find and interview a suitable replacement for the position that was vacated. Key personnel positions will need to be filled as soon as possible by management without compromising the quality of potential candidates.

6. References

Please refer to the personnel manual found in the human resources office, and the training modules put together for vetting and hiring new personnel.

7. Reporting

All new hires must have personnel files, copies of which must be uploaded to our cloud server. All new hires should be placed immediately into the contact list as well.

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1. Purpose

The purpose of this SOP is to provide guidance for the storage, updating and backup of personnel files.

2. Scope

The scope of this SOP is for all employees who have access to or update personnel files.

3. Prerequisites

Employees who have access to personnel files must have been vetted to do so and must follow all security protocols and specific training to insure their security and confidentiality.

4. Responsibilities

It is the responsibility of the head of personnel to insure all records are properly annotated and securely stored.

5. Procedure

Attendance at formal training classes will be mandatory and documented. Additionally, specific training on SOPs, including applicable laws and regulations, will be signed off by both the employee and a supervisor. This documentation will be retained in the employee's personnel file so that it can be audited by the compliance division. Human resource files and training documentation will be maintained in hard copy and an electronic environment for ease of interaction, retention, and inspection by the commission. Employment contracts will specify attendance at training classes, and in the event the employee does not complete the required training in the specified time, this would be grounds restricting their hours until the training is completed and ultimately dismissal. Personnel files will contain all information related to the hiring and/or employment of any individual who is or was employed by the facility.

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6. References

Please refer to the SOP's for evaluations and for other documents that become a part of all employee's personnel files.

7. Reporting

All personnel files are maintained by the director of human resources. The human resources director reports all appropriate information to payroll, our health insurer, and to other regulatory bodies entitled to receive employment information.

8. Compliance with Regulations

The Company will comply with all regulations, specifically noting 935 CMR 500.101(2)(e)(8), 935 CMR 500.105(1); and 935 CMR 500.105(9).

POSITIONS AND QUALIFICATIONS

PRESIDENT

Roles - Develops the organization's vision, creates and implements policies, manages strategy development and monitors financials and actual production.

Responsibilities - The president is responsible for the overall performance of the company. (S)He monitors revenue and expenses, insuring that resources are efficiently used, and is responsible for signing contracts with vendors and outside parties. The President hires high level staff and provides feedback on their performance. The president is responsible for strategy development, performance management, and public relations as well. Additionally, the president accepts fiscal responsibility and bottom-line accountability for the company.

Relationships - The President sits at the top of the organizational hierarchy and has the directors of mission critical sections reporting to him or her. The President is responsible for the hierarchy to work as smoothly as possible all the way down the chain of command. The president reports to the board of directors of the company.

GROWING FACILITY MANAGER

Roles - The growing facility manager is responsible for the overall operation of the cultivation center. He or she ensures that the plants are tended to, organic only nutrients are applied, quality assurance is tested both on the soil and the finished product, the mechanical infrastructure is maintained, and kept up to both legal and operational standards.

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Responsibilities – The growing facility manager is responsible for the marijuana from seed to the final harvest, and all steps in between. It is the growing facility manager's responsibility to ensure that all finished product is of the highest quality, safe for consumers, and efficiently grown. He or she must ensure a safe, clean environment for the plants, monitor their growth, and work toward production goals established in coordination with the president. Additionally, the growing facility manager works with all employees below him or her on the organizational chart, and besides insuring product quality, establishes and monitors protocols for the protection of product from theft by tracking the marijuana on a software system from "seed-to-sale".

Relationships – The growing facility manager reports to the president and works with grow house employees throughout the facility. He or she is constantly visible, and each employee on the organizational chart has direct access to him or her for concerns, issues, or questions about any part of the growth cycle.

DELIVERY MANAGER

Role – The delivery manager is responsible for insuring safe and accurate delivery of marijuana products to dispensary customers. The delivery manager controls drivers' manifests, ensures that the proper product is recorded before it leaves the cultivation and processing facility, and accounts for the receipts from the drivers' return manifest. The delivery manager ensures that vehicles are safe, that the GPS system is always operational, and that two different forms of communication are checked daily.

Responsibilities – The delivery manager ensures that the product being delivered from the cultivation center matches the inventory order, logs the inventory going to the dispensary to the delivery manifest, balances cash and product at the end of the day, and ensures that drivers are providing timely service to dispensary customers while maintaining strict safety measures in compliance with all State and local laws and ordinances.

Relationships – The delivery manager has the dispensary customers, drivers and security as his or her direct employees, and reports to the President.

MECHANIC

Role – The mechanic ensures that the infrastructure of the cultivation and processing facility is working properly, and is responsible for lighting, air conditioning, security systems, and the general hardware associated with the property. The mechanic will call in specialists after diagnosing specific equipment failures that he or she is not able to repair and will monitor systems to ensure that regular maintenance is performed.

Responsibilities – The mechanic is responsible for infrastructure mechanical devices, and ensures the proper maintenance and upkeep is performed on equipment. The mechanic will perform maintenance tasks such as moving lighting,

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replacing capacitors and igniters in ballasts, and insuring that locking mechanisms are working effectively. The mechanic works with the growing facility staff to help flush the watering and nutrient delivery system on a regular basis.

Relationships – The mechanic works for the cultivation and processing facility and reports to the growing facility manager and is called upon by either to fix mechanical or plumbing issues that he or she is capable of. In the event a licensed professional is required, the mechanic will work with them to explain the details of the facility and to ensure proper repair.

GROW FACILITY EMPLOYEES

Roles – Grow house employees work on the plants, watering, checking for pests, cloning, trimming and insuring overall plant health. They will take samples when necessary, and package them for shipment to the off-premise's quality assurance laboratory. They will work within the cultivation facility to help germinate, grow, and prepare to harvest the marijuana. Grow house employees ensure that the facility is cleaned properly, and necessary supplies are available or on order.

Responsibilities – The grow house employees are responsible for the plants from seed to harvest. They water, root, clone and maintain ph balances and sufficient water to ensure the plants grow at an optimum level. They are with the plant from seed until they are moved to a finishing room prior to harvest. Grow house employees maintain a clean and efficient environment, and constantly monitor water and nutrient levels to ensure optimum plant health. The grow facility employees maintain constant vigilance for mold, fungus, pests or any other danger to the health of the plants. The grow facility employees take samples for delivery to the off premises laboratory, and logs both the sample and the results in the data tracking system. The grow facility employees ensure that the proper labels are attached to planters and that all inventory is accounted for from seed to final product.

Relationships – The grow house employees answer to the growing facility manager, and work in tandem with any extra staff hired to specifically work with the plants. The plant trimmer, listed in the organizational chart, will be a grow house employee.

PLANT TRIMMER

Roles - The plant trimmers are grow house employees trained to cut, shape, and maximize plant growth by removing excess leaves outside of the light canopy that are non-productive vestigial elements that are unnecessary to the plant's growth. They trim excess leaves and stalks and inventory them to ensure that all parts of the plant are accounted for.

Responsibilities – The plant trimmers are responsible for removing inefficient plant leaves, any sort of growth that appears in the potted soil and helping to shape the plants for maximum efficiency in nutrient uptake and light absorption. They are also responsible for coordinating the packaging and utilization of the excess trimmings whether they are ultimately used to create other marijuana byproducts or shipped to a composting or destruction facility.

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Relationships – Plant trimmers work for the grow facility manager, and also coordinate with the harvesting staff to communicate plant readiness for cutting and placement in the drying and curing section of the facility. Plant trimmers work with the internal auditor to ensure compliance with inventory monitoring.

HARVESTING STAFF

Roles – The harvesting staff are trained grow house employees who at the end of the flowering cycle, move the plants into a harvest room for trimming buds from the female plants. They are also responsible for the physical inventory by matching each plant's identifiers to an inventory sheet produced by the "seed-to-sale" software. The harvesting staff may operate a trimming machine or do much of it by hand depending on the crop. The harvesting staff also ensure that the harvested product is labeled for the drying and curing rooms, and that all plant material is weighed and entered into the tracking database.

Responsibilities – The harvesting staff is responsible for the removal of the buds of the female plant, insuring that the trichomes aren't damaged, and that there is accountability for each plant and the waste produced from each. They will batch different strains onto specific drying racks.

Relationships – The harvesting staff reports directly to the grow facility manager, who is present during every harvest. In the event the manager isn't available, then one of the executive management team will be present to ensure a proper count and weighing of the final product. Security will also interface with the harvesting team to ensure that all product makes it from the harvesting room to the drying room, and that everything has been taped and recorded.

PACKAGING AND LABELING

Roles – The packaging and labeling employees are part time help that come in to measure, weigh, proportion, and vacuum pack the finished product. They weigh out the product into predetermined amounts, and then run it through a vacuum packing machine to ensure no air or contaminants are able to leak in. They will also produce labeling tags to show the batch, expiration date, amount of product, and a batch code to ensure that the facility is able to find any product that may be reported as unfit by the customers.

Responsibilities – The packaging and labeling employees are responsible for weighing, measuring and inventorying finished marijuana products, and also ensuring a proper inventory is input into the seed to sale tracking software. They will attach the final tags to the product, and also note any discrepancies in the weight of the final product compared to the weight of the trimmed plant. They are responsible for ensuring that each measured package of marijuana is traceable back to a particular grow, and from what seeds or clones it was produced from.

Relationships – The packaging and labeling employees report to the Grow Facility Manager, and also work with contracted quality assurance vendors, who may be

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present during packaging to do random sampling and to inspect the final product for compliance with labeling and ingredient content.

INTERNAL AUDITOR

Roles – The internal auditor provides a check and balance to the bookkeeper, the harvesting staff, and to the growing facility manager to ensure that all weights, cash, and product are accounted for, and that the reports produced for each are accurate. They will spot check each part of the operation to ensure there is no collusion, and to ensure that all safeguards and reporting mechanisms are functioning properly.

Responsibilities – The internal auditor is responsible for checking and cross checking the inventory, cash deposits and receipts, accounts payable and receivable, and insuring that a solid audit trail is available to compliance officials and other professionals engaged by the company.

Relationships – The internal auditor responds directly to the president, and also to any outside compliance, accounting and legal teams. The internal auditor has only one boss – the president.

DRIVERS

Roles – The drivers are the delivery persons for the company and will transport marijuana to dispensary customers who have requested delivery. They will operate in pairs in cars equipped with GPS tracking devices and will also have cellular phones and mobile radios. They will ensure that the right product is delivered to the correct customer in a safe, compliant and timely fashion.

Responsibilities – The drivers are responsible for following the manifest they are given when they go out on delivery runs. They are responsible for the safe keeping of inventory in locked safes in the trunk, and for bagging cash as it is received and providing receipts to customers as they pay for products. The drivers must reconcile their delivery manifest to cash collected each day, and also report on failed or unaccepted deliveries.

Relationships – The drivers report to the delivery manager and the president. They obtain their product from the grow facility manager and will also interface with the bookkeeper in dropping off cash, receipts, and daily manifests that will be inputted to ensure inventory accuracy.

SECURITY

Roles – The security team is responsible for insuring the safety of the employees, any visitors, and the facilities themselves. They will patrol the grounds, observe through closed circuit cameras, and interface with management to help document any weaknesses found in the system.

Responsibilities – The security team is responsible for insuring that inventory is not removed from the premises without documentation, that employees are watched

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during the day to avoid theft, that cash is collected and drivers maintain different routes to prevent robbery, and interface with management as well as any experts hired by the company to prepare safety procedures.

Relationships - The security team reports to the facility manager and to the president of the company as well.

MARKETING

Roles – The marketing manager will work to achieve greater market share, make customers aware of our presence and products, and use traditional media and social networks to attract new customers as well as retain current customers.

Responsibilities – The marketing manager will create and monitor Facebook, Twitter, and other social network outlets to allow customers to find pricing and delivery times and policies for our products. The marketing manager will also be in charge of the web site and will update it with timely information to inform customers of new strains developed in our facility.

Relationships – the marketing manager will report directly to the president of the company.

<h2>Standard Operating Procedure CPR TRAINING</h2>

1. Purpose

The purpose of this SOP is to provide guidance on CPR Training for all employees of the facility.

2. Scope

The scope of this SOP is for all employees. Training is a requirement for continued employment.

3. Prerequisites

All employees who have passed through their probationary employment phase will be given CPR training. During their original training, they will learn rudimentary first aid, but during their employment other emergency medical training will be offered.

4. Responsibilities

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It is the responsibility of the director of human resources to insure all personnel are reminded of their obligation to take CPR training, and to help arrange classes on premises for it.

5. Procedure

The American Heart Association's Heartsaver CPR AED Course has been updated to reflect new science in the 2015 American Heart Association Guidelines Update for CPR and Emergency Cardiovascular Care. This course which is taught regularly at our facility is used to provide CPR and use an AED in a safe, timely, and effective manner.

Heartsaver CPR AED Online is the eLearning portion of the Heartsaver CPR AED blended learning course and is designed to teach students the cognitive information needed for CPR and AED training. The Director of Human Resources assigns passwords to employees for online training. Upon successful completion of both portions of the course, students receive a Heartsaver CPR AED course completion card, valid for two years.

After completing this course, employees of the facility will be able to:

- Describe how high-quality CPR improves survival.
- Explain the concepts of the Chain of Survival.
- Recognize when someone needs CPR.
- Perform high-quality CPR for an adult.
- Describe how to perform CPR with help from others.
- Give effective breaths by using mouth-to-mouth or a mask for all age groups.
- Demonstrate how to use an AED on an adult.
- Perform high-quality CPR for a child.
- Demonstrate how to use an AED on a child.
- Perform high-quality CPR for an infant.
- Describe when and how to help a choking adult or child.
- Demonstrate how to help a choking infant.

6. References

The facility utilizes the information from the American Heart Association's website for construction of our inhouse CPR modules.

7. Reporting

All employees will be given attendance slips to sign, and will be awarded a completion certificate upon successful training in CPR.

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Standard Operating Procedure HIRING PROCEDURES & STANDARDS

1. Purpose

The purpose of this SOP is to provide guidance for the hiring procedure for new employees.

2. Scope

The scope of this SOP is for all human resource personnel to understand the hiring process for new employees, pay structure, positions available, etc.

3. Prerequisites

Anyone involved with HR must go through job specific training including personnel file confidentiality, workplace policies, job descriptions, pay rates, etc.

4. Responsibilities

It is the responsibility of the corporate trainer along with the director of human resources to train new hires working in personnel.

5. Procedure

Recruiting, Benefits, Hiring, Loss of Personnel

The facility will properly train all of its employees before they are permitted to work in any operations. Prior to being offered an employment position with the facility, all potential applicants will be required to pass a background check to ensure the potential applicant does not have any criminal felony convictions or have been convicted of the crimes listed in the state's regulations and otherwise is of good moral character. The facility intends to offer competitive wages and salaries, as well as benefits packages that include paid time off and health insurance, to all employees. Exact compensation and benefits plans and packages are in the process of being developed. It is the facility's goal to pay salaries that are, at a minimum, equitable and commensurate with salaries paid for similar work within the labor market. Accordingly, positions will generally be classified and then assigned a salary range

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that defines a minimum and maximum pay rate. An employee's salary may advance within the salary range as the result of performance reviews, promotions, market conditions and other business considerations. Such increases in pay are considered merit adjustments which are not guaranteed and may vary in timing and degree from employee to employee.

In accordance with State legal requirements, employees will be compensated for hours worked in excess of forty (40) hours per week. Non-exempt employees will be paid one and one-half times their regular rate of pay for hours worked in excess of forty (40) hours in a workweek. Overtime pay is based on actual hours worked. Paid time off for holidays and vacations does not count as "hours worked" for overtime purposes. Any overtime hours worked by a nonexempt employee will be required to be approved in advance by the employee's supervisor. Non-exempt employees are not to work before, beyond or outside their normal working hours without such prior approval. Employees who fail to work scheduled overtime or who work overtime without prior authorization from a supervisor may be subject to disciplinary action, up to and including termination of employment.

Number of Employees—exact number of employees employed by the facility is to be determined upon deployment of operations and the establishment of personnel requirements; the breakdown of these requirements can be seen below within the job description section.

Type of Labor—the team at the facility will comprise skilled, unskilled, and professional workers. The various positions within the organization will call for different laborers with different skill sets. The cultivation manager will need to be very skilled in the cultivation of marijuana, whereas an entry-level cultivation laborer will likely be unskilled and trained to the job requirements and functions.

Pay Structure— The facility will determine this upon deployment of operations and the establishment of personnel requirements. Employee compensation will be competitive with industry standards.

Job Termination—all termination actions will follow standard procedures. Basic steps include:

1. Notify key personnel of job termination
2. Obtain all facility keys, ID badges or other company property
3. Disable/change all terminated key personnel facility security access codes or passwords
4. Notify required authorities of the job termination of the key personnel
5. Notify all remaining staff of the job termination of the key personnel and

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inform them of the conditions of termination (i.e. employee is no longer allowed on the premise and to notify police or other authorities if said employee returns, etc.)

6. Contact security vendor and monitoring company to notify them of the job termination of key personnel.

a. Remove terminated key personnel from any notification, contact or call lists.

Job Separation—at times key personnel may decide to part ways on their own accord. In such circumstances there will be some basic steps and procedures to follow in for job separations.

1. Obtain all facility keys, ID badges, or other company property

2. Disable/change all key personnel facility security access codes or passwords

3. Notify required authorities of the job separation of the key personnel

4. Notify all remaining staff of the job separation of the key personnel and inform them of the conditions of separation (i.e. mutual separation and key personnel are always welcome back at the facility under visitor status, employee is no longer allowed on the premise, and to notify police or other authorities if said employee returns, etc.)

5. Contact security vendor and monitoring company to notify them of the job separation of key personnel.

a. Remove key personnel from any notification, contact or call lists.

Replacement of Key Personnel Position—find and interview a suitable replacement for the position that was vacated. Key personnel positions will need to be filled as soon as possible by management without compromising the quality of potential candidates.

6. References

Please refer to the personnel manual found in the human resources office, and the training modules put together for vetting and hiring new personnel.

7. Reporting

All new hires must have personnel files, copies of which must be uploaded to our cloud server. All new hires should be placed immediately into the contact list as well.

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<h3>Standard Operating Procedure</h3> <h3>TRAINING PROTOCOLS & RECORDS</h3>

1. Purpose

The purpose of this SOP is to provide guidance on training for new employees, and documenting the training through handouts, video recordings, and entries into the employee's personnel records for completed modules.

2. Scope

The scope of the SOP is for anyone working at the facility who has undergone and passed the mandatory training along with the mandatory mentoring.

3. Prerequisites

All employees must have gone through the training modules and documentation and be prepared to discuss and be tested on:

- a) Health, safety, and sanitation standards as required by the Department;
- b) Security procedures;
- c) Prohibitions and enforcement as described by state regulation;
- d) Confidentiality and all other provisions of HIPAA and state regulations that apply to the individual's scope of employment.
- e) Training on Commission Statutes and Rules and Other State and Local Laws and Regulations.
- f) Training on Company Standard Operating Procedures.
- g) Training on Detection and Prevention of Diversion of Cannabis.
- h) Training on Security and the Company's Security System.

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- i) Training on Hazards and Safety and Emergency Procedures such as a Medical Emergency, Fire, Chemical Spill, Security and a Threatening Event.
- j) Training on Inventory Control and Record Keeping.
- k) Annual training to update and reinforce knowledge in above areas.

4. Responsibilities

It is the responsibility of the corporate trainer to insure all modules necessary for successful employment have been taken by new employees, and the proper documentation including employee signatures on training materials, test or quiz results, and an actual video of the training session must be on file in each hire's personnel file.

5. Procedure

The facility will utilize the operational experience and knowledge from its management employees and corporate trainer to provide extensive training and education for all registered employees. All facility employees will receive extensive training prior to commencing work in any facility. Registered employees will be required to read the relevant state and county law pertaining to marijuana in order to have a general understanding of the laws and regulation with which that they must comply. Training for all cultivation operations will be provided by our corporate trainer, training will also be provided from selected 3rd party security vendors, BioTrackTHC™ inventory control systems and POS vendors, XXX for manufacturing operations, and other subject matter experts. Training will include an extensive hands-on approach and the use of Standard Operating Procedures (SOP's) and various other materials and methods as deemed appropriate.

The facility will utilize targeted training materials and programs for different operations. There will be specific training for registered employees involved within cultivation operations and processing/manufacturing operations. Ongoing and cross-functional training will be continued as operations commence. All registered employees will also be required to receive training on general sanitary requirements. Registered employees will be required to read and agree to comply with the company Employee Handbook, SOP's, and other materials management deems necessary prior to commencing work in any of our facilities. Management will fully prepare facility staff on all aspects of the business before operations are commenced. Training and education will be all-encompassing, covering regulatory compliance, seed-to-sale tracking, point-of-sale training, dispensing, security and diversion prevention, health and safety protocols, sanitation, transportation, also including all cultivation, extraction and manufacturing processes, and organizational functioning within a vertically-integrated operation. Registered employee training will cover but not be limited to the following:

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- Standard Operating Procedures (SOP's) and Cultivation Operations SOP's
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's cultivation operations.
- Manufacturing Infused Products (MIP) Operations SOP's
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's manufacturing infused products operations.
- Log Sheets and Templates
 - Numerous log sheets and templates for proper record keeping and documentation for all operations including cultivation, MIP, and dispensing.
- Responsible vendor training
- On-site training
- Initial job training
- Job shadowing
- Employee educational information

6. References

Please refer to the training manual which will contain:

1. A new-hire orientation training section - All new employees will go through an orientation training before starting their employment. The training manual will include an orientation section containing a review of all company policies, such as drug-free workplace rules and confidentiality requirements. This phase of training will also include an orientation to the SOP system and how to use it on the job.
2. Laws and Regulations: This section of the training manual will include critical laws and regulations the Company and employees are subject to. Certain of these laws and regulations will also be incorporated into the company's SOPs.

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3. SOP training curriculum -The training manual will include a comprehensive copy of the Company's SOPs. The primary training curriculum for processor agents for the performance of their duties will be the SOPs themselves. The SOPs will have an administrative section which will include a signature line for employees and managers to indicate proficiency. This documentation will go into the employee's files to be available for audit and for inspection by the commission.

4. Detection and prevention of diversion - This section of the training manual will be created with the assistance of our professional security consultant. They will also develop the security plan for the company and will perform training sessions for the employees.

5. Processor Facility Security - This section of the training manual will be created with the assistance of our professional security consultant. They will also develop the security plan for the company and will perform training sessions for the employees.

6. Safety and emergencies - This section of the manual will be created with the assistance of our security consultants, processor consultants and local fire and safety agencies. All employees will be trained on emergency situations and periodic drills will be performed to ensure preparedness.

7. Inventory Control - The training manual will include a section that provides an overview of inventory control. The inventory control system is a third-party software system which will have a comprehensive user manual. This user manual will be retained onsite and will be available for inspection at all times by the commission.

7. Reporting

All training materials and results from any quiz or exam will be placed in the employee's personnel file.

Standard Operating Procedure EMPLOYEE TRAINING

1. Purpose

All employees must undergo and pass a two-week training course prior to active employment and being assigned scheduled hours. Additionally, they must take recurrent training quarterly.

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2. Scope

Our employee-training curriculum will provide critical procedures and instruction to employees to ensure all systems are in place to produce cannabis safely. These systems also ensure that every employee understands how to implement these systems accurately. In addition, there are sanitation, product quality, and quantity accuracy checkpoints to ensure that errors or problems are caught and remedied long before customers receive any product.

3. Prerequisites

All employees will be extensively trained and validation techniques will be utilized for ensuring continued competency. Employees are required to follow all safety signage, regulatory guidance and GMP's to ensure a safe, clean and sustainable working environment.

All Employees will be trained in General Manufacturing Practices such as:

- ServSafe, cGMP's, FDA CFR's, ISO, GFSI, or globally recognized food safety grade standards.
- Quarterly Safety, Best Practices, or Continued education material will be required for all Employees, Management, & Board Members.
- Record Keeping of training records and logs must be accessible onsite for all employees of the past 12 months.

4. Responsibilities

The facility manager and the corporate trainer are responsible for insuring the attendance and requisite test of employee knowledge before allowing them to be placed on the work schedule.

5. Procedure

Training and education

In addition to the Company's mandatory training on security, standard operating procedures, and other standard requirements, the Company will provide specialized training for each position. The Company commits to setting a high bar for its products, which requires treating and training employees well. Training and education for all personnel will be the cornerstone of the operations success through dedicated programs for employees so they are prepared to consistently operate at the highest industry standards. In addition, the Company will develop policies that support

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furthering the educational attainment of employees.

Personnel training

(a) Manufacturing, packaging, labeling and holding operations must:

- (1) Ensure that each person engaged in the operation has the education, training, and experience, or any combination thereof, to enable that person to perform all assigned functions;
- (2) Provide personnel with training in the applicable requirements of this part; and
- (3) Maintain records of any training provided to personnel for the performance of all assigned functions.

(b) Personnel training should include:

- (1) Instructions regarding regulatory inspection preparedness and law-enforcement interactions; and
- (2) Information on U.S. federal, state and local laws, regulations, and policies relating to individuals employed in these operations, and the implications of these for such personnel.

All employees will also attend training sessions on the following:

- State regulations.
- Confidentiality, Privacy, and HIPPA.
- Ethics in Healthcare.
- HIPPA and Breach Notification.
- HIPPA Electronic Security.
- Marijuana Strains, Treatments, and Usage.
- The facility's operation manuals.
- Standard Operating Procedures (SOPs and applicable forms)

Employees must also display familiarity with the following:

- Standard Operating Procedures (SOP's) and Cultivation Operations SOP's.

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- Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's cultivation operations.
- Manufacturing Infused Products (MIP) Operations SOP's.
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's manufacturing infused products operations.
- Log Sheets and Templates
 - Numerous log sheets and templates for proper record keeping and documentation for all operations including cultivation, MIP, and dispensing.
- Responsible vendor training.
- On-site training.
- Initial job training.
- Job shadowing.
- Employee educational information

6. References

Please refer to job descriptions and original training material for further understanding of this SOP.

7. Reporting

All training must be documented with attendance taken, a video recording of the actual classroom during training, and a copy of the content presented. The results of any training quizzes or exams must be placed in the employee's personnel file.

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SAFETY TRAINING

1. Purpose

The purpose of this SOP is to provide guidance for the safety training given in the facility for all employees.

2. Scope

The scope of this SOP is for all employees of the facility without exception.

3. Prerequisites

All employees in their initial training go through multiple modules on employee safety, personal protective equipment uses, storage and cleaning, OSHA rules for employers, and other training for specific mechanical and other equipment used in the facility.

4. Responsibilities

Initial safety training is the responsibility of the facility director, the corporate trainer, and all staff mentors. Every employee must have been given the safety training modules and passed the accompanying exam. All employees go through recurrent safety training biannually.

5. Procedure

State and Federal regulations require employers to provide a workplace free from serious recognized hazards and comply with standards, rules and regulations issued under the OSHA Act. In order to accomplish safety training, the facility will do the following:

- Examine workplace conditions to make sure they conform to applicable OSHA standards.
- Make sure employees have and use safe tools and equipment and properly maintain this equipment.

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PERSONNEL POLICIES

- Use color codes, posters, labels or signs to warn employees of potential hazards.
- Establish or update operating procedures and communicate them so that employees follow safety and health requirements.
- The facility will provide safety training in a language and vocabulary workers can understand.
- Since the facility has hazardous chemicals in the workplace we have developed and implemented a written hazard communication program and we have trained employees on the hazards they are exposed to and proper precautions (along with the relevant of safety data sheets).
- Provide medical examinations and training when required by OSHA standards.
- We have posted, at a prominent location within the workplace, the OSHA poster (or the state-plan equivalent) informing employees of their rights and responsibilities.
- We have posted the nearest OSHA office for all work-related fatalities, and all work-related inpatient hospitalizations, all amputations and all losses of an eye. The toll-free number is: 1-800- 321-OSHA (6742); TTY 1-877-889-5627.
- Keep records of work-related injuries and illnesses.
- Provide employees, former employees and their representative's access to the Log of Work-Related Injuries and Illnesses (OSHA Form 300).
- Provide access to employee medical records and exposure records to employees or their authorized representatives.
- Provide to the OSHA compliance officer the names of authorized employee representatives who may be asked to accompany the compliance officer during an inspection.
- The facility will never discriminate against employees who exercise their rights under the Act.

6. References

The facility models its safety requirements under OSHA best practices, please refer to their web site for further information.

7. Reporting

Standard Operating Procedure

PERSONNEL POLICIES

All safety training must be documented through video recording, and having employees sign a log sheet for each class attended.

POSITIONS AND QUALIFICATIONS

Operational Requirements – Agent Training

We shall ensure that all marijuana establishment agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum must include a Responsible Vendor Program under 935 CMR 500.105(2)(b). At a minimum, staff shall receive eight hours of on-going training annually.

Position Roles and Responsibilities

PRESIDENT

Roles - Develops the organization's vision, creates and implements policies, manages strategy development and monitors financials and actual production.

Responsibilities - The president is responsible for the overall performance of the company. (S)He monitors revenue and expenses, insuring that resources are efficiently used, and is responsible for signing contracts with vendors and outside parties. The President hires high level staff and provides feedback on their performance. The president is responsible for strategy development, performance management, and public relations as well. Additionally, the president accepts fiscal responsibility and bottom line accountability for the company.

Relationships - The President sits at the top of the organizational hierarchy and has the directors of mission critical sections reporting to him or her. The President is responsible for the hierarchy to work as smoothly as possible all the way down the chain of command. The president reports to the board of directors of the company.

GROWING FACILITY MANAGER

Roles – The growing facility manager is responsible for the overall operation of the cultivation center. He or she ensures that the plants are tended to, organic only nutrients are applied, quality assurance is tested both on the soil and the finished product, the mechanical infrastructure is maintained, and kept up to both legal and operational standards.

Responsibilities – The growing facility manager is responsible for the marijuana from seed to the final harvest, and all steps in between. It is the growing facility manager's responsibility to ensure that all finished product is of the highest quality, safe for consumers, and efficiently grown. He or she must ensure a safe, clean environment for the plants, monitor their growth, and work toward production goals established in coordination with the president. Additionally, the growing facility manager works with all employees below him or her on the organizational chart, and besides insuring product quality, establishes and monitors protocols for the protection of product from theft by tracking the marijuana on a software system from "seed-to-sale".

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Relationships – The growing facility manager reports to the president and works with grow house employees throughout the facility. He or she is constantly visible, and each employee on the organizational chart has direct access to him or her for concerns, issues, or questions about any part of the growth cycle.

DELIVERY MANAGER

Role – The delivery manager is responsible for insuring safe and accurate delivery of marijuana products to dispensary customers. The delivery manager controls drivers' manifests, ensures that the proper product is recorded before it leaves the cultivation and processing facility, and accounts for the receipts from the drivers' return manifest. The delivery manager ensures that vehicles are safe, that the GPS system is always operational, and that two different forms of communication are checked daily.

Responsibilities – The delivery manager ensures that the product being delivered from the cultivation center matches the inventory order, logs the inventory going to the dispensary to the delivery manifest, balances cash and product at the end of the day, and ensures that drivers are providing timely service to dispensary customers while maintaining strict safety measures in compliance with all State and local laws and ordinances.

Relationships – The delivery manager has the dispensary customers, drivers and security as his or her direct employees, and reports to the President.

MECHANIC

Role – The mechanic ensures that the infrastructure of the cultivation and processing facility is working properly, and is responsible for lighting, air conditioning, security systems, and the general hardware associated with the property. The mechanic will call in specialists after diagnosing specific equipment failures that he or she is not able to repair and will monitor systems to ensure that regular maintenance is performed.

Responsibilities – The mechanic is responsible for infrastructure mechanical devices, and ensures the proper maintenance and upkeep is performed on equipment. The mechanic will perform maintenance tasks such as moving lighting, replacing capacitors and igniters in ballasts, and insuring that locking mechanisms are working effectively. The mechanic works with the growing facility staff to help flush the watering and nutrient delivery system on a regular basis.

Relationships – The mechanic works for the cultivation and processing facility and reports to the growing facility manager and is called upon by either to fix mechanical or plumbing issues that he or she is capable of. In the event a licensed professional is required, the mechanic will work with them to explain the details of the facility and to ensure proper repair.

GROW FACILITY EMPLOYEES

Roles – Grow house employees work on the plants, watering, checking for pests, cloning, trimming and insuring overall plant health. They will take samples when

POSITIONS AND QUALIFICATIONS

necessary, and package them for shipment to the off premises quality assurance laboratory. They will work within the cultivation facility to help germinate, grow, and prepare to harvest the marijuana. Grow house employees ensure that the facility is cleaned properly, and necessary supplies are available or on order.

Responsibilities – The grow house employees are responsible for the plants from seed to harvest. They water, root, clone and maintain ph balances and sufficient water to ensure the plants grow at an optimum level. They are with the plant from seed until they are moved to a finishing room prior to harvest. Grow house employees maintain a clean and efficient environment, and constantly monitor water and nutrient levels to ensure optimum plant health. The grow facility employees maintain constant vigilance for mold, fungus, pests or any other danger to the health of the plants. The grow facility employees take samples for delivery to the off premises laboratory, and logs both the sample and the results in the data tracking system. The grow facility employees ensure that the proper labels are attached to planters and that all inventory is accounted for from seed to final product.

Relationships – The grow house employees answer to the growing facility manager, and work in tandem with any extra staff hired to specifically work with the plants. The plant trimmer, listed in the organizational chart, will be a grow house employee.

PLANT TRIMMER

Roles - The plant trimmers are grow house employees trained to cut, shape, and maximize plant growth by removing excess leaves outside of the light canopy that are non-productive vestigial elements that are unnecessary to the plant's growth. They trim excess leaves and stalks and inventory them to ensure that all parts of the plant are accounted for.

Responsibilities – The plant trimmers are responsible for removing inefficient plant leaves, any sort of growth that appears in the potted soil and helping to shape the plants for maximum efficiency in nutrient uptake and light absorption. They are also responsible for coordinating the packaging and utilization of the excess trimmings whether they are ultimately used to create other marijuana byproducts or shipped to a composting or destruction facility.

Relationships – Plant trimmers work for the grow facility manager, and also coordinate with the harvesting staff to communicate plant readiness for cutting and placement in the drying and curing section of the facility. Plant trimmers work with the internal auditor to ensure compliance with inventory monitoring.

HARVESTING STAFF

Roles – The harvesting staff are trained grow house employees who at the end of the flowering cycle, move the plants into a harvest room for trimming buds from the female plants. They are also responsible for the physical inventory by matching each plant's identifiers to an inventory sheet produced by the "seed-to-sale" software. The harvesting staff may operate a trimming machine or do much of it by hand depending on the crop. The harvesting staff also ensure that the harvested product is labeled

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for the drying and curing rooms, and that all plant material is weighed and entered into the tracking database.

Responsibilities – The harvesting staff is responsible for the removal of the buds of the female plant, insuring that the trichomes aren't damaged, and that there is accountability for each plant and the waste produced from each. They will batch different strains onto specific drying racks.

Relationships – The harvesting staff reports directly to the grow facility manager, who is present during every harvest. In the event the manager isn't available, then one of the executive management team will be present to ensure a proper count and weighing of the final product. Security will also interface with the harvesting team to ensure that all product makes it from the harvesting room to the drying room, and that everything has been taped and recorded.

PACKAGING AND LABELING

Roles – The packaging and labeling employees are part time help that come in to measure, weigh, proportion, and vacuum pack the finished product. They weigh out the product into predetermined amounts, and then run it through a vacuum packing machine to ensure no air or contaminants are able to leak in. They will also produce labeling tags to show the batch, expiration date, amount of product, and a batch code to ensure that the facility is able to find any product that may be reported as unfit by the customers.

Responsibilities – The packaging and labeling employees are responsible for weighing, measuring and inventorying finished marijuana products, and also ensuring a proper inventory is input into the seed to sale tracking software. They will attach the final tags to the product, and also note any discrepancies in the weight of the final product compared to the weight of the trimmed plant. They are responsible for insuring that each measured package of marijuana is traceable back to a particular grow, and from what seeds or clones it was produced from.

Relationships – The packaging and labeling employees report to the Grow Facility Manager, and also work with contracted quality assurance vendors, who may be present during packaging to do random sampling and to inspect the final product for compliance with labeling and ingredient content.

INTERNAL AUDITOR

Roles – The internal auditor provides a check and balance to the bookkeeper, the harvesting staff, and to the growing facility manager to ensure that all weights, cash, and product are accounted for, and that the reports produced for each are accurate. They will spot check each part of the operation to ensure there is no collusion, and to ensure that all safeguards and reporting mechanisms are functioning properly.

Responsibilities – The internal auditor is responsible for checking and cross checking the inventory, cash deposits and receipts, accounts payable and receivable,

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and insuring that a solid audit trail is available to compliance officials and other professionals engaged by the company.

Relationships – The internal auditor responds directly to the president, and also to any outside compliance, accounting and legal teams. The internal auditor has only one boss – the president.

DRIVERS

Roles – The drivers are the delivery persons for the company and will transport marijuana to dispensary customers who have requested delivery. They will operate in pairs in cars equipped with GPS tracking devices and will also have cellular phones and mobile radios. They will ensure that the right product is delivered to the correct customer in a safe, compliant and timely fashion.

Responsibilities – The drivers are responsible for following the manifest they are given when they go out on delivery runs. They are responsible for the safe keeping of inventory in locked safes in the trunk, and for bagging cash as it is received and providing receipts to customers as they pay for products. The drivers must reconcile their delivery manifest to cash collected each day, and also report on failed or unaccepted deliveries.

Relationships – The drivers report to the delivery manager and the president. They obtain their product from the grow facility manager and will also interface with the bookkeeper in dropping off cash, receipts, and daily manifests that will be inputted to ensure inventory accuracy.

SECURITY

Roles – The security team is responsible for insuring the safety of the employees, any visitors, and the facilities themselves. They will patrol the grounds, observe through closed circuit cameras, and interface with management to help document any weaknesses found in the system.

Responsibilities – The security team is responsible for insuring that inventory is not removed from the premises without documentation, that employees are watched during the day to avoid theft, that cash is collected and drivers maintain different routes to prevent robbery, and interface with management as well as any experts hired by the company to prepare safety procedures.

Relationships - The security team reports to the facility manager and to the president of the company as well.

MARKETING

Roles – The marketing manager will work to achieve greater market share, make customers aware of our presence and products, and use traditional media and social networks to attract new customers as well as retain current customers.

Responsibilities – The marketing manager will create and monitor Facebook, Twitter, and other social network outlets to allow customers to find pricing and

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delivery times and policies for our products. The marketing manager will also be in charge of the web site and will update it with timely information to inform customers of new strains developed in our facility.

Relationships – the marketing manager will report directly to the president of the company.

Standard Operating Procedure CPR TRAINING

1. Purpose

The purpose of this SOP is to provide guidance on CPR Training for all employees of the facility.

2. Scope

The scope of this SOP is for all employees. Training is a requirement for continued employment.

3. Prerequisites

All employees who have passed through their probationary employment phase will be given CPR training. During their original training, they will learn rudimentary first aid, but during their employment other emergency medical training will be offered.

4. Responsibilities

It is the responsibility of the director of human resources to insure all personnel are reminded of their obligation to take CPR training, and to help arrange classes on premises for it.

5. Procedure

The American Heart Association's Heartsaver CPR AED Course has been updated to reflect new science in the 2015 American Heart Association Guidelines Update for CPR and Emergency Cardiovascular Care. This course which is taught regularly at our facility is used to provide CPR and use an AED in a safe, timely, and effective manner.

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Heartsaver CPR AED Online is the eLearning portion of the Heartsaver CPR AED blended learning course and is designed to teach students the cognitive information needed for CPR and AED training. The Director of Human Resources assigns passwords to employees for online training. Upon successful completion of both portions of the course, students receive a Heartsaver CPR AED course completion card, valid for two years.

After completing this course, employees of the facility will be able to:

- Describe how high-quality CPR improves survival.
- Explain the concepts of the Chain of Survival.
- Recognize when someone needs CPR.
- Perform high-quality CPR for an adult.
- Describe how to perform CPR with help from others.
- Give effective breaths by using mouth-to-mouth or a mask for all age groups.
- Demonstrate how to use an AED on an adult.
- Perform high-quality CPR for a child.
- Demonstrate how to use an AED on a child.
- Perform high-quality CPR for an infant.
- Describe when and how to help a choking adult or child.
- Demonstrate how to help a choking infant.

6. References

The facility utilizes the information from the American Heart Association's website for construction of our inhouse CPR modules.

7. Reporting

All employees will be given attendance slips to sign, and will be awarded a completion certificate upon successful training in CPR.

<p style="text-align: center;">Standard Operating Procedure TRAINING PROTOCOLS & RECORDS</p>
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1. Purpose

The purpose of this SOP is to provide guidance on training for new employees, and documenting the training through handouts, video recordings, and entries into the employee's personnel records for completed modules.

POSITIONS AND QUALIFICATIONS

2. Scope

The scope of the SOP is for anyone working at the facility who has undergone and passed the mandatory training along with the mandatory mentoring.

3. Prerequisites

All employees must have gone through the training modules and documentation and be prepared to discuss and be tested on:

- a) Health, safety, and sanitation standards as required by the Department;
- b) Security procedures;
- c) Prohibitions and enforcement as described by state regulation;
- d) Confidentiality and all other provisions of HIPAA and state regulations that apply to the individual's scope of employment.
- e) Training on Commission Statutes and Rules and Other State and Local Laws and Regulations.
- f) Training on Company Standard Operating Procedures.
- g) Training on Detection and Prevention of Diversion of Cannabis.
- h) Training on Security and the Company's Security System.
- i) Training on Hazards and Safety and Emergency Procedures such as a Medical Emergency, Fire, Chemical Spill, Security and a Threatening Event.
- j) Training on Inventory Control and Record Keeping.
- k) Annual training to update and reinforce knowledge in above areas.

4. Responsibilities

It is the responsibility of the corporate trainer to insure all modules necessary for successful employment have been taken by new employees, and the proper documentation including employee signatures on training materials, test or quiz results, and an actual video of the training session must be on file in each hire's personnel file.

5. Procedure

POSITIONS AND QUALIFICATIONS

The facility will utilize the operational experience and knowledge from its management employees and corporate trainer to provide extensive training and education for all registered employees. All facility employees will receive extensive training prior to commencing work in any facility. Registered employees will be required to read the relevant state and county law pertaining to marijuana in order to have a general understanding of the laws and regulation with which that they must comply. Training for all cultivation and retail dispensing operations will be provided by our corporate trainer, training will also be provided from selected 3rd party security vendors, BioTrackTHC™ inventory control systems and POS vendors, XXX for manufacturing operations and other subject matter experts. Training will include an extensive hands-on approach and the use of Standard Operating Procedures (SOP's) and various other materials and methods as deemed appropriate.

The facility will utilize targeted training materials and programs for different operations. There will be specific training for registered employees involved within cultivation operations, processing/manufacturing operations, and retail dispensing operations. Ongoing and cross-functional training will be continued as operations commence. All registered employees will also be required to receive training on general sanitary requirements. Registered employees will be required to read and agree to comply with the company Employee Handbook, SOP's, and other materials management deems necessary prior to commencing work in any of our facilities. Management will fully prepare facility staff on all aspects of the business before operations are commenced. Training and education will be all-encompassing, covering regulatory compliance, seed-to-sale tracking, point-of-sale training, dispensing, security and diversion prevention, health and safety protocols, sanitation, transportation, also including all cultivation, extraction and manufacturing processes, and organizational functioning within a vertically-integrated operation. Registered employee training will cover but not be limited to the following:

- Standard Operating Procedures (SOP's) and Cultivation Operations SOP's
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's cultivation operations.
- Manufacturing Infused Products (MIP) Operations SOP's
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's manufacturing infused products operations.
- Retail Dispensing Operations SOP's
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the retail dispensing operations.

POSITIONS AND QUALIFICATIONS

- Log Sheets and Templates
 - Numerous log sheets and templates for proper record keeping and documentation for all operations including cultivation, MIP, and dispensing.
- Responsible vendor training
- On-site training
- Initial job training
- Job shadowing
- Employee educational information

6. References

Please refer to the training manual which will contain:

1. A new-hire orientation training section - All new employees will go through an orientation training before starting their employment. The training manual will include an orientation section containing a review of all company policies, such as drug-free workplace rules and confidentiality requirements. This phase of training will also include an orientation to the SOP system and how to use it on the job.
2. Laws and Regulations: This section of the training manual will include critical laws and regulations the Company and employees are subject to. Certain of these laws and regulations will also be incorporated into the company's SOPs.
3. SOP training curriculum -The training manual will include a comprehensive copy of the Company's SOPs. The primary training curriculum for processor agents for the performance of their duties will be the SOPs themselves. The SOPs will have an administrative section which will include a signature line for employees and managers to indicate proficiency. This documentation will go into the employee's files to be available for audit and for inspection by the commission.
4. Detection and prevention of diversion - This section of the training manual will be created with the assistance of our professional security consultant. They will also develop the security plan for the company and will perform training sessions for the employees.

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5. Processor Facility Security - This section of the training manual will be created with the assistance of our professional security consultant. They will also develop the security plan for the company and will perform training sessions for the employees.

6. Safety and emergencies - This section of the manual will be created with the assistance of our security consultants, processor consultants and local fire and safety agencies. All employees will be trained on emergency situations and periodic drills will be performed to ensure preparedness.

7. Inventory Control - The training manual will include a section that provides an overview of inventory control. The inventory control system is a third-party software system which will have a comprehensive user manual. This user manual will be retained onsite and will be available for inspection at all times by the commission.

7. Reporting

All training materials and results from any quiz or exam will be placed in the employee's personnel file.

Standard Operating Procedure SAFETY TRAINING

1. Purpose

The purpose of this SOP is to provide guidance for the safety training given in the facility for all employees.

2. Scope

The scope of this SOP is for all employees of the facility without exception.

3. Prerequisites

All employees in their initial training go through multiple modules on employee safety, personal protective equipment uses, storage and cleaning, OSHA rules for employers, and other training for specific mechanical and other equipment used in the facility.

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4. Responsibilities

Initial safety training is the responsibility of the facility director, the corporate trainer, and all staff mentors. Every employee must have been given the safety training modules and passed the accompanying exam. All employees go through recurrent safety training biannually.

5. Procedure

State and Federal regulations require employers to provide a workplace free from serious recognized hazards and comply with standards, rules and regulations issued under the OSHA Act. In order to accomplish safety training, the facility will do the following:

- Examine workplace conditions to make sure they conform to applicable OSHA standards.
- Make sure employees have and use safe tools and equipment and properly maintain this equipment.
- Use color codes, posters, labels or signs to warn employees of potential hazards.
- Establish or update operating procedures and communicate them so that employees follow safety and health requirements.
- The facility will provide safety training in a language and vocabulary workers can understand.
- Since the facility has hazardous chemicals in the workplace we have developed and implemented a written hazard communication program and we have trained employees on the hazards they are exposed to and proper precautions (along with the relevant of safety data sheets).
- Provide medical examinations and training when required by OSHA standards.
- We have posted, at a prominent location within the workplace, the OSHA poster (or the state-plan equivalent) informing employees of their rights and responsibilities.
- We have posted the nearest OSHA office for all work-related fatalities, and all work-related inpatient hospitalizations, all amputations and all losses of an eye. The toll-free number is: 1-800- 321-OSHA (6742); TTY 1-877-889-5627.
- Keep records of work-related injuries and illnesses.

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- Provide employees, former employees and their representative's access to the Log of Work-Related Injuries and Illnesses (OSHA Form 300).
- Provide access to employee medical records and exposure records to employees or their authorized representatives.
- Provide to the OSHA compliance officer the names of authorized employee representatives who may be asked to accompany the compliance officer during an inspection.
- The facility will never discriminate against employees who exercise their rights under the Act.

6. References

The facility models its safety requirements under OSHA best practices, please refer to their web site for further information.

7. Reporting

All safety training must be documented through video recording, and having employees sign a log sheet for each class attended.

Standard Operating Procedure EMPLOYEE TRAINING

1. Purpose

All employees must undergo and pass a two-week training course prior to active employment and being assigned scheduled hours. Additionally, they must take recurrent training quarterly.

2. Scope

Our employee-training curriculum will provide critical procedures and instruction to employees to ensure all systems are in place to produce cannabis safely. These systems also ensure that every employee understands how to implement these systems accurately. In addition, there are sanitation, product quality, and quantity accuracy checkpoints to ensure that errors or problems are caught and remedied long before customers receive any product.

POSITIONS AND QUALIFICATIONS

3. Prerequisites

All employees will be extensively trained and validation techniques will be utilized for ensuring continued competency. Employees are required to follow all safety signage, regulatory guidance and GMP's to ensure a safe, clean and sustainable working environment.

All Employees will be trained in General Manufacturing Practices such as:

- ServSafe, cGMP's, FDA CFR's, ISO, GFSI, or globally recognized food safety grade standards.
- Quarterly Safety, Best Practices, or Continued education material will be required for all Employees, Management, & Board Members.
- Record Keeping of training records and logs must be accessible onsite for all employees of the past 12 months.

4. Responsibilities

The facility manager and the corporate trainer are responsible for insuring the attendance and requisite test of employee knowledge before allowing them to be placed on the work schedule.

5. Procedure

Training and education

In addition to the Company's mandatory training on security, standard operating procedures, and other standard requirements, the Company will provide specialized training for each position. The Company commits to setting a high bar for its products, which requires treating and training employees well. Training and education for all personnel will be the cornerstone of the operations success through dedicated programs for employees so they are prepared to consistently operate at the highest industry standards. In addition, the Company will develop policies that support furthering the educational attainment of employees.

Personnel training

(a) Manufacturing, packaging, labeling and holding operations must:

- (1) Ensure that each person engaged in the operation has the education, training, and experience, or any combination thereof, to enable that person to perform all assigned functions;
- (2) Provide personnel with training in the applicable requirements of this part; and

POSITIONS AND QUALIFICATIONS

(3) Maintain records of any training provided to personnel for the performance of all assigned functions.

(b) Personnel training should include:

(1) Instructions regarding regulatory inspection preparedness and law-enforcement interactions; and

(2) Information on U.S. federal, state and local laws, regulations, and policies relating to individuals employed in these operations, and the implications of these for such personnel.

All employees will also attend training sessions on the following:

- State regulations.
- Confidentiality, Privacy, and HIPPA.
- Ethics in Healthcare.
- HIPPA and Breach Notification.
- HIPPA Electronic Security.
- Marijuana Strains, Treatments, and Usage.
- The facility's operation manuals.
- Standard Operating Procedures (SOPs and applicable forms)

Employees must also display familiarity with the following:

- Standard Operating Procedures (SOP's) and Cultivation Operations SOP's.
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's cultivation operations.
- Manufacturing Infused Products (MIP) Operations SOP's.
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with the facility's manufacturing infused products operations.
- Retail Dispensing Operations SOP's.
 - Standard Operating Procedures detailing and explaining the various daily operations, activities, tasks, and responsibilities associated with

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the facility's retail dispensing operations.

- Log Sheets and Templates
 - Numerous log sheets and templates for proper record keeping and documentation for all operations including cultivation, MIP, and dispensing.
- Responsible vendor training.
- On-site training.
- Initial job training.
- Job shadowing.
- Employee educational information

6. References

Please refer to job descriptions and original training material for further understanding of this SOP.

7. Reporting

All training must be documented with attendance taken, a video recording of the actual classroom during training, and a copy of the content presented. The results of any training quizzes or exams must be placed in the employee's personnel file.

Standard Operating Procedure

QUALITY CONTROL

1. Purpose

The purpose of this SOP is to provide guidance on quality control over the products grown and produced in the facility.

2. Scope

The scope of this SOP is for all employees throughout the facility.

3. Prerequisites

The initial training provided for new employees includes best practices in all parts of the operation. Employees must pass the quality control module in order to continue working at the facility.

4. Responsibilities

It is the responsibility of each department to ensure that they have quality control protocols and standards in place.

5. Procedure

We will utilize an outside third-party lab for testing.

In house the SOP's for quality control and testing include:

- All processing shall be in a safe and sanitary manner. We shall process the leaves and flowers of the female marijuana plant only, which shall be (a) well cured and generally free of seeds and stems; (b) free of dirt, sand, debris, and other foreign matter; (c) free of contamination by mold, rot, other fungus, and bacterial diseases; (d) prepared and handled on food-grade stainless steel tables; and (e) packaged in a secure area.

We shall comply with the following sanitary requirements:

- Any marijuana establishment agent whose job includes contact with marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
- Any marijuana establishment agent working in direct contact with preparation of marijuana products shall conform to sanitary practices while on duty,

Standard Operating Procedure

QUALITY CONTROL

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.

- Hand-washing facilities shall be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
- There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations.
- Litter and waste shall be properly removed, 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 shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12).
- Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair.
- All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall 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 shall be so designed and of such material and workmanship as to be adequately cleanable.
- Plumbing shall 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 shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross-connections between the potable and waste water lines.
- A Marijuana Establishment shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.
- Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.
- We shall have a written policy for responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1). Any such policy shall include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly. The notification from the Marijuana Establishment must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
- All nutrients will be examined for contents & potential contaminants.
- Only biological pesticides will be applied.
- Filtered water will be used to prevent contamination.

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- All workers will walk through a ceiling blower to remove potential contaminants before entering facility.
- Workers will walk through a special container of a water/chlorine mix to kill shoe borne contaminants.
- Application of gamma irradiation equipment to kill 99% of all micro-organisms.
- All testing performed subject to the Cannabis Inflorescence and Leaf monograph (American Herbal Pharmacopoeia)
- standards.
- Limit tests will include foreign organic matter, total ash, & acid-insoluble ash.
- All external testing done by state approved labs.
- All crops batch tested for pests, contaminants, mold and potency.
- Soil testing before use for contaminants and pests.
- Determination of sample size for internal and external testing.
- Calculation of the acceptable range utilizing ISO Guide 34:2009.
- Written procedure for responding to contaminated samples.
- Additional batch sampled uniquely bar coded for further sampling.
- All testing documentation retained for five years
- Procedures in place for stability testing to determine shelf life for MIPS
- Random sampling of finished products currently for sale
- All nutrients and additives shelf life recorded and reviewed
- Expiration dates in large font on labels.

Quality control measures will primarily be in the form of adherence to the written standard operating procedures along with specific testing of the product in order to ensure quality and consistency of products produced within the facility. The facility will utilize the established and proven SOP's for all cultivation and processing operations. The facility will use standard operating procedures (SOP's) to promote good growing and handling practices including:

All aspects of the:

- Irrigation, propagation, cultivation, fertilization; harvesting, drying, curing;
- Rework or reprocessing;
- Packaging, labeling, and handling of marijuana products, byproduct; and waste products, and the control thereof, to promote good growing and handling practices.
- The facility will require that each individual engaged in the cultivation, manufacturing, handling, packaging, and testing of marijuana has received the training, education, or experience necessary to perform assigned functions; and
- Will also require that all registered employees practice good hygiene and wear protective clothing as necessary to protect the product as well as themselves from exposure to potential contaminants.

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- The facility will require grower agents to follow the protocol for Receipt of Material including:
- The facility shall quarantine received material that will be used to produce marijuana and/or manufactured marijuana products;
- The facility shall inspect materials for defects and contamination.
- Material may not be released from quarantine by the facility until the material passes inspection; and
- Is determined to be acceptable for use as intended

6. References

Please refer to inspection SOP's for further information about quality control.

7. Reporting

All quality control reports are stored in the seed to sale tracking software, where they are categorized by department. The software has the ability to generate custom reports to determine if there is an issue with product shelf life, production techniques, or other quality control issues.

<h3>Standard Operating Procedure</h3> <h3>TESTS ON FORMULATED PRODUCT</h3>
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1. Purpose

The purpose of this SOP is to provide guidance on testing finished product before releasing it for public consumption.

2. Scope

The scope of this SOP is for all employees involved in quality control and creating products.

3. Prerequisites

All product that is finished in our facility is tested at a licensed laboratory, who provide a detailed analysis of the product, its ingredients, and its strength. All employee

Standard Operating Procedure

QUALITY CONTROL

who work in quality control must be capable of reading a laboratory report and understanding the specific tolerances allowed by the state.

4. Responsibilities

It is the responsibility of the quality control director to insure all employees under their direct supervision understand how the facility provides samples to the independent lab for testing, as well how marijuana products are tested internally.

5. Procedure

All formulated product is entered into a testing log before it is provided to the laboratory. After curing and before any processing or packaging, the processing manager will make samples from each batch available to an independent laboratory for testing. The sample will be weighed, RFID scanned, and all data will be recorded on the seed to sale tracking software prior to be removed from the secured curing area. The laboratory employee will select and prepare several random samples from every batch sample in order to ensure the quality, purity, and consistency of dose through a statistical approach. The laboratory staff will then test each random sample for harmful microbiological contaminants, mycotoxins, heavy metals and pesticide chemical residue. In addition, each sample will also be tested for active ingredients including but not limited to cannabinoid profiling for the following: THC, THCa, CBD, CBDa, and CBN. Under no circumstances shall cannabis batches awaiting contamination results and active ingredient analysis be included in a cannabis product or sold to a retail dispensary facility prior to the time that the laboratory has provided those results, in writing, to the dispensary. If samples from a batch are tested and do not fall within state accepted health and safety levels for any of the above-mentioned contaminants or any additional contaminants the state does not deem for distribution, it is the facility's policy to destroy and remove any contaminated product in a manner consistent with state compliance for the policy for disposal of green waste. As soon as a batch sample passes the microbiological, mycotoxin, heavy metal and pesticide chemical residue test, the entire batch will be released for immediate manufacturing, packaging and labeling for transport and sale to a dispensary facility. An electronic copy of all test results will be filed by laboratory staff for any batch that does not meet the standards set for microbiological, mycotoxin, heavy metal or pesticide chemical residue tests. The laboratory staff will also maintain a comprehensive record of test results and make them available to state and local officials, and or the public, as needed. The compliance manager will provide test results for each batch of cannabis used in any product purchased by a dispensary to that dispensary to be made available upon request.

6. References

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QUALITY CONTROL

The independent testing lab we work with provides us guidelines for sample preparation that conforms to the state's regulations. The quality control manager maintains their source documents for preparing samples, along with the requisite forms that must accompany all samples. In the event of a question, the resource documents provided by the lab are helpful, and they also provide a toll-free number for questions.

7. Reporting

The quality control manager receives all lab reports for all samples sent out for testing. All lab reports are scanned and uploaded to our seed to sale tracking software, and all lab reports are also stored in a locked file cabinet in the facility manager's office.

<h3>Standard Operating Procedure</h3> <h3>TESTS ON HARVESTED FLOWER</h3>
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1. Purpose

The purpose of this SOP is to provide guidance on testing harvested flower before releasing it for public consumption.

2. Scope

The scope of this SOP is for all employees involved in quality control and preparing samples for testing.

3. Prerequisites

All product that is grown in our facility is tested at a licensed laboratory, who provide a detailed analysis of the product and its strength. All employee who work in quality control must be capable of reading a laboratory report and understanding the specific tolerances allowed by the state.

4. Responsibilities

Standard Operating Procedure

QUALITY CONTROL

It is the responsibility of the quality control director to insure all employees under their direct supervision understand how the facility provides samples to the independent lab for testing, as well how raw flower is tested internally.

5. Procedure

Testing

After curing and before any processing or packaging, the processing manager shall make samples from each batch available to an independent laboratory for testing. The sample shall be weighed, RFID scanned, and all data shall be recorded on the seed to sale tracking software prior to be removed from the secured curing area. The laboratory employee will select and prepare several random samples from every batch sample in order to ensure the quality, purity, and consistency of dose through a statistical approach. The laboratory staff will then test each random sample for harmful microbiological contaminants, mycotoxins, heavy metals and pesticide chemical residue. In addition, each sample will also be tested for active ingredients including but not limited to cannabinoid profiling for the following: THC, THCa, CBD, CBDa, and CBN. Under no circumstances shall cannabis batches awaiting contamination results and active ingredient analysis be included in a cannabis product or sold to a retail dispensary facility prior to the time that the laboratory has provided those results, in writing, to the cultivation management team. If samples from a batch are tested and do not fall within state accepted health and safety levels for any of the above-mentioned contaminants or any additional contaminants the state does not deem for distribution, it is the facility's policy to destroy and remove any contaminated product in a manner consistent with state compliance for the policy for disposal of green waste. As soon as a batch sample passes the microbiological, mycotoxin, heavy metal and pesticide chemical residue test, the entire batch will be released for immediate manufacturing, packaging and labeling for transport and sale to a dispensary facility.

An electronic copy of all test results will be filed by laboratory staff for any batch that does not meet the standards set for microbiological, mycotoxin, heavy metal or pesticide chemical residue tests. The laboratory staff will also maintain a comprehensive record of test results and make them available to state and local officials, and or the public, as needed. The compliance manager will provide test results for each batch of cannabis used in any product purchased by a dispensary facility to that dispensary facility to be made available upon request.

6. References

The independent testing lab we work with provides us guidelines for sample preparation that conforms to the state's regulations. The quality control manager maintains their source documents for preparing samples, along with the requisite forms that must accompany all samples. In the event of a question, the resource

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QUALITY CONTROL

documents provided by the lab are helpful, and they also provide a toll-free number for questions.

7. Reporting

The quality control manager receives all lab reports for all samples sent out for testing. All lab reports are scanned and uploaded to our seed to sale tracking software, and all lab reports are also stored in a locked file cabinet in the facility manager's office.

<h3>Standard Operating Procedure</h3> <h3>STABILITY TESTING</h3>
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1. Purpose

The purpose of this SOP is to provide guidance on stability testing products that have been released to the public.

2. Scope

The intended audience for this SOP is all employees involved in inventory processing, quality control, and retail sales.

3. Prerequisites

In order to perform stability testing at both pre-determined and random times, the batch from which the marijuana products are created will be sampled, and stored in an air-tight, temperature-controlled vault. Employees must know how to remove a portion of the batch in process to create a reserve for stability testing and must understand how we prepare samples for lab testing, and how to interpret the results.

4. Responsibilities

The director of quality control is primarily responsible for stability testing, the preparation of samples, and interpreting the lab results. If there is an issue, the director of quality control must immediately provide the results and recommendations to the facility director in order to insure customer safety.

5. Procedure

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QUALITY CONTROL

The director of quality control will separate a part of each batch of marijuana product sufficient to perform stability testing at 6-month intervals. This is done for two reasons:

1. To ensure product potency and purity
2. Provide support for expiration dating

The director will insure that a sufficient amount of product is kept and properly stored, which will usually require an adequate amount (~7-14 grams) of each released batch of marijuana in order to achieve this frequency of testing. See preparation of samples instructions noted in previous content.

Sample Storage - The facility will retain a sample from each batch released. The sample will be sufficient enough to provide for follow-up testing if necessary and the sample will need to be properly stored for a minimum of one (1) year past the date of expiration of the batch.

Samples from each batch released to be retained for a long period of time will be vacuum-sealed to limit oxygen exposure to the marijuana as oxygen will degrade the sample quicker. Possible contamination will be tracked through the use of a Hazard Analysis Critical Control Point (HACCP) Plan. Critical control points will be identified, monitored and preventative procedures recorded throughout the production of marijuana products.

Certain shelf stability testing will be conducted on site. Shelf stability is the time that a product will retain throughout its period of storage and use, the same properties and characteristics that is possessed at the time of its packaging. Products and recipes will be tested and approved before production begins.

Shelf stability testing will cover the four areas of concern:

1. Chemical: The product retains its chemical integrity and potency, within specified limits.
2. Physical: The original physical properties, including appearance, palatability, odor, and wholesomeness are retained.
3. Microbiological: Resistance to microbial growth and product safety is retained according to specified requirements overall bacterial growth is maintained within acceptable levels.
4. Toxicological: No significant increase in toxicity occurs.

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6. References

The director of quality control keeps a detailed sampling plan in her office, along with the proper reporting forms, labeling materials, and RFID tags.

7. Reporting

All stability reporting is uploaded to our seed-to-sale tracking software database where reporting about batches are maintained.

<p style="text-align: center;">Standard Operating Procedure TESTING (heavy metals, pesticides, mold, microbial testing, moisture content)</p>
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1. Purpose

After curing and before any processing or packaging, the processing manager shall provide samples from each batch available to an independent laboratory for testing. The purpose of this SOP is to provide guidance in preparing the sample and an overview of the lab procedures itself.

2. Scope

The scope of this SOP is for any employee working in the cultivation facility who provides testing samples to our outside vendor.

3. Prerequisites

After curing and before any processing or packaging, the processing manager shall make samples from each batch available to an independent laboratory for testing. The sample shall be weighed, RFID scanned, and all data shall be recorded on the seed to sale software prior to being removed from the secured curing area. The laboratory employee will select and prepare several random samples from every batch sample in order to ensure the quality, purity, and consistency of dose through a statistical approach.

4. Responsibilities

It is the responsibility of the employee preparing batches for testing to insure there are sufficient remains for future testing, and the employee will work with the intendent lab to insure random samples from each grown batch are tested without interference from the facility.

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5. Procedure

The sample shall be weighed, RFID scanned, and all data shall be recorded on the seed to sale software prior to being removed from the secured curing area. The laboratory employee will select and prepare several random samples from every batch sample in order to ensure the quality, purity, and consistency of dose through a statistical approach. The laboratory staff will then test each random sample for harmful microbiological contaminants, mycotoxins, heavy metals and pesticide chemical residue. In addition, each sample will also be tested for active ingredients including but not limited to cannabinoid profiling for the following: THC, THCa, CBD, CBDa, and CBN. Under no circumstances shall cannabis batches awaiting contamination results and active ingredient analysis be included in a cannabis product or sold to a retail dispensary.

If samples from a batch are tested and do not fall within state accepted health and safety levels for any of the above-mentioned contaminants or any additional contaminants the state does not deem for distribution, it is the facility's policy to destroy and remove any contaminated product in a manner consistent with state compliance for the policy for disposal of green waste.

As soon as a batch sample passes the microbiological, mycotoxin, heavy metal and pesticide chemical residue test, the entire batch will be released for immediate manufacturing, packaging and labeling for transport and sale to a dispensary facility. An electronic copy of all test results will be filed by laboratory staff for any batch that does not meet the standards set for microbiological, mycotoxin, heavy metal or pesticide chemical residue tests. The laboratory staff will also maintain a comprehensive record of test results and make them available to state and local officials, and or the public, as needed. The compliance manager will provide test results for each batch of cannabis used in any product purchased by a dispensary facility to that dispensary facility to be made available upon request.

6. References

Please review the independent lab's testing guide for providing samples which is found in the cultivation director's office.

7. Reporting

All lab reports are provided to the cultivation director and are uploaded to the cloud server. They are also placed in a testing log, and the information is also entered into the seed to sale software system.

Standard Operating Procedure

QUALITY CONTROL

Standard Operating Procedure WATER SUPPLY AND TESTING PROTOCOLS

1. Purpose

The purpose of this SOP is to provide testing guidelines and other methods of insuring a safe water supply for the facility.

2. Scope

The scope of this SOP is for any employee working in the cultivation facility responsible for performing water quality tests.

3. Prerequisites

All water quality tests will require two samples – one for our internal testing, and another to be sent to the quality control lab. All water test results will be added to the water test log book.

4. Responsibilities

It is the responsibility of the facility director to insure water is tested at proper intervals both through our own internal control and our outside lab as well.

5. Procedure

Water Quality Test(s)—The facility will perform water quality tests on facility water every six (6) months at a minimum. A water sample from the cultivation facility will be sent to a water testing laboratory where an analysis of the water will be performed to determine what, if any, substances are in the water. A record of all water quality tests will be maintained on-site at the licensed premise within a file labeled "Water Quality Tests".

Reverse Osmosis of Water (RO System)—all water utilized for cultivation operations will be run through a state-of-the-art Reverse Osmosis (RO) water filtration system to ensure all contaminants have been removed from the water. The RO system will be designed according to the water quality test that will be performed at the facility as well as the RO system being designed to be able to adequately purify and supply the proper amounts of water for daily operations

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As growers of cannabis, the facility carefully monitors total dissolved solids (TDS) which is the amount of solids dissolved in the water or any other solution that can't be removed with a standard filter. Electrical Conductivity (EC) is the measure of a solution's ability to conduct an electrical current. TDS/EC meters have two electrodes that, when placed in the water or nutrient solution, pass AC voltage between them. The amount of current that passes through the solution indicates the conductivity of the solution. The meter reads this current and converts it to a display that will allow you to either read the EC or TDS (parts per million, ppm) of the water or solution.

By determining the baseline TDS of our fresh water, we can later determine the strength of the nutrient solution we are going to mix. For example, if the tap water starts with a TDS of 600 ppm, and the fertilizer of choice suggests a dosage strength of 1200 ppm, we will know that the total TDS should come out to 1800 ppm. If we didn't know the baseline, we might stop at a TDS of 1200 ppm and, by doing so, give our marijuana plants only half of the required nutrients.

The pH (potential of Hydrogen) of our water or any other solution is the measure of its acid or alkali levels. When a solution has equal levels of acid and alkali molecules, then the solution is pH neutral. The pH scale runs from 0.0 to 14.0 where 7.0 is neutral, less than 7.0 is acidic, and levels above 7.0 are alkaline or base/basic solutions. Depending on the growing medium used, we want to stay in the slightly acidic range of 5.5 to 6.5. To keep our growing medium and root zone at the correct pH, you need to keep the water or nutrient solution you are using at the correct pH. Contaminants in the water — whether naturally occurring, added by your municipal water supplier, or added when you mix in nutrients and fertilizers – will all affect the pH and may need to be corrected.

6. References

Please refer to the filter changing SOP for removing, cleaning and inserting a new filter into the RO system.

7. Reporting

All filter changes, cleaning, and lab reports must be inserted into the Water Quality Testing Notebook, with copies provided to the facility director and upper management.

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Standard Operating Procedure PESTICIDE TESTING

1. Purpose

The purpose of this SOP is to provide guidance for pesticide testing of all batches that are sent to an outside lab before being released to the public.

2. Scope

The scope of this SOP is for any employee involved in working with our independent testing lab in helping them to select, batch and label cannabis samples for pesticide and other testing.

3. Prerequisites

Pesticide applicators/registered employees will undergo required courses and testing to be certified by the state and will also be responsible recertification every 3 years. All pesticides applied will be approved by the FDA's National Organic Program and will be approved on the National List of allowed and prohibited pesticides and OMRI approved.

4. Responsibilities

The director of the facility is tasked with implementing the IPM system and monitoring the use of pesticides. All batch results for pesticides will be emailed to the production facility director.

5. Procedure

Pesticide Application Documentation

Any facility that applies any pesticide or other agricultural chemical to any portion of a plant, water or feed used during cultivation or generally within the Licensed Premises must document, and maintain a record on its Licensed Premises of, the following information per state regulations:

- (a) Application Log.

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- (i) The name, signature and Occupational License number of the individual who applied the Pesticide or other agricultural chemical;
- (ii) Applicator certification number if the applicator is licensed through the Department of Agriculture in accordance with the "Pesticides Applicators' Act".
- (iii) The date and time of the application;
- (iv) The EPA registration number of the Pesticide of any other agricultural chemical(s) applied;
- (v) Any of the active ingredients of the Pesticide or other agricultural chemical(s) applied;
- (vi) Brand name and product name of the Pesticide or other agricultural chemical(s) applied;
- (vii) The restricted entry interval from the product label of any Pesticide or other agricultural chemical(s) applied;
- (viii) The RFID tag number of the Retail Marijuana plant(s) to which the Pesticide or other agricultural chemical(s) were applied, or, if the Pesticide or other agricultural chemical(s) were applied to all plants throughout the Licensed Premises, a statement to that effect; and
- (ix) The total amount of each Pesticide or other agricultural chemical applied.

(b) Application Summary Log.

- (i) The name of the individual who applied the Pesticide or other agricultural chemical;
- (ii) The date and time of the application;
- (iii) Brand name and product name of the Pesticide or other agricultural chemical(s) applied;
- (iv) The restricted entry interval from the product label of any Pesticide or another agricultural chemical(s) applied;
- (v) The Restricted Access Interval (REI);
- (vi) The expiration time of the REI; and

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(vii) The area to which the Pesticide or other agricultural chemical(s) were applied, or, if the Pesticide or other agricultural chemical(s) were applied to all plants throughout the Licensed Premises, a statement to that effect.

As soon as a batch sample passes the microbiological, mycotoxin, heavy metal and pesticide chemical residue test, the entire batch will be released for immediate processing manufacturing, packaging and labeling for transport and sale to a manufactured cannabis products facility or a dispensary facility. In order to comply with state regulations, all pesticides

regulated by the U.S. Environmental Protection Agency cannot have a concentration greater than 1.0 ppm.

6. References

Please refer to the literature supplied by our independent testing lab for pesticide and other levels monitored and tested for.

7. Reporting

All pesticide testing is performed by an outside laboratory and their results are both emailed and snail mailed to the facility, where they are stored in the seed to sale database.

Standard Operating Procedure

Restricting Access to age 21 and older

1. Purpose

The purpose of this SOP is to provide guidance to employees on the overall restriction of access to persons age 21 and older protocols at the facility and the responsibility of employees working there.

2. Scope

The scope of this SOP is for anyone working in the facility or for the company. Proper access to the facility is a paramount concern for our employees, our staff, and the public.

3. Prerequisites

All employees working in the facility are required to have gone through initial training and mentoring that specifically includes all aspects of the restriction of access to persons age 21 and older at the facility.

4. Responsibilities

Proper access to the facility is the direct responsibility of the Director of Security, who has a staff of security agents, but every employee is trained in specific aspects of the facility's access.

5. Procedure

Under the Massachusetts 935 CMR 500.000: Adult Use of Marijuana law:

- All employees and registered agents must be 21 years of age or older. 935 CMR 500.029 or 500.030.
- "Visitor" means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, to be on the premises of a Marijuana Establishment for a purpose related to Marijuana Establishment operations and consistent with the objectives of the Act and 935 CMR 500.000, provided, however, that no such individual shall be under 21 years of age.

On-Premises Verification of Identification

Upon entry into the facility, by an individual, the individual's proof of identification shall be immediately inspected to determine the individual's age. An individual shall

Standard Operating Procedure Restricting Access to age 21 and older

not be admitted to the premises unless it has first been verified that the individual is 21 years of age or older.

Enclosed, Locked Area

Enclosed locked area means a closet, room, greenhouse, or other indoor or outdoor area equipped with locks or other security devices, which shall only be accessible to those approved who are 21 years of age or older.

Visitor protocols

Summary of visitor protocols:

- All vendors, contractors, state or local government representatives, and all others without permanent Complex-issued ID, are considered visitors.
- Before being permitted to enter the premises, all visitors shall provide proof of age and ID, included on an expected list of visitors or show official documentation of an unscheduled inspection or authority to perform such inspection and sign the visitor log on camera. The entry guard will verify that the name on the identification matches the name in the visitor log. Identification must contain a picture, date of birth, valid and not expired.
- All visitors or official visitors shall be escorted at all times.
- Escorting means within reasonable line of sight.
- A single employee may escort no more than five visitors.
- The escorting employee shall log all access by visitors to Limited Access Areas at the time of the access.
- Compensation may not be used as leverage for allowing visitors onsite.

6. References

The facility director and the director of security maintain detailed security plans and schematics and are available at any time to answer any specific security questions.

7. Reporting

Any incident involving a security matter must be logged and reported to the facility director, the director of security, and the board of directors.

Standard Operating Procedure

LOGS AND RECORD KEEPING

1. Purpose

The purpose of this SOP is to provide guidance on some of the logs and records to be kept by the cultivation facility.

2. Scope

The scope of this SOP includes all employees working in the facility, and all visitors, contractors, law enforcement, regulators, etc.

3. Prerequisites

Each employee will be taught the proper way to fill out logs and records, and how to properly store them and deliver them to the appropriate personnel.

4. Responsibilities

The director of the facility is responsible for insuring all logs and records are kept up to date, and stored for the proper statutory period.

5. Procedure

We will utilize Metrc for tracking seed to sale inventory, financial records, cultivation and facility records, dispensary records and to integrate accounting records originated in the financial program. Payroll will be performed by an outside service. We will be able to track seeds through harvest, and any product that is destroyed. Our record keeping will include sales, seed-to-sale tracking and all other business components except for the following, which will be in an add on database:

- Internal Auditor Spot Counts
- Record Shredding Log
- Cultivation Manual
- Emergency Action Plan
- Security Logs
- Visitor Log
- Pesticide Log Preventative Action Forms & Log
- Foreign Matter Inspection
- Integrated Pest Management Log
- Shipping Records
- Corrective and Preventative Actions
- Chain of Custody Logs

Standard Operating Procedure LOGS AND RECORD KEEPING

- Sample Collection Log
- Lot and Batch Release Log
- Recall Forms
- Employee Handbook/Training Log
- Sanitation Program
- Cannabis Destruction Records
- Waste Disposal Plan/Log
- Nutrient Dispensing Log
- Daily Opening/Closing Checklist
- End of Day Deposit Template
- Master Employee Scheduling Form
- Product Return Log
- Employee Applications
- Employee Discipline Reports

Cultivation Records

Pursuant to state law, the cultivation facility shall keep and maintain upon the permitted premises for a six-year period true, complete, legible and current books and records, including but not limited to the following:

- We shall maintain our records in accordance with generally accepted accounting principles. 935 CMR 500.105(9)

The following personnel records shall be maintained:

- Job descriptions for each agent;
- A personnel record for each agent.
- 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. 935 CMR 500.105(9)

The following business records shall be maintained:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records; and
- Salary and wages paid to each employee. 935 CMR 500.105(9)
- Inventory tracking including transport of Company cannabis and manufactured cannabis products.
- Sales and compliance with regulations.

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LOGS AND RECORD KEEPING

- Financial records including Company income, expenses, bank deposits and withdrawals, and audit reports;
- Logs of entry and exit for the cultivation facilities.
- Employee records.
- Security recordings will be retained a minimum of one year.
- Records of entry and exit for all individuals who entered the facility.
- Amounts by category of cannabis products manufactured and offered for sale by the facility.
- Amounts by category of cannabis and manufactured cannabis products sold by the facility.
- A list of all cannabis, manufactured cannabis products, or unusable cannabis materials that have been destroyed or will be destroyed by the facility.
- A summary of the financial statements.
- Laboratory results of all tests that were conducted.
- Description of any breach or halt in the facility's security system and tracking system.
- Any additional/other information requested by the department.

Tracking/Logging Workflow and Pertinent Data

All workflow will be tracked and recorded for daily review by the facility manager. Logs may be utilized by designated employees to track workflow. In addition to logging, all information shall be entered into the seed to sale tracking software.

Information Recording Logs

The facility compliance manager shall work with each section manager (cultivation and processing) to ensure that all logs are utilized and maintained to track all facility workflow.

Visitor Log

The company compliance manager is responsible for ensuring any authorized personnel visiting the facility use a visitor log. The visitor log will be located inside the main secured entrance to the facility.

Cleaning Log

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LOGS AND RECORD KEEPING

The facility manager is responsible for overseeing the use of a daily cleaning log to track cleaning within all zones of the facility.

Maintenance Log

A facility maintenance log will be utilized to track maintenance and upkeep on all equipment within the facility.

Light intensity Log

To ensure all grow lighting is maximized, the light produced by each lamp must be checked on a monthly basis by the cultivation staff. The cultivation manager shall work with each zone manager to measure lighting throughout each growing zone in the facility.

Pest Control Log

Plant growth zone managers will be responsible for tracking and logging all pest and disease control measures within the facility.

Feed Schedule Change Log

Plant growth zone managers will be responsible for tracking feeding schedules in all growth zones for which they are responsible. Any change or variance in the respective plant-zone feed schedule must be noted and brought to the attention of the facility manager.

Transplant Log

The transfer log tracks all plant movement throughout the facility. The vegetative manager is responsible for tracking plant movements before flowering begins.

Harvest Log

All flowering zone harvest schedules are tracked on the facility harvest log. The flowering zone management team is responsible for updating this log and noting any variances to the CFM.

Daily Inspection Log

All zone managers are responsible for performing daily inspections and communicating all variances to the facility manager. All zones must comply with the information designated in the growing environment and quality control section. The daily inspection log includes:

- Room temperature: zone manager
- Humidity: zone manager
- CO2: zone manager
- Electrical and lighting: zone manager

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LOGS AND RECORD KEEPING

- Pest and disease: zone manager
- Photoperiod: zone manager

Curing Log

A curing log shall be maintained by the processing manager to track the time specific strains and batches are in the curing area. In addition to time, environmental conditions such as temperature and humidity are also recorded.

Testing Log

A testing log shall be maintained by the processing manager to keep track of all batches, their respective test dates and results.

Finished Batch Log

The following information shall be collected pursuant to state regulations in order to maintain records for company R&D, tracking purposes, as well as relaying all pertinent data to the dispensary to which any part of a batch is sold.

For each batch of cannabis cultivated, the following information shall be collected:

- The batch number.
- Whether the batch originated from cannabis seeds or cannabis cuttings.
- The strain of the cannabis seeds or cannabis cuttings planted.
- The number of cannabis seeds or cannabis cuttings planted.
- The date on which the cannabis seeds or cuttings were planted.
- A list of all chemical additives used in the cultivation, including, without limitation nonorganic pesticides, herbicides and fertilizers.
- The number of cannabis plants grown to maturity.
- Harvest information, including, without limitation:
 - the date of harvest;
 - the final yield weight of processed usable cannabis; and
 - the name and cannabis establishment agent registration.

6. References

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Please refer to the different logs maintained by the facility director for specific instructions for record keeping.

7. Reporting

All logs must be kept up to date, and all entries must be signed by the person making them.

Standard Operating Procedure RECORD RETENTION POLICY

1. Purpose

The purpose of this SOP is to provide guidance on the facility's record retention policy, including where and how it is stored.

2. Scope

The scope of this SOP is for all employees who provide back office support and are responsible for the records maintained by the facility.

3. Prerequisites

The prerequisites for reaching the security level where employees have access to the database, passwords, and physical hard copy includes original training and specialty training in back room procedures, record databases, and protocols for record retention/destruction. The facility director will maintain a list of all employees with access to the ability to purge records from the software system, and also who may designate records to be physically shredded.

4. Responsibilities

Only senior level employees may actually destroy records, and only upon clearance with the facility director, who will provide time frames for record destruction based on outside counsel's interpretation of the regulations.

5. Procedure

Retention of Laboratory Test Results

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The facility will retain all laboratory test results for each batch and lot of marijuana tested for a minimum of five (5) years on-site within the Licensed Premise. Laboratory test results will be maintained within a lockable filing cabinet located in a limited-access area on the Licensed Premise.

- The facility will retain every certificate of analysis within secure storage in a limited access area of the Licensed Premise.

Records and Documents Storage Retention

Unless otherwise specified, the facility will retain and maintain all records and duplicate sets of records for a minimum of six (6) years.

Duplicate Records and Off-Site Storage

The facility will maintain duplicate sets of all records required by regulation. These duplicate copies of the facility's records will be maintained at a secure, off-site location. This location will only be disclosed to personnel with proper security clearance. The off-site record storage will be secured with a security alarm and surveillance system to ensure access is limited to authorized personnel only. The facility will maintain duplicate copies of all records at a secure storage facility within the state.

Reports

The facility can generate a list of the products and their specifications that have been offered for distribution. These reports are to be provided to the Department upon request.

- Reports can be created through the BioTrackTHC™ inventory control system.
- Within the inventory control system, the facility will be able to generate a list of all the products along with their specifications that were offered for distribution.
- This list can be generated for all products offered within specific date ranges.

Record retention

(a) The facility shall retain for a minimum of six years business operation records including but not limited to:

- (1) Inventory tracking including transport of marijuana and manufactured marijuana products;
- (2) Sales and compliance with any dispensing limitations;

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LOGS AND RECORD KEEPING

- (3) Financial records including income, expenses, bank deposits and withdrawals, and audit reports;
- (4) Logs of entry and exit for facility; and
- (5) Employee records.

6. References

Please refer to the outside counsel's report on record retention policies which is updated quarterly.

7. Reporting

Any and all changes to the record retention policy must be vetted by the facility director. If the policy is changed, a copy is circulated to all employees through our email listserv.

DIVERSITY PLAN

Mainely Productions LLC (“Mainely Productions” or the “Company”) is committed to actively promoting diversity, inclusion, and cultural competency, by implementing programmatic and operational procedures and policies that will help to make Mainely Productions a leader and champion of diversity, both in the Town of Uxbridge and throughout the broader Massachusetts cannabis industry.

Town Specific Demographics - According to U.S. Census reports, the Town of Uxbridge has a population of approximately 14,000. Uxbridge is 96.1% White, 1.7% Hispanic or Latino, and 1.9% Black or African American. Approximately 758 veterans live in the Town of Uxbridge.

Mainely Productions’s commitment to diversity is reflected in the following Goals, which shall be pursued through the Programs outlined herein, and the progress of which shall be judged by the Measurements/Metrics as stated below, and adjusted as needed if necessary:

Diversity Goal One:

Achieve at least the following goals for our staffing needs from individuals from the following groups:

- Veterans - 10%
- People with Disabilities - 10%
- LGBTQ+ Individuals - 10%
- Women - 25%
- People of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people - 20%

Programs to Achieve Diversity Goal One:

- Our DIVERSE WORKFORCE HIRE PROGRAM will ensure that our hiring practices seek to employ women, minorities, veterans, people with disabilities and LGBTQ+; and to provide promotions and advanced responsibility for these workers by promoting from within our company when at all possible. To this end, we will host job fairs in areas within 30 miles of our marijuana establishment at a location to be determined by Mainely Productions staff as needed and at least once per year. Additionally, we will post our hiring opportunities with appropriate organizations to be identified by Mainely Productions staff. We will hold job fairs and post hiring opportunities to online diversity job boards such as <https://diversityjobs.com/> and <https://www.pdnrecruits.com> when we need to hire from outside the company.

Measurements and Metrics for Diversity Goal One:

- *Quantitative Metrics:* We will strive to achieve at least the goals listed above for our hiring needs. The personnel files shall be evaluated on an annual basis to determine how many employees are members of the groups listed in the goal above that occupy positions within the company and that number shall be divided by Mainely Productions’s total staffing at its Uxbridge facility to determine the percentage achieved.

Diversity Goal Two:

Implement training programs to assist all staff members in achieving promotions and promoting 75% of existing employees when promotions are available.

Programs to Achieve Diversity Goal Two:

- Our EMPLOYEE TRAINING, MENTOR AND PROMOTION PROGRAM will help (1) advance employee growth, from these diverse communities, by providing on-the-job next-level training targeted on helping employees gain the new skillsets needed to advance to new roles that provide greater responsibilities; (2) provide mentor matches with other employees and management to support employee efforts and advancement; and (3) generate ongoing feedback from our team members to constantly measure the effectiveness of our efforts. Advancement training will be ongoing. New skills development training will be formal quarterly training. Management trainee program training will be hosted twice yearly by Mainely Productions LLC with ongoing mentorship during the year for management trainees.

Measurements and Metrics for Diversity Goal Two:

- *Quantitative Metrics:* Mainely Productions's goal shall measure the number of employees who engage with the Employee Training, Mentor, and Promotion program as defined above, and divide that number by the total number of Mainely Productions employees to determine progress towards the Diversity Goal Two.

Mainely Productions acknowledges that it shall show progress or success of our plan at least annually as an express condition of renewal of its licensure, with the submission of a renewal application to be submitted no later than 60 days prior to the date of the anniversary of the issuance of provisional licensure, and every year thereafter.

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

Mainely Productions acknowledges that any actions taken, or programs instituted will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

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1) Purpose:

Mainly Productions, LLC (“Mainly Productions”), a Marijuana Establishment in the Commonwealth of Massachusetts, has prepared and developed policies and procedures to provide for the safe and orderly energy, efficiency, and conservation of the marijuana establishment.

2) Definitions:

Cannabis or Marijuana means all parts of any plant of the genus Cannabis, not excepted in 935 CMR 500.002: Cannabis or Marijuana(a) through (c) and whether growing or not; the seeds thereof; and resin extracted from any part of the plant; Clones of the plant; and every compound, manufacture, salt, derivative, mixture or preparation of the plant, its seeds or resin including tetrahydrocannabinol as defined in M.G.L. c. 94G, § 1; provided that Cannabis shall not include:

- (a) the mature stalks of the plant, fiber produced from the stalks, oil, or cake made from the seeds of the plant, any other compound, manufacture, salt, derivative, mixture or preparation of the mature stalks, fiber, oil, or cake made from the seeds of the plant or the sterilized seed of the plant that is incapable of germination;
- (b) Hemp; or
- (c) the weight of any other ingredient combined with Cannabis or Marijuana to prepare topical or oral administrations, food, drink or other products.

Commission means the Massachusetts Cannabis Control Commission as established by M.G.L. c. 10, § 76, or its representatives. The Commission has authority to implement the state Marijuana laws which include, but are not limited to, St. 2016, c. 334, The Regulation and Taxation of Marijuana Act, as amended by St. 2017, c. 55, An Act to Ensure Safe Access to Marijuana; M.G.L. 10, § 76, M.G.L. c. 94G; M.G.L. c. 94I; 935 CMR 500.000 and 935 CMR 501.000: Medical Use of Marijuana.

Marijuana Establishment means a Marijuana Cultivator (Indoor or Outdoor), Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Microbusiness, Independent Testing Laboratory, Marijuana Retailer, Marijuana Transporter, Delivery-only Licensee, Marijuana Research Facility, Social Consumption Establishment or any other type of licensed Marijuana-related business, except a Medical Marijuana Treatment Center (MTC).

3) Responsibilities:

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This SOP applies to all energy efficiency and conservation policies in the Marijuana Establishment. Mainely Productions management will update SOP's as needed per regulation or other mandates. This SOP will be reviewed at least yearly.

1. Mainely Productions will demonstrate consideration of the following factors:
 - a. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
 - b. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - c. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
 - d. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
2. To the extent updates are required to the information provided for initial licensure, Mainely Productions will submit an updated energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation, together with a renewal application.
3. Mainely Productions will use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the Commission in a form determined by the Commission.
4. Each license renewal application will include a report of Mainely Productions's energy and water usage over the twelve-month period prior to the date of application.

4) Energy Efficiency and Conservation

1. Mainely Productions has identified potential energy use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Our facility has been fully designed with features including entire facility built with PermaTherm insulated metal panels (IMPs), high-efficiency Trane heating and cooling split system, high efficiency Quest dehumidifiers, state-of-the-art LED lighting in entire facility including grow rooms, and motion activated common area lighting.

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2. To further demonstrate Mainely Productions's compliance with the energy efficiency and conservation regulations, a letter prepared by Michael Peterson of Frank Zaino & Associates, Inc., a Massachusetts Licensed Professional Engineer and supporting documentation is attached.
3. Mainely Productions has considered opportunities for renewable energy generation. Our team is dedicated to consistently striving for sustainability and emissions reduction. Due to the fact that Mainely Productions does not own its building and is a lessee, renewable energy options are limited. However, the landlord does have a full solar panel array installed on the roof of our building.
4. Mainely Productions is pursuing the following strategies to reduce electric demand. Programs may include lighting schedules, active load management and energy storage programs: motion activated lighting, lighting schedules
5. Mainely Productions is working with Hawthorne Gardening Company to create an energy efficient lighting plan and is exclusively using high efficiency and low draw Luxx 645w LED Pro horticultural lighting.
6. Mainely Productions plans on engaging with the energy efficiency program offered by the RISE Engineering and the Uxbridge Community Electricity program offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

5) Energy Efficiency and Equipment Standards

1. Mainely Productions will satisfy minimum energy efficiency and equipment standards established by the Cannabis Control Commission (the "Commission") and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control as a condition of obtaining a final license under 935 CMR 500.103(2) prior to obtaining a final license under 935 CMR 500.103(2).
2. Mainely Productions will adopt and use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), or applicable departments and divisions of the Executive Office of Energy and Environmental Affairs to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the Commission in a form determined by the Commission.

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- Each license renewal application under 935 CMR 500.103(4) will include a report of Mainely Productions's energy and water usage over the twelve-month period prior to the date of application.

6) Building Code Requirements

- Mainely Productions's cultivation facility will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*.

7) Lighting

- Mainely Productions's Lighting Power Densities (LPD) for cultivation space will not exceed an average of 36 watts per gross square foot of active and growing space canopy, but for Tier 1 and Tier 2 a requirement of 50 watts per gross square foot of active canopy or growing unless otherwise determined in guidelines issued by the Commission.
- Where Horticultural Lighting Equipment (HLE) means any lighting equipment (e.g., fixtures, bulbs, ballasts, controls, etc.) that uses energy for the cultivation of plants, at any stage of growth (e.g., germination, cloning/Mother Plants, Propagation, Vegetation, Flowering, and harvest). Horticulture Lighting Square Footage (HLSF) means Canopy. Mainely Productions's HLSF is 5,242 square feet. Whereas, Lighting Power Density (HLPD) means a measure of total watts of Horticultural Lighting Equipment per total Horticulture Lighting Square Footage, $(HLE / HLSF = HLPD)$ expressed as number of watts per square foot, Mainely Productions's HLPD is 36.5
- All horticultural lighting used in Mainely Productions is listed on the current Design Lights Consortium Solid-state Horticultural Lighting Qualified Products List ("Horticultural QPL") or on similar lists approved by the Commission on the date on the license application, and lighting Photosynthetic Photon Efficacy (PPE) is at least 15% above the minimum Horticultural QPL threshold rounded up to the nearest 0.1 $\mu\text{mol/J}$ (micromoles per joule).
- If Mainely Productions is looking to use horticultural lighting that is not listed on the Horticultural QPL or other list approved by the Commission, Mainely Productions will seek a waiver which complies with 935 CMR 500.850 and will provide

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documentation of the third-party certification [by an OSHA NRTL or SCC-recognized body, which has to certify that products meet a set of safety requirements and standards deemed applicable to horticultural lighting products by that safety organization

8) HVAC

1. Mainely Productions's Heating Ventilation and Air Condition (HVAC) and dehumidification systems meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
2. Mainely Productions will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in this 935 CMR 500.120(11)(c) and that these systems have been evaluated and sized for the anticipated loads of the facility.

9) Safety Protocols

1. Mainely Productions has established and documented safety protocols to protect workers and consumers (*e.g.*, eye protection near operating grow light), as further described in the Workplace Safety Plan.
2. Mainely Productions will document renewable or alternative energy credits that represent a portion of the energy usage not generated onsite, has been purchased and retired yearly.
3. Before final licensure Mainely Productions will demonstrate compliance with 935 CMR 500.120(11), by submitting an energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation and submission of building plans under 935 CMR 500.100.
4. The Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b).
5. Mainely Productions will regularly check for such guidelines and continue to follow the Commission's standards.

10) References

[935 CMR 500.000: Adult Use of Marijuana](#)

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[M.G.L. c. 94G: Regulation of the Use and Distribution of Marijuana Not Medically Prescribed](#)
[Energy and Environment Compiled Guidance](#)
[Checklist for Energy Compliance](#)