



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281672
Original Issued Date: 06/23/2021
Issued Date: 06/23/2021
Expiration Date: 06/23/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: The Botanist, Inc.

Phone Number: 646-600-9181 Email Address: j.doherty@acreageholdings.com

Business Address 1: 200 Portland Street Business Address 2: 5th Floor
Business City: Boston Business State: MA Business Zip Code: 02114
Mailing Address 1: 32 Chocksett Rd Mailing Address 2:
Mailing City: Sterling Mailing State: MA Mailing Zip Code: 01564

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

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

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201860

RMD INFORMATION

Name of RMD: The Botanist, Inc.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control:
Role: Board Member Other Role: Chairman of Board of Directors for Acreage Holdings, Inc.
First Name: Kevin Last Name: Murphy Suffix:
Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 100

Ownership:

Role: Executive / Officer Other Role: President, Chief Executive Officer, Treasurer, and sole Director of The Botanist, Inc., and Chief Executive Officer of Acreage Holdings, Inc.

First Name: Filippo Last Name: Caldini Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control:

Role: Executive / Officer Other Role: Vice President and Secretary of The Botanist, Inc.

First Name: James Last Name: Doherty Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role: Director on the Board of Directors of Acreage Holdings, Inc.

First Name: Katie Last Name: Bayne Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role: Director on the Board of Directors of Acreage Holdings, Inc.

First Name: John Last Name: Bohner Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role: Director on the Board of Directors of Acreage Holdings, Inc.

First Name: Douglas Last Name: Maine Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role: Director on the Board of Directors of Acreage Holdings, Inc.

First Name: Brian Last Name: Mulroney Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 8

Percentage Of Ownership: Percentage Of Control:

Role: Board Member Other Role: Director on the Board of Directors of Acreage Holdings, Inc.

First Name: Bill Last Name: Van Faasen Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100

Entity Legal Name: High Street Capital Partners, LLC Entity DBA: DBA
City:

Entity Description: Sole shareholder of The Botanist, Inc.

Foreign Subsidiary Narrative: High Street Capital Partners, LLC is the sole shareholder of The Botanist, Inc. and is owned by Acreage Holdings America, Inc. and Acreage Holdings, Inc. Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.

Entity Phone: 646-600-9181 Entity Email: j.doherty@acreageholdings.com Entity Website:

Entity Address 1: 450 Lexington Avenue Entity Address 2: #3308

Entity City: New York Entity State: NY Entity Zip Code: 10163

Entity Mailing Address 1: 450 Lexington Avenue Entity Mailing Address 2: #3308

Entity Mailing City: New York Entity Mailing State: NY Entity Mailing Zip Code: 10163

Relationship Description: High Street Capital Partners, LLC is the sole shareholder of The Botanist, Inc. and is owned by Acreage Holdings America, Inc. and Acreage Holdings, Inc. Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.

Entity with Direct or Indirect Authority 2

Percentage of Control: 100 Percentage of Ownership: 100

Entity Legal Name: Acreage Holdings, Inc. Entity DBA: DBA
City:

Entity Description: Publicly traded company

Foreign Subsidiary Narrative: High Street Capital Partners, LLC is the sole shareholder of The Botanist, Inc. and is owned by Acreage Holdings America, Inc. and Acreage Holdings, Inc. Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.

Entity Phone: 646-600-9181 Entity Email: j.doherty@acreageholdings.com Entity Website:

Entity Address 1: 450 Lexington Avenue Entity Address 2: #3308

Entity City: New York Entity State: NY Entity Zip Code: 10163

Entity Mailing Address 1: 450 Lexington Avenue Entity Mailing Address 2: #3308

Entity Mailing City: New York	Entity Mailing State: NY	Entity Mailing Zip Code: 10163
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Relationship Description: Acreage Holdings, Inc. is the ultimate parent company of The Botanist, Inc.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Robert	Last Name: Daino	Suffix:
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Describe the nature of the relationship this person has with the Marijuana Establishment: Mr. Daino is the Chief Operating Officer of Acreage Holdings.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: The Botanist, Inc.	Entity DBA:		
Email: j.doherty@acreageholdings.com	Phone: 646-600-9181		
Address 1: 200 Portland Street	Address 2: 5th Floor		
City: Boston	State: MA	Zip Code: 02114	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$100000	Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:
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Entity Legal Name: HSRC NorCal, LLC

Entity Description: Provides consulting services to CWG Botanicals, Inc.

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
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Entity Address 1: 2804 GATEWAY OAKS DR, STE 100	Entity Address 2:		
Entity City: Sacramento	Entity State: CA	Entity Zip Code: 95833	Entity Country: United States
Entity Mailing Address 1: 2804 GATEWAY OAKS DR, STE 100	Entity Mailing Address 2:		
Entity Mailing City: Sacramento	Entity Mailing State: CA	Entity Mailing Zip Code: 95833	Entity Mailing Country: United States

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:
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Entity Legal Name: D&B Wellness LLC

Entity Description: Dispensary

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
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Entity Address 1: 4 Garella Road		Entity Address 2:	
Entity City: Bethel	Entity State: CT	Entity Zip Code: 06801	Entity Country: United States
Entity Mailing Address 1: 4 Garella Road		Entity Mailing Address 2:	
Entity Mailing City: Bethel	Entity Mailing State: CT	Entity Mailing Zip Code: 06801	Entity Mailing Country: United States

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:
Entity Legal Name: Prime Wellness of Connecticut, LLC		Entity DBA:
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 75 John Fitch Blvd.		Entity Address 2:
Entity City: South Windsor	Entity State: CT	Entity Zip Code: 06074 Entity Country: United States
Entity Mailing Address 1: 75 John Fitch Blvd.		Entity Mailing Address 2:
Entity Mailing City: South Windsor	Entity Mailing State: CT	Entity Mailing Zip Code: 06074 Entity Mailing Country: United States

Business Interest in Other State 4

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NCC, LLC		Entity DBA:
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 975 Rohlwing Road		Entity Address 2:
Entity City: Rolling Meadows	Entity State: IL	Entity Zip Code: 60008 Entity Country: United States
Entity Mailing Address 1: 975 Rohlwing Road		Entity Mailing Address 2:
Entity Mailing City: Rolling Meadows	Entity Mailing State: IL	Entity Mailing Zip Code: 60008 Entity Mailing Country: United States

Business Interest in Other State 5

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: In-Grown Farms, LLC		Entity DBA:
Entity Description: Cultivator		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 3597 E Colby Rd		Entity Address 2:
Entity City: Freeport	Entity State: IL	Entity Zip Code: 61032 Entity Country: United States
Entity Mailing Address 1: 3597 E Colby Rd		Entity Mailing Address 2:
Entity Mailing City: Freeport	Entity Mailing State: IL	Entity Mailing Zip Code: Entity Mailing Country:

61032

United States

Business Interest in Other State 6**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage
Holdings, Inc**Owner Last Name:****Owner Suffix:****Entity Legal Name:** Iowa Relief, LLC**Entity DBA:****Entity Description:** Cultivator , Manufacturer**Entity Phone:** 646-600-9181**Entity Email:****Entity Website:**

info@acreageholdings.com

Entity Address 1: 1420 26th Ave Court SW**Entity Address 2:****Entity City:** Cedar Rapids**Entity State:** IA**Entity Zip Code:** 52404**Entity Country:** United States**Entity Mailing Address 1:** 1420 26th Ave Court SW**Entity Mailing Address 2:****Entity Mailing City:** Cedar Rapids**Entity Mailing State:** IA**Entity Mailing Zip Code:**

52404

Entity Mailing Country:

United States

Business Interest in Other State 7**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage Holdings,
Inc**Owner Last Name:****Owner Suffix:****Entity Legal Name:** THE WELLNESS & PAIN MANAGEMENT CONNECTION,
LLC**Entity DBA:****Entity Description:** Provides consulting services to Northeast Patients Group**Entity Phone:** 646-600-9181**Entity Email:****Entity Website:**

info@acreageholdings.com

Entity Address 1: 67 Centre Street**Entity Address 2:****Entity City:** Bath**Entity State:** ME**Entity Zip Code:** 04530**Entity Country:** United
States**Entity Mailing Address 1:** 45 Memorial Circle**Entity Mailing Address 2:****Entity Mailing City:** Augusta**Entity Mailing State:** ME**Entity Mailing Zip
Code:** 04330**Entity Mailing Country:**
United States**Business Interest in Other State 8****Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage
Holdings, Inc**Owner Last Name:****Owner Suffix:****Entity Legal Name:** Prime Alternative Treatment Center Consulting, LLC**Entity DBA:****Entity Description:** Provides consulting services to Prime Alt. Treatment Center, Inc.**Entity Phone:** 646-600-9181**Entity Email:****Entity Website:**

info@acreageholdings.com

Entity Address 1: 107 Storrs Street**Entity Address 2:****Entity City:** Concord**Entity State:** NH**Entity Zip Code:** 03301**Entity Country:** United
States**Entity Mailing Address 1:** 107 Storrs Street**Entity Mailing Address 2:****Entity Mailing City:** Concord**Entity Mailing State:** NH**Entity Mailing Zip
Code:** 03301**Entity Mailing Country:**
United States**Business Interest in Other State 9**

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Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 192 Seneca Street	Entity Address 2:	
Entity City: Buffalo	Entity State: NY	Entity Zip Code: 14204 Entity Country: United States
Entity Mailing Address 1: 192 Seneca Street	Entity Mailing Address 2:	
Entity Mailing City: Buffalo	Entity Mailing State: NY	Entity Mailing Zip Code: 14204 Entity Mailing Country: United States

Business Interest in Other State 10**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 247 Dunning Rd	Entity Address 2:	
Entity City: Wallkill	Entity State: NY	Entity Zip Code: 10940 Entity Country: United States
Entity Mailing Address 1: 247 Dunning Rd	Entity Mailing Address 2:	
Entity Mailing City: Wallkill	Entity Mailing State: NY	Entity Mailing Zip Code: 10940 Entity Mailing Country: United States

Business Interest in Other State 11**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 138-72 Queens Blvd	Entity Address 2:	
Entity City: Jamaica	Entity State: NY	Entity Zip Code: 11435 Entity Country: United States
Entity Mailing Address 1: 138-72 Queens Blvd	Entity Mailing Address 2:	
Entity Mailing City: Jamaica	Entity Mailing State: NY	Entity Mailing Zip Code: 11435 Entity Mailing Country: United States

Business Interest in Other State 12**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	

Entity Description: Dispensary

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 2365 Broad Hollow Rd

Entity Address 2:

Entity City: Farmingdale

Entity State: NY

Entity Zip Code: 11735

Entity Country: United States

Entity Mailing Address 1: 2365 Broad Hollow Rd

Entity Mailing Address 2:

Entity Mailing City: Farmingdale

Entity Mailing State: NY

Entity Mailing Zip Code:

11735

Entity Mailing Country:

United States

Business Interest in Other State 13

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: NYCANNA, LLC

Entity DBA:

Entity Description: Cultivator

Entity Phone: 646-600-9181

Entity Email:

Entity Website:

info@acreageholdings.com

Entity Address 1: 6600 New Venture Gear Dr Ste. P19

Entity Address 2:

Entity City: East Syracuse

Entity State: NY

Entity Zip Code: 13057

Entity Country: United States

Entity Mailing Address 1: 6600 New Venture Gear Dr Ste. P19

Entity Mailing Address 2:

Entity Mailing City: East Syracuse

Entity Mailing State: NY

Entity Mailing Zip Code:

13057

Entity Mailing Country:

United States

Business Interest in Other State 14

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: Acreage North Dakota, LLC

Entity DBA:

Entity Description: Dispensary

Entity Phone: 646-600-9181

Entity Email:

Entity Website:

info@acreageholdings.com

Entity Address 1: 4302 13th Ave S, Suite 19

Entity Address 2:

Entity City: Fargo

Entity State: ND

Entity Zip Code: 58106

Entity Country: United States

Entity Mailing Address 1: 1709 N 19th Street, Suite 3

Entity Mailing Address 2:

Entity Mailing City: Bismarck

Entity Mailing State: ND

Entity Mailing Zip Code:

58501

Entity Mailing Country:

United States

Business Interest in Other State 15

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: Acreage OK Holdings, LLC

Entity DBA:

Entity Description: Cultivator, Processing

Entity Phone: 646-600-9181

Entity Email:

Entity Website:

info@acreageholdings.com

Entity Address 1: 1360 County St 2840

Entity Address 2:

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Entity City: Pocasset	Entity State: OK	Entity Zip Code: 73079	Entity Country: United States
Entity Mailing Address 1: 1360 County St 2840		Entity Mailing Address 2:	
Entity Mailing City: Pocasset	Entity Mailing State: OK	Entity Mailing Zip Code: 73079	Entity Mailing Country: United States

Business Interest in Other State 16

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: East 11th Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 588 E 11th Ave.		Entity Address 2:	
Entity City: Eugene	Entity State: OR	Entity Zip Code: 97401	Entity Country: United States
Entity Mailing Address 1: 588 E 11th Ave.		Entity Mailing Address 2:	
Entity Mailing City: Eugene	Entity Mailing State: OR	Entity Mailing Zip Code: 97401	Entity Mailing Country: United States

Business Interest in Other State 17

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: The Fire Station 23, Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 1917 SE 7th Ave.		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97214	Entity Country: United States
Entity Mailing Address 1: 1917 SE 7th Ave.		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97214	Entity Mailing Country: United States

Business Interest in Other State 18

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: 22nd and Burn Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: nfo@acreageholdings.com	Entity Website:	
Entity Address 1: 2231 W Burnside		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97210	Entity Country: United States
Entity Mailing Address 1: 2231 W Burnside		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97210	Entity Mailing Country: United States

Business Interest in Other State 19

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: HSCP Oregon, LLC	Entity DBA: Cannabliss & Co	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 2600 Main St Ste. E	Entity Address 2:	
Entity City: Springfield	Entity State: OR	Entity Zip Code: 97477 Entity Country: United States
Entity Mailing Address 1: 2600 Main St Ste. E	Entity Mailing Address 2:	
Entity Mailing City: Springfield	Entity Mailing State: OR	Entity Mailing Zip Code: 97477 Entity Mailing Country: United States

Business Interest in Other State 20

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: HSCP Oregon, LLC	Entity DBA: Cannabliss & Co	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 8701 SE Powell Blvd.	Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97266 Entity Country: United States
Entity Mailing Address 1: 8701 SE Powell Blvd.	Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97266 Entity Mailing Country: United States

Business Interest in Other State 21

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: HSCP Oregon, LLC	Entity DBA: Cannabliss & Co	
Entity Description: Cultivator		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 550 Airport Rd.	Entity Address 2:	
Entity City: Medford	Entity State: OR	Entity Zip Code: 97504 Entity Country: United States
Entity Mailing Address 1: 550 Airport Rd.	Entity Mailing Address 2:	
Entity Mailing City: Medford	Entity Mailing State: OR	Entity Mailing Zip Code: 97504 Entity Mailing Country: United States

Business Interest in Other State 22

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: Prime Wellness of PA LLC	Entity DBA:	

Entity Description: Cultivator

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 2 Corporate Blvd.

Entity Address 2:

Entity City: Sinking Spring

Entity State: PA

Entity Zip Code: 19608

Entity Country: United States

Entity Mailing Address 1: 2 Corporate Blvd.

Entity Mailing Address 2:

Entity Mailing City: Sinking
Spring

Entity Mailing State: PA

Entity Mailing Zip Code:
19608

Entity Mailing Country:
United States

Business Interest in Other State 23

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage
Holdings, Inc

Owner Last Name:

Owner Suffix:

Entity Legal Name: Acreage Florida, Inc

Entity DBA: (FKA - Nature's Way Nursery of Miami Inc. -
Green Owl Pharms)

Entity Description: medical cultivation, processing, and dispensing

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 20950 SW 177th Avenue

Entity Address 2:

Entity City: Miami

Entity State: FL

Entity Zip Code: 33187

Entity Country: United
States

Entity Mailing Address 1: 20950 SW 177th Avenue

Entity Mailing Address 2:

Entity Mailing City: Miami

Entity Mailing State: FL

Entity Mailing Zip Code: 33187

Entity Mailing Country:
United States

Business Interest in Other State 24

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage
Holdings, Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Gravenstein Foods LLC

Entity DBA:

Entity Description: Adult-Use and Medicinal - Retailer License

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 7700 Edgewater Drive Suite 700

Entity Address 2:

Entity City: Oakland

Entity State: CA

Entity Zip Code: 94621

Entity Country: USA

Entity Mailing Address 1: 7700 Edgewater Drive Suite 700

Entity Mailing Address 2:

Entity Mailing City: Oakland

Entity Mailing State: CA

Entity Mailing Zip Code:
94621

Entity Mailing Country:
USA

Business Interest in Other State 25

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings,
Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Kanna, Inc.

Entity DBA:

Entity Description: Cannabis Manufacturing Facility; Provides support to Social Equity applicants per Equity Assistance Program -
City of Oakland Ordinance Sec. 5.80.050(D)(3)

Entity Phone: 646-600-9181

Entity Email:

Entity Website:

info@acreageholdings.com

Entity Address 1: 2019 MacArthur Blvd

Entity Address 2:

Entity City: Oakland

Entity State: CA

Entity Zip Code: 94602

Entity Country: USA

Entity Mailing Address 1: 2019 MacArthur Blvd

Entity Mailing Address 2:

Entity Mailing City: Oakland

Entity Mailing State: CA

Entity Mailing Zip Code:
94602

Entity Mailing
Country: USA

Business Interest in Other State 26

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage
Holdings, Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Thames Valley Apothecary, LLC

Entity DBA: Thames Valley Relief

Entity Description: Dispensary Facility

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 887 Norwich-New London Tpke

Entity Address 2:

Entity City: New London

Entity State: CT

Entity Zip Code: 06382

Entity Country: USA

Entity Mailing Address 1: 887 Norwich-New London Tpke

Entity Mailing Address 2:

Entity Mailing City: New London

Entity Mailing State: CT

Entity Mailing Zip Code:
06382

Entity Mailing Country:
USA

Business Interest in Other State 27

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage
Holdings, Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Acreage Florida, Inc

Entity DBA: (FKA - Nature's Way Nursery of Miami Inc. -
Green Owl Pharms)

Entity Description: Dispensary Facility

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 20950 SW 177th Ave

Entity Address 2:

Entity City: Miami

Entity State: FL

Entity Zip Code: 33187

Entity Country: USA

Entity Mailing Address 1: 20950 SW 177th Ave

Entity Mailing Address 2:

Entity Mailing City: Miami

Entity Mailing State: FL

Entity Mailing Zip Code: 33187

Entity Mailing Country:
USA

Business Interest in Other State 28

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage
Holdings, Inc.

Owner Last Name:

Owner Suffix:

Entity Legal Name: Gesundheit Foods LLC

Entity DBA:

Entity Description: Marijuana Producer, Processor, and Services Provider

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 2200 SE Mailwell Dr, Suite 100

Entity Address 2:

Entity City: Milwaukie

Entity State: OR

Entity Zip Code: 97222

Entity Country: USA

Entity Mailing Address 1: 2200 SE Mailwell Dr, Suite 100		Entity Mailing Address 2:	
Entity Mailing City: Milwaukie	Entity Mailing State: OR	Entity Mailing Zip Code: 97222	Entity Mailing Country: USA

Business Interest in Other State 29

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Acreage CCF New Jersey, LLC		Entity DBA: The Botanist	
Entity Description: Provides consulting services to marijuana businesses			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 450 Lexington Ave, #330		Entity Address 2:	
Entity City: New York	Entity State: NY	Entity Zip Code: 10163	Entity Country: USA
Entity Mailing Address 1: 450 Lexington Ave, #330		Entity Mailing Address 2:	
Entity Mailing City: New York	Entity Mailing State: NY	Entity Mailing Zip Code: 10163	Entity Mailing Country: USA

Business Interest in Other State 30

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: High Street Capital Partners, LLC		Entity DBA:	
Entity Description: Provides consulting services to marijuana businesses			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 450 Lexington Ave, #330		Entity Address 2:	
Entity City: New York	Entity State: NY	Entity Zip Code: 10163	Entity Country: USA
Entity Mailing Address 1: 450 Lexington Ave, #330		Entity Mailing Address 2:	
Entity Mailing City: New York	Entity Mailing State: NY	Entity Mailing Zip Code: 10163	Entity Mailing Country: USA

Business Interest in Other State 31

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Acreage Relief Holdings, OK, LLC		Entity DBA:	
Entity Description: Provides consulting services to marijuana businesses			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 10125 S Sheridan Rd		Entity Address 2:	
Entity City: Tulsa	Entity State: OK	Entity Zip Code: 74133	Entity Country: USA
Entity Mailing Address 1: 10125 S Sheridan Rd		Entity Mailing Address 2:	
Entity Mailing City: Tulsa	Entity Mailing State: OK	Entity Mailing Zip Code: 74133	Entity Mailing Country: USA

Business Interest in Other State 32

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: MMRC, LLC	Entity DBA: The Botanist		
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 7175 Security Blvd, Ste. 102	Entity Address 2:		
Entity City: Baltimore	Entity State: MD	Entity Zip Code: 21244	Entity Country: USA
Entity Mailing Address 1: 7175 Security Blvd, Ste. 102	Entity Mailing Address 2:		
Entity Mailing City: Baltimore	Entity Mailing State: MD	Entity Mailing Zip Code: 21244	Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS**Individual 1**

First Name: Kevin	Last Name: Murphy	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 2

First Name: Kevin	Last Name: Murphy	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Shrewsbury	Marijuana Establishment State: MA	

Individual 3

First Name: Kevin	Last Name: Murphy	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Other	
Marijuana Establishment City: MMTC - Sterling/Shrewsbury	Marijuana Establishment State: MA	

Individual 4

First Name: Kevin	Last Name: Murphy	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Other	
Marijuana Establishment City: MMTC - Sterling/Worcester	Marijuana Establishment State: MA	

Individual 5

First Name: Kevin	Last Name: Murphy	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Other	
Marijuana Establishment City: MMTC - Sterling/Leominster	Marijuana Establishment State: MA	

Individual 6

First Name: Robert	Last Name: Daino	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Other	
Marijuana Establishment City: MMTC - Sterling/Leominster	Marijuana Establishment State: MA	

Individual 7

First Name: Robert	Last Name: Daino	Suffix:
Marijuana Establishment Name: The Botanist, Inc.	Business Type: Other	
Marijuana Establishment City: MMTC - Sterling/Shrewsbury	Marijuana Establishment State: MA	

Individual 8

First Name: Robert Last Name: Daino Suffix:

Marijuana Establishment Name: The Botanist, Inc. Business Type: Other

Marijuana Establishment City: MMTC - Sterling/Worcester Marijuana Establishment State: MA

Individual 9

First Name: Robert Last Name: Daino Suffix:

Marijuana Establishment Name: The Botanist, Inc. Business Type: Marijuana Retailer

Marijuana Establishment City: Shrewsbury Marijuana Establishment State: MA

Individual 10

First Name: Robert Last Name: Daino Suffix:

Marijuana Establishment Name: The Botanist, Inc. Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1775 Lock Drive

Establishment Address 2:

Establishment City: Leominster Establishment Zip Code: 01453

Approximate square footage of the Establishment: 5040 How many abutters does this property have?: 6

Have all property abutters have 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	Botanist - Leominster HCA.pdf	pdf	602427da4dba6f360b67f494	02/10/2021
Plan to Remain Compliant with Local Zoning	Botanist - Zoning.pdf	pdf	6029744a72b56336759445af	02/14/2021
Community Outreach Meeting Documentation	Botanist - Zoom.pdf	pdf	60404328183b5235aa44ce85	03/03/2021
Community Outreach Meeting Documentation	Botanist - Community Outreach - Attachments.pdf	pdf	6040efdc4e7ce735949cdc52	03/04/2021
Community Outreach Meeting Documentation	doc00366620210304122148.pdf	pdf	60411b0293441135c0c32085	03/04/2021

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Botanist - ADI Plan.pdf	pdf	6040427093274435ba9e1606	03/03/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role: President, Treasurer, Secretary, Director
First Name: Kevin Last Name: Murphy Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role: Chief Executive Officer
First Name: Robert Last Name: Daino Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Filippo Last Name: Caldini Suffix:
RMD Association:
Background Question:

Individual Background Information 4

Role: Other Role:
First Name: James Last Name: Doherty Suffix:
RMD Association:
Background Question:

Individual Background Information 5

Role: Other Role:
First Name: Katie Last Name: Bayne Suffix:
RMD Association:
Background Question:

Individual Background Information 6

Role: Other Role:
First Name: John Last Name: Boehner Suffix:
RMD Association:
Background Question:

Individual Background Information 7

Role: Other Role:
First Name: Douglas Last Name: Maine Suffix:
RMD Association:
Background Question:

Individual Background Information 8

Role: Other Role:
First Name: Brian Last Name: Mulroney Suffix:

RMD Association:

Background Question:

Individual Background Information 9

Role: Other Role:

First Name: Bill Last Name: Van Faasen Suffix:

RMD Association:

Background Question:

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Owner

Entity Legal Name: High Street Capital Partners, LLC Entity DBA:

Entity Description: Sole shareholder of The Botanist, Inc.

Phone: 646-600-9181 Email: j.doherty@acreageholdings.com

Primary Business Address 1: 450 Lexington Avenue Primary Business Address 2: 3308

Primary Business City: New York Primary Business State: NY Principal Business Zip Code: 10163

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:

Entity Legal Name: The Botanist, Inc. Entity DBA:

Entity Description: Capital Contributor

Phone: 646-600-9181 Email: j.doherty@acreageholdings.com

Primary Business Address 1: 200 Portland Street Primary Business Address 2: 5th Fl

Primary Business City: Boston Primary Business State: MA Principal Business Zip Code: 02114

Additional Information:

Entity Background Check Information 3

Role: Parent Company Other Role:

Entity Legal Name: Acreage Holdings America, Inc. Entity DBA:

Entity Description: Owner of High Street Capital Partners, LLC

Phone: 646-600-9181 Email: j.doherty@acreageholdings.com

Primary Business Address 1: 112 North Curry Street Primary Business Address 2:

Primary Business City: Carson City Primary Business State: NV Principal Business Zip Code: 87903

Additional Information:

Entity Background Check Information 4

Role: Parent Company Other Role:

Entity Legal Name: Acreage Holdings, Inc. Entity DBA:

Entity Description: Public company

Phone: 646-600-9181 Email: j.doherty@acreageholdings.com

Primary Business Address 1: 450 Lexington Avenue Primary Business Address 2: 3308

Primary Business City: New York Primary Business State: NY Principal Business Zip Code: 10163

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Botanist (PWC) - Articles of Entity Conversion.pdf	pdf	5ce436ebacc50017edd5f9e1	05/21/2019
Bylaws	Botanist For-Profit Bylaws.pdf	pdf	5ce436ee624ce5135e923665	05/21/2019
Secretary of Commonwealth - Certificate of Good Standing	The Botanist, Inc - Certificate of Good Standing (February 3 2021).pdf	pdf	602429884cfbf7366ef3e362	02/10/2021
Department of Revenue - Certificate of Good standing	Botanist - DUA COGS.pdf	pdf	60242a1e4e95aa35cfc23291	02/10/2021
Department of Revenue - Certificate of Good standing	Botanist - DOR COGS.pdf	pdf	60242a2072b5633675943bdc	02/10/2021
Articles of Organization	Evidence of Name Change from PWC to Botanist.pdf	pdf	604042abc997b43574a1a6f8	03/03/2021

No documents uploaded

Massachusetts Business Identification Number: 001341613

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Botanist - Timeline.pdf	pdf	6024312972b5633675943c1c	02/10/2021
Business Plan	Botanist - PM - Business Plan.pdf	pdf	602976ec4dba6f360b67ff5c	02/14/2021
Plan for Liability Insurance	Botanist - Liability Insurance.pdf	pdf	602fc45058692907c581a103	02/19/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Maintaining of financial records	Botanist - Financial Recordkeeping.pdf	pdf	60298067604cbb361670fe7f	02/14/2021
Inventory procedures	Botanist - Inventory.pdf	pdf	6029806b4cfbf7366ef3ed8b	02/14/2021
Method used to produce products	Botanist - Manufacturing Processes.pdf	pdf	602980706902113684c6f66a	02/14/2021
Personnel policies including background checks	Botanist - Personnel.pdf	pdf	60298074d44ed235c8c47a4c	02/14/2021
Plan to Obtain Marijuana	Botanist - Plan to Obtain Product.pdf	pdf	60298079fade7a35e9f2fabf	02/14/2021
Prevention of diversion	Botanist - Preventing Diversion.pdf	pdf	6029808584d16335f02250e9	02/14/2021
Safety Plan for Manufacturing	Botanist - Product Manufacutring Safety.pdf	pdf	6029808865c0d035fcc4dda6	02/14/2021
Qualifications and training	Botanist - Qualifications and Training.pdf	pdf	6029808e4dba6f360b67ff77	02/14/2021

Record Keeping procedures	Botanist - Recordkeeping.pdf	pdf	6029809772b56336759445d2	02/14/2021
Restricting Access to age 21 and older	Botanist - Restricting Access.pdf	pdf	602980a21c95e43696cceb87	02/14/2021
Security plan	Botanist - Security.pdf	pdf	602980a81681d1368fdb54d2	02/14/2021
Storage of marijuana	Botanist - Storage.pdf	pdf	602980ac84d16335f02250ed	02/14/2021
Transportation of marijuana	Botanist - Transportation.pdf	pdf	602980b065c0d035fcc4ddaa	02/14/2021
Sample of unique identifying marks used for branding	Botanist - Unique Marks.pdf	pdf	602980c110e86b36bb896fbe	02/14/2021
Quality control and testing	Botanist - Quality Control and Testing.pdf	pdf	602b136b1681d1368fdb5968	02/15/2021
Energy Compliance Plan	Botanist_Energy Compliance Plan_Leominster.pdf	pdf	602c11eb65c0d035fcc4e4bf	02/16/2021
Types of products Manufactured.	Botanist_Types of Products Manufactured.pdf	pdf	603d63c4b64912358e312566	03/01/2021
Diversity plan	Botanist - Diversity - March 9 2021.pdf	pdf	6047dcc993441135c0c33044	03/09/2021

ATTESTATIONS

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

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

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

Notification:

I 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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 5:00 PM
Tuesday From: 8:00 AM	Tuesday To: 5:00 PM
Wednesday From: 8:00 AM	Wednesday To: 5:00 PM
Thursday From: 8:00 AM	Thursday To: 5:00 PM
Friday From: 8:00 AM	Friday To: 5:00 PM
Saturday From: 8:00 AM	Saturday To: 5:00 PM
Sunday From: Closed	Sunday To: Closed

Host Community Agreement Certification Form

Instructions

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

Certification

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

1. Name of applicant:

2. Name of applicant’s authorized representative:

3. Signature of applicant’s authorized representative:

Robert J. Daino

4. Name of municipality:

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



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



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

dmazzarella@leominster-ma.gov

8. Host community agreement execution date:

2/10/21

The Botanist

Plan to Remain Compliant with Local Zoning

The Botanist, Inc. (“The Botanist”) will remain compliant at all times with the local zoning requirements set forth in the City of Leominster's Zoning Industry. The Botanist’s proposed Marijuana Establishment is located in the Industrial zoning district, which permits such a use through the granting of a Special Permit from the City Council. The Botanist will seek such a permit, which must be acted upon within two years of issuance. It will obtain a Certificate of Occupancy prior to seeking an inspection.

In compliance with 935 CMR 500.110(3), The Botanist’s proposed Marijuana Establishment is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12.

The Botanist will apply for any other local permits required to operate a Marijuana Product Manufacturing Establishment at the proposed location. The Botanist will comply with all conditions and standards set forth in any required local permit. The Botanist will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

The Botanist has retained the law firm Vicente Sederberg LLP to assist with ongoing compliance with local zoning requirements.

Subject: Cloud Recording - The Botanist, Inc. - Community Outreach Meeting is now available

Date: Wednesday, August 5, 2020 at 5:25:42 PM Eastern Daylight Time

From: Zoom

To: Rebecca Rutenberg

Hi ,

Your cloud recording is now available.

Topic: The Botanist, Inc. - Community Outreach Meeting

Date: Aug 5, 2020 04:47 PM Eastern Time (US and Canada)

For host only, click here to view your recording (Viewers cannot access this page):

https://us02web.zoom.us/recording/detail?meeting_id=8Cx5GGzDSKaoMG1Lyb%2F4og%3D%3D

Share recording with viewers:

https://us02web.zoom.us/rec/share/tedlcp7f5E9JYYXKzW6Gfr8rWdjieaa82yVNq_VfyU7DzU_qVZnzY2HJDyt6TwUi

Password: @RnJh*b5

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-The Zoom Team

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(Friday @ 4:30pm for publication Sunday or Monday).



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PUBLIC NOTICE

PUBLIC NOTICE

PUBLIC NOTICE

PUBLIC NOTICE

LEGAL NOTICE

MORTGAGEE'S SALE OF REAL ESTATE

By virtue of and in execution of the Power of Sale contained in a certain mortgage given by Constance A. Curley to Mortgage Electronic Registration Systems, Inc., as mortgagee, acting solely as a nominee for Encore Credit Corp., dated July 8, 2005 and recorded in Worcester County (Northern District) Registry of Deeds in Book 5771, Page 115 (the "Mortgage") of which mortgage Deutsche Bank National Trust Company, solely as Trustee for MASTR Specialized loan Trust 2006-1 Mortgage Pass-Through Certificates, Series 2006-1 is the present holder by Assignment from Mortgage Electronic Registration Systems, Inc., its successors and assigns to GMAC Mortgage, LLC dated February 9, 2009 and recorded at said Registry of Deeds in Book 6878, Page 343 and Assignment from GMAC Mortgage, LLC to Deutsche Bank National Trust Company, solely as Trustee for MASTR Specialized loan Trust 2006-1 Mortgage Pass-Through Certificates, Series 2006-1 dated March 11, 2013 and recorded at said Registry of Deeds in Book 7869, Page 223, for breach of conditions of said mortgage and for the purpose of foreclosing the same, the mortgaged premises located at 14 View Street, Leominster, MA 01453 will be sold at a Public Auction at 12:00 PM on March 2, 2021, at the mortgaged premises, more particularly described below, all and singular the premises described in said mortgage, to wit:

A certain lot of land, with the buildings thereon, situated on the westerly side of View Street, Leominster, Worcester County, Massachusetts, containing 12,200 square feet, more or less, bounded and described as follows:

BEGINNING at a point on the westerly side of View Street 169.65 feet from the northerly side of Exchange Street, running thence South 71 3/4° West one hundred and twenty-two (122) feet; THENCE North 18 1/4° one hundred (100) feet; THENCE North 71 3/4° one hundred and twenty-two (122) feet to the westerly line of View Street; THENCE by the westerly line of said View Street South 18 1/4° East one hundred (100) feet to the place of beginning. Being lots Nos. 25 and 26 on a plan of lots made for N.E. Metcalf, Leominster, Mass., in May 1899, by G.F. Miller, C.E. For grantors' title, see deed of John J. Curley, III, Michael F. Curley and Daniel P. Curley dated February 28, 1991 recorded in the Worcester County Northern District Registry of Deeds in Book 2051, Page 271. For mortgagor's title see deed recorded with the Worcester County (Northern District) Registry of Deeds in Book 2051, Page 271.

The premises will be sold subject to any and all unpaid taxes and other municipal assessments and liens, and subject to prior liens or other enforceable encumbrances of record entitled to precedence over this mortgage, and subject to and with the benefit of all easements, restrictions, reservations and conditions of record and subject to all tenancies and/or rights of parties in possession. Terms of the Sale: Cashier's or certified check in the sum of \$5,000.00 as a deposit must be shown at the time and place of the sale in order to qualify as a bidder (the mortgage holder and its designee(s) are exempt from this requirement); high bidder to sign written Memorandum of Sale upon acceptance of bid; balance of purchase price payable by certified check in thirty (30) days from the date of the sale at the offices of mortgagee's attorney, Korde & Associates, P.C., 900 Chelmsford Street, Suite 3102, Lowell, MA 01851 or such other time as may be designated by mortgagee. The description for the premises contained in said mortgage shall control in the event of a typographical error in this publication.

Other terms to be announced at the sale. Deutsche Bank National Trust Company, solely as Trustee for MASTR Specialized loan Trust 2006-1 Mortgage Pass-Through Certificates, Series 2006-1 Korde & Associates, P.C. 900 Chelmsford Street Suite 3102 Lowell, MA 01851 (978) 256-1500 Curley, Constance A., 17-028111

February 9 16 23 2021

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that The Botanist, Inc. will hold a Virtual Community Outreach Meeting on Wednesday, February 24, 2021 at 5:00 PM relative to its proposal to site an Adult Use Product Manufacturing Facility at 1775 Lock Drive in Leominster.

This Virtual Community Outreach Meeting will be held in accordance with the Massachusetts Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings and the applicable requirements set forth in M.G.L. ch. 94G and 935 CMR 500.000 et seq.

The Virtual Community Outreach Meeting via Zoom is available at <https://us02web.zoom.us/j/89449333256>. Participants may also dial in by telephone using the phone number: 312-626-6799 with meeting ID 89449333256#. A copy of the meeting presentation will be made available at least 24 hours prior to the meeting at BotanistLeominster.squarespace.com.

Interested members of the community will have the opportunity to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing rebecca@vicentesederberg.com or asked during the meeting after the presentation.

February 9 2021

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FITCHBURG CONSOLIDATED PLAN

YEAR 45 AMENDMENT

CDBG-CV ACTION PLAN

The City of Fitchburg is proposing to amend its Year 45 Community Development Block Grant Action Plan Program to appropriate the additional \$435,362 CDBG-CV funds, granted to the City through the CARES Act on September 11, 2020. The funds will be appropriated for the following purpose:

Small Business Assistance Grants \$200,000.00
Homeowner and Renter Assistance \$115,000.00
Homelessness Services \$ 12,000.00
Support for Students \$ 80,000.00
Food Insecurity \$ 28,362.00

Public comments on the proposed CDBG-CV Action Plan will be accepted for five days from the date of this notice, or through February 15, 2021 whichever is later.

Send written comments to the Community Development Department, Fitchburg City Hall, 718 Main Street, Fitchburg, MA 01420 or email CommDev@FitchburgMA.gov. A virtual public hearing on the proposed Action Plan will be held on Monday, February 15, 2021 at 5:00 p.m. To attend this hearing, please email CommDev@FitchburgMA.gov for the link. Information can also be found on the Community Development webpage, www.FitchburgMA.gov/150/Community-Development-Block-Grant-Program.

La Ciudad de Fitchburg propone enmendar su Programa del Plan de Acción de Subvenciones en Bloque para el Desarrollo Comunitario del Año 45 para apropiarse los \$ 435,362 fondos CDBG-CV adicionales, otorgados a la Ciudad a través de la Ley CARES el 11 de septiembre de 2020. Los fondos se asignarán para el siguiente propósito:

Subvenciones de asistencia para pequeñas empresas \$200,000.00
Asistencia para propietarios e inquilinos \$115,000.00
Servicios para personas sin hogar \$ 12,000.00
Apoyo a los estudiantes \$ 80,000.00
Inseguridad alimentaria \$ 28,362.00

Los comentarios públicos sobre el Plan de Acción CDBG-CV propuesto se aceptarán durante cinco días a partir de la fecha de este aviso, o hasta el 15 de febrero de 2021, lo que sea posterior. Envíe comentarios por escrito al Departamento de Desarrollo de la Comunidad, Ayuntamiento de Fitchburg, 718 Main Street, Fitchburg, MA 01420 o envíe un correo electrónico a CommDev@FitchburgMA.gov. Una audiencia pública virtual sobre el Plan de Acción propuesto se llevará a cabo el lunes 15 de febrero de 2021 a las 5:00 p.m. Para asistir a esta audiencia, envíe un correo electrónico a CommDev@FitchburgMA.gov para obtener el enlace. La información se puede encontrar en la página web de Desarrollo de la Comunidad, www.FitchburgMA.gov/150/Community-Development-Block-Grant-Program.

February 9, 2021

8530 SPECIALTY SERVICES

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REAL ESTATE

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If they say,
"they saw it in
the paper."

They mean the
Sentinel and
Enterprise

Subject: RE: Public Meeting Notice

Date: Wednesday, February 10, 2021 at 11:41:41 AM Eastern Standard Time

From: Katelyn Huffman

To: Rebecca Rutenberg

I have received it and will share it with the City Council.

Best,
Katelyn Huffman
City Clerk
City of Leominster

From: Rebecca Rutenberg <rebecca@vicentesederberg.com>

Sent: Wednesday, February 10, 2021 11:41 AM

To: Katelyn Huffman <khuffman@leominster-ma.gov>

Subject: Public Meeting Notice

Hello,

I hope this message finds you well!

Please find the attached public meeting notice on behalf of The Botanist, Inc. I would be appreciative if you are able to confirm receipt.

--

Rebecca Rutenberg

Director of Strategic Affairs

Vicente Sederberg LLP

2 Seaport Ln., 11th Floor

Boston, MA 02210

Cell: 610-675-5958

Rebecca@VicenteSederberg.com

VicenteSederberg.com

[Confidentiality Notice](#)

CAUTION: This email is from an EXTERNAL contact. Please do not open attachments, or click on links from unknown or suspicious senders.

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that The Botanist, Inc. will hold a Virtual Community Outreach Meeting on **Wednesday, February 24, 2021** at 5:00 PM relative to its proposal to site an Adult Use Product Manufacturing Facility at 1775 Lock Drive in Leominster.

This Virtual Community Outreach Meeting will be held in accordance with the Massachusetts Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings and the applicable requirements set forth in M.G.L. ch. 94G and 935 CMR 500.000 *et seq.*

The Virtual Community Outreach Meeting via Zoom is available at <https://us02web.zoom.us/j/89449333256>. Participants may also dial in by telephone using the phone number: 312-626-6799 with meeting ID 89449333256#. A copy of the meeting presentation will be made available at least 24 hours prior to the meeting at BotanistLeominster.squarespace.com.

Interested members of the community will have the opportunity to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing rebecca@vicentesederberg.com or asked during the meeting after the presentation.

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Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

1. The Community Outreach Meeting was held on the following date(s): 2/24/21
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

- a. Date of publication: 2/9/21
- b. Name of publication: Sentinel & Enterprise

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

- a. Date notice filed: 2/10/21

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

- a. Date notice(s) mailed: 2/17/21

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



Name of applicant:

The Botanist, Inc.

Name of applicant's authorized representative:

Brad Doyle

Signature of applicant's authorized representative:



The Botanist

Plan to Positively Impact Areas of Disproportionate Impact

The Botanist, Inc. (“The Botanist”) is dedicated to serving and supporting residents within the communities of which it is a part, particularly those that are classified as 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.

Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is The Botanist’s intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Goals

The Botanist has established specific goals to make a positive impact on areas of disproportionate impact. Through its Plan to Positively Impact Areas of Disproportionate Impact, The Botanist seeks to provide mentoring, professional, and technical services for individuals and businesses facing systemic barriers by hosting annual educational seminars about the marijuana industry and reduce barriers to entry in the commercial adult-use cannabis industry by providing \$10,000 in grants towards marijuana businesses who attend the educational seminars.

Botanist Incubator Program

As participants in an emerging industry in Massachusetts, The Botanist recognizes the importance of providing customized, comprehensive training programs and funding streams within communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

The Botanist will hold two (2) educational seminars annually that are advertised towards residents of the City of Fitchburg. The Botanist anticipates hosting the seminars virtually during the COVID-19 pandemic. Topics will include, but not be limited to: how to start a marijuana business; marijuana cultivation; marijuana product manufacturing; marijuana retail operations; recordkeeping; financial literacy; business skills; and policy advocacy. The sessions will be designed to provide critical training to start-up companies owned by disproportionately harmed communities.

At each educational seminar, The Botanist will provide application information as to how individuals and/or companies owned by disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items. The Botanist will distribute a grant application form which will require the applicant to demonstrate enrollment as a Social Equity Program participant or Economic Empowerment Priority Applicant as well as a narrative as to what they intend to use the grant money for.

Depending on the applicants, grants may be as small as \$500 or as large as the full \$10,000, but will only be granted to individuals with a demonstrated need as outlined in a written application. In the case that such grant funds are being proposed to purchase a certain good for a grant applicant, they must provide a quote or proof of the cost.

Seminars and grant opportunities will be publicized within local newspapers, including the nearby Sentinel and Enterprise; distributed at local career agencies and community centers; and circulated to marijuana advocacy organizations.

In addition to opportunities for skill development and grant opportunities offered by these seminars, the Botanist believes that they will facilitate future mentorships, networking, peer support, and introductions to potential resources and sources of capital.

Plan Administration + Measurement

The Leominster General Manager will administer the Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”), relying on The Botanist’s local and national expertise to develop curricula and continuing education. The Botanist’s executive management team will evaluate grant opportunities.

1. The number of training events held annually (Must be over two);
2. Subject matter of training events;
3. Number of participants that attended the training events;
4. Assessments from program attendees as to how helpful the trainings were;
5. Number of businesses or individuals that obtained grant assistance from the program; and
6. Number of businesses or individuals that applied for grant assistance from the program.

The Botanist’s executive management team will measure the impact of its programming on an annual basis. It will measure the number of actual events held versus the number of goal events.

The Botanist will commit to a minimum of \$10,000 in grant opportunities annually. Should the amount of grants not reach \$10,000, the Botanist will donate the balance to the Cannabis Control Commission’s Social Equity Training and Technical Assistance Fund.

Disclosures

The Botanist 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 The Botanist will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.



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 M

Prime Wellness Centers, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of August 14, 2018.


Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Prime Wellness Centers, Inc. 001171276
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Prime Wellness Centers, Inc.
- (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:

Prime Wellness Centers, Inc.

ARTICLE II

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

The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms, and other related products, for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

6

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	275,000			

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.

Holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

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:

ARTICLE VI

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

See Article VI Continuation Sheet

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

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 MUST BE TYPED

(1) Exact name of the non-profit: Prime Wellness Centers, Inc.

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

Prime Wellness Centers, Inc.

(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

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ARTICLE VI: CONTINUATIONS

A. **LIMITATION OF DIRECTOR LIABILITY.** EXCEPT AS REQUIRED BY APPLICABLE LAW, NO DIRECTOR OF THE CORPORATION SHALL HAVE ANY PERSONAL LIABILITY TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR. THE PRECEDING SENTENCE SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH SUCH PROVISION BECOMES EFFECTIVE.

B. **INDEMNIFICATION.** THE CORPORATION SHALL, TO THE EXTENT PERMITTED BY G.L.C. 156D, INDEMNIFY ALL PERSONS WHO HAVE SERVED OR MAY SERVE AT ANY TIME AS OFFICERS OR DIRECTORS OF THE CORPORATION AND THEIR HEIRS, EXECUTORS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, FROM AND AGAINST ANY AND ALL LOSS AND EXPENSE, INCLUDING AMOUNTS PAID IN SETTLEMENT BEFORE OR AFTER SUIT IS COMMENCED, AND REASONABLE ATTORNEY'S FEES, ACTUALLY AND NECESSARILY INCURRED AS A RESULT OF ANY CLAIM, DEMAND, ACTION, PROCEEDING, OR JUDGMENT THAT MAY HAVE BEEN ASSERTED AGAINST ANY SUCH PERSONS, OR IN WHICH THESE PERSONS ARE MADE PARTIES BY REASON OF THEIR BEING OR HAVING BEEN OFFICERS OR DIRECTORS OF THE CORPORATION. THIS RIGHT OF INDEMNIFICATION SHALL NOT EXIST IN RELATION TO MATTERS AS TO WHICH IT IS ADJUDGED IN ANY ACTION, SUIT OR PROCEEDING THAT THESE PERSONS ARE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY. THE INDEMNIFICATION RIGHTS PROVIDED HEREIN (I) SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR OTHERWISE; AND (II) SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSONS ENTITLED TO INDEMNIFICATION. THE CORPORATION MAY, TO THE EXTENT AUTHORIZED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, GRANT INDEMNIFICATION RIGHTS TO OTHER EMPLOYEES OR AGENTS OF THE CORPORATION OR OTHER PERSONS SERVING THE CORPORATION AND SUCH RIGHTS MAY BE EQUIVALENT TO, OR GREATER OR LESS THAN, THOSE SET FORTH HEREIN.

C. **PARTNERSHIP.** THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW.

D. **MINIMUM NUMBER OF DIRECTORS.** THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

E. **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.

F. **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.

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:
155 Federal St., Suite 700, Boston, MA 02110
- b. The name of its initial registered agent at its registered office:
CT Corporation System
- 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: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Treasurer: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Secretary: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Director(s): Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

- d. The fiscal year end of the corporation:
12/31
 - e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
 - f. The street address of the principal office of the corporation:
90 Canal St., 4th Fl., Boston, MA 02114
 - g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
90 Canal St., 4th Fl., Boston, MA 02114
- _____, which is
(number, street, city or town, state, zip code)

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

Signed by: _____
(signature of authorized individual)

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

on this 23 day of July, 2018

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE
COMMONWEALTH

2018 AUG 15 PM 1:45

CORPORATIONS DIVISION

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

1315743

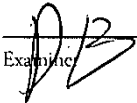
**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

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 15 day of August, 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

Examined: 

Name approval

Filing fee: Minimum \$250

1313

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Alex Lamphier, Esq.

Vicente Sederberg LLC

2 Seaport Lane, 11th Floor, Boston, MA 02210

Telephone: (617) 934-2121

Email: alex@vicesederberg.com

Upon filing, a copy of this filing will be available at 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.

BYLAWS OF PRIME WELLNESS CENTERS, INC.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is PRIME WELLNESS CENTERS, INC. (the “Corporation”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “Articles of Entity Conversion”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“Chapter 156D”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“Bylaws”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

ARTICLE II: SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law; *provided, however*, that unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm or association in which a Director has an interest; (ii) amend the Articles of Entity Conversion of this Corporation; (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section 2.04 simultaneously with the written request for the

meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

A Proposing Shareholder's notice shall include as to each matter the Proposing Shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records

of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

- (a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.
- (b) For determining shareholders for any other purpose, the later of (i) the day on which the Board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60th) day prior to the date of such other action.

Section 2.07 Fixing the Record Date. The Board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion or exchange of shares.

A record date fixed under this Section 2.07 may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the Board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

Section 2.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in the Articles of Entity Conversion, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

Section 2.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the Board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the Board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

Section 2.10 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver, notice or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to G.L. c. 156D, § 7.22.

Section 2.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be one (1) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Director shall be Kevin Murphy.

Section 3.02 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, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws.

The Directors shall have the power and, to the extent required by law, the duty to:

(a) Appoint and remove at pleasure of the Board all officers, managers, management companies, agents and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage and control the affairs and business of the Corporation make rules and regulations not inconsistent with the Articles of Entity Conversion or applicable law or these Bylaws, make all lawful orders on behalf of the Corporation and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts or other orders of payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the Board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend or repeal these Bylaws; (iv) amend or repeal resolutions of the Board that are expressly non-amendable or not able to be repealed; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the Board; (vi) establish other committees of the Board; or (vii) approve any action that in addition to Board approval requires shareholder approval. The executive committee shall be composed of one (1) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. A vacancy on the Board of Directors exists in case of the occurrence of any of the following events:

- (a) The death, resignation or removal of any Director.
- (b) The removal or declaration of vacancy by the Board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.
- (c) The Director is a shareholder who is determined to be unsuitable for participation in a marijuana business resulting from a decision by either the state or local licensing authority or by Corporation's regulatory counsel.
- (d) The authorized number of Directors is increased.
- (e) At any annual, regular or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies may be filled by the approval of the Board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section 3.04 may be filled by the Board of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

Section 3.05 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from participation in a marijuana business by a final decision of an applicable state or local licensing authority or Corporation's regulatory counsel, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) **Regular Meetings.** A regular annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution.

(b) **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) **Place of Meetings.** Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 3.08 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or

decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless G.L. c. 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors and must be ratified by the holders of no less than a majority of all outstanding shares.

Section 3.12 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of one (1) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.

(f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

(g) Appoint other committees or Board members.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV: OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the Board of Directors held after each annual meeting of shareholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations

similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a

new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII: MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of

G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.03 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.04 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.
- (b) Relocate the principal office or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable manner under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.05 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.06 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

Section 9.02 Amendment by Directors. The Board of Directors may not under any circumstances adopt, amend or repeal these Bylaws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: February 02, 2021

To Whom It May Concern :

I hereby certify that according to the records of this office,
THE BOTANIST, INC.

is a domestic corporation organized on **August 15, 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.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21020082360

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

Processed by: tad



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



305073410

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

The Botanist, Inc.
Attn: Donna Nave
75 JOHN FITCH BOULEVARD
SOUTH WINDSOR, CT 06074

EAN: 22063191
January 04, 2021

Certificate Id:43994

The Department of Unemployment Assistance certifies that as of 1/4/2021, The Botanist, Inc. is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149, §189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance



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

mass.gov/dor

Letter ID: L0032400704
Notice Date: January 8, 2021
Case ID: 0-000-567-938

Document H



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOVAN BETHELL
THE BOTANIST INC.
200 PORTLAND ST
BOSTON MA 02114-1722

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Corporations Division

Business Entity Summary

ID Number: 001341613[Request certificate](#)[New search](#)**Summary for: THE BOTANIST, INC.****The exact name of the Domestic Profit Corporation:** THE BOTANIST, INC.**The name was changed from:** PRIME WELLNESS CENTERS, INC. **on** 12-10-2018**Converted from** **PRIME WELLNESS CENTERS, INC.** **on** 08-15-2018**Entity type:** Domestic Profit Corporation**Identification Number:** 001341613**Date of Organization in Massachusetts:**
08-15-2018**Last date certain:****Current Fiscal Month/Day:** 12/31**Previous Fiscal Month/Day:** 12/31**The location of the Principal Office:**

Address: 200 PORTLAND ST., 5TH FL.

City or town, State, Zip code, BOSTON, MA 02114 USA

Country:

The name and address of the Registered Agent:

Name: CORPORATION SERVICE COMPANY

Address: 84 STATE STREET

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

Country:

The Officers and Directors of the Corporation:

Title	Individual Name	Address
PRESIDENT	KEVIN MURPHY	366 MADISON AVE. 11TH FLR. NEW YORK, NY 10017 USA
TREASURER	KEVIN MURPHY	366 MADISON AVE. 11TH FLR. NEW YORK, NY 10017 USA
SECRETARY	KEVIN MURPHY	366 MADISON AVE. 11TH FLR. NEW YORK, NY 10017 USA
VICE PRESIDENT	CHRIS TOLFORD	366 MADISON AVE., 11TH FL. NEW YORK, NY 10017 USA
VICE PRESIDENT	JOVAN BETHELL	366 MADISON AVE., 11TH FL. NEW YORK, NY 10017 USA

DIRECTOR	KEVIN MURPHY	366 MADISON AVE. 11TH FLR. NEW YORK, NY 10017 USA		
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Business entity stock is publicly traded: ☐

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

Class of Stock	Par value per share	Total Authorized		Total issued and outstanding
		No. of shares	Total par value	No. of shares
CNP	\$ 0.00	275,000	\$ 0.00	0

☐ **Consent** ☐ **Confidential Data** ☐ **Merger Allowed** ☐ **Manufacturing**

View filings for this business entity:

ALL FILINGS

Administrative Dissolution
Annual Report
Application For Revival
Articles of Amendment

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

The Botanist

Business Plan – Product Manufacturer

February 2021

1. EXECUTIVE SUMMARY

1.1 Mission Statement

At The Botanist, Inc. (“**The Botanist**”), we’re inspired by the possibilities for healing that manifest within a single plant, and that inspiration has led us to create unique products for the end user, whether they’re new to cannabis or well acquainted with its benefits.

Botanists of old were intrigued by the ways plants and people existed in the world alongside each other, and as their knowledge of the medicinal and nutritional benefits grew, so did their ability to help people. Today, we’re bringing that tradition to our customers, as a trusted guide to the healing power of cannabis.

1.2 License Type

In addition to our existing licenses and applications, The Botanist is applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a Product Manufacturer Marijuana Establishment (“**PMME**”) in Leominster, Massachusetts.

1.3 Product

The Botanist will develop a variety of products, including but not limited to:

- Concentrates;
- Topical salves;
- Creams and lotions;
- Patches;
- Sublingual dissolving tablets;
- Tinctures;
- Sprays;
- Pre-dosed oil vaporizers;
- Edibles;
- Beverages; and
- Ingestion capsules.

1.4 Customers

The Botanist’s target customers for our proposed Product Manufacturer license include licensed Retailer Marijuana Establishments in the Commonwealth, whose customers (in turn) are adults over the age of 21.

1.5 What Drives Us

The Botanist’s goals include:

1. Ultimately providing customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Hiring employees and contractors from within Leominster and the surrounding area;
3. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;

4. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within The Botanist and the cannabis industry as a whole;
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. Creating branded marijuana products that are safe, effective, consistent, and high quality.

2. COMPANY DESCRIPTION

2.1 Structure

The Botanist is a Massachusetts domestic for-profit corporation that currently operates Marijuana Establishments in Massachusetts and is now applying for a Certificate of Registration from the Commission to operate PMME in the Commonwealth.

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

2.2 Operations

In accordance with 935 CMR 500.140(3), access to The Botanist's facility will be limited to individuals 21 years of age and older, and more specifically, registered agents, authorized visitors, Commission employees and representatives, and state and local officials acting within their lawful jurisdiction. Upon an individual's entry into The Botanist premises, a Botanist agent will immediately inspect the individual's proof of identification and determine the individual's age. An individual will not be admitted to the premises unless The Botanist has verified that the individual is 21 years of age or older by an individual's proof of identification. At the door, a designated staff member will collect valid identification and confirm a minimum age of 21 years old, and failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

The Botanist will use the point-of-sale security system to accept payment and complete sales with other licensed Marijuana Establishments. The system can back up and securely cache each sale for inspection. No marijuana product will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

The Botanist 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.

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

2.3 Security

The Botanist 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, visitors, and the local community. The Botanist will have security personnel on-site during business hours.

The Botanist's state-of-the-art security system will consist of perimeter window sensors, 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 Police Department. These surveillance cameras will remain operational even in the event of a power outage.

The exterior of the facility and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only The Botanist'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 The Botanist will maintain a current list of individuals with access.

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

2.4 Benefits to the Municipality

The Botanist believes its facility will offer many benefits to the City of Leominster, including:

- **Jobs:**
 - Botanist's facility will add numerous full-time jobs, in addition to hiring qualified, local contractors and vendors.
- **Monetary Benefits:**
 - A Host Community Agreement with significant monetary donations will provide the City with additional financial benefits beyond local property taxes.
- **Access to Quality Product:**
 - The Botanist will allow qualified consumers in the Commonwealth to have access to high quality marijuana products that are tested for cannabinoid content and contaminants
- **Control:**
 - In addition to the Commission, the Leominster Police Department and other municipal departments will have oversight over The Botanist's security systems and processes.
- **Responsibility:**
 - The Botanist is comprised of experienced cultivators and professionals who will be

thoroughly background checked and scrutinized by the Commission.

3. MARKET RESEARCH

3.1 Industry

The Botanist's proposed facility is located in Leominster, Massachusetts. Although The Botanist intends to supply its marijuana products throughout the Commonwealth, surrounding areas include Fitchburg, Lunenburg, Sterling, Princeton, and Westminster. In Massachusetts, adult-use retail sales eclipsed \$1 billion as of October 30, 2020, and as more Marijuana Establishments become operational, the sales growth rate continues to expand month after month.

3.2 Competitors

The Botanist's competitors will include numerous PMMEs in throughout the Commonwealth that supply their marijuana products to licensed Retailer Marijuana Establishments.

3.3 Competitive Advantage

The Botanist possesses several strengths that will separate it from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of marijuana products and the branding of the business. The Botanist's strengths include:

- Quality of products;
- Variety of products;
- Consistency of products; and
- Effective branding.

3.4 Regulations

The Botanist 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.

The Botanist will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. The Botanist will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

The Botanist will apply for all state and local permits and approvals required to renovate and operate the facility.

The Botanist 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.

4. PRODUCT / SERVICE

4.1 Product & Service

The Botanist is applying for or currently holds additional marijuana establishment licenses for the purposes of cultivating marijuana and for retail sales under 935 CMR 500.000 et seq. The

Botanist will ensure that the transportation of any marijuana between facilities will be carried out in compliance with the transportation and security requirements of 935 CMR 500.000 et seq. All marijuana will be tested by an Independent Testing Laboratory and will be deemed to comply with the standards required under 935 CMR 500.160 prior to the sale or marketing for adult use of any such marijuana.

4.2 Pricing Structure

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

5. MARKETING & SALES

5.1 Growth Strategy

The Botanist's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. Unsurpassed quality and efficacy of products; and
4. A caring and thoughtful staff made of consummate professionals.

The Botanist will also work closely with its Retailer licenses to ensure immediate market introduction and to increase the number of customers in the future.

5.2 Communication

The Botanist 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 The Botanist 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."

The Botanist will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discover networks such as WeedMaps and Leafly;

4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat; and
5. Opt-in direct communications.

5.3 Sales

The Botanist will sell our marijuana product by engaging licensed Retailer establishments after establishing our product lines at our own Retailer establishments.

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

The Botanist 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.” The Botanist 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.

5.4 Logo

The Botanist 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.

The Botanist

The Botanist

Plans for Obtaining Liability Insurance

The Botanist, Inc. (“The Botanist”) plans to contract with Canopus US 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. The Botanist will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, The Botanist 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. The Botanist will keep reports documenting compliance with 935 CMR 500.105(10).

MAINTAINING OF FINANCIAL RECORDS

The Botanist, Inc.'s ("The Botanist") 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 The Botanist.
- 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 The Botanist 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; and
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.
- Additional written business records will be kept, including, but not limited to, records of:

- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - The Botanist 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.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

The Botanist, Inc. (“The Botanist”) will securely maintain personnel records, including registration status and background check records. The Botanist 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 The Botanist 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 The Botanist will undergo a detailed background investigation prior to being granted access to a The Botanist facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for The Botanist 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, The Botanist 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, The Botanist 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, The Botanist 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 The Botanist or the Commission.

Personnel Policies and Training

As outlined in The Botanist'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 The Botanist agents are required to complete training as detailed in The Botanist's Qualifications and Training plan which includes but is not limited to The Botanist'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).

The Botanist 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 The Botanist 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.

PRODUCT MANUFACTURING SAFETY PLAN

In accordance with 935 CMR 500.105(3)(c), The Botanist, Inc. (“The Botanist”) will ensure that all edibles will be prepared, handled and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State sanitary code chapter X: Minimum Sanitation Standards for Food Establishments*.

Agent Hygiene Practices

The Botanist agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All The Botanist agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand-washing facilities will be placed conveniently within the The Botanist facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All The Botanist agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

Any agent who, by medical examination or supervisory observation, is shown to have, or appears to have, an illness, open lesion (e.g., boils, sores, infected wounds), or any other abnormal source of microbial contamination for which there is a reasonable possibility of contact with cannabis shall be excluded from any operations that may be expected to result in microbial contamination until the condition is corrected.

Food Material Practices

Food material used in the preparation of marijuana products will be acquired from an approved source. Any and all materials used in the production of marijuana products that can support the rapid growth of undesirable microorganisms will be stored in a manner that prevents the growth of such microorganisms, such as proper refrigeration or other appropriate storage. All thermometers used in the storage and preparation of marijuana products will be tested regularly to ensure accuracy. All food products will be properly stored in their original containers and will be properly labeled. Only approved food additives will be used. Marijuana products and food products used in the production of marijuana products will be maintained in good condition and will be unadulterated.

Food Contact Surface Sanitation Practices

The Company recognizes the importance of properly washing, rinsing, and sanitizing food preparation equipment, utensils, and all surfaces that come into contact with food to reduce the number of bacteria, prevent the spread of bacteria, and eliminate the possibility of cross-contamination. The Botanist will institute the following sanitation procedures in its commercial kitchen:

- Sanitizing solution should be used in the kitchen and other areas to sanitize food contact surfaces and utensils prior to use.
- All surfaces that come into contact with food will be washed, rinsed, and sanitized after each use, when an agent begins working with another type of food, anytime an agent is interrupted during a task and the tools or items they have been working with may have become contaminated, or at four-hour intervals if the areas or items are in constant use.

- Sanitizing solution will be stored in buckets or other containers such as a spray bottle and used with wiping cloths to sanitize prep tables, prep sinks, dining room tables, bar area, and working utensils; in the third compartment of a 3-compartment sink to sanitize all dishes that are washed; and use the final rinse in the dish machine to sanitize all dishes that are washed.
 - The chlorine-based solution will be prepared each morning, using the following recipe:

Minimum concentration: 50ppm Range recommended: 50-100ppm. Do not exceed 200 ppm.	Amount needed per unit of water		
	per 2 quarts	per gallon	per 12 gallons
Use provided test strips. Check the temperature of the water for recommend temperature of 75-120 degrees Fahrenheit.	½ tsp.	1 tsp.	1/4 cup

- The sanitizing solution will be measured, tested, and placed into red sanitization bins and used to wipe down surfaces that will then air-dry.
 - The third bay in the bay sinks will be filled with the solution, in order to soak utensils, cookware and labware, for a minimum of one (1) minute, and will air-dry.
- Agents will ensure that all wiping cloths are soaked with sanitizer when cleaning food contact surfaces (like cutting boards, prep tables, slicers, etc.) and stored in sanitizer when not in use.
- Sanitizer buckets will be set up at all times in areas where food is being handled. Agents will check sanitizer solutions frequently to ensure that they are at the correct concentration, using the proper test strips for the type of sanitizing chemical that they are using.
- Sanitizer solutions will be changed as needed to properly sanitize food contact surfaces.
- Cleaning of all equipment, work surfaces, laboratory glassware and kitchen cookware can be challenging given the non-aqueous nature of cannabis concentrate. Often, strong solvents such as acetone must be used to chemically dissolve hard-to-clean cannabis concentrate. When acetone is used to clean surfaces, a solvent respirator must be worn to

prevent inhalation of fumes. When acetone is used to clean lab glass and utensils, soaking must be done under the fume hood located in the The Botanist facility, at all times. Used solvent will be disposed of in the provided solvent-waste bin, which is only to be removed by a chemical waste disposal professional.

- Equipment and utensils utilized in the The Botanist facility be so designed and of such material and workmanship as to be adequately cleanable.

Training

All agents will complete mandatory safety training sessions. The Botanist agents and The Botanist management will have the following responsibilities when it comes to health and safety:

- The Botanist Management:
 - Ensure the health and safety of all agents.
 - Correct any workplace conditions that are hazardous to the health and safety of agents.
 - Inform agents about any remaining hazards.
 - Make copies of the OSHA Regulations and any workers compensation requirements available by posting throughout the facility.
 - Ensure agents know their rights and responsibilities under OSHA Regulations and the Commission's requirements and that they comply with them.
 - Provide and maintain protective devices, equipment, and clothing, and ensure that agents use them.
 - Provide agents with education, supervision, and training specific to equipment.
 - Perform ongoing reviews and updates to policies and procedures as needed.
- The Botanist Agents:
 - Take care to protect health and safety and the health and safety of others who may be affected by individual actions.
 - Comply with all regulations and other legal requirements.
 - Follow established safe work procedures.
 - Use the required personal protective equipment.
 - Refrain from horseplay or similar conduct that may endanger others.
 - Ensure individual ability to work safely is not impaired by drugs or alcohol.
 - Report accidents and other incidents (including near misses) to the manager on duty.
 - Report the following to the manager on duty:
 - A hazard that might endanger The Botanist agents;
 - A problem with personal protective equipment or clothing; or
 - Any suggestions to improve workplace safety.

Cleanliness & Sanitation Training:

The Botanist will combine its existing successful agent training program, supplemented with Commission rules and cannabis specific training to provide exhaustive training curricula to all agents. The Botanist's training will include USDA Good Handling Practices and Quality Systems, FDA Current Good Manufacturing Practices, and sickness or illness policies. Agents who handle cannabis will receive hygiene training with specific attention to preventing microbial contamination. All employees will receive, at a minimum, the following quality assurance and contamination prevention training:

- USDA Good Handling Practices and Quality Systems, including but not limited to 21 CFR part 110.
- Product care, inspection, and maintenance techniques.
- Company policies which prohibit employees showing signs of illness, open wounds, sores, or skin infections from handling cannabis or materials that come into contact with cannabis.
- Hygiene training for employees who handle cannabis with specific attention to preventing microbial contamination.
- Handwashing requirements, including washing hands with soap and hot water before beginning work, after using the bathroom, and after meal breaks.
- Quality assurance procedures and consequences of failing to follow the company's established processes; and
- ServSafe certification training.

The Botanist Lab and Production Agent Health and Safety Program

The Botanist has identified eight basic components which have been identified to help prevent accidents and injuries from happening in the The Botanist facility, as well as to help deal effectively with any incidents that do occur. These components are:

- Hazard Identification & Risk Control—determine which hazards are present in the workplace and take steps to eliminate or minimize such hazard.
- Safe Work Procedures:
 - Dealing with wet surfaces;
 - Wearing proper personal protective equipment and clothing;
 - Handling solvents with use of protective gloves and proper ventilation; and
 - Using proper body mechanics when lifting heavy objects.
- Orientation, Education, Training & Supervision—properly prepare agents for job duties and ensure policies and procedures are consistently followed.
- Safety Inspections—regular safety inspections throughout the The Botanist facility, which will help identify workplace hazards so that they can be eliminated or controlled.
- Incident Investigation—determine cause of accident or injury and implement preventive measures.
- Health and Safety Meetings—regular meetings to provide an opportunity for agents and managers to communicate any concerns about health and safety.
- First Aid—determine what level of first aid is necessary on-site.
- Records & Statistics—maintain documentation to help identify recurring problems and ensure that hazardous conditions are corrected.

An annual Health and Safety Program review will be carried out to address current concerns.

When selling or otherwise transferring marijuana to another marijuana establishment The Botanist will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

QUALIFICATIONS AND TRAINING

The Botanist, Inc. (“The Botanist”) will ensure that all employees hired to work at a The Botanist 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.

The Botanist will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that The Botanist discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and The Botanist 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 The Botanist’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A The Botanist Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program (“RVT”) courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

Non-RVT may be conducted in-house by The Botanist or by a third-party vendor engaged by the The Botanist. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All The Botanist Agents that are involved in the handling or 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.

Basic Core Curriculum

The Botanist Agents must first take the Basic Core Curriculum within 90 days of hire, which includes the following subject matter:

- 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 the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices.
- Compliance with all tracking requirements.
- Acceptable forms of identification. Training must include:
 - How to check identification;
 - Spotting and confiscating fraudulent identification;
 - Common mistakes made in identification verification.
 - Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G, § 13.
- Other key state laws and rules affecting The Botanist Agents which shall include:
 - Conduct of The Botanist Agents;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Local and state licensing and enforcement, including registration and license sanctions;
 - Incident and notification requirements;
 - Administrative, civil, and criminal liability;
 - Health and safety standards, including waste disposal;
 - Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
 - Permitted hours of sale;
 - Licensee responsibilities for activities occurring within licensed premises; xix. Maintenance of records, including confidentiality and privacy; and
 - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

The Botanist will encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. The Botanist’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.

After successful completion of the Basic Core Curriculum, each The Botanist Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for The Botanist to maintain designation as a Responsible Vendor. Once the The Botanist Agent has completed the Basic Core Curriculum, the Agent is eligible to take the Advanced Core Curriculum. Failure to maintain Responsible Vendor status is grounds for action by the Commission.

RECORDKEEPING PROCEDURES

General Overview

The Botanist, Inc. (“The Botanist”) 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 The Botanist documents. Records will be stored at The Botanist 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 The Botanist 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 The Botanist’s quarter-end closing procedures. In addition, The Botanist’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
- Third-Party Laboratory Contracts
- Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
- Corporate Governance:
 - Annual Report
 - Secretary of 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 The Botanist.
- 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 The Botanist 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
 - The Botanist 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
 - The Botanist 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.
- Incident Reporting Records

- Within ten (10) calendar days, The Botanist 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 The Botanist 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 The Botanist'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, The Botanist 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 The Botanist agents present during the disposal or other handling, with their signatures. The Botanist 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 The Botanist is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - The Botanist 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 The Botanist'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

- The Botanist 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 The Botanist closes, all records will be kept for at least two (2) years at The Botanist's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, The Botanist 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 The Botanist'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 The Botanist'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 The Botanist 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 The Botanist, 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 The Botanist's website.
- Policies and procedures for the handling of cash on The Botanist 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
 - The Botanist 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

The Botanist 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), The Botanist, Inc. (“The Botanist”) 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. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a The Botanist 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 The Botanist 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). The Botanist 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), The Botanist will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. The Botanist will not engage in any advertising 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. The Botanist will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, fruit, or sporting-equipment item 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 advertising created 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), The Botanist packaging for any marijuana or marijuana products will not use bright colors, defined as colors that are “neon” in appearance, resemble existing branded products, feature cartoons, a design, brand or name that resembles a non-cannabis consumer 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 marketed to minors. The Botanist’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

The Botanist, Inc. ("The Botanist") will comply with the following sanitary requirements:

1. Any The Botanist agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any The Botanist 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. The Botanist'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 The Botanist'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. The Botanist's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. The Botanist 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. The Botanist's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Botanist's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. The Botanist's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. The Botanist will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. The Botanist acknowledges and understands that the Commission may require The Botanist to demonstrate the intended and actual use of any toxic items found on The Botanist's premises;

11. The Botanist will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet The Botanist's needs;
12. The Botanist's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. The Botanist will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. The Botanist 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. The Botanist 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.

The Botanist'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).

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

The Botanist 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 The Botanist 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.

The Botanist will process marijuana in a safe and sanitary manner. The Botanist will process the leaves and flowers of the female marijuana plant only, which will be:

- Well-cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area.

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, and

any marijuana product that is made to resemble a typical food or beverage product will be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).

When selling or otherwise transferring marijuana to another marijuana establishment The Botanist will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Testing

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

Any Independent Testing Laboratory relied upon by The Botanist for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

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

The Botanist's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Colocated Marijuana Operations*. The Botanist acknowledges and understands that the Commission may require additional testing.

The Botanist's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both The Botanist and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

The Botanist will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. The Botanist acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of The Botanist's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to The Botanist for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Any marijuana or marijuana products that fail any test for contaminants must either be reanalyzed without remediation, remediated or disposed of. In the event marijuana or marijuana products are reanalyzed, a sample from the same batch shall be submitted for reanalysis at the ITL that provided the original failed result. If the sample passes all previously failed tests at the initial ITL, an additional sample from the same batch previously tested shall be submitted to a second ITL other than the initial ITL for a Second Confirmatory Test. To be considered passing and therefore safe for sale, the sample must have passed the Second Confirmatory Test at a second ITL. Any Marijuana or Marijuana Product that fails the Second Confirmatory Test will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees without first being remediated. Otherwise, any such product shall be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

If marijuana or marijuana products are destined for remediation, a new test sample will be submitted to a licensed ITL, which may include the initial ITL for a full-panel test. Any failing Marijuana or Marijuana Product may be remediated a maximum of two times. Any Marijuana or Marijuana Product that fails any test after the second remediation attempt will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees and will be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

Quality Control Samples

The Botanist may create a sample of Marijuana Product (“Marijuana”) to be provided internally to employees for purposes of ensuring product quality and making determinations about whether to sell the Marijuana. Quality Control Samples and employee feedback regarding such samples will allow The Botanist to produce the highest quality Marijuana Products for distribution on the adult use market.

Quality Control Samples provided to employees may not be consumed on The Botanist’s Premises nor may they be sold to another licensee or Consumer. Quality Control Samples will be tested in accordance with 935 CMR 500.160: Testing of Marijuana and Marijuana Products. The Botanist will limit the Quality Control Samples provided to all employees in a calendar month period to the following aggregate amounts:

1. Five grams of Marijuana concentrate or extract, including but not limited to tinctures;
2. Five hundred milligrams of Edibles whereby the serving size of each individual sample does not exceed five milligrams and otherwise satisfies the potency levels set forth in 935 CMR 500.150(4): Dosing Limitations; and
3. Five units of sale per Cannabis product line and no more than six individual Cannabis product lines. For purposes of 935 CMR 500.130(8): Vendor Samples, a Cannabis product line shall mean items bearing the same Stock Keeping Unit Number.

If Quality Control Samples are provided as Vendor Samples pursuant to 935 CMR 500.130(8), they will be assigned a unique, sequential alphanumeric identifier and entered into the Seed-to-sale SOR in a form and manner to be determined by the Commission, and further, shall be designated as “Quality Control Sample.”

Quality Control Samples will have a legible, firmly Affixed label on which the wording is no less than 1/16 inch in size containing at minimum the following information:

1. A statement that reads: “QUALITY CONTROL SAMPLE NOT FOR RESALE”;
2. The name and registration number of the Marijuana Product Manufacturer;
3. The quantity, net weight, and type of Marijuana flower contained within the package; and
4. A unique sequential, alphanumeric identifier assigned to the Production Batch associated with the Quality Control Sample that is traceable in the Seed-to-sale SOR.

Upon providing a Quality Control Sample to an employee, The Botanist will record:

1. The reduction in quantity of the total weight or item count under the unique alphanumeric identifier associated with the Quality Control Sample;
2. The date and time the Quality Control Sample was provided to the employee;
3. The agent registration number of the employee receiving the Quality Control Sample; and
4. The name of the employee as it appears on their agent registration card.

The Botanist

ENERGY COMPLIANCE PLAN

The Botanist, Inc. (“The Botanist”) is currently exploring potential energy-use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. The Botanist will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Potential Energy-Use Reduction Opportunities

The Botanist is considering the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

1. Natural Lighting;
2. Energy efficient exterior wall construction, which may include batt insulation, continuous rigid insulation, and air and vapor barriers; and
3. Plumbing fixtures that are Water Sense rated for reduced water consumption.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, The Botanist will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

The Botanist is in the process of considering opportunities for renewable energy generation (including wind and solar options). The Botanist’s preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although The Botanist may reconsider at a future date. The Botanist will also consult with its architects and engineers when designing the facility to determine the building’s capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

Strategies to Reduce Electric Demand

The Botanist is considering the following strategies to reduce electric demand:

1. Exterior and interior glazing on windows such that maximum natural daylight can enter the building without compromising security, reducing the reliance on artificial light during daytime hours;
2. Lighting fixtures that are energy efficient and used with Energy Star rated bulbs; and
3. Room lighting and switching will have occupancy sensors to reduce electrical consumption when rooms are unoccupied.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, The Botanist will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

The Botanist also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives. The Botanist will also coordinate with its utility companies to explore any energy efficiency options available to The Botanist.

The Botanist

Diversity Plan

The Botanist, Inc. (“The Botanist”) believes in creating and sustaining a robust policy of inclusivity and diversity. The Botanist recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. The Botanist is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. The Botanist’s diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of who identify as LGBTQ+.

Goals

The Botanist has established specific goals to promote equity for the above-listed groups in the operations of its Marijuana Establishment. The Botanist’s goals include increasing the number of individuals falling into the above-listed demographics working in the establishment and providing tools to ensure their success as outlined bellow:

1. Women: 50%;
2. Minorities: 25%;
3. Veterans: 10%;
4. People with disabilities: 10%; and
5. People who identify as LGBTQ+: 10%.

Diversity Recruitment and Sourcing

The Botanist will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. The Botanist has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve The Botanist customers’ needs. These strategic corporate initiatives include: The Botanist’s recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Hosting one career fair annually;
- Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings;
- Encouraging employees to refer applicants from diverse groups for employment;
- Utilizing personal connections to communicate hiring objectives throughout diverse populations;
- Hosting informational sessions about careers in the marijuana industry in the City of Leominster or virtually, depending on the progression of COVID-19; and
- Advertising informational sessions in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards.

Measuring Progress

The Botanist will conduct an annual audit upon renewal of its provisional license including:

- Employment data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license - specifically
 - Women: 50%;
 - Minorities: 25%;
 - Veterans: 10%;
 - People with disabilities: 10%; and
 - People who identify as LGBTQ+: 10%;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;
- Number and subject matter of trainings held and the number of individuals falling into the above- listed demographics in attendance; and
- A comprehensive description of all efforts made by The Botanist to monitor and enforce the Diversity Plan.

Acknowledgements

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