



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR283035  
Original Issued Date: 11/19/2020  
Issued Date: 11/19/2020  
Expiration Date: 11/19/2021

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Patient Centric of Martha's Vineyard, Ltd.

Phone Number: 774-836-4397

Email Address: geoff@pcmvv.com

Business Address 1: 15 Mechanics St

Business Address 2:

Business City: Vineyard Haven

Business State: MA

Business Zip Code: 02568

Mailing Address 1: PO Box 1323

Mailing Address 2:

Mailing City: West Tisbury

Mailing State: MA

Mailing Zip Code: 02575

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201910

### RMD INFORMATION

Name of RMD: Patient Centric of Martha's Vineyard, Ltd.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100

Percentage Of Control: 100

Role: Owner / Partner

Other Role: Chief Executive Officer, Director, Treasurer, Secretary,  
President

First Name: Geoffrey

Last Name: Rose

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

No records found

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: South Shore Bio Pharma, LLC

Entity DBA:

Email:

Phone: 207-232-3745

ctolford@acreageholdings.com

Address 1: 400 Cordwainer Drive

Address 2:

City: Norwell

State: MA

Zip Code: 02061

Types of Capital: Debt

Other Type of Capital:

Total Value of Capital Provided:  
\$4000000

Percentage of Initial Capital:  
100

Capital Attestation: Yes

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 15 Mechanics St

Establishment Address 2:

Establishment City: Tisbury

Establishment Zip Code: 02568

Approximate square footage of the establishment: 6173

How many abutters does this property have?: 33

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	PCMV - Tisbury - HCA.pdf	pdf	5e605784d21b9346780e1265	03/04/2020
Plan to Remain Compliant with Local Zoning	PCMV - Plan to Remain Compliant with Local Zoning.pdf	pdf	5e6d97c8f0445c357cb03412	03/14/2020
Community Outreach Meeting Documentation	PCMV - Tisbury - Outreach Meeting.pdf	pdf	5e6d9a53482e703583b7749c	03/14/2020

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	Patient Centric of MV letter..pdf	pdf	5dc435fdb4f83557d6cc5436	11/07/2019
Plan for Positive Impact	PCMV - Tisbury - ADI.pdf	pdf	5e6d9aa181ed8a355b8d47a1	03/14/2020

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

#### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role: CEO, President, Director, Secretary, Treasurer, Owner, and Capital Contributor

First Name: Geoffrey Last Name: Rose Suffix:

RMD Association: RMD Owner

Background Question: no

#### ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Lender

Entity Legal Name: South Shore Bio Pharma, LLC Entity DBA:

Entity Description: Capital contributor via loan agreement

Phone: 207-232-3745 Email: ctolford@acreageholdings.com

Primary Business Address 1: 400 Cordwainer Drive Primary Business Address 2:

Primary Business City: Norwell Primary Business State: MA Principal Business Zip Code: 02061

Additional Information:

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	PCMV - Bylaws.pdf	pdf	5dc42cf740e348579197b244	11/07/2019
Articles of Organization	PCMV - Updated Entity Information.pdf	pdf	5dc42cfa26aa775320859f18	11/07/2019
Articles of Organization	PCMV - Articles of Entity Conversion.pdf	pdf	5dc42cfb160e3b57a3dd0d9e	11/07/2019
Secretary of Commonwealth - Certificate of Good Standing	Patient Centric of Martha's Vineyard, Ltd. - MA Good Standing.pdf	pdf	5e617b8dd2a4e444058396cf	03/05/2020
Secretary of Commonwealth - Certificate of Good Standing	PCMV - DUA.pdf	pdf	5e62bdbad2a4e44405839aad	03/06/2020
Department of Revenue - Certificate of Good standing	Cert. of Good Standing 3.11.20.pdf	pdf	5e6932228b5ea5469520f337	03/11/2020

No documents uploaded

Massachusetts Business Identification Number: 001312842

Date generated: 09/24/2021

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Doing-Business-As Name: Island Time

DBA Registration City: West Tisbury

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	PCMV - Business Plan..pdf	pdf	5dc42d49fd468857b99bace4	11/07/2019
Plan for Liability Insurance	PCMV - Plan for Obtaining Liability Insurance.pdf	pdf	5dc42d4a74bb15534cd4afd2	11/07/2019
Proposed Timeline	PCMV - Tisbury - Timeline.pdf	pdf	5e61159a9e668e468af0684c	03/05/2020

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Qualifications and training	PCMV - Tisbury - Qualifications and Training.pdf	pdf	5e617a2344a317443c10862d	03/05/2020
Dispensing procedures	PCMV - Tisbury - Dispensing.pdf	pdf	5e617a2f4a895743f3a6b0f2	03/05/2020
Prevention of diversion	PCMV - Tisbury - Diversion.pdf	pdf	5e617a36d2a4e444058396cb	03/05/2020
Inventory procedures	PCMV - Tisbury - Inventory.pdf	pdf	5e617a39b56dea46718f25d3	03/05/2020
Maintaining of financial records	PCMV - Tisbury - Maintaining Financial Records.pdf	pdf	5e617a3c8b5ea5469520e197	03/05/2020
Separating recreational from medical operations, if applicable	PCMV - Tisbury - Medical Operations.pdf	pdf	5e617a40f63398441bbbfa4d	03/05/2020
Personnel policies including background checks	PCMV - Tisbury - Personnel.pdf	pdf	5e617a4be25eb94410038754	03/05/2020
Plan for obtaining marijuana or marijuana products	PCMV - Tisbury - Plan for Obtaining Marijuana.pdf	pdf	5e617a4ea290f94426bd940b	03/05/2020
Record Keeping procedures	PCMV - Tisbury - Recordkeeping.pdf	pdf	5e617a525a27c34431d18d46	03/05/2020
Restricting Access to age 21 and older	PCMV - Tisbury - Restricting Access to 21+.pdf	pdf	5e617a5549038b46abf1d1bd	03/05/2020
Storage of marijuana	PCMV - Tisbury - Storage.pdf	pdf	5e617a5afd7e6446b62a4dea	03/05/2020
Transportation of marijuana	PCMV - Tisbury - Transportation.pdf	pdf	5e617a61d21b9346780e17b4	03/05/2020
Quality control and testing	PCMV - Tisbury - Quality Control and Testing.pdf	pdf	5e617ace8b5ea5469520e19b	03/05/2020
Security plan	PCMV - Tisbury - Security Plan.pdf	pdf	5e617b5d56474b469c111962	03/05/2020
Diversity plan	PCMV - Diversity - 12.17.19 RFI.pdf	pdf	5e6d9b1381ed8a355b8d47a7	03/14/2020

### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

### ATTESTATIONS

Date generated: 09/24/2021

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

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

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

Notification: I Understand

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

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

#### COMPLIANCE WITH DIVERSITY PLAN

No records found

#### HOURS OF OPERATION

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

## Host Community Agreement Certification Form

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

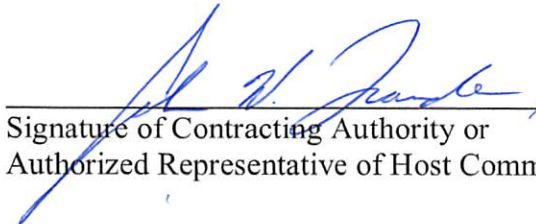
I, Geoffrey Rose, (insert name) certify as an authorized representative of Parent Centre of Mass Vineyard, Ltd. (insert name of applicant) that the applicant has executed a host community agreement with Tisbury (insert name of host community) pursuant to G.L.c. 94G § 3(d) on March 2, 2020 (insert date).



Signature of Authorized Representative of Applicant

### Host Community

I, John W. Grande, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Tisbury (insert name of host community) to certify that the applicant and Town of Tisbury (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 2, 2020 (insert date).

 Town Administrator/C.P.O.

Signature of Contracting Authority or  
Authorized Representative of Host Community



### **PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") will remain compliant at all times with the local zoning requirements set forth in the Town of Tisbury's Zoning By-Law. 15 Mechanic's Street, Vineyard Haven, MA, 02568 ("the Property") is located in the Business District - 2. Pursuant to Section 5.20 of the Tisbury Zoning By-Law, the use of the Property for these purposes is permitted subject to the issuance of a Special Permit from the Planning Board. In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

PCMV will apply for a Special Permit from the Planning Board and any other local permits required to operate a retail marijuana establishment at the proposed location. PCMV will comply with all conditions and standards set forth in any local permit required to operate a retail marijuana establishment at PCMV's proposed location. PCMV recognizes that its Special Permit must be acted upon within three (3) years of issuance.

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

PCMV has also retained the law firm Vicente Sederberg LLP to assist with ongoing compliance with local zoning requirements



## 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, Geoff Rose, (*insert name*) attest as an authorized representative of Patient Centric of Martha's Vineyard, Ltd. (*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 September 23, 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 September 12, 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 September 12, 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 September 4, 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.

Classifieds

**LOST & FOUND**

**LOST WALLET AND CELL PHONE**  
Lost wallet and cell phone. MV Bank billfold with Florida drivers license. Lost on Friday night during Fireworks in OB somewhere between OB Harbor and Ocean Park. 774-563-8593. Reward.

**LOST WINDSURFER PARTS**  
Cardboard box with windsurfer parts (mast extension, harness belt, fin) and watch left circa 8/22/19 on Sengekontacket beach near Island Spirit Kayak. Call 203-464-4091.

**LEGAL NOTICES**

**NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE**  
By virtue and in execution of the Power of Sale contained in a certain mortgage given by Christopher Magee to Mortgage Electronic Registration Systems, Inc. as nominee for MetLife Home Loans, a Division of MetLife Bank, N.A., dated April 23, 2010 and recorded in the Dukes County Registry of Deeds in Book 1209, Page 722, of which mortgage the undersigned is the present holder, by assignment from: Mortgage Electronic Registration Systems, Inc. to MetLife Home Loans, a Division of MetLife Bank, N.A., recorded on January 20, 2012, in Book No. 1268, at Page 16 MetLife Bank, National Association also known as MetLife Home Loans, a Division of MetLife Bank, N.A. to JPMorgan Chase Bank, National Association, recorded on June 3, 2013, in Book No. 1319, at Page 594 MetLife Bank, National Association, also known as MetLife Home Loans, a Division of MetLife Bank, N.A. to JPMorgan Chase Bank, National Association, recorded on July 30, 2013, in Book

**LEGAL NOTICES**

No. 1325, at Page 227 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 PM on October 15, 2019, on the mortgaged premises located at 24 Carrolls Way, Vineyard Haven (Tisbury), Dukes County, Massachusetts, all and singular the premises described in said mortgage, TO WIT: A certain parcel of land situated in the Town of Tisbury, County of Dukes County, Commonwealth of Massachusetts, being lot #21 on a Plan of Land entitled "Plan of Land in Tisbury Massachusetts, Surveyed for Ferro-Silva Realty Trust, January 22, 1973, Scale 1 inch equals 100 feet, Dean R. Swift, Registered Land Surveyor, Vineyard Haven, Mass." recorded with Dukes County Registry of Deeds in Tisbury Case File No. 48, more particularly bounded and described as follows: NORTHERLY by a forty (40) foot private way, one hundred sixty-one and 00/100 (161.00) feet; EASTERLY by Lot #20 on said plan, one hundred thirty-four and 52/100 (134.52) feet; SOUTHERLY by land now or formerly of the Martha's Vineyard Hospital, Inc., one hundred sixty-one and 08/100 (161.08) feet; WESTERLY by Lot #22 on said plan, one hundred thirty-nine and 42/100 (139.42) feet. Containing according to said plan 22,050 square feet of land, more or less. The premises are conveyed together with the right to use the 40' way abutting said above described property on said plan for all purposes for which public streets and ways are used in the Town of Tisbury, including utilities in common with all those lawfully entitled thereto.

**LEGAL NOTICES**

For title see deed of Linda Hayden dated May 15, 2009 recorded herewith. Also see deed of Herman W. Alwardt, Jr., et ux, dated March 19, 1999 recorded in Book 759, Page 553. For mortgagor's(s) title see deed recorded with Dukes County Registry of Deeds in Book 1180, Page 691. These premises will be sold and conveyed subject to and with the benefit of all rights, rights of way, restrictions, easements, covenants, liens or claims in the nature of liens, improvements, public assessments, any and all unpaid taxes, tax titles, tax liens, water and sewer liens and any other municipal assessments or liens or existing encumbrances of record which are in force and are applicable, having priority over said mortgage, whether or not reference to such restrictions, easements, improvements, liens or encumbrances is made in the deed. TERMS OF SALE: A deposit of Ten Thousand (\$10,000.00) Dollars by certified 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 Harmon Law Offices, P.C., 150 California St., Newton, Massachusetts 02458, or by mail to P.O. Box 610389, Newton Highlands, Massachusetts 02461-0389, 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. The description of the premises contained in said mortgage shall control in the event of an error in this publication. Other terms, if any, to be announced at the sale. JPMORGAN CHASE BANK, N.A. Present holder of said

**LEGAL NOTICES**

mortgage By its Attorneys, HARMON LAW OFFICES, P.C. 150 California St. Newton, MA 02458 (617)558-0500 or (201)701-0149.  
LN: 08/29/19, 09/05/19, 09/12/19, 3t

**LEGAL NOTICES: WEST TISBURY**

**WEST TISBURY ZONING BOARD OF APPEALS**  
**NOTICE OF A PUBLIC HEARING**  
On Thursday, September 26, 2019 at 5:55 pm the West Tisbury ZBA will hold a public hearing in the Town Hall on the 2nd floor for an application from Anne Fisher for a Special Permit to add a deck to a preexisting nonconforming dwelling requiring 20 feet of setback relief under Sections 11.1-3 (A) and 4.2-1 and 4.2-2 (C) of the Zoning Bylaws, Map 35, Lot 4, 137 Road to Great Neck, RU District. Interested parties are invited to send comments and/or attend the hearing.  
LN: 09/12/2019, 09/19/2019, 1t

**WEST TISBURY ZONING BOARD OF APPEALS**  
**NOTICE OF A PUBLIC HEARING**  
On Thursday, September 26, 2019 at 5:35 pm the West Tisbury ZBA will hold a public hearing in the Town Hall on the 2nd floor for an application from Robert Courcier for a Variance under Section 10.3-2 of the Zoning Bylaws seeking relief from Zoning Bylaw Section 10.1-1 (C) which requires boundary monuments at each change of boundary direction, Map 15, Lot 26.121, 133 Indian Hill Rd, RU District. Interested parties are invited to send comments and/or attend the hearing.  
LN: 09/12/19, 09/19/19, 2t

**PUBLIC NOTICES**

**WEST TISBURY ZONING BOARD OF APPEALS**  
**NOTICE OF A PUBLIC HEARING**  
On Thursday, September 26, 2019, at 5:15 pm the West Tisbury ZBA will hold a public hearing in the Town Hall on the 2nd floor for an application from Philip Pratt for a Special Permit to enlarge an existing shed requiring 39 feet of setback relief under Section 4.2-2 (D) 4 of the Zoning Bylaws, Map 17, Lot 63, 85 Oak Ln, RU District. Interested parties are invited to send comments and/or attend the hearing.  
LN: 09/12/19, 09/19/19, 2t

**WEST TISBURY ZONING BOARD OF APPEALS**  
**NOTICE OF A PUBLIC HEARING**  
On Thursday, September 26, 2019 at 6:15 pm the West Tisbury ZBA will hold a public hearing in the Town Hall on the 2nd floor for an application from Moira Fitzgerald, agent for Mark and Dede Gimbel for a Special Permit to construct an addition to a single-family dwelling requiring 4 feet of setback relief under Section 4.3-3 (D) of the Zoning Bylaws, Map 32, Lot 7, 57 Tiasquam Rd, RU District. Interested parties are invited to send comments and/or attend the hearing.  
LN: 09/12/19, 09/19/19, 2t

**PUBLIC NOTICES**

**DUKES COUNTY**  
**CONTRIBUTORY RETIREMENT SYSTEM**  
Retirement Office located at: Dukes County Administration Building 9 Airport Road, Edgartown, MA Active and Retired Members of the Dukes County Contributory Retirement System. Election for (2) three-year terms to the Dukes County

**PUBLIC NOTICES**

Retirement Board will be held on December 9, 2019. Nomination papers are available at the Retirement Office in the County Administration building located at 9 Airport Road, Edgartown. Nomination papers must be filed in the Retirement Office no later than Noon, October 18, 2019.  
PN: 09/12/19, 09,19,19, 2t

**NOTICE - COMMUNITY OUTREACH**  
Notice is hereby given that Patient Centric of Martha's Vineyard, Ltd. will hold a Community Outreach Meeting on September 23, 2019 at the Katherine Cornell Theatre, 51 Spring Street, Vineyard Haven, MA 02568 at 5:30 PM to discuss the proposed siting of a co-located Medical Marijuana and Adult-Use Retail Establishment at 15 Mechanic's Street, Vineyard Haven, MA 02568 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Topics to be discussed at the meeting will include, but not be limited to: The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address; Plans for maintaining a secure facility; Plans to prevent diversion to minors; Plans to positively impact the community; and Plans to ensure the establishment will not constitute a nuisance to the community. Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.  
LN: 09/12/2019, 1t



**JOB OPPORTUNITY:  
AD SALES STAFF**

The Times has an immediate full-time opening for an enthusiastic, personable, organized ad sales person to work in our sunny, collaborative, office on the VH Harbor. In addition to our weekly newspaper, The Times publishes the award-winning MV Arts & Ideas Magazine, Edible Vineyard, Vineyard Visitor, the daily newsletter The Minute, and several websites, including mvtimes.com. While relevant sales experience is strongly preferred, it is not required. What is required in an ideal candidate is an outgoing personality, strong computer skills (ideally on Apple OS), and ability to learn new programs and workflow quickly. An independent, creative self-starter who enjoys collaboration and new challenges would be ideal. Salary and benefits. Please send a resume with a cover letter describing why you are our perfect candidate to:

**Jamie@mvtimes.com**

**mvtimes.com**



**Warehouse/Backup Driver  
Full Time**

Supply New England is seeking a Full Time Warehouse Specialist for our Martha's Vineyard branch.

- Load/unload
- Pick/receive products
- Heavy lifting 75lbs
- Forklift & RF Gun knowledge
- DOT Health Card preferred
- HVAC knowledge a plus!

**\$22.00/hour**

Qualified applicants apply in person at 25 East Line Rd., Edgartown, MA 508-693-6792

**Supply  
NEW ENGLAND**  
*Where the pros go*



**CAPE COD 5**

**AMERICAN BANKER**  
**BEST BANKS TO WORK FOR 2018**

**We're Hiring.**

**Join our Martha's Vineyard Team**

- **Financial Services Representative Supervisor**
- **Financial Services Representative**

Cape Cod 5 offers competitive compensation, and a superior benefits package including: health, dental, vision, short and long-term disability, life insurance, tuition reimbursement, student loan repayment, and a generous 401(k) plan.

To apply or view current job openings, visit **www.capecodfive.com/careers**

As an EOE/AA employer, The Cape Cod Five Cents Savings Bank will not discriminate in its employment practices due to an applicant's race, color, religion, national origin, sex, gender identity/expression, age, ancestry, sexual orientation, disability, genetics, veteran status, marital status, pregnancy-related conditions, or political beliefs.



Member FDIC  
Member DIF

**CLASSIFIED ADVERTISING**

Now you can create your own ad online...  
www.mvtimes.com/classifieds/  
...and see your ad Online Right Away!

NEW RATES JANUARY 1 <sup>ST</sup> , 2019						
Words	1 week	2 weeks	3 weeks	4 weeks	10 weeks	Year
1 to 20	\$26	\$47	\$59	\$68	\$131	\$604
<b>-You submit online</b>	<b>\$24</b>	<b>\$43</b>	<b>\$53</b>	<b>\$61</b>	<b>\$118</b>	<b>\$544</b>
21 to 35	\$34	\$59	\$75	\$87	\$168	\$788
<b>-You submit online</b>	<b>\$31</b>	<b>\$53</b>	<b>\$68</b>	<b>\$78</b>	<b>\$151</b>	<b>\$709</b>
36 to 50	\$44	\$76	\$95	\$110	\$210	\$1,013
<b>-You submit online</b>	<b>\$40</b>	<b>\$68</b>	<b>\$86</b>	<b>\$99</b>	<b>\$189</b>	<b>\$912</b>
Over 50 words	\$.77/word	\$.70	\$.60	\$.54	\$.40	\$.36
<b>-You submit online</b>	<b>\$.69</b>	<b>\$.63</b>	<b>\$.54</b>	<b>\$.49</b>	<b>\$.36</b>	<b>\$.32</b>

**Add Photo: \$15/week   Add Border: \$7/week   Legal: \$.68/word   Auto/Boat \$79 w/photo-8wks**

**DEADLINE TUESDAY AT NOON**  
**Contact class@mvtimes.com | 508-693-6110**

**NO REFUNDS - CONTRACT PRICES**  
**STOP AD ANYTIME - CONTRACT RATE STILL APPLIES**  
(Example: Select 10 Weeks - Pay for 10 weeks, cancel before 10 weeks - contact rate of 10 weeks applies)

**Legals.....68¢/word**  
**Add a photo.....\$15/week**  
**Add a border.....\$7/week**

**Display Advertising**  
One Module: \$80 • 2-15 Modules \$ 70/Module  
**Auto, Boat, Truck, Motorcycle Special**  
Private Parties Only - \$79 for 8 weeks and add a photo for free.  
Up to 30 words.You provide the photo.

**Free Lost and Found**  
Lost and found ads run for free for four weeks. There is a 20 word limit.

**Free Bargain Box**  
Deadline - 3pm on Monday  
No charge for bargain box ads, but restrictions apply: Ads are limited to noncommercial customers (business may list free items); there is a maximum of 20 words, all items must be priced individually, no item can exceed \$100; one ad per household; ads expire after two weeks. Listings for flowers, garden plants, firewood or manure must be free. No listings for animals or livestock.

RECEIVED

SEP 12 2019

J. Hillary Conklin  
Tisbury Town Clerk**NOTICE - COMMUNITY OUTREACH**

Notice is hereby given that Patient Centric of Martha's Vineyard, Ltd. will hold a Community Outreach Meeting on September 23, 2019 at the Katherine Cornell Theatre, 51 Spring Street, Vineyard Haven, MA 02568 at 5:30 PM to discuss the proposed siting of a co-located Adult Use and Medical Marijuana Retail Establishment at 15 Mechanic's Street, Vineyard Haven, MA 02568 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.



RECEIVED

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Tisbury Planning Board

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Lan Barbara  
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**FOR YOUTH DEVELOPMENT  
FOR HEALTHY LIVING  
FOR SOCIAL RESPONSIBILITY**

October 30, 2019

To Whom It May Concern:

Since 1887, the Old Colony Y has provided programs and services designed to help people of all ages and abilities build healthy spirits, minds, and bodies. We offer a full range of recreational, educational and fitness programming and activities that stress positive values to enrich the individual, strengthen the family, and enhance the quality of life for all community members. Services provided at OCY include health and fitness programs, competitive sports, swimming instruction, leadership and character development training, childcare, after-school programs, mentoring, and comprehensive summer camping programs. In addition, we have operated a Social Service Branch since 1972, providing residential and community-based treatment, shelter and wraparound services for families experiencing homelessness and licensed mental health and substance abuse services.

A main component of our work in social services includes direct support for individuals, youth, and families suffering from addiction. Old Colony YMCA is willing to accept financial help and assistance in programs, volunteer hours and other charitable donations from Patient Centric of Martha's Vineyard, Ltd. Any charitable funds will be restricted for the sole purpose of providing services and treatment to those affected by substance abuse.

Sincerely,

Vincent J. Marturano  
President & CEO  
Old Colony YMCA



## **PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT**

### **Overview**

Patient Centric of Martha's Vineyard ("PCMV") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, PCMV has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") and has identified and created goals/programs to positively impact past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact.

### **Goals**

In order for PCMV to positively impact past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact, PCMV has established the following goals:

1. Providing business assets (time, organization skills, finances) towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of that community or the community as a whole; and
2. Providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers.

### **Programs**

PCMV has developed specific programs to effectuate its stated goals to positively impact past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact. Such programs will include the following:

1. Conduct one industry-specific educational seminar in the City of New Bedford annually across one or more of the following topics: marijuana cultivation techniques, marijuana



product manufacturing, marijuana business training, marijuana compliance, resume writing, interviewing, or negotiation skills. Seminars will be publicized within local newspapers such as the New Bedford Standard Times; distributed at local career agencies; and circulated to marijuana advocacy organizations. PCMV will aim to have at least 15 people at each seminar.

2. Provide an annual contribution of \$5,000 to the Old Colony YMCA to support their programs and services in geographic areas of disproportionate impact including New Bedford that provide direct support for individuals, youth, and families suffering from addiction. A letter from the Old Colony YMCA indicating their willingness to accept this contribution is attached.

### Measurements

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

- Amount of funds given to the Old Colony YMCA (\$5,000);
- Number of educational seminars held (1); and
- Number of individuals attending the seminars (15).

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

### Acknowledgements

- As identified above, PCMV intends to donate to the Old Colony YMCA and acknowledges that they have been contacted and will receive the donation described herein.
- PCMV will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by PCMV will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

**BYLAWS**  
**of**  
**PATIENT CENTRIC OF MARTHA’S VINEYARD, LTD.**  
**A Massachusetts Corporation**

Adopted: February 13, 2018

**BYLAWS**  
**OF**  
**PATIENT CENTRIC OF MARTHA’S VINEYARD, LTD.**

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## ARTICLE I

### SHAREHOLDERS

*Section 1. Annual Meeting.* The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

*Section 2. Special Meetings.* Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

*Section 3. Place of Meetings.* All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

*Section 4. Requirement of Notice.* A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

*Section 5. Waiver of Notice.* A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or

transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

*Section 6. Quorum.*

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the “MBCA”), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

*Section 7. Voting and Proxies.* Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders’ meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy’s authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy’s authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy’s vote or other action as that of the shareholder making the appointment.

*Section 8. Action at Meeting.* If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the

group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws, any agreement amongst the shareholders or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

*Section 9. Action without Meeting by Written Consent.*

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

*Section 10. Record Date.* The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

*Section 11. Meetings by Remote Communications.* Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of

shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

#### *Section 12. Form of Shareholder Action.*

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

#### *Section 13. Shareholders List for Meeting.*

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared

and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

## **ARTICLE II**

### **DIRECTORS**

*Section 1. Powers.* All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

*Section 2. Number and Election.* The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

*Section 3. Vacancies.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy.

*Section 4. Change in Size of the Board of Directors.* The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

*Section 5. Tenure.* The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall

expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

*Section 6. Resignation.* A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

*Section 7. Removal.* The shareholders may remove one or more Directors with or without cause but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

*Section 8. Regular Meetings.* Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting provided that notice of the first regular meeting following any such determination shall be given to absent Directors.

*Section 9. Special Meetings.* Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

*Section 10. Notice.* Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

*Section 11. Waiver of Notice.* A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

*Section 12. Quorum.* A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

*Section 13. Action at Meeting.* If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken

unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

*Section 14. Action Without Meeting.* Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

*Section 15. Meetings by Remote Communications.* The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

*Section 16. Committees.* The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

*Section 17. Compensation.* The Board of Directors may fix the compensation of Directors.

*Section 18. Standard of Conduct for Directors.*

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like



position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

#### *Section 19. Conflict of Interest.*

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

*Section 20. Loans to Directors.* The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

### **ARTICLE III**

#### **MANNER OF NOTICE**

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

## **ARTICLE IV**

### **OFFICERS**

*Section 1. Enumeration.* The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Corporation may also have such agents, if any, as the Board of Directors from time to time may in its discretion appoint. The Board of Directors may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

*Section 2. Appointment.* The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

*Section 3. Qualification.* The same individual may simultaneously hold more than one office in the Corporation.

*Section 4. Tenure.* Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

*Section 5. Resignation.* An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

*Section 6. Removal.* The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

*Section 7. President.* The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 8. Treasurer.* The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

*Section 9. Secretary.* The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

*Section 10. Standards of Conduct for Officers.* An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably

believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

## ARTICLE V

### PROVISIONS RELATING TO SHARES

*Section 1. Issuance and Consideration.* The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

*Section 2. Share Certificates.* If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

*Section 3. Uncertificated Shares.* The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

*Section 4. Record and Beneficial Owners.* The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares

that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

*Section 5. Lost or Destroyed Certificates.* The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

*Section 6. Transfer of Shares.* Subject to the restrictions, if any, stated or noted on the stock certificates or any agreement amongst the shareholders and the Corporation, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the Board of Directors or the transfer agent of the Corporation may reasonably require. Except as may be otherwise required by law, by the Articles of Organization, by these Bylaws or any agreement among the shareholders and the Corporation, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws.

## ARTICLE VI

### CORPORATE RECORDS

#### *Section 1. Records to be Kept.*

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

- (i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;
- (vi) a list of the names and business addresses of its current Directors and officers; and
- (vii) its most recent annual report delivered to the Massachusetts Secretary of State.

*Section 2. Inspection of Records by Shareholders.*

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and



- (3) the record of shareholders described in Section 1(a) of this Article.
- (c) A shareholder may inspect and copy the records described in subsection (b) only if:
  - (1) his or her demand is made in good faith and for a proper purpose;
  - (2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
  - (3) the records are directly connected with his or her purpose; and
  - (4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.
- (d) For purposes of this Section, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

*Section 3. Scope of Inspection Right.*

- (a) A shareholder’s agent or attorney has the same inspection and copying rights as the shareholder represented.
- (b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.
- (c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.
- (d) The Corporation may comply at its expense, with a shareholder’s demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.
- (e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

*Section 4. Inspection of Records by Directors.* A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director’s duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

## ARTICLE VII

### INDEMNIFICATION

*Section 1. Definitions.* In this Article the following words shall have the following meanings unless the context requires otherwise:

“Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger.

“Director” or “officer” means an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation’s request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. “Director” or “officer” includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

“Disinterested Director” means a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director’s judgment when voting on the decision being made.

“Expenses” include counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Party” means an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

#### *Section 2. Indemnification of Directors and Officers.*

(a) Except as otherwise provided in this Section, the Corporation may indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had

no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

*Section 3. Advance for Expenses.* The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

*Section 4. Determination of Indemnification.* The determination of whether a Director or officer has met the relevant standard of conduct set forth in Section 2 shall be made:

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

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

*Section 5. Authorization of Indemnification and Advances.*

(a) Authorization of indemnification and advances shall be made in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate.

(b) The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director or officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

*Section 6. Notification and Defense of Claim; Settlements.*

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

*Section 7. Insurance.* The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

*Section 8. Application of this Article.*

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these Bylaws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be the year ending with June 30 in each year.

## **ARTICLE IX**

### **AMENDMENTS**

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A Bylaw dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A Bylaw that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

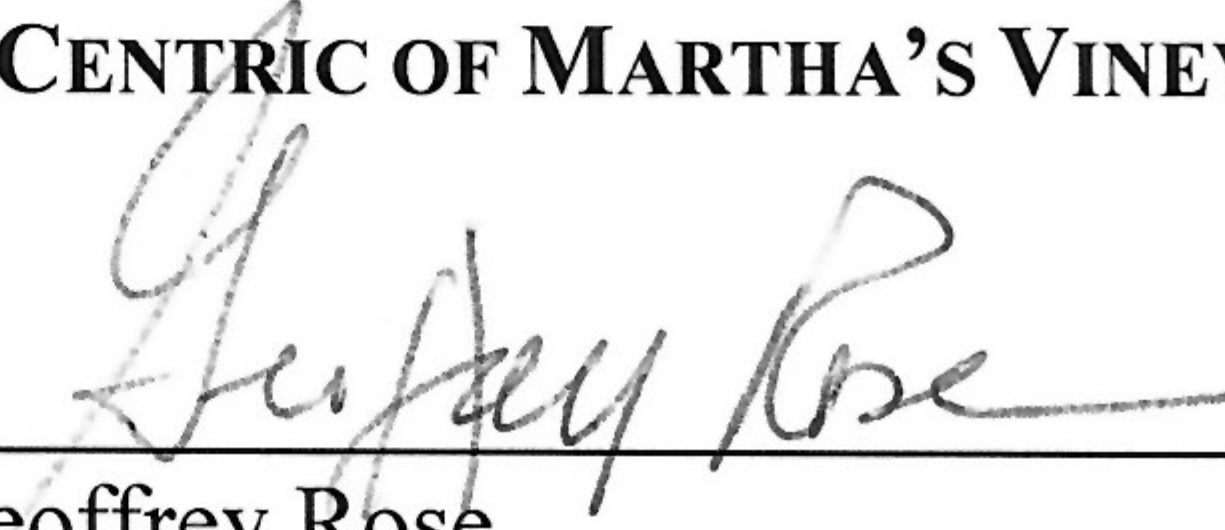
(f) If the Board of Directors is authorized to amend the Bylaws, approval by the Board of Directors of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

**CERTIFICATE OF SECRETARY  
OF  
PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**

The undersigned, Geoffrey Rose, hereby certifies that he is the duly elected and acting Secretary of **PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**, a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of February 13, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 23 day of April, 2019.

**PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**

By:   
Name: Geoffrey Rose  
Title: Secretary



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

No Fee

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

**Statement of Change of Supplemental Information**

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

**1. Exact name of the corporation:** PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.

**2. Current registered office address:**

Name: GEOFFREY ROSE  
No. and Street: 90 DR. FISHER RD., P. O. BOX 1323  
City or Town: WEST TISBURY State: MA Zip: 02575 Country: USA

**3. The following supplemental information has changed:**

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	GEOFFREY ROSE	90 DR. FISHER RD., P. O. BOX 1323 WEST TISBURY, MA 02575 USA
TREASURER	GEOFFREY ROSE	90 DR. FISHER RD. WEST TISBURY, MA 02575 USA
SECRETARY	GEOFFREY ROSE	90 DR. FISHER RD. WEST TISBURY, MA 02575 USA
DIRECTOR	GEOFFREY ROSE	90 DR. FISHER RD., P. O. BOX 1323 WEST TISBURY, MA 02575 USA

**\_\_\_ Fiscal year end:**

June

**\_\_\_ Type of business in which the corporation intends to engage:**

PATIENT CENTRIC OF MARTHA'S VINEYARD

**\_\_\_ Principal office address:**

No. and Street: PO BOX 1323  
City or Town: WEST TISBURY State: MA Zip: 02575 Country: USA

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

No. and Street: 90 DR. FISHER RD. P. O. BOX 1323



\_\_\_ an office of its secretary/assistant secretary

\_\_\_ its registered office

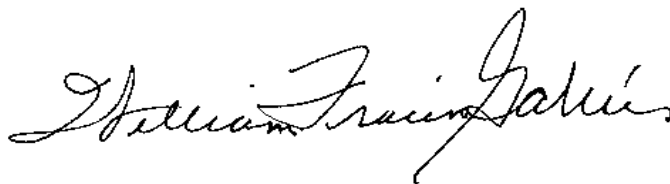
**Signed by GEOFF ROSE , its PRESIDENT  
on this 13 Day of November, 2018**

© 2001 - 2018 Commonwealth of Massachusetts  
All Rights Reserved

THE COMMONWEALTH OF MASSACHUSETTS

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

November 13, 2018 02:35 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

D

# The Commonwealth of Massachusetts

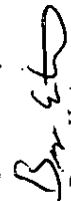
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM ML

Patient Centric of Martha's Vineyard, Ltd. is a registrant  
with the Department of Public Health  
in accordance with 105 CMR 725.100(C)  
as of February 7, 2018.

  
Bryan Harter  
Director

Medical Use of Marijuana Program  
Bureau of Healthcare Safety and Quality  
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Patient Centric of Martha's Vineyard, LTD. **443391023**
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:  
Patient Centric of Martha's Vineyard, LTD.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

### ARTICLE I

The exact name of the corporation upon conversion is:

Patient Centric of Martha's Vineyard, LTD.

### ARTICLE II

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

The general character of the business of the corporation shall be the cultivation, manufacturing, transportation and distribution of marijuana and marijuana products, to the extent permitted and in accordance with Massachusetts law, and any other business in which a corporation formed pursuant to G.L. Chapter 156D is authorized to engage.

### ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	250,000			

### ARTICLE IV

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

N/A

### ARTICLE V

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

None

### ARTICLE VI

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

See attached continuation sheet

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

**PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**

**ARTICLES OF ORGANIZATION**

**CONTINUATION SHEET**

**ARTICLE VI. Other lawful provisions:**

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.

2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.

4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

5. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.

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

7. Indemnification of Directors and Officers. The following indemnification provisions shall apply to the persons enumerated below.

(a) Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subsection (c) of this Section 7(a), the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors, or an authorized committee of the board of directors.

(b) Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 7 or otherwise.

(c) Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Section 7 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.

(d) Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors, or an authorized committee of the board of directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors, or an authorized committee of the board of directors.

(e) Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors, or an authorized committee of the board of directors.

(f) Non-Exclusivity of Rights. The rights conferred on any person by this Section 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

(h) Insurance. The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Section 7; and (ii) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this Section 7.

## ARTICLE VII

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

## ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
90 Dr Fisher Rd., PO Box 1323, West Tisbury, MA 02575
- b. The name of its initial registered agent at its registered office:  
Geoffrey Rose
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Geoffrey Rose

Treasurer: Eleanor S. Beth

Secretary: Julia Burgess

Director(s): Geoffrey Rose      Eleanor S. Beth      Douglas Ruskin  
                         Julia Burgess      Sumner Silverman

- d. The fiscal year end of the corporation:  
June 30
- e. A brief description of the type of business in which the corporation intends to engage:  
Cultivate and dispense cannabis as permitted by Massachusetts law
- f. The street address of the principal office of the corporation:  
90 Dr Fisher Rd., PO Box 1323, West Tisbury, MA 02575
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:  
90 Dr Fisher Rd., PO Box 1323, West Tisbury, MA 02575, which is  
(number, street, city or town, state, zip code)

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

Signed by: Geoffrey Rose (signature of authorized individual)

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

on this 1st day of February, 2018



SECRETARY OF THE  
COMMONWEALTH

COMMONWEALTH OF MASSACHUSETTS

2018 FEB 13 AM 11:42

CORPORATIONS DIVISION

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

**Articles of Entity Conversion of a  
Domestic Non-Profit with a Pending Provisional or  
Final Certification to Dispense Medical Use Marijuana  
to a Domestic Business Corporation**  
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

~~39635~~

39635

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 13 day of February, 20 18, at \_\_\_\_\_ a.m./p.m.  
time

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

  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Examiner

Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION  
Contact Information:

C

M

Gary C. Bubb, Esq.

Ruberto, Israel & Weiner, P.C.

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

Telephone: 617-742-4200

Email: gcb@riw.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

1305446



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: March 04, 2020

To Whom It May Concern :

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

**PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**

is a domestic corporation organized on **February 13, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 20030103450

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

Processed by: Nma

**Certificate of Good Standing or Compliance from the Massachusetts  
Department of Unemployment Assistance Attestation Form**

Signed under the pains and penalties of perjury, I, Geoff Rose, an authorized representative of Patient Centric of Martha's Vineyard, Ltd. certify that Patient Centric of Martha's Vineyard, Ltd. does not currently have employees and is therefore unable to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate of Good Standing or Compliance.

DocuSigned by:

*Geoffrey Rose*

6A71261F59FA40F...

3/6/2020

Date

Name: Geoffrey Rose

Title: CEO

Entity: Patient Centric of Martha's Vineyard, Ltd.



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



PATIENT CENTRIC OF MARTHAS VINEY  
UNKNOWN  
WEST TISBURY MA 02575

### ***Why did I receive this notice?***

The Commissioner of Revenue certifies that, as of the date of this certificate, PATIENT CENTRIC OF MARTHAS VINEY 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](http://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



**PATIENT CENTRIC OF MARTHA'S VINEYARD, LTD.**

**BUSINESS PLAN**

October 28, 2019

## EXECUTIVE SUMMARY

### **Mission Statement and Message from the CEO**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") is a Marijuana Establishment committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

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

PCMV seeks to lead through:

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

### **License Type**

PCMV is applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the "**Commission**") to operate a Tier 1 Marijuana Cultivator in West Tisbury, Massachusetts; a Marijuana Product Manufacturer in West Tisbury, Massachusetts; a Marijuana Retailer in West Tisbury, Massachusetts; a Marijuana Retailer in Tisbury, Massachusetts; and a Marijuana Retailer in Framingham, Massachusetts.

### **What Drives Us**

PCMV's goals include:

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

## **COMPANY DESCRIPTION**

### **Structure**

PCMV is a Massachusetts domestic for-profit corporation that is applying for a Certificate of Registration from the Commission to operate a Marijuana Establishment in the Commonwealth.

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

### **Operations**

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

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

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested as allowed under 935 CMR 500.200.

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

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

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

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

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

Prior to commencing operations, PCMV will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund. The bond will ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of PCMV.

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

### **Security**

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

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

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

Only PCMV's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and PCMV will maintain a current list of individuals with access. PCMV will have security personnel on-site during business hours.

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



## **MARKET RESEARCH**

### **Industry**

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

### **Customers**

PCMV will only sell marijuana and marijuana products to customers ages 21 years and older that provide a valid identification and individuals that possess an active medical registration card issued by the Commission. PCMV's intended customers are residents of Tisbury and West Tisbury and the neighboring municipalities on the Island. Such neighboring municipalities include Edgartown and Oak Bluffs.

### **Competitive Advantage**

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

### **Regulations**

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

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

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

## **PRODUCT / SERVICE**

### **Product & Service**

In addition to traditional sativa, indica, and hybrid cannabis flower, PCMV will offer a wide range of products that will allow PCMV to serve customers with a wide variety of needs.

Products PCMV intends to offer include, but will not be limited to:

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

### **Pricing Structure**

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

## **MARKETING & SALES**

### **Growth Strategy**

PCMV's plan to grow the company includes:

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

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

### **Communication**

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

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

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

PCMV will communicate with customers through:

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

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

### **Sales**

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

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

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

### **Logo**

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

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

An image of the logo can be found below:



## FINANCIAL PROJECTIONS

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

Financial Assumptions<sup>1</sup>

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## **FINAL REMARKS**

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

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



### **PLAN FOR OBTAINING LIABILITY INSURANCE**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") plans to contract with DGP Miles Insurance Agency to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. PCMV will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, PCMV will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. PCMV will keep reports documenting compliance with 935 CMR 500.105(10).

## **QUALIFICATIONS AND TRAINING**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") will ensure that all employees hired to work at a PCMV facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

### **Qualifications**

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

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

### **Training**

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

All of PCMV's current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a "Responsible Vendor". Once PCMV is designated a "Responsible Vendor", all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Responsible Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a "Responsible Vendor".

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



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

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

## **MAINTAINING OF FINANCIAL RECORDS**

Patient Centric of Martha's Vineyard, Ltd.'s ("PCMV") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
  - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and
    - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over PCMV.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
  - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
  - Prohibiting the use of software or other methods to manipulate or alter sales data;
  - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
    - If PCMV determines 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. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;

- Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
- Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
- If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:
  - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
  - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
  - PCMV shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

## **PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 502.000.

Prior to the point of sale or at the point of sale, PCMV will designate whether marijuana and/or Marijuana Products are intended for sale for adult use or medical use through Metrc. All marijuana and Marijuana Products will be transferred to the appropriate license within Metrc prior to sale. After the point of sale, PCMV will reconcile that inventory in Metrc.

In compliance with 935 CMR 502.140, PCMV will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of PCMV's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, PCMV will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, PCMV will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, PCMV will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at PCMV's retailer or easily accessible at another PCMV location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. PCMV will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. PCMV may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

In addition to virtual separation, PCMV will provide for physical separation between the medical and adult use sales areas. A temporary or semi-permanent physical barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue. PCMV's agents will prioritize patient and caregiver identification verification and physical entry into the retail area.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. A registered patient/caregiver 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue, so long as the transaction can be recorded in accordance with 935 CMR 501.105.

PCMV will also provide an enclosed patient consultation area that is separate from the sales floor to allow privacy and for confidential visual and auditory consultation. The patient consultation area will have signage stating “Consultation Area” and will be accessible by patients and caregivers without having to traverse a Limited Access area.

PCMV will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.

## **PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS**

### **Overview**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") will securely maintain personnel records, including registration status and background check records. PCMV will keep, at a minimum, the following personnel records:

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

### **Agent Personnel Records**

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

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

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

### **Agent Background Checks**

- In addition to completing the Commission's agent registration process, all agents hired to work for PCMV will undergo a detailed background investigation prior to being granted access to a PCMV facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for PCMV pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and

the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, PCMV will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, PCMV will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
  - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, PCMV will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;
    - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
    - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense

- including, but not limited to, professional or educational certifications obtained; and
- x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by PCMV or the Commission.

### Personnel Policies and Training

As outlined in PCMV's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All PCMV agents are required to complete training as detailed in PCMV's Qualifications and Training plan which includes but is not limited to PCMV's strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

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

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to PCMV operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.



## **RECORDKEEPING PROCEDURES**

### **General Overview**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of PCMV documents. Records will be stored at PCMV in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

### **Recordkeeping**

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

- **Corporate Records**

Corporate Records are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:

- Insurance Coverage:
  - Directors & Officers Policy
  - Product Liability Policy
  - General Liability Policy
  - Umbrella Policy
  - Workers Compensation Policy
  - Employer Professional Liability Policy
- Commission Requirements:
  - Annual Agent Registration
  - Annual Marijuana Establishment Registration
- Local Compliance:
  - Certificate of Occupancy
  - Special Permits
  - Variances
  - Site Plan Approvals
  - As-Built Drawings
- Corporate Governance:
  - Annual Report
  - Secretary of Commonwealth Filings

- **Business Records**

Business Records require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over PCMV.
- Personnel Records

At a minimum, Personnel Records will include:

  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with PCMV and will include, at a minimum, the following:
    - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - Documentation of periodic performance evaluations; and
    - A record of any disciplinary action taken.
    - Notice of completed responsible vendor and eight-hour related duty training.
  - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
  - PCMV will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - PCMV will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all

marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Sales Records for Marijuana Retailer
  - PCMV will maintain records that it has performed a monthly analysis of its 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 the sales data and produce such records on request to the Commission.
- Incident Reporting Records
  - Within ten (10) calendar days, PCMV will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
  - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by PCMV for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within PCMV's jurisdiction on request.
- Visitor Records
  - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, PCMV will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two PCMV agents present during the disposal or other handling, with their signatures. PCMV will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
  - Recordings shall not be destroyed or altered and shall be retained as long as necessary if PCMV is aware of pending criminal, civil or administrative

investigation or legal proceeding for which the recording may contain relevant information.

- Transportation Records
  - PCMV will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)
  - Records that any and all of PCMV's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
  - PCMV shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
  - In the event PCMV closes, all records will be kept for at least two (2) years at PCMV's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, PCMV will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

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

  - Security measures in compliance with 935 CMR 500.110;
  - Employee security policies, including personal safety and crime prevention techniques;
  - A description of PCMV's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
  - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
  - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
  - Engaged in unsafe practices with regard to PCMV operations, which will be reported to the Commission; or
  - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of PCMV, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on PCMV's website.
- Policies and procedures for the handling of cash on PCMV premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological,

chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.

- License Renewal Records

- PCMV shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

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

## PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Patient Centric of Martha's Vineyard, Ltd. ("PCMV") will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. At PCMV's co-located retail operations, for any individual who is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the Medical Use of Marijuana Program. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a PCMV agent will immediately inspect the person's proof of identification and determine the person's age, in accordance with 935 CMR 500.140(2).

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

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



## **QUALITY CONTROL AND TESTING**

### **Quality Control**

Patient Centric of Martha's Vineyard, Ltd. ("PCMV") will comply with the following sanitary requirements:

1. Any PCMV agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any PCMV agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. PCMV's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in PCMV's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. PCMV's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. PCMV will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. PCMV's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. PCMV's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. PCMV's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. PCMV will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;





10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
11. PCMV will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. PCMV's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
13. PCMV will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. PCMV will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. PCMV will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

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

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

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

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

### Testing

PCMV will not sell or otherwise market marijuana or marijuana products that are not capable of being tested, or do not pass testing regulations as allowed under 935 CMR 500.200. No



marijuana product will be sold or otherwise marketed for adult use that has not first been tested, reported to the compliance officer of the CCC, and cleared for sale as allowed under 935 CMR 500.200. Testing of PCMV's marijuana products will be performed in PCMV's In-House Testing Laboratory as allowed under 935 CMR 500.200.

Sampling and Testing of PCMV's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries. Testing will be done by an independent laboratory that specializes in testing environmental media.

PCMV's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) include notifying the PCMV CEO immediately, and the Commission within 24 hours of any laboratory testing results indicating that the contamination cannot be remediated. Contaminated material from the production batch will be disposed of in compliance with PCMV's approved waste disposal plan. Such notification will describe a proposed plan of action for assessment of the source of contamination.

PCMV will maintain all laboratory information records in accordance with the Quality Assurance Program Plan (QAPP), and all testing results in compliance with 935 CMR 500.000. Record keeping policies will include the organization and storage of all instrument logs, calibrations, and testing results for a minimum of one year. All records will be well organized to facilitate easy access for internal and external audits.

All transportation of marijuana to and from the In-House Testing Laboratory providing marijuana testing services will comply with 935 CMR 500.105(13). Samples will be transported to In-House Testing Laboratory immediately after sampling, and stored in compliance with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the In-House Testing Laboratory returning excess marijuana to PCMV for disposal or by the In-House Testing Laboratory disposing of it directly.

## **DIVERSITY PLAN**

### **Overview**

Patient Centric of Martha's Vineyard ("PCMV") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

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

### **Goals**

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

### **Programs**

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

1. Advertising employment opportunities tailored to individuals falling into the above-listed demographics with career centers and within the Vineyard Gazette and Martha's Vineyard Times for each opportunity that becomes available (at least one);
2. Distributing internal workplace newsletters every six months that encourage current employees to recommend individuals falling into the above-listed demographics for employment; and
3. Hosting two (2) job fairs annually with a focus on attracting individuals falling into the above-listed demographics. Seminars will be publicized within local newspapers such as the Vineyard Gazette and Martha's Vineyard Times; staffed by diverse employees; distributed at local career agencies; and circulated to marijuana advocacy organizations.

### **Measurements**

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

- Ensuring at least thirty percent of all employees identify from a diverse population, including 25% women and 5% minorities, veterans, LGBTQ, and people with disabilities;



- One hundred percent of all job opportunities should have been advertised in local news media publications and to local career centers;
- Two (2) job fairs should be held annually with a focus on attracting individuals falling into the above-listed demographics.

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

#### Acknowledgements

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