



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281791
Original Issued Date: 06/09/2020
Issued Date: 06/09/2020
Expiration Date: 06/09/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Green Gold Group, INC

Phone Number: 203-520-8555 **Email Address:** attorneyjamesmcmahon@gmail.com

Business Address 1: 60 Prospect Street

Business Address 2:

Business City: North Brookfield **Business State:** MA

Business Zip Code: 01535

Mailing Address 1: 46 Appleton St

Mailing Address 2:

Mailing City: Boston

Mailing State: MA

Mailing Zip Code: 02116

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD: Green Gold Group, INC

Department of Public Health RMD Registration Number: 39

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: 40 **Percentage Of Control:** 40

Role: Board Member

Other Role: CEO

First Name: Rafael

Last Name: Aronov

Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 40 Percentage Of Control: 40

Role: Board Member Other Role: COO, Security Chief

First Name: Jacob Last Name: Aronov Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 20 Percentage Of Control: 20

Role: Board Member Other Role: Clerk to the Board

First Name: Zhana Last Name: Aronov Suffix:

Gender: Female User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control:

Role: Executive / Officer Other Role: Master Cultivator

First Name: Daniel Last Name: Aronov Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Aronov Development LTD

Entity DBA:

Email: attorneyjamesmcmahon@gmail.com

Phone:

203-520-8555

Address 1: 43 W. 47th Street

Address 2:

City: New York

State: NY

Zip Code: 10036

Types of Capital: Monetary/Equity, Debt, Land, Buildings, Other

Other Type of Capital:

Total Value of Capital Provided: \$1300000

Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 46 Worcester Road

Establishment Address 2:

Establishment City: Charlton

Establishment Zip Code: 01507

Approximate square footage of the establishment: 3300

How many abutters does this property have?: 15

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Charlton HCA Certification.pdf	pdf	5b7482f33f9f81395f1354c3	08/15/2018
Community Outreach Meeting Documentation	CHR COM Info.pdf	pdf	5d798f1c38be9e227ac544e1	09/11/2019
Community Outreach Meeting Documentation	Community Outreach Ad.pdf	pdf	5e52e72a1c3b1d04a32b451a	02/23/2020
Community Outreach Meeting Documentation	Charlton Mail Reciept.pdf	pdf	5e52e8245a2369047f227ae5	02/23/2020
Community Outreach Meeting Documentation	Notice to Town (Charlton, Attachment B).pdf	pdf	5e73689f5f1da0353e2afa81	03/19/2020
Community Outreach Meeting Documentation	Notice to Abutters (Charlton, Attachment C).pdf	pdf	5e7368b82eba6d38ef1620aa	03/19/2020
Plan to Remain Compliant with Local Zoning	Charlton Zoning Plan.pdf	pdf	5e80b1cdbddf0438d21db0a9	03/29/2020
Plan to Remain Compliant with Local Zoning	Charlton Permits.pdf	pdf	5e80b1d3b014bf38e46cc96d	03/29/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	GGG Plan for Positive Impact_V2.0.pdf	pdf	5e7e4aca2b97cf38fa374290	03/27/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:** CEO
First Name: Rafael **Last Name:** Aronov **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: Owner / Partner **Other Role:** COO & Security Chief
First Name: Jacob **Last Name:** Aronov **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: Owner / Partner **Other Role:** Clerk to the Board
First Name: Zhana **Last Name:** Aronov **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 4

Role: Manager **Other Role:** Master Grower
First Name: Daniel **Last Name:** Aronov **Suffix:**
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**
Entity Legal Name: Aronov Development LTD **Entity DBA:**
Entity Description: Real Estate Investment & Development Company
Phone: 212-302-1700 **Email:** justin@jrjmetro.com
Primary Business Address 1: 43 W. 47th Street **Primary Business Address 2:** Ste 203
Primary Business City: New York **Primary Business State:** NY **Principal Business Zip Code:** 10036
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	GGG>HW Tax GS.pdf	pdf	5b6d8064da72283955c5ff09	08/10/2018
Secretary of Commonwealth - Certificate of Good Standing	GGG Corp GS.pdf	pdf	5b6d806d3f9f81395f134e3e	08/10/2018
Bylaws	GGG Bylaws.pdf	pdf	5b6d8077b60ce4391d87df3a	08/10/2018
Articles of Organization	Healthwise Articles of Entity Conversion.pdf	pdf	5b6d80975a6f093923e4f19c	08/10/2018
Articles of Organization	Healthwise Attachment 6A.pdf	pdf	5b6d80a003a477392d0a2370	08/10/2018
Articles of Organization	Articles of Entity Conversion (Articles	pdf	5e52ea0d02a6e7045352ec1f	02/23/2020

No documents uploaded

Massachusetts Business Identification Number: 001339303

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	GGG THREE YEAR BUSINESS PLAN PROJECTION.pdf	pdf	5e52ea354dd5bb04941086b8	02/23/2020
Plan for Liability Insurance	GGG Liability Insurance Plan.pdf	pdf	5e52ea3fd29b0704447d973a	02/23/2020
Proposed Timeline	GGG Retail Timeline.pdf	pdf	5e52ea747b9883042b3740a6	02/23/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Qualifications and training	HW Training.pdf	pdf	5b6d80e7b60ce4391d87df3e	08/10/2018
Record Keeping procedures	GGG Recordkeeping SOP.pdf	pdf	5b6d8106aa953e3937b5936e	08/10/2018
Inventory procedures	GGG Inventory.pdf	pdf	5b6d81363f9f81395f134e44	08/10/2018
Transportation of marijuana	GGG Transportation.pdf	pdf	5b6d8142b60ce4391d87df42	08/10/2018
Storage of marijuana	GGG Storage.pdf	pdf	5b6d814c5a6f093923e4f1a4	08/10/2018
Prevention of diversion	GGG Prevention of Diversion SOP.pdf	pdf	5b6d81568d67cc394b81ad2b	08/10/2018
Plan for obtaining marijuana or marijuana products	GGG Transfer Aquisition and Sale SOP.pdf	pdf	5b6d82c94e62492d8f343bd5	08/10/2018
Personnel policies including background checks	GGG Personnel Policies_including Background Checks.pdf	pdf	5d798e34d4b61e1ddc08de01	09/11/2019
Restricting Access to age 21 and older	GGG Retail Policy for Limiting Access to Age 21 and Older (1).pdf	pdf	5e52eb4e69dc9d0456dbad09	02/23/2020
Quality control and testing	GGG Quality Control and Product Testing.pdf	pdf	5e52eb674dd5bb04941086bc	02/23/2020
Dispensing procedures	GGG Dispensing Procedure.pdf	pdf	5e52eb901c3b1d04a32b4526	02/23/2020
Maintaining of financial records	GGG Maintenance of Financial Records SOP.pdf	pdf	5e52ebb781ae16046becafcc	02/23/2020
Separating recreational from medical operations, if applicable	GGG Plan for Separating Recreational from Medical Operations.pdf	pdf	5e52ebe664339304b0901469	02/23/2020
Plan for obtaining marijuana or marijuana products	GGG Plan to obtain marijuana _Retail_Charlton.pdf	pdf	5e52ecbe7b9883042b3740ab	02/23/2020
Security plan	GGG Security Plan.pdf	pdf	5e52f661813339048c3fea3d	02/23/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 9:00 PM
Tuesday From: 10:00 AM	Tuesday To: 9:00 PM
Wednesday From: 10:00 AM	Wednesday To: 9:00 PM
Thursday From: 10:00 AM	Thursday To: 9:00 PM
Friday From: 10:00 AM	Friday To: 9:00 PM
Saturday From: 10:00 AM	Saturday To: 9:00 PM
Sunday From: 12:00 PM	Sunday To: 6:00 PM

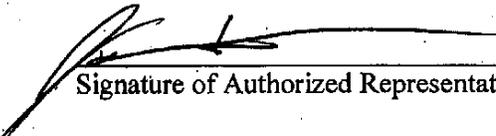


Host Community Agreement Certification Form

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

Applicant

I, James McLahon, Esq, (*insert name*) certify as an authorized representative of Green Gold Group, Inc (*insert name of applicant*) that the applicant has executed a host community agreement with Charlton (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 4/27/17 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Robin Craver, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Charlton (*insert name of host community*) to certify that the applicant and Charlton (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 4/27/17 and (*insert date*)
amended 8/14/18


Signature of Contracting Authority or Authorized Representative of Host Community



Community Outreach Meeting Attestation Form

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

I James McMahon, (insert name) attest as an authorized representative of Green Gold Group* (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 4/5/18 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 3/29/18 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on 3/29/18 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 3/27/18 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

* Formerly Healthcare Foundation

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor, Boston, MA 02110
(617) 725-8400 (office) | mass-cannabis-control.com

Initials of Attester: JM



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

6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.



James McMahon <attorneyjamesmcmahon@gmail.com>

FW: [Image File] Karen,Clerk, #289

LaCroix, Karen <karen.lacroix@townofcharlton.net>

Mon, Jun 3, 2019 at 1:33 PM

To: "attorneyjamesmcmahon@gmail.com" <attorneyjamesmcmahon@gmail.com>

Hi James, sorry it took so long.... also here is a link to the T&G posting. (we are blocked from opening, hopefully you can, if necessary) <https://classifieds.telegram.com/ma/legal-notices/commonwealth-of-massachusetts-/AC1E053207f6a2EA1C0hzn8148F9>

Karen

-----Original Message-----

From: clerkbizhub@townofcharlton.net [mailto:clerkbizhub@townofcharlton.net]

Sent: Monday, June 03, 2019 1:19 PM

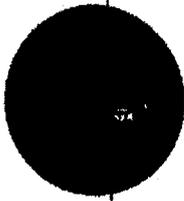
To: LaCroix, Karen

Subject: [Image File] Karen,Clerk, #289

FROM:

Image data has been attached to
the E-Mail.

 Clerk20190603131914.pdf
115K



Marijuana Advisory Committee

Meeting

Agenda

Day	Thursday	The type of Adult-Use Marijuana Establishment to be located at the Property Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors A plan by the Adult-Use Marijuana Establishment to positively impact the community Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat or other conditions likely to cause nuisance
Date	April 5, 2018	
Time	5:30 PM	
Location	Town Hall	
Room	Board of Health Office	
Contact	James Philbrook	
Phone	508-248-2210	
Date of Posting	April 2, 2018	
Time Posted	9:45 AM	

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF HEALTHWISE FOUNDATION, INC.
TO INCLUDE ADULT-USE MARIJUANA RETAIL AT ITS CURRENT MEDICAL
USE OF MARIJUANA RETAIL SITE AT
46 WORCESTER ROAD, CHARLTON, MASSACHUSETTS**

Healthwise Foundation, Inc. ("Healthwise Foundation") will be hosting a Community Outreach Meeting ("the Meeting") on April 5th, 2018 at the Board of Health Offices, Charlton Town Hall, located at 37 Main Street, Charlton, MA at 5:30 PM. Members of the public are encouraged to attend the Meeting, at which Healthwise Foundation, which currently operates a Medical Use of Marijuana Retail Site at 46 Worcester Road, Charlton, MA (the "Property"), will outline its proposal to apply for an Adult-Use Marijuana Retail license at the Property pursuant to M.G.L. Chapter 94G and Chapter 55 of the Acts of 2017, and other applicable laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Adult-Use Marijuana Establishment to be located at the Property.
2. Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely.
3. Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors.
4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Charlton community will be encouraged to ask questions and to engage in discussions with representatives of The Healthwise Foundation.

A copy of this notice is on file with the office of the Town Clerk and with the office of the Town Selectmen, Charlton Town Hall, 37 Main Street, Charlton, Massachusetts. A copy of this notice was mailed at least seven calendar days prior to the Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Account Ads



Ads placed on this account.

Preview	Category Order Number Publication	Status	Ad Details	Ad start End	Created Price	Place New Ad
	Legal Notices AP0038254 Worcester Telegram and Gazette Self Serve	Complete	NOTICE OF Healthwise	Mar. 29, 2018 Mar. 29, 2018	Mar. 26, 2018 \$ 235.53	Charlton MRN281791
	Legal Notices AP0038235 Worcester Telegram and Gazette Self Serve	Complete	NOTICE OF Healthwise	Mar. 26, 2018 Mar. 26, 2018	Mar. 22, 2018 \$ 245.77	North Brookfield MCN281649 MPN281456



James McMahon <attorneyjamesmcmahon@gmail.com>

Healthwise Foundation Public Informational Meeting

Craver, Robin <robin.craver@townofcharlton.net>

Thu, Mar 22, 2018 at 3:19 PM

To: James McMahon <attorneyjamesmcmahon@gmail.com>, "Noble, Deborah" <Deborah.Noble@townofcharlton.net>, "Philbrook, James" <James.Philbrook@townofcharlton.net>

Thank you. I will let the Board know that you are moving forward with a public hearing on April 5th with the intention to add recreational marijuana.

Sincerely,

Robin Leal Craver, Town Administrator

Town of Charlton

37 Main Street

Charlton, MA 01507

508-248-2206 office

508-243-3905 cell

Effective July 1, 2014, new town hall hours:

Monday, Wednesday, Thursday – 7:30am – 5:00pm

Tuesday – 7:30am – 7:00pm

Friday - closed

Please be advised that the Massachusetts Secretary of State and the Massachusetts Attorney General consider e-mail to be a public record, and therefore subject to the Massachusetts Public Records Law, M.G.L. c. 66 § 10.

From: James McMahon [mailto:attorneyjamesmcmahon@gmail.com]

Sent: Thursday, March 22, 2018 1:09 PM

To: Craver, Robin; Noble, Deborah; Philbrook, James

Subject: Healthwise Foundation Public Informational Meeting

Hello Robin,

Deb Noble asked me to reach out to you regarding the addition of Adult Use cannabis to our facility in Charlton - I'd be more than happy to give you a project update and discuss our plans for the future at your convenience.

As part of the Cannabis Control Commission's regulations regarding the addition of Adult Use Cannabis Retail to our current status as a Medical Use of Marijuana Program Operator, we are required to host a Community Cannabis Meeting to discuss aspects of the project with citizens of Charlton, and respond to any questions they may have regarding this process.

It should be a relatively brief and straightforward meeting, as all of the agenda items have been previously discussed at some point, and there will be no change in our standard plans or policies previously presented to the Town Administrator, Selectmen, Planning, Police, etc. as regards this integration of Adult Use cannabis.

Jim Philbrook has graciously offered to allow me to hold the Public Meeting as part of our usual Marijuana Advisory Board meeting agenda at 5:30 PM, Thursday, April 5th. As required by statute, I will then send notification of the meeting to all abutters within 300 ft of the site (about 12 entities) & published a notice in the Legal Notice section of the Telegram & Gazette (to be published on Thursday, 3/29). I've attached a copy of the notice below for your review.

I'd very much like to discuss the proposed meeting and the logistics thereof with you - please let me know your availability!

Best,

James McMahon

--

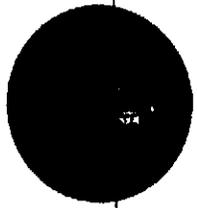
James A. McMahon

Office: 413-418-2582

Cell: 203-520-8555

Confidentiality Notice: This email message and any attachments are confidential and may be privileged. If you are not the intended recipient, please notify Attorney James McMahon by reply to this email or by telephone at the numbers listed above and destroy all copies of this message and any attachments without reading their contents. Any dissemination, distribution or copying of this communication by anyone other than the intended recipient is prohibited.

IRS Disclosure: Any tax advice included in this email and any attachments was neither intended or written to be used, and can not be used, for the purpose of avoiding penalties under the Internal Revenue Code, nor for the promoting, marketing or recommending to another person any transaction, arrangement or matter addressed in this message and any attachments.



Marijuana Advisory Committee

Meeting

Agenda

Day	Thursday	<p>The type of Adult-Use Marijuana Establishment to be located at the Property</p> <p>Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely</p> <p>Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors</p> <p>A plan by the Adult-Use Marijuana Establishment to positively impact the community</p> <p>Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat or other conditions likely to cause nuisance</p>
Date	April 5, 2018	
Time	5:30 PM	
Location	Town Hall	
Room	Board of Health Office	
Contact	James Philbrook	
Phone	508-248-2210	
Date of Posting	April 2, 2018	
Time Posted	9:45 AM	

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF HEALTHWISE FOUNDATION, INC.
TO INCLUDE ADULT-USE MARIJUANA RETAIL AT ITS CURRENT MEDICAL
USE OF MARIJUANA RETAIL SITE AT
46 WORCESTER ROAD, CHARLTON, MASSACHUSETTS**

Healthwise Foundation, Inc. ("Healthwise Foundation") will be hosting a Community Outreach Meeting ("the Meeting") on April 5th, 2018 at the Board of Health Offices, Charlton Town Hall, located at 37 Main Street, Charlton, MA at 5:30 PM. Members of the public are encouraged to attend the Meeting, at which Healthwise Foundation, which currently operates a Medical Use of Marijuana Retail Site at 46 Worcester Road, Charlton, MA (the "Property"), will outline its proposal to apply for an Adult-Use Marijuana Retail license at the Property pursuant to M.G.L. Chapter 94G and Chapter 55 of the Acts of 2017, and other applicable laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Adult-Use Marijuana Establishment to be located at the Property.
2. Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely.
3. Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors.
4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Charlton community will be encouraged to ask questions and to engage in discussions with representatives of The Healthwise Foundation.

A copy of this notice is on file with the office of the Town Clerk and with the office of the Town Selectmen, Charlton Town Hall, 37 Main Street, Charlton, Massachusetts. A copy of this notice was mailed at least seven calendar days prior to the Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING PROPOSAL OF HEALTHWISE FOUNDATION, INC.
TO INCLUDE ADULT-USE MARIJUANA RETAIL AT ITS CURRENT MEDICAL USE OF
MARIJUANA RETAIL SITE AT
46 WORCESTER ROAD, CHARLTON, MASSACHUSETTS**

Healthwise Foundation, Inc. (“Healthwise Foundation”) will be hosting a Community Outreach Meeting (“the Meeting”) on April 5th, 2018 at the Board of Health Offices, Charlton Town Hall, located at 37 Main Street, Charlton, MA at 5:30 PM. Members of the public are encouraged to attend the Meeting, at which Healthwise Foundation, which currently operates a Medical Use of Marijuana Retail Site at 46 Worcester Road, Charlton, MA (the "Property"), will outline its proposal to apply for an Adult-Use Marijuana Retail license at the Property pursuant to M.G.L. Chapter 94G and Chapter 55 of the Acts of 2017, and other applicable laws and regulations promulgated thereunder, including those promulgated by the Massachusetts Cannabis Control Commission.

Information presented at the Community Outreach Meeting will include, but not be limited to, the following:

1. The type of Adult-Use Marijuana Establishment to be located at the Property.
2. Information adequate to demonstrate that the Adult-Use Marijuana Establishment location will be maintained securely.
3. Steps to be taken by the Adult-Use Marijuana Establishment to prevent diversion to minors.
4. A plan by the Adult-Use Marijuana Establishment to positively impact the community.
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, or other conditions likely to cause nuisance.

Members of the Charlton community will be encouraged to ask questions and to engage in discussions with representatives of The Healthwise Foundation.

A copy of this notice is on file with the office of the Town Clerk and with the office of the Town Selectmen, Charlton Town Hall, 37 Main Street, Charlton, Massachusetts. A copy of this notice was mailed at least seven calendar days prior to the Community Outreach Meeting to abutters of the Property, and abutters within three hundred feet of the Property, and the owners of land directly opposite the Property on any public or private street or way, all as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Charlton Zoning Plan

The Green Gold General Counsel will be responsible for keeping up with all zoning matters and compliance thereof. Green Gold Group began meeting with the Town of Charlton Police Department and Board of Selectmen in 2017 and has kept up an extremely close relationship with the Town.

Green Gold Group obtained all necessary municipal special permits and Host Community Agreements required to obtain a Provisional Certificate of Licensure for the Medical Use of Marijuana Program for the 46 Worcester Road site prior to July 1st of 2017, and therefore under Chapter 94G has an automatic right of conversion to the Adult Use of Marijuana program in the location. Town Counsel has confirmed this to the Town and the Applicant.

At the time of Green Gold Group's acquisition of the property and application for approval of cannabis retail use in 2017, there was no existing zoning in the town for cannabis uses. The dispensary thus was considered a by-right use in the Central Business district as it was determined by the town Zoning Enforcement Officer to be "Retail under 5,000 SF."

The Town issued a conditional Special Permit for the use, which will be in duration for Green Gold's occupancy of the site. This permit is being renewed on an annual basis until Adult Use FCR is granted. Please see the attached special permit.

A certificate of occupancy has been issued for the building. The building is licensed and in use as a MMTC Dispensary, and has been in operation since November of 2019.

The location is in compliance with all relevant zoning requirements and a conditional Special Permit has been issued. Since the facility has not moved or had a change of use the facility is considered to be a pre-existing non-conforming use for any updated zoning codes in Charlton. This too has been confirmed by Town Counsel.

If PCR is issued from the CCC, then Green Gold Group will have standing to submit a formal update to the special permit for adult use retail, and then all other relevant permits (that is, the fire marshall's occupancy permit) will be updated to explicitly include adult use retail. To this date, all updates to the planning board have been informal, and there is no Town opposition to the conversion.

There are no relevant building permits still required. The buildout is complete and open for business as an MMTC. There will be no structural changes upon conversion.

The Health Department has issued a "Marijuana Sales Permit" which is a shall-issue permit upon presentation of a CCC license in good standing and a fee of \$100.00, and is renewed on an annual basis.



Town of Charlton

PLANNING BOARD

37 Main Street, Charlton, MA 01507

Telephone (508) 248-2237

Fax (508) 248-2372

william.scanlan@townofcharlton.net

January 31, 2018

Mr. James McMahon
The Healthwise Foundation, Inc.
60 Prospect St.
North Brookfield, MA 01535

*Re: Registered Marijuana Dispensary
46 Worcester Road
Assessors' Map 34A, Block A, Parcels 7, 9, and 10
Zoning District: Community Business (CB)*

Dear Mr. McMahon:

At a duly posted public hearing opened on November 1, 2017 and continued to December 6, 2017 and January 24, 2018, the Charlton Planning Board reviewed the site plan application of the Healthwise Foundation, Inc. for approval to renovate a 3,300-square foot building and accompanying parking lot/site infrastructure for use as a registered marijuana dispensary to be operated by the Healthwise Foundation, Inc. on property located on the south (eastbound) side of Route 20 (Assessors Map 34A, Block A, Parcels 7, 9, and 10). The property is owned by ADMASS 2, LLC, 43 West 47th Street, Suite 203, New York, NY 10036. Said property is zoned Community Business (CB).

The project is fully described in the application materials and on the site plan entitled "Healthwise Foundation Dispensary, 46 Worcester Road, Charlton, Massachusetts" prepared by H. S. & T. Group, Inc. dated October 5, 2017 and revised through January 3, 2018. The application also included a traffic study completed by Fort Hill Infrastructure and a traffic peer review performed by WSP.

Upon closing the public hearing on January 24, 2018, the Planning Board voted 4-0 to approve the site plan application, subject to the following conditions:

1. In accordance with Section 200-7.1-D-8 of the Charlton Zoning By-Law, this approval shall be valid for a period of two years, only. All work proposed in the application plan must be completed within two (2) years from the date of approval. An extension of time for completion may be requested in writing *prior*

to the completion date, and may be granted at the discretion of the Planning Board.

2. Prior to the issuance of a project building permit, the applicant shall be required to receive a written Project Notice-To-Proceed to be issued by the Planning Board or its staff representative. The Notice-To-Proceed shall be issued only upon completion of an on-site pre-construction meeting to include representatives of the Healthwise Foundation, Inc., the applicant's civil engineering representative, the construction contractor(s) and the Planning Board's project peer review engineer, Graves Engineering, Inc.
3. It is the policy of the Planning Board and the Building Commissioner that no Certificate of Occupancy or Operation, either temporary or permanent, for site plan and special permit-approved projects shall be issued prior to the Planning Board or its designated agent signing of said Certificate of Occupancy and/or Operation. The Planning Board will not provide said signature prior to the Planning Board or its agent(s) confirming that all requirements and conditions of this site plan approval have been properly adhered to and completed.
4. The Planning Board has reviewed the final Graves Engineering, Inc. project peer review report dated January 9, 2018 and hereby attaches it to this site plan approval as an addendum. The following sections refer to outstanding items in the peer review report.

Item 4: The Board approves two wall signs as conceptually shown on the building schematic, and no freestanding sign is approved since none was proposed. The signs shall conform to the Zoning Bylaw and shall not be illuminated without the permission of the Planning Board.

Item 12: The Board accepts the landscaping as shown on the January 3, 2018 set of plans. The applicant agreed to plant additional landscaping in order to visually unify the subject lot and the applicant's adjacent lot.

Item 22: The Board requires that the former easterly parking space in front of the building be hatched to discourage parking due to insufficient depth to safely back-out of the space without driving over the abutting lawn area.
5. Prior to the issuance of a building permit, the applicant shall provide the Planning Board with four (4) paper copies of a revised plan in compliance with the Graves Engineering, Inc. peer review report.
6. The applicant shall comply with the requirements of the site plan construction inspection schedule that will be provided by Graves Engineering, Inc. to the applicant and its representatives at the on-site pre-construction meeting.

7. The Planning Board notes that the project requires a driveway permit from the Mass. Dept. of Transportation (DOT)-District 3 office due to its access from Route 20. The applicant has acknowledged forwarding a copy of the plan to the District 3 office. Minor changes to the Route 20 access, such as a reduction in curb cut width, will not require further Planning Board review. Modifications to the approved site plan required by the Mass. DOT driveway permit, that Graves Engineering, Inc. deems significant, shall be reviewed by the Planning Board at a duly-posted Board meeting and accepted as a field modification to the approved site plan design.
8. Prior to the issuance of a temporary or permanent Certificate of Occupancy or Operation for the project, site landscaping must be completed by the applicant and inspected by the Planning Board's peer review consultant. The applicant is also required to provide the Planning Board with a landscaping performance guarantee for a period of twelve (12) months from the date of issuance by the Charlton Building Commissioner of a Certificate of Occupancy or Operation, either temporary or permanent, for the project, in an amount to be determined and recommended by Graves Engineering, Inc. Said performance guarantee type of instrument and final amount shall be reviewed and accepted by the Planning Board at a duly-posted Board meeting prior to the issuance of a Certificate of Occupancy or Operation.
9. In the event that seasonal weather conditions are not conducive to installing site landscaping at the time of issuance of a Certificate of Occupancy or Operation, either temporary or permanent, the applicant may provide the Planning Board with a performance guarantee for said landscaping completion once weather conditions are appropriate. Said guarantee shall be reviewed and accepted by the Planning Board in the manner detailed in approval condition #8 above.
10. This site plan approval applies to the application of the Healthwise Foundation, Inc. for a Registered Marijuana Dispensary. If the applicant or successor seeks to convert its RMD license to a license from the Cannabis Control Commission for retail sales of recreational marijuana and accessories, it shall file a request for a modification of this site plan approval with the Planning Board to assure the purposes of site plan review and approval in §200-7.1 D (1) will continue to be met.

Additionally, the granting of this approval by the Planning Board shall not be construed as approval from any other board, official, or regulation that is needed regarding permitting for this project.

Sincerely,

Peter D. Starkus (w/c)

Peter D. Starkus, Chairman
Charlton Planning Board

cc: Town Clerk
Assessors' Office
Board of Health
Building Commissioner/ZEO
Conservation Commission
Finance Committee
Fire Chief
Highway Superintendent
Police Chief
Select Board
Sewer/Water Commission
Zoning Board of Appeals
Michael Andrade, P.E., Graves Engineering, Inc.
ADMASS 2, LLC
H. S. & T. Group Inc.
Mass. Dept. of Transportation - District 3 Office



100 GROVE STREET, WORCESTER, MA 01608

January 9, 2018

William Scanlan, Interim Town Planner
Charlton Planning Board
37 Main Street
Charlton, MA 01507

T: 508-846-1221
F: 508-846-1287
E: graves@graveseng.com

**Subject: Healthwise Foundation
Registered Medical Marijuana Dispensary (RMD)
46 Worcester Road
Site Plan Review #4**

Dear Mr. Scanlan and Members of the Board:

We received the following package on January 3, 2017:

- Drawings entitled "Definitive Site Plan, Healthwise Foundation Dispensary", dated October 5, 2017, and revised January 3, 2018, prepared by H.S.&T. Group, Inc. for AdMass 2, LLC. (6 sheets)
- Point-by-point response letter dated January 3, 2018, addressed to Charlton Planning Board from Patrick Burke, P.E., H.S.&T. Group, Inc., with attachments.

This letter is a follow-up to our previous review letters dated October 17, November 17, and December 15, 2017. For clarity, comments from our previous letter are *italicized*, and our comments are depicted in **bold**. Previous comment numbering has been maintained. Comments marked as "acknowledged" indicate they have been satisfactorily addressed.

Peer review of the project's traffic report shall be conducted by GEI's traffic review subconsultant at a later date and under separate cover. As of this writing, their last review letter is dated November 28, 2017.

Our comments follow:

Zoning Bylaw Review

1. *The locus plan (and site plan if applicable within the viewport of the plan) must show the zoning district boundaries within 1,000 feet of the project site boundaries; the project is zoned CB but is near other zones.*

November 17, 2017, comment: The Engineer responds that the locus plan will be revised for the "final plans" but has not yet been revised on the current plan set.

December 15, 2017, comment: The Engineer responds again that the locus plan will be revised for the "final plans" but it has not yet been revised on the current plan set.

Acknowledged. The locus now shows the zoning district boundaries.

2. *The plans must also include the existing and proposed unoccupied space percentage per §200.4.2.D(6).*

November 17, 2017, comment: The Engineer has added the existing and proposed unoccupied space within the building, however the cited Bylaw section references the requirements for unoccupied space on the property (must be no less than 25%); this calculation is not provided on the plans.

December 15, 2017, comment: The Engineer responds and the plans state that the existing lot is 24.7% (22,230 sf) unoccupied and the proposed lot will be 24.6% (22,150 sf) unoccupied. It appears from the plans that both of these values represent the occupied areas, and the unoccupied land is $\pm 75\%$ in existing and proposed conditions. The added notes on Sheet 3 should be revised accordingly.

Acknowledged. The plans have been revised to state that the existing and proposed unoccupied area are both 75% of the lot.

3. *Previously acknowledged.*
4. *The plans do not show a proposed (freestanding) business sign. If proposed, the location shall be shown.*

November 17, 2017, comment: The Engineer responds that no freestanding sign is proposed. The Board shall note that the proposed building rendering shows two identical building signs above two of the three proposed front entries. GEI questions if the repeating signs are appropriate and if they are lit (either externally or internally).

December 15, 2017, comment: The Engineer responds again that no freestanding sign is proposed or included in the application. The Engineer also did not comment on the identical, repeating building signs and or state if they are lit.

The engineer has stated that the signs will not be illuminated, but did not comment on the identical repeating signs. GEI respectfully defers to the Planning Board regarding the proposed signage understand that additional permits are likely needed at a later date.

- 5.-11. *Previously acknowledged.*
12. *The Board shall note that existing landscaping appears non-existent. The plans proposes some landscaping improvements in the form of shrubs; new trees are not proposed. GEI respectfully defers to the Planning Board with regard to the acceptability of the proposed landscaping.*

November 17, 2017, comment: The Engineer responds that landscaping along the building will be removed and trees will be added however the plans reflect no changes (or trees) in the proposed landscaping.

December 15, 2017, comment: The proposed landscaping has been revised to add plantings along the property corner at Route 20 and Masonic Home Road and along the southerly side of the Masonic Home Road driveway. There still appears to be no proposed trees. GEI respectfully defers to the Planning Board with regard to the acceptability of the proposed landscaping.

The engineer responds that shrubs are currently proposed, but trees are not included to avoid interference with sight distance. GEI respectfully defers to the Planning Board with regard to the acceptability of the proposed landscaping.

Drainage, Hydrology & Stormwater Management

13.-15. *Previously acknowledged.*

General Engineering Comments

16. *It appears that the sidewalk along the front of the building is an area of the existing pavement reserved for a walk. As this sidewalk will be flush with the grade of the adjacent parking, wheel stops should be provided to maintain the sidewalk width from vehicle encroachment. Also, pavement markings should be provided to delineate the head of the parking spaces and walk.*

November 17, 2017, comment: Wheel stops have been added but the pavement markings do not delineate the head of the parking spaces. As the parking lot and sidewalk appear to both be asphalt at the same elevation there shall be a clear delineation of the walk from the parking spaces (suggested to be a painted line).

December 15, 2017, comment: The details of the parking spaces have been revised to show markings at the head of the space, but the wheel stop has been removed from the handicap space on all plan sheets; the wheel stop is still required.

Acknowledged. A wheel stop has been included for the handicap space.

17. *In general, the plans are difficult to discern existing and proposed features from one another as they are drawn in similar lineweights. For example, on sheet 4 the existing sewer line is shown in the same lineweight as the proposed roof drain line. For clarity, the Engineer should review and make the proposed work clearer by perhaps screening existing features and showing proposed features in bolder lineweights.*

November 17, 2017, comment: The Engineer responds that drawing lineweight and labelling have been changed to clarify proposed work however these changes are not evident. Proposed work is still not clearly defined from existing features.

December 15, 2017, comment: The Engineer responds again that lineweights and labelling have been modified to further clarify, but none of these changes are evident. Existing features are still shown in the same lineweight as proposed features.

Acknowledged. Existing features have been screened back and the plan legibility is much improved.

18. *Previously acknowledged.*

19. *With regard to the two existing curb cuts to remain, there are potential issues with both that are not yet resolved. The Route 20 curb cut is presently excessively wide, about 50 feet, and MassDOT could require this to be narrowed to a more typical width which would likely only minimally affect the current layout and plan. The Masonic Home Road curb cut is currently impeded by a utility pole support pole. At the preapplication meeting the Applicant indicated that they have begun discussions with the utility companies about relocating the support pole. In its present condition, it is at best a one-way curb cut.*

November 17, 2017, comment: At the November 1, 2017 Planning Board meeting, the Applicant stated that they have contacted the utility companies to initiate relocation of the support pole that is impeding the Masonic Home Road curb cut. The plans must include a note regarding this pole relocation. The Applicant has not yet acknowledged MassDOT review of the project as it could relate to possible changes to the existing Route 20 curb cut.

December 15, 2017, comment: A note has been added to Sheets 3 and 4 stating that the utility pole within the Masonic Home Road driveway will be relocated. The Engineer responds that plans have been forwarded to MassDOT but a review is not yet complete. Should MassDOT require curb cut changes, these plans shall be forwarded to the Planning Board as a matter of record.

Acknowledged. The Engineer responds that MassDOT has indicated that the Route 20 curb cut width may need to be reduced, and that a decision from MassDOT will be issued during the Access Permit Application. This width reduction should impact the current plan only minimally.

20.-21. *Previously acknowledged.*

22. *Proposed building entrance(s) shall be shown on the plans such that access can be evaluated. Furthermore, handicap accessibility from the proposed parking space to the building entrance is only generally noted. Additional spot grades (including building finish floor elevations at doorways) are needed to demonstrate that the re-grading of the portion of existing asphalt is adequate to provide handicap access to the entrance(s) per 521 the requirements of CMR 521 Architectural Access Board Regulations. The Engineer may find it more appropriate to provide a grading enlargement of this area for clarification.*

November 17, 2017, comment: Three front building entrances are shown and spot grades have been provided for the handicap parking space, access aisle and sidewalk however without finish floor elevations at the entrances, compliance with CMR 521 cannot be verified.

December 15, 2017, comment: The finish floor elevation has been included on the plans, but only one spot grade is shown at the end of the handicap parking space. While it appears that handicap accessibility is provided, without additional spot grades GEI cannot verify this. Also, it should be noted that the proposed handicap parking and aisle has been relocated from adjacent to the employee parking to closer the westerly proposed building entrance. By now showing the former handicap parking location as now customer parking, this further exacerbates the access issues GEI noted in comment #7 above. The available aisle width to back out of the easternmost customer parking space is only 16 feet and thus insufficient for turning movements without vehicle driving over the abutting lawn area.

Acknowledged. Sufficient spot grades have been added to show a slope of 2% or less from the handicap parking space to the building. Additionally, the easternmost parking space has been eliminated and an additional space has been added on the western side of the parking row. GEI suggests that the former easterly parking space be hatched as no parking due to the aforementioned access concerns.

23. *Previously acknowledged.*

Additional Comments

24. *Previously acknowledged.*

25. November 17, 2017, comment: Invert elevations are needed at the proposed drywell and overflow connection to the existing site catch basin. The invert elevation at the catch basin from the drywell overflow must be above the outlet pipe elevation of the catch basin to prevent backup to the drywell.

December 15, 2017, comment: A single invert elevation is shown for the drywell although the structure has both an inlet and outlet. Also, an invert elevation for the connection to the existing catch basin is still not provided.

Acknowledged. The plans now include inverts for the drywell and catch basin.

26. December 15, 2017, comment: An errant handicap parking symbol is shown on Route 20 on Sheet 3. This symbol should be removed.

Acknowledged. The symbol has been removed.

27. December 15, 2017, comment: Note 6 Sheet 3 reference the Town of North Brookfield for utility construction. The reference shall read Town of Charlton.

Acknowledged. The comment now references the Town of Charlton.

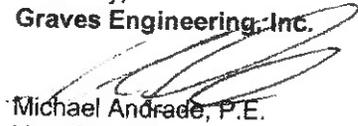
28. December 15, 2017, comment: The leaders for the wheel stops and snow storage on Sheet 3 do not point at the intended locations.

Acknowledged. The leaders have been corrected.

We trust you will find these comments useful and informative. Please contact this office with any questions.

Sincerely,

Graves Engineering, Inc.



Michael Andrade, P.E.
Vice President

cc: James McMahon, Healthwise Foundation (via email)



Plan to Positively Impact Areas of Disproportionate Impact

Green Gold Group, Inc. is committed to do our part in positively impacting areas of disproportionate impact. Our plan focuses on employment preferences, donations, and the use of suppliers, contractors and other partners.

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

Our Cultivation and Processing facility is located in North Brookfield which abuts the Town of Spencer and our Retail facility abuts the Towns of Spencer and Southbridge. These communities are designated as "Areas of Disproportionate Impact". It is our plan to engage as employees, suppliers, contractors and other partners from Spencer and other Areas of Disproportionate Impact along with individuals and companies identified below in our Program Populations.

Plan for Positive Impact Populations ("Program Populations"):

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, specifically Spencer.
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.

EMPLOYMENT PROGRAM-

Goals- Our goal for the Employment Program is to provide access to the legal marijuana industry to those populations that have been negatively affected by marijuana prohibition through employment with our company. We hope to have at least 40% of our employees meet the criteria of the Program Populations that are outlined above.

Program- Our employment program will target our Program Populations with employment offers and will give hiring preference to these individuals.

1. Green Gold Group will give hiring preference to individuals who meet the Program Populations that are outlined above.
2. Green Gold Group will engage with The Workforce Central Career Center in Worcester and in Southbridge which are Massachusetts One Stop Career Centers that serve Spencer, Worcester and Southbridge. Green Gold Group will post all job posing through these organizations and will engage in job fairs and other services that are offered.
 - a. Within 60 days of our receipt of Provisional License we will hold our first job fair.
 - b. As our facilities expand we will hold subsequent job fairs as needed.
3. All job postings will also be posted in the through the Worcester Telegram, Spencer News Leader and the Southbridge Evening News. These newspapers serve Worcester, Spencer and Southbridge which are designated as Areas of Disproportionate Impact.
 - a. All job postings will promote our priority hiring policy for individuals who meet the Program Populations outlined above.

Measurements- We will measure the success of the Employment Program on an ongoing basis as we begin to hire to ensure that we are doing all we can to meet our goal. 60 days prior to our license renewal (from provisional license) and annually thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of employees who meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of job applicants that meet the Program Population criteria;
3. The number of applicants that meet the Program Population criteria and if not hired, a description of the reason why; and
4. The number of job offers to applicants that meet the Program Population criteria and the reason (if known) what the applicant did not take the position

SUPPLIER, CONTRACTOR and PARTNER PROGRAM-

Goals- Our goals is to enhance access to the marijuana industry for the suppliers, contractors and Marijuana Establishments that have been negatively affected by marijuana prohibition. Our goal is to have at least 30% of our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

Program- This program is aimed at providing a positive impact to individuals or companies whose owners or employees meet the Program Populations outlined above, by engaging with these companies as suppliers, contractors and industry partners.

1. Green Gold Group will give preference to suppliers and contractors whose owners or employees meet the Program Populations outlined above.
2. We will actively recruit these individuals or companies and promote this Program when sourcing these services.
3. We will give priority to Commission-designated Economic Empowerment Priority applicants when sourcing wholesale products.

Measurement- We will measure the success of the Supplier, Contractor and Partner Program on an ongoing basis as we begin to contract individuals and companies for these services to ensure that we are doing all we can to meet our goal. 60 days prior to our license renewal (from provisional license) and annually thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of suppliers and contractors that we have engaged with that meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of bids received from these individuals and companies that meet the Program Population criteria;
3. The number of individuals and companies that meet the Program Population criteria and if not contracted with, a description of the reason why;
4. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have contracted with as our wholesale partners; and
5. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have engaged with that did not result in a wholesale agreement and the reasons why.



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



HEALTHWISE FOUNDATION INC
60 PROSPECT ST
NORTH BROOKFIELD MA 01535-1445



Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, HEALTHWISE FOUNDATION 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?

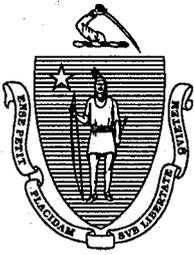
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

August 2, 2018

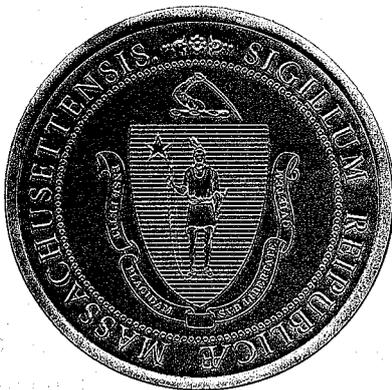
TO WHOM IT MAY CONCERN:

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

GREEN GOLD GROUP, INC.

is a domestic corporation organized on **July 31, 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

BYLAWS

OF

Green Gold Group, Inc.

BYLAWS

Table of Contents

		<u>Page</u>
ARTICLE I	SHAREHOLDERS	1
1.1.	Annual Meeting	1
1.2.	Special Meetings.....	1
1.3.	Place of Meetings.....	1
1.4.	Requirement of Notice.....	1
1.5.	Waiver of Notice.....	1
1.6.	Quorum.....	2
1.7.	Voting and Proxies.....	2
1.8.	Action at Meeting	3
1.9.	Conduct of Meetings.....	3
1.10.	Action Without Meeting by Written Consent.....	3
1.11.	Record Date	4
1.12.	Meetings by Remote Communication	4
1.13.	Form of Shareholder Action.....	5
1.14.	Shareholder List for Meeting.....	5
ARTICLE II	DIRECTORS	6
2.1.	Powers.....	6
2.2.	Number and Election	6
2.3.	Vacancies	6
2.4.	Change in Size of the Board of Directors	6
2.5.	Tenure	6
2.6.	Resignation	6
2.7.	Removal	6
2.8.	Regular Meetings.....	7
2.9.	Special Meetings.....	7
2.10.	Notice.....	7
2.11.	Waiver of Notice.....	7
2.12.	Quorum	7
2.13.	Action at Meeting	7
2.14.	Action Without Meeting	8
2.15.	Telephone Conference Meetings	8
2.16.	Committees	8
2.17.	Compensation	8
2.18.	Standard of Conduct for Directors.....	8
2.19.	Conflict of Interest.....	9
2.20.	Loans to Directors.....	10
ARTICLE III	MANNER OF NOTICE	10
ARTICLE IV	OFFICERS.....	11

	<u>Page</u>	
4.1.	Enumeration.....	11
4.2.	Appointment.....	11
4.3.	Qualification.....	11
4.4.	Tenure.....	11
4.5.	Resignation.....	11
4.6.	Removal.....	12
4.7.	Vacancies.....	12
4.8.	Chairman of the Board and Vice Chairman of the Board.....	12
4.9.	President; Chief Executive Officer.....	12
4.10.	Vice Presidents.....	12
4.11.	Treasurer and Assistant Treasurers.....	13
4.12.	Secretary and Assistant Secretaries.....	13
4.13.	Salaries.....	13
4.14.	Standard of Conduct for Officers.....	13
ARTICLE V	PROVISIONS RELATING TO SHARES.....	14
5.1.	Issuance and Consideration.....	14
5.2.	Share Certificates.....	14
5.3.	Uncertificated Shares.....	14
5.4.	Transfers; Record and Beneficial Owners.....	15
5.5.	Replacement of Certificates.....	15
ARTICLE VI	CORPORATE RECORDS.....	15
6.1.	Records to be Kept.....	15
6.2.	Inspection of Records by Shareholders.....	16
6.3.	Scope of Inspection Right.....	17
6.4.	Inspection of Records by Directors.....	17
ARTICLE VII	INDEMNIFICATION.....	18
7.1.	Definitions.....	18
7.2.	Indemnification of Directors and Officers.....	18
7.3.	Advance for Expenses.....	20
7.4.	Procedures for Indemnification; Determination of Indemnification.....	20
7.5.	Notification and Defense of Claim; Settlements.....	21
7.6.	Partial Indemnification.....	22
7.7.	Insurance.....	22
7.8.	Merger or Consolidation.....	22
7.9.	Application of this Article.....	22
ARTICLE VIII	MISCELLANEOUS.....	23
8.1.	Fiscal Year.....	23
8.2.	Seal.....	23
8.3.	Voting of Securities.....	23
8.4.	Evidence of Authority.....	23
8.5.	Articles of Organization.....	23
8.6.	Severability.....	23
8.7.	Pronouns.....	23

	<u>Page</u>
ARTICLE IX	
AMENDMENTS	23
9.1. General	23
9.2. Notice	24
9.3. Quorum and Required Vote	24

ARTICLE I

SHAREHOLDERS

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

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

1.3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is fixed by the Board of Directors, the Chief Executive Officer or the President and specified in the notice of the meeting, or the meeting is held solely by means of remote communication in accordance with Section 1.12 of these Bylaws.

1.4. Requirement of Notice. A written notice of the date, time and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section 1.4 to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III of these Bylaws.

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

matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

1.6. Quorum.

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

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

1.7. Voting and Proxies.

(a) Except as provided in this Section 1.7(a) or unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote, and each fractional share, if any, is entitled to a proportional vote. Absent special circumstances, the shares of the Corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the Corporation owns, directly or indirectly, a majority of the voting interests; provided, however, that nothing in these Bylaws shall limit the power of the Corporation to vote any shares held by it, directly or indirectly, in a fiduciary capacity. Unless the Articles of Organization provide otherwise, redeemable shares are not entitled to vote after notice of redemption is given to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company or other financial institution under an irrevocable obligation to pay the holders the redemption price upon surrender of the shares.

(b) A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a

proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA, or any successor Section thereto, and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

1.8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws or, to the extent authorized by law, a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

1.9. Conduct of Meetings. The Board of Directors may adopt by resolution such rules, regulations and procedures for the conduct of any meeting of shareholders as it shall deem appropriate, including without limitation such guidelines and procedures as it may deem appropriate regarding the participation by means of remote communication of shareholders and proxyholders not physically present at a meeting. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board of Directors, the chairman of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to shareholders, their duly authorized and constituted proxies or attorneys or such other persons as shall be determined; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

1.10. Action Without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action shall be evidenced by one or

more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section 1.10. A consent signed under this Section 1.10 has the effect of a vote at a meeting.

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

1.11. Record Date. The Board of Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be (a) the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or (b) in the case of action without a meeting by written consent, the date the first shareholder signs the consent or (c) for purposes of determining shareholders entitled to demand a special meeting of shareholders, the date the first shareholder signs the demand or (d) for purposes of determining shareholders entitled to a distribution, other than one involving a purchase, redemption or other acquisition of the Corporation's shares, the date the Board of Directors authorizes the distribution. A record date fixed under this Section 1.11 may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

1.12. Meetings by Remote Communication. Unless otherwise provided in the Articles of Organization, if authorized by the Board of Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communication: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the

proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

1.13. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (1) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (2) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

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

1.14. Shareholder List for Meeting.

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

(b) The list of shareholders shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder or his or her agent or attorney is entitled on written demand to inspect and, subject to the requirements of Section 6.2(c) of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

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

ARTICLE II

DIRECTORS

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

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

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

2.4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors.

2.5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

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

2.7. Removal. The shareholders may remove one or more Directors with or without cause, but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for

cause by the Directors by vote of a majority of the Directors then in office, but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

2.8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

2.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, the President, the Secretary, any two Directors or one Director in the event that there is only one Director.

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

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

2.12. Quorum. Unless otherwise provided by law, the Articles of Organization or these Bylaws, a quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make an adjournment thereof.

2.13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Organization or these Bylaws require the vote of a greater number of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

2.14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 2.14 is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section 2.14 has the effect of a meeting vote and may be described as such in any document.

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

2.16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 2.10 through 2.15 of these Bylaws shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors to the extent permitted by law. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 2.18 of these Bylaws.

2.17. Compensation. The Board of Directors may fix the compensation of Directors.

2.18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section 2.18.

2.19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section 2.19, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors.

(c) For purposes of clause (1) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved or ratified under this Section 2.19 by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 2.19. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) of this Section 2.19 if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a) of this Section 2.19, a conflict of interest transaction is authorized, approved or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection (d). Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b) of this Section 2.19, may not be counted in a vote of shareholders to determine whether to authorize, approve or ratify a conflict of interest transaction under clause (2) of subsection (a) of this Section 2.19. The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section 2.19.

2.20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section 2.20 shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

Except as otherwise provided by law, all notices provided for under these Bylaws shall conform to the following requirements:

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

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

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

(d) Written notice by electronic transmission by the Corporation to any of its shareholders, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such

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

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

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

ARTICLE IV

OFFICERS

4.1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws, including, but not limited to, a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer and one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries.

4.2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. The appointment of an officer shall not itself create contract rights.

4.3. Qualification. The same individual may simultaneously hold more than one office in the Corporation. No officer need be a shareholder.

4.4. Tenure. Except as otherwise provided by law, the Articles of Organization or these Bylaws, each officer shall hold office until his or her successor is duly appointed, unless a different term is specified in the vote appointing him or her, or until his or her earlier death, resignation or removal.

4.5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending

vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

4.6. Removal. The Board of Directors may remove any officer at any time with or without cause. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

4.7. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is duly appointed, or until he or she sooner dies, resigns or is removed.

4.8. Chairman of the Board and Vice Chairman of the Board. The Board of Directors may appoint from its members a Chairman of the Board, who need not be an employee or officer of the Corporation. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors and, if the Chairman of the Board is also designated as the Corporation's Chief Executive Officer, shall have the powers and duties of the Chief Executive Officer prescribed in Section 4.9 of these Bylaws. Unless otherwise provided by the Board of Directors, the Chairman of the Board shall preside at all meetings of the Board of Directors and shareholders.

If the Board of Directors appoints a Vice Chairman of the Board, he or she shall, in the event of the absence, inability or refusal to act of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as may from time to time be vested in him or her by the Board of Directors.

4.9. President; Chief Executive Officer. Unless the Board of Directors has designated the Chairman of the Board or another person as Chief Executive Officer, the President shall be the Chief Executive Officer. The Chief Executive Officer shall have general charge and supervision of the business of the Corporation, subject to the direction of the Board of Directors. The President shall perform such other duties and shall have such other powers as the Board of Directors or the Chief Executive Officer (if the President is not the Chief Executive Officer) may from time to time prescribe. In the event of the absence, inability or refusal to act of the Chief Executive Officer or the President (if the President is not the Chief Executive Officer), the Vice President (or, if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the Chief Executive Officer and, when so performing such duties, shall have all the powers of and be subject to all the restrictions upon, the Chief Executive Officer.

4.10. Vice Presidents. Any Vice President shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors may assign to any Vice President the title Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

4.11. Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him or her by the Board of Directors, the Chief Executive Officer or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories, to disburse such funds as ordered by the Board of Directors, the Chief Executive Officer or the President, to make proper accounts of such funds, and to render as required by the Board of Directors, the Chief Executive Officer or the President statements of all such transactions and of the financial condition of the Corporation.

Any Assistant Treasurer shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.

4.12. Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall possess such powers as the Board of Directors, the Chief Executive Officer or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and shall have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of shareholders and Directors, to attend all meetings of shareholders and Directors, to prepare minutes of the meetings of shareholders and Directors, to authenticate the records of the Corporation, to maintain a stock ledger and prepare lists of shareholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the Chief Executive Officer, the President or the Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of shareholders or Directors, the person presiding at the meeting shall designate a temporary secretary to prepare the minutes of the meeting.

4.13. Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

4.14. Standard of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented

by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section 4.14.

ARTICLE V

PROVISIONS RELATING TO SHARES

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

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

5.3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The

authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

5.4. Transfers; Record and Beneficial Owners. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. The Corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and other distributions and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws. Notwithstanding anything to the contrary herein, to the extent the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the Corporation shall be entitled to treat the beneficial owner of shares as the shareholder to the extent of the rights granted by a nominee certificate on file with the Corporation.

5.5. Replacement of Certificates. The Board of Directors may, subject to applicable law, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

6.1. Records to be Kept.

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

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

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

6.2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 6.1(b) of these Bylaws, copies of any of the records of the Corporation described in said Section 6.1(b) if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) of this Section 6.2 and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

- (1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section 6.2;
- (2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 6.1(a) of these Bylaws.

(c) A shareholder may inspect and copy the records described in subsection (b) of this Section 6.2 only if:

(1) his or her demand is made in good faith and for a proper purpose;

(2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) the records are directly connected with his or her purpose; and

(4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section 6.2, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

6.3. Scope of Inspection Right.

(a) A shareholder’s agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 6.2 of these Bylaws by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation, including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense with a shareholder’s demand to inspect the record of shareholders under clause (3) of subsection (b) of Section 6.2 of these Bylaws by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

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

ARTICLE VII

INDEMNIFICATION

7.1. Definitions. In this Article VII the following words shall have the following meanings unless the context requires otherwise:

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

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

“Disinterested Director” is a Director who, at the time of a vote or selection referred to in Section 7.4 of these Bylaws, is not (a) a party to the proceeding, or (b) an individual having a familial, financial, professional or employment relationship with the Director or officer whose standard of conduct is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director’s judgment when voting on the decision being made.

“Expenses” includes, without limitation, attorneys’ fees, retainers, court costs, transcript costs, fees and expenses of experts, travel expenses, duplicating costs, printing and binding costs, telephone and telecopy charges, postage, delivery service fees and other disbursements or expenses of the type customarily incurred in connection with a proceeding, but shall not include the amount of judgments, fines or penalties against a Director or officer or amounts paid in settlement in connection with such matters.

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

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

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

7.2. Indemnification of Directors and Officers.

(a) Subject to Sections 7.4 and 7.5 of these Bylaws and except as otherwise provided in this Section 7.2, the Corporation shall, to the fullest extent permitted by law (as such

may be amended from time to time), indemnify an individual in connection with any proceeding as to which such individual is, was or is threatened to be made a party by reason of such individual's status as a Director or officer. In furtherance of the foregoing and without limiting the generality thereof:

(i) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is a Director against liability incurred in the proceeding if: (A) (1) he or she conducted himself or herself in good faith; and (2) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (B) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section;

(ii) the Corporation shall indemnify an individual who is a party to a proceeding because he or she is an officer (but not a Director) against liability incurred in the proceeding, except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; provided, however, that the standard of conduct set forth in this clause (ii) shall apply to a Director who is also an officer if the basis on which he or she is made a party to the proceeding is an act or omission solely as an officer; and

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

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

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section 7.2.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify a Director or officer under this Section 7.2 if his or her conduct did not satisfy the relevant standards set forth in this Section 7.2.

(e) Notwithstanding anything to the contrary in this Article VII, except as required by law:

(i) the Corporation shall not indemnify a Director or officer in connection with a proceeding (or part thereof) initiated by such Director or officer unless the initiation thereof was approved by the Board of Directors; and

(ii) the Corporation shall not be required to make an indemnification payment to a Director or officer to the extent such Director or officer has otherwise actually received such payment under any insurance policy, agreement or otherwise, and in the event the Corporation makes any indemnification payments to such Director or officer and such Director or officer is subsequently reimbursed from the proceeds of insurance, such Director or officer shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

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

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 7.2 of these Bylaws or, if he or she is a Director and is a party to a proceeding because he or she is a Director, that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 7.4 of these Bylaws or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 7.2 of these Bylaws.

Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

7.4. Procedures for Indemnification; Determination of Indemnification.

(a) In order to obtain indemnification or advancement of expenses pursuant to this Article VII, a Director or officer shall submit to the Corporation a written request, including in such request such documentation and information as is reasonably available to such Director or officer and is reasonably necessary to determine whether and to what extent such Director or officer is entitled to indemnification or advancement of expenses. After receipt of such written request, the Corporation shall consider in good faith whether such Director or officer is entitled to indemnification or advancement of expenses hereunder, subject to the provisions of Section 7.4(b) below.

(b) With respect to requests under Section 7.2 of these Bylaws, no indemnification shall be made unless the Corporation determines that the Director or officer has met the relevant standard of conduct set forth in such Section 7.2. The determination of whether such Director or officer has met the relevant standard of conduct set forth in such Section 7.2, and any determination that expenses that have been advanced pursuant to Section 7.3 of these Bylaws must be subsequently repaid to the Corporation, shall be made in each instance:

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

(ii) by special legal counsel (A) selected in the manner prescribed in clause (i) of this subsection (b); or (B) if there are fewer than two Disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as Disinterested Directors may participate; or

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

7.5. Notification and Defense of Claim; Settlements.

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

(b) The Corporation shall not be required to indemnify the Indemnitee under this Article VII for any amounts paid in settlement of any proceeding effected without its written consent. The Corporation shall not settle any proceeding in any manner that would impose any

penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor the Indemnitee will unreasonably withhold his, her or its consent to any proposed settlement.

7.6. Partial Indemnification. If a Director or officer is entitled under any provision of this Article VII to indemnification by the Corporation for a portion of the liabilities incurred by him or her or on his or her behalf in connection with any proceeding, but not for the total amount thereof, the Corporation shall nevertheless indemnify such Director or officer for the portion of such liabilities to which such Director or officer is entitled.

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

7.8. Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article VII with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.

7.9. Application of this Article.

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

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

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

(d) If this Article VII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer as to any liabilities in connection with a proceeding to the fullest extent

permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

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

ARTICLE VIII

MISCELLANEOUS

8.1. Fiscal Year. Except as otherwise determined from time to time by the Board of Directors, the fiscal year of the Corporation shall in each year end on December 31.

8.2. Seal. The seal of the Corporation shall, subject to alteration by the Board of Directors, bear the Corporation's name, the word "Massachusetts" and the year of its incorporation.

8.3. Voting of Securities. Except as the Board of Directors may otherwise designate, the Chief Executive Officer, President or Treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for the Corporation (with or without power of substitution) at, any meeting of shareholders of any other corporation or organization, the securities of which may be held by the Corporation.

8.4. Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or a temporary Secretary as to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

8.5. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

8.6. Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

8.7. Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

ARTICLE IX

AMENDMENTS

9.1. General. The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision

thereof which by virtue of an express provision in the MBCA, the Articles of Organization or these Bylaws, requires action by the shareholders.

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

9.3. Quorum and Required Vote.

(a) If authorized by the Articles of Organization, a Bylaw amendment adopted by shareholders may provide for a greater or lesser quorum requirement for action by any voting group of shareholders, or for a greater affirmative voting requirement, including additional separate voting groups, than is provided for in the MBCA.

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

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

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

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

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: _____

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

(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:

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:*

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

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.

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.

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

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:
- b. The name of its initial registered agent at its registered office:
- 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:

Treasurer:

Secretary:

Director(s):

- d. The fiscal year end of the corporation:
- e. A brief description of the type of business in which the corporation intends to engage:
- f. The street address of the principal office of the corporation:
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

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

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

Signed by: _____,
(signature of authorized individual)

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

on this _____ day of _____, _____

COMMONWEALTH OF MASSACHUSETTS

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

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

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
\$_____ having been paid, said articles are deemed to have been filed with me this
_____ day of _____, 20_____, at _____ a.m./p.m.
time

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: Minimum \$250

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Telephone: _____

Email: _____

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.

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF
HEALTHWISE FOUNDATION, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.
4. 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 otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.
5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, 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, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.
6. Authority of Directors to Create New Classes and Series of Shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create

one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in these Articles of Organization.

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.
8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.
9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

The Commonwealth of Massachusetts

William Francis Galvin

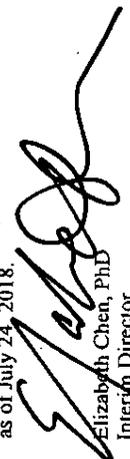
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

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

Healthwise Foundation, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of July 24, 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: Healthwise Foundation, Inc.

001186405

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

Green Gold Group, 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:

Green Gold Group, 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:

To engage in the cultivation, production, dispensing and sale of ^{medical} marijuana and ^{medical} marijuana products in Massachusetts, as permitted by Massachusetts law, and to engage in all activities that are related or incidental thereto and all other activities that are permitted by Domestic Business Corporations in Massachusetts.

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.

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

See Attachment Page 6A

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

ATTACHMENT PAGES 6A TO THE ARTICLES OF ENTITY CONVERSION OF
HEALTHWISE FOUNDATION, INC.,
FROM A DOMESTIC NON-PROFIT TO A DOMESTIC BUSINESS CORPORATION

1. Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such a liability, provided that this provision shall not eliminate or limit the liability of the Director (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder Vote Required to Approve Matters Acted on by Shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by the provisions of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter, notwithstanding that such greater vote on the matter would be otherwise required.
4. 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 otherwise necessary to take the action at a meeting at which all shareholders entitled to vote on the action would be present and voting.
5. Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors may make, amend, and repeal the bylaws of the Corporation, 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, these Articles of Organization or the bylaws, requires action directly and exclusively by the shareholders.
6. Authority of Directors to Create New Classes and Series of Shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create

one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof, and the preferences, limitations and relative rights applicable thereto, provided that the Board of Directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in these Articles of Organization.

7. Meetings of Shareholders. All meetings of shareholders may be held within the Commonwealth of Massachusetts or elsewhere within the United States. Such meetings may be held by telephone, webinar or other electronic means.
8. Partnership Authority. The Corporation may be a partner, general or limited, in any business enterprise which it would have the authority to conduct by itself.
9. Shareholder Examination of Corporation Records. Except as otherwise provided by law, no shareholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will, for any reason, be adverse to the interests of the Corporation. A vote of the Board of Directors refusing permission to make such examination shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to reasonable regulations as Board of Directors may establish in regard thereto.

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:
398 Columbus Avenue, #1099, Boston, MA 02116
- b. The name of its initial registered agent at its registered office:
James McMahon
- 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: Rafael Aronov

Treasurer: Frank Pasatieri, Jr.

Secretary: Zhana Aronov

Director(s): Rafael Aronov, Jacob Aronov, Zhana Aronov

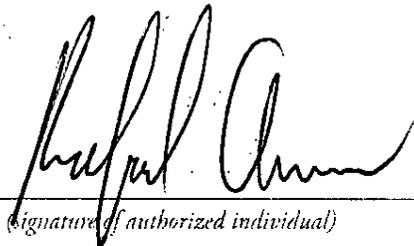
- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:

Medical Marijuana establishments pursuant to Massachusetts law

- f. The street address of the principal office of the corporation:
60 Prospect Street, North Brookfield, MA 01535
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

60 Prospect Street, North Brookfield, MA 01535, which is
(number, street, city or town, state, zip code)

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



Signed by: _____
(signature of authorized individual)

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

on this 20th day of July, 2018

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE COMMONWEALTH

2018 JUL 31 PM 1:06

CORPORATIONS DIVISION

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

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

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
31 having been paid, said articles are deemed to have been filed with me this
day of July, 20 18, at _____ a.m./p.m.
time

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

Handwritten signature of William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Handwritten initials DS

Name approval

Filing fee: Minimum \$250

Handwritten number 2451

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Jennifer K. Crawford
Smith, Costello & Crawford, 50 Congress Street, Suite 420
Boston, MA 02109
Telephone: 617-523-0600
Email: jcrowford@publicpolicylaw.com

1314875

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.



THREE YEAR BUSINESS PLAN & BUDGET PROJECTIONS

Green Gold Group, Inc. (“GGG”) will be the gold standard of recreational cannabis production. With a completely renovated, state-of-the-art facility of over 150,000 square feet, GGG boasts one of the largest cannabis cultivation and processing facilities in the northeastern United States.

GGG launched as an applicant to the Medical Use of Marijuana Program in 2015 and opened our Adult Use division in 2018. Since our founding, we have been proud to be a community-focused company – working closely with our local partners to ensure safe, regulated access to cannabis.

MISSION STATEMENT

GGG seeks to be on the forefront of recreational cannabis production for the Commonwealth of Massachusetts. GGG was founded with a mission to provide the Commonwealth with safe, reliable, and stringently tested cannabis. GGG has developed its facility not only with an eye towards achieving the highest quality product for patients and consumers, but with being identified as the standard for responsible cannabis production and distribution.

GGG’s goal is to mass produce our products and provide wholesale prices to Marijuana Establishments across the Commonwealth. With that in mind, we estimate the yields from our massive 150,000 sq ft indoor facility to be able to shoulder the needs of all Marijuana Establishments we contract with.

Production Estimates – Cannabis Flower

GGG’s cultivation facility sports 24 grow rooms, each approximately 15,000 square feet, equipped with the most advanced technology built for premium cannabis production. Given the size of GGG’s cultivation facility, we estimate a harvest of 804 pounds of cannabis in the first full fiscal year of operations. In the second full year of operations, we are projecting 1,488 pounds of cannabis harvested. Finally, during GGG’s third full year of operations, we project a total of 2,208 pounds of cannabis harvested.

Production Estimate – Marijuana Infused Products (MIPs)

GGG processes the highest quality oils, extracts, concentrates, and edibles, also called Marijuana Infused Products or MIPs. All our MIPs are produced by the industry’s most innovative and creative Extraction Artists and are lab tested and certified for quality and content.

GGG projects to produce 32.16 Liters of MIPs in the first full fiscal year of operations. In year 2, GGG projects a total of 44.64 Liters of MIPs. GGG estimates that after manufacturing and operational stabilization, the third full fiscal year will produce 66.24 Liters.

Projected Revenues

CANNABIS FLOWER

- At prices averaging \$310 per ounce, and based on the above harvest projections, GGG estimates revenue of \$6,172,212.00 in year one of operation. Expenses are projected at \$5,999,098.60. GGG is projecting a \$173,122.40 profit for the first fiscal year of operation.
- During year two, GGG is projecting revenue of \$13,629,975.60 and expenses of \$10,935,406.60. GGG expects to profit \$2,694,569.00.
- GGG’s third full fiscal year of operation is projected to produce \$16,386,169.20 in revenue. The increase in harvest yield is projected to increase expenses to \$10,733,337.70. GGG projects a profit of \$5,652,831.50 in year 3 of operation.

Fiscal Year	<u>2020</u>	<u>2021</u>	<u>2022</u>
Projected Revenue	\$ 6,172,212	\$ 13,629,975	\$ 16,386,169
Projected Expenses	\$ 5,999,098	\$ 10,935,406	\$ 10,733,337
Projected PROFIT	\$ 173,122	\$ 2,694,569	\$ 5,652,831
Est. Cost per oz	\$ 310	\$ 310	\$ 310

MIPs

- At a price of \$85 per Liter, and based on the above processing projections, GGG estimates revenue of \$11,400,000.00. Expenses are projected at \$9,200,000.00. GGG is projecting a \$2,200,000.00 profit for the first fiscal year of operation.
- As processing becomes more efficient, GGG is projecting revenue of \$19,200,000.00 and a decrease in expenses to \$3,400,000.00 in its second full year of operation. GGG expects to generate a profit of \$15,800,000.00.

- GGG's third full fiscal year of operation is projected to produce \$24,100,000.00 in revenue. The increase in processing yield is projected to increase expenses to \$2,900,000.00. GGG estimates a profit of \$21,200,000.00 in its third year of operation.

Fiscal Year	<u>2020</u>	<u>2021</u>	<u>2022</u>
Projected Revenue	\$ 11,400,000	\$ 19,200,000	\$ 24,100,000
Projected Expenses	\$ 9,200,000	\$ 3,400,000	\$ 2,900,000
Projected PROFIT	\$ 2,200,000	\$ 15,800,000	\$ 21,200,000
Est. Cost per mL	\$ 85	\$ 85	\$ 85



Plan for Obtaining Liability Insurance

Green Gold Group is currently operating as a Medical Marijuana Treatment Center and as such we are currently in compliance with the Cannabis Control Commissions requirement under 935 CMR 500.105(10).

I. Purpose

The purpose of this plan is to outline how Green Gold Group has and will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

II. Plan

1. Green Gold Group currently has, and will maintain, an insurance policy that satisfies the requirement under 935 CMR 500.105(10).
 - a. Green Gold Group has obtained and will 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.
 - b. The deductible for each policy is not higher than \$5,000 per occurrence.
2. Green Gold Group will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission upon request.

GGG

EMPLOYEE TRAINING AND QUALIFICATIONS PLAN

1. Employee Training

GGG employee training is in compliance with 935 CMR 500.105(2). All employees who come into direct contact with the cannabis plant will be required to maintain a current Responsible Vendor Training certification from a CCC-accredited training provider.

GGG will ensure that all dispensary agents complete training prior to performing job functions.

Training shall be tailored to the roles and responsibilities of the job function of each dispensary agent, and at a minimum must include training on confidentiality, and other topics as specified by the CCC. At a minimum, staff shall receive 8 hours of on-going training annually.

The HRD is responsible for researching, and implementing all training opportunities for GGG employees. The HRD is also responsible for 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.

2. **Qualifications**

All employees must meet several standard minimum qualifications:

- a. Employee's age is over 21 at time of hire.
- b. All background investigations successfully completed prior to first day of work.
- c. Employee is not employed by any other marijuana establishment.
- d. Employee must sign an anti-diversion pledge.
- e. Employee must sign a "Good Conduct" pledge.

Employees are preferred to have the following qualifications:

- a. Residency in the City of Salem
- b. Residency in an Area of Disproportionate Impact
- c. 3-5 years of experience in the Cannabis Industry or other relevant sector of industry
- d. Relevant educational background (minimum High School graduate or equivalency)
- e. History of community engagement and activism, especially regarding cannabis issues.

For technical and skilled positions, the manager of each department shall consult with the executive team and the HRD to determine the exact skill sets desired for the role.

3. GGG Positions

1. Chief Executive Officer (CEO) – Oversee the direction, strategy and compliance
2. Chief Operations Officer (COO) – Oversee the operations of all aspects of the Company
3. Director of Cultivation – Develop methods to increase production and quality of marijuana. Manage all grow protocols, planning and purchasing.
4. Chief Compliance Officer (CCO) – Responsible for maintaining compliance standards. Responsible for product testing, safety and standardization.
5. Chief Financial Officer (CFO) – Oversight of cash management; financial reporting
6. Facility Manager – Responsible for repair and maintenance of all building systems
7. Security Manager- Responsible for all security operations of the Company and managing all aspects of security involving personnel, product and software for their assigned facility
8. Human Resources Director –Maintain employee files; initiate new employees; update HR manuals
9. Packaging Manager – Assist manager with product distribution; train packaging staff
10. Product Packaging Agent – Prepare products for production, weigh, package, and label products
11. Bookkeeper – Responsible for payment of all bills and entering daily ledgers
12. Retail Sales Manager (RSM)– Responsible for Retail Operations
13. Assistant Sales Manager- Assists the RSM with Retail operations
14. Security Agents (GGGSA)- Assists the Security Manger with security operations
15. Information Technology –Manages IT security, software and systems; IT troubleshooting
16. Maintenance – Assist Facility Manager in repair and maintenance of all building systems
17. Dry Cure Manager – Manages all phases of dry and cure
18. Cultivation Leader – On-site management of grow & grow staff
19. Growers – Responsible for cultivation activities
20. Trimmers – Trim all plants into final product
21. Laborers – Perform heavy and other manual labor where needed

Recordkeeping

GGG

I. Intent

Policy To provide clear and concise instructions for GGG, LLC. employees who will be involved with recordkeeping operations that are in compliance with the current Adult Use Marijuana regulations set forth by the Commonwealth of Massachusetts.

II. General Requirements

Procedure

GGG will maintain and track all records in a secure manner but accessible to CCC at upon request. These records include patient records, purchases, denials of sale, any delivery options, confidentiality and retention. GGG records are maintained as required in any section of 935 CMR 500.000. Specifically, GGG will maintain the following records:

1. Operating procedures including security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, patient education description, pricing standards and procedures, production and distribution policies and procedures, as required by 935 CMR 500.101(c)(7)
2. Inventory records as required by 935 CMR 500.101(1)(g)
3. Seed-to-sale tracking records for all marijuana and MIPs as required in 935 CMR 500.101(9)(c)
4. Personnel records that include job descriptions, a personnel record for each dispensary agent that includes a copy of the dispensary agent application submitted to CCC, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 935 CMR 500.101(9)(d)
5. Business records including assets and liabilities, monetary transactions, books of account, sales records, and salary and wage information as required by 935 CMR 500.101(9)(e)
6. Waste disposal records as required by 935 CMR 500.101(12)

A client record will be established and maintained for each client who obtains marijuana from the Marijuana Establishment. All entries made to the client record will be dated (date and time) and signed (electronically) by the authorized Marijuana Establishment agent making the entry and will include the Marijuana Establishment agent identification number. An entry within the

client record will be made to reflect each purchase or denial of sale as well as educational materials provided. This data will also be analyzed to monitor the performance of the Marijuana Establishment and improve the variety of services offered.

All systems accessed by Marijuana Establishment agents will be password protected. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Marijuana Establishment Manger and Executive Management Team. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle.

Green Gold Group Personnel and Background Check Policy

Intent

To provide clear and concise instructions for Green Gold Group employees regarding Personnel Policies that are compliant with the regulations.

Green Gold Group is committed to being compliant with all regulations outlined in 935 CMR 500.000, 935 CMR 501.000 and 935 CMR 502.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

Purpose

The purpose of this policy is to outline the responsibilities of the company, the company’s management team and agents to ensure specific, methodical, and consistent compliance of the regulations and to ensure that our personnel policies are compliant will all relevant regulations and laws.

Personnel Records

Green Gold Group will maintain the following information in personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Green Gold Group agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with Green Gold Group and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. 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;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action/performance issues; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

These personnel records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to the electronic records will only be allowed to Green Gold Group management agents who require access as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only Green Gold Group Management agents who require access. These records will be made available for inspection by the Commission upon request.

Green Gold Group Agents

All Green Gold Group board members, directors, employees, executives, managers and volunteers will register with the Commission as an Green Gold Group Marijuana Establishment Agent ("Green Gold Group Agent"). For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Retail Establishment related to the packaging, storage, testing, or dispensing of marijuana.

All Green Gold Group Agents shall:

1. Be 21 years of age or older;
2. Not been convicted of an 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; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Green Gold Group will submit to the Commission an application for every Green Gold Group Agent, this application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;

- c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant; and
- 7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
 - 8. Any other information required by the Commission.

Green Gold Group' agents will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom Green Gold Group seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

Green Gold Group will notify the Commission no more than one business day after any Green Gold Group agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, Green Gold Group will renew each Green Gold Group Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for an Green Gold Group Agent registration card, Green Gold Group will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

Background Checks

Green Gold Group will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

- 1. **Application Process-** During the application process Green Gold Group will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;
 - a. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (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);

- b. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
 - i. The individual's full legal name and any aliases;
 - ii. The individual's address;
 - iii. The individual's date of birth;
 - iv. A photocopy of the individual's driver's license or other government-issued identification card;
 - v. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
 - vi. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
- c. Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
 - i. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - ii. A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;
 - iii. A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them, related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;
 - iv. A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
 - v. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military,

territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;

- vi. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
- vii. Any other information required by the Commission.

Green Gold Group will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

2. **Background Checks not included in the Application Process-** For all Marijuana Establishment Agent Registrations not included in the application process Green Gold Group will submit Marijuana Establishment Agent applications for all required individuals. Green Gold Group will perform its own due diligence and perform background checks, including a CORI report, in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

Equal Opportunity Employment Policy

It is the policy of Green Gold Group to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

Green Gold Group expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Green Gold Group will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on Green Gold Group operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with Green Gold Group in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), Green Gold Group provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Green Gold Group may require medical certification of both the disability and the need for accommodation. Keep in mind that Green Gold Group can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employees'

responsibility to come forward if they are in need of an accommodation. Green Gold Group will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

Anti-Harassment and Sexual Harassment Policy

Green Gold Group will promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or disability. Inappropriate interference with the ability of Green Gold Group employees to perform their expected job duties will not be tolerated.

It is illegal and against Green Gold Group policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. Green Gold Group will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

Green Gold Group will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

Green Gold Group will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC - 300 days; MCAD - 300 days).

The United States Equal Employment Opportunity Commission ("EEOC") One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD") One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

Americans with Disability Act

Green Gold Group strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. Green Gold Group judge's individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. Green Gold Group will provide reasonable accommodations to any persons with disabilities who require them, who advise Green Gold Group of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

Drug/Alcohol Free Workplace

Green Gold Group is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on Green Gold Group premises or while using Green Gold Group vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug.

Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, Green Gold Group will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

Employee Diversion of Marijuana

If a Green Gold Group Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The Director of HR will immediately be notified. The Director of HR will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

Employee Handbook

Green Gold Group will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Green Gold Group. These subjects will include, but not me limited to;

1. Green Gold Group Mission and Vision
2. Organizational Structure
3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Hours of Work
9. Compensation
10. Benefits
11. Code of Conduct
12. Discipline
13. Training



Policy for Restricting Access to Age 21 and Older Retail

Green Gold Group operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency. Green Gold Group’s management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of the facility are over the age of 21.

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

Definitions

Adult-use Cannabis or Marijuana means Marijuana that is cultivated, processed, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000

Adult-use Cannabis or Marijuana Products means Marijuana Products that are processed, manufactured, transferred, tested or sold to adults 21 years of age or older in compliance with 935 CMR 500.000

Consumer means a person who is 21 years of age or older.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Patient Registration Card means an identification card formerly and validly issued by the Department or currently and validly issued by the Commission, to a registered Qualifying Patient, personal caregiver, institutional caregiver, RMD agent or laboratory agent. The medical registration card allows access into Commission-supported databases. The medical registration card facilitates verification of an individual registrant's status including, but not limited to, identification by the Commission and law enforcement authorities of those individuals who are

exempt from Massachusetts criminal and civil penalties under M.G.L. c. 94I, and 935 CMR 501.000:

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Green Gold Group will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver's license
2. Massachusetts Issued ID card
3. Out-of-state driver's license or ID card
4. Government issued Passport
5. U.S. Military ID

Personal Caregiver means a person, registered by the Commission, who is 21 years of age or older, who has agreed to assist with a registered qualifying patient's medical use of marijuana, and is not the registered qualifying patient's certifying healthcare provider. A visiting nurse, personal care attendant, or home health aide providing care to a registered qualifying patient may serve as a personal caregiver, including to patients younger than 18 years old as a second caregiver.

Qualifying Patient means a Massachusetts resident 18 years of age or older who has been diagnosed by a Massachusetts licensed healthcare provider as having a debilitating medical condition, or a Massachusetts resident younger than 18 years old who has been diagnosed by two Massachusetts licensed certifying physicians, at least one of whom is a board-certified pediatrician or board-certified pediatric subspecialist, as having a debilitating medical condition that is also a life-limiting illness, subject to 935 CMR 501.010(10).

Registered Qualifying Patient means a Qualifying Patient who was formerly and validly issued a registration card by the Department or is currently and validly issued a registration card by the Commission.

Visitor means an individual, other than a Marijuana Establishment Agent or Laboratory Agent authorized by the Marijuana Establishment or Independent Testing Laboratory to on the Premises of an Establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55, M.G.L. c. 94G, and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old.**

Responsibilities

Green Gold Group Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of Green Gold Group are 21 years of age or older, except in the case of a Registered Qualifying Patient with the Massachusetts Medical Use of Marijuana Program in possession of a valid Program ID from the Department of Public Health or the Commission.

Green Gold Group will Positively identify all individuals seeking access to the facility to limit access solely to individuals 21 years of age or older, or registered Qualifying Patients or personal caregivers;

Access to the Facility

Green Gold Group only allows the following individuals into our Retail CMO Marijuana Facility. For the purposes of this Policy the term facility also refers to any vehicle owned, leased, rented or otherwise used by Green Gold Group for the transportation of Marijuana.

Upon entry into the facility by an individual, a Green Gold Group agent will immediately inspect the individual's proof of identification and determine that the individual is 21 years of age or older. A patient registration card is not sufficient proof of age.

1. If the individual is between 18 and 21 years of age, he or she shall not be admitted unless they produce an active patient registration card issued by the DPH or the Commission.
2. If the individual is younger than 18 years old, he or she shall not be admitted without an active patient registration card and a personal caregiver with an active patient registration card.
3. In addition to the patient registration card, registered Qualifying Patients 18 years of age and older and personal caregivers must also produce proof of identification.

Other individuals who can access the facility include:

1. Green Gold Group Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. While at the facility or transporting marijuana for the facility all Green Gold Group Agents must carry their valid Agent Registration Card issued by the Commission
 - b. All Green Gold Group Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Visitors (including outside vendors and contractors)
 - a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitors age, or of the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
 - b. After the age of the visitor is verified they will be given a Visitor Identification Badge
 - c. Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.
 - d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times
3. Representatives of the Commission, Emergency Responders and Law Enforcement.
 - a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:

- i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
- b. Individuals described above in this policy will be granted immediate access to the facility.

Age Verification

To verify an individual is 21 or older a Green Gold Group Agent must receive and examine from the individual one of the following authorized government issued ID Cards;

- i. Massachusetts Issued driver's license
 - ii. Massachusetts Issued ID card
 - iii. Out-of-state driver's license or ID card (with photo)
 - iv. Passport
 - v. U.S. Military I.D.
- a. To verify the age of the individual the Agent will use an Age Verification Smart ID Scanner that will be supplied by Green Gold Group .
- b. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification

F. Feel

- Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document)
- Feel for information cut-out or pasted on (especially near photo and birth date areas)
- Feel the texture – most driver's license should feel smooth, or (depending on your State) they will have an identifying texture

L. Look

- Look for the State seals or water marks; these seals are highly visible without any special light.
- Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair,

cover the facial hair portion of the photo and concentrate on the nose or ears.

- Look at the height and weight. They should reasonably match the person.
- Look at the date of birth and do the math!
- Compare the age on the ID with the person's apparent age.
- Look at the expiration date. If the ID has expired, it is not acceptable.
- If needed, compare the ID to the book of Government Issued ID's

A. Ask

- Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
- If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

G. Give Back

- If the ID looks genuine, give the ID back to the customer and allow entry.
- c. If for any reason the identity of the customer or the validity of the ID is in question, the individual will not be granted access to the facility.

Training

Green Gold Group will train all Retail and Security Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

All Green Gold Group agents will enroll and complete the Responsible Vendor Training Program. This curriculum will include:

- a. Diversion prevention and prevention of sales to minors;
- b. Acceptable forms of identification, including:
 - vi. How to check identification;
 - vii. Spotting false identification;
 - viii. Medical registration cards issued by the DPH;
 - ix. Provisions for confiscating fraudulent identifications; and
 - x. Common mistakes made in verification.



Quality Control and Testing of Marijuana and Marijuana Products

Green Gold Group is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency. This policy has been created to provide clear and concise instructions for all our employees to maintain Quality Control and Testing procedures that are in compliance with the Regulations.

Definitions:

Cultivation Batch means a collection of cannabis or marijuana plants from the same seed or plant stock that are cultivated and harvested together, and receive an identical propagation and cultivation treatment including, but not limited to: growing media, ambient conditions, watering and light regimes and agricultural or hydroponic inputs. Clones that come from the same plant are one batch. The marijuana licensee shall assign and record a unique, sequential alphanumeric identifier to each cultivation batch for the purposes of production tracking, product labeling and product recalls.

Independent Testing Laboratory means a laboratory that is licensed by the Commission and is:

- (a) Accredited to the International Organization for Standardization 17025 (ISO/IEC 17025: 2017) 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;
- (b) Independent financially from any Medical Marijuana Treatment Center (RMD), Marijuana Establishment or licensee for which it conducts a test; and
- (c) Qualified to test cannabis or marijuana in compliance with 935 CMR 500.160 and M.G.L. c. 94C, § 34.

Marijuana means all parts of any plant of the genus Cannabis, not excepted in (a) through (c) and whether growing or not; the seeds thereof; and resin extracted from any part of the plant; clones of the plant; and every compound, manufacture, salt, derivative, mixture or preparation of the plant, its seeds or resin including tetrahydrocannabinol as defined in M.G.L. c. 94G, § 1; provided that cannabis shall not include:

(a) the mature stalks of the plant, fiber produced from the stalks, oil, or cake made from the seeds of the plant, any other compound, manufacture, salt, derivative, mixture or preparation of the mature stalks, fiber, oil, or cake made from the seeds of the plant or the sterilized seed of the plant that is incapable of germination;

(b) hemp; or

(c) the weight of any other ingredient combined with cannabis or marijuana to prepare topical or oral administrations, food, drink or other products.

Marijuana Products means cannabis or marijuana and its products unless otherwise indicated. These include products that have been manufactured and contain cannabis or marijuana or an extract from cannabis or marijuana, including concentrated forms of marijuana and products composed of marijuana and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils and tinctures.

Process or Processing means to harvest, dry, cure, trim and separate parts of the cannabis or marijuana plant by manual or mechanical means, except it shall not include manufacture as defined in 935 CMR 500.002.

Production Batch means a batch of finished plant material, cannabis resin, cannabis concentrate or marijuana-infused product made at the same time, using the same methods, equipment and ingredients. The licensee shall assign and record a unique, sequential alphanumeric identifier to each production batch for the purposes of production tracking, product labeling and product recalls. All production batches shall be traceable to one or more cannabis or marijuana cultivation batches.

Green Gold Group is committed to cultivating healthy, high quality, and disease-free marijuana. Contaminants such as mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana and mildew are the biggest threat to a marijuana cultivation facility and its products. Green Gold Group is committed to utilizing Best Management Practices (“BMP”) for the prevention and treatment of possible contaminants using the safest and least invasive means.

Green Gold Group will also implement an industry standard Integrated Pest Management (“IPM”) program focusing on preventing pest problems. Preventing pest problems in our cultivation facility will entail minimizing pest access to the facility and the food and shelter available to it. Consequently, IPM relies heavily on the cooperation and participation of all employees. Also, quality control and the testing of marijuana products are essential for the operation of Green Gold Group’s cultivation facility. Green Gold Group will utilize best industry practices when it comes to quality control and product testing.

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

All products that Green Gold Group will sell or transfer to other Marijuana Establishment will be tested in accordance with the regulations and this policy. Green Gold Group will not sell or otherwise market marijuana for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Any testing results indicating noncompliance with M.G.L. c.132B

and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

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

1. The building envelope for our facility will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
2. The Lighting Power Densities (LPD) for our cultivation space will not exceed an average of 36 watts per gross square foot of active and growing space canopy, unless otherwise determined in guidelines issued by the Commission.
3. Our Heating Ventilation and Air Condition (HVAC) and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
4. We will establish documented safety protocols to protect workers and consumers (e.g., eye protection near operating grow light).
5. Green Gold Group understands and acknowledges that the Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.

Quality Control – Sanitation Standard Operating Procedure (SOP)

Facility

Green Gold Group cultivation facility (“the facility”) will be designed and constructed with safe food handling and sanitation in mind. All equipment in the facility will comply with the design and construction standards of appropriate nationally recognized standards and/or code requirements and bear the certification mark of an ANSI accredited organization (e.g. NSF, UL, ETL).

Only the leaves and flowers of the female marijuana plant will be processed in a safe and sanitary manner as prescribed below:

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

The facility sanitation requirements are outlined below:

1. All product contact surfaces are smooth, durable and easily cleanable. The walls, ceiling and floors of all cultivation, processing and storage areas are constructed of materials that are smooth, durable and can be adequately kept clean and in good repair. There must be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
2. The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the production of safe marijuana products.
3. Floor drains and floors are effectively sloped and designed prevent pooling water. Drains have proper grating to prevent blockage and stopping of drains.
4. Overhead fixtures, ducts and pipes are designed as to prevent drips or condensate from potential contamination of marijuana products or marijuana products-packaging materials. Piping and conduit is at least 25 mm (2.5 cm) from the walls and ceilings.
5. Aisles or working spaces are provided between equipment and walls and are adequately unobstructed and of adequate width to permit employees to perform their duties and to protect against contaminating infused or marijuana products or infused or marijuana products- contact surfaces with clothing or personal contact.
6. Lighting and light fittings are shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over cultivation, processing or storage areas or otherwise protect against marijuana product contamination in case of glass breakage. Suspended lighting is constructed from non- corrodible and cleanable assemblies. Adequate lighting will be installed in hand-washing areas, dressing and locker rooms, and toilet rooms and in all areas where infused or marijuana products are examined, processed, or stored and where equipment or utensils are cleaned. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers. Green Gold Group will ensure adequate safety lighting in all production, processing and storage areas, as well as areas where equipment or utensils are cleaned.
7. Buildings, fixtures, and other physical facilities are constructed in such a manner that allow them to be maintained in a sanitary condition.

8. Adequate ventilation or control equipment are installed to minimize odors and vapors (including steam and noxious fumes) in areas where they may contaminate marijuana products. Fans and other air-blowing equipment shall be operated in a manner that minimizes the potential for contaminating infused or marijuana products, infused or marijuana products-packaging materials, and infused or marijuana products-contact surfaces.
9. Handwashing facilities are adequate and convenient and shall be furnished with running water at a suitable temperature. Handwashing will be located in all production and processing areas and where good sanitary practices require employees to wash and sanitize their hands. Green Gold Group will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
10. The facility water supply comes from the North Brookfield municipal water supply and is sufficient for necessary operations. The facilities plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility. Plumbing shall properly convey sewage and liquid disposable waste from the facility. There are no cross-connections between the potable and wastewater lines. The facility will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.
11. All storage areas are constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

1. All entrance and exit doors to the facility are self-closing and rodent proof. Air curtains will prevent insects and microbial contaminants from entering the building when doors are in use. Insect screening, HEPA, and carbon filters will prevent pest and microbial contaminants from entering through vents and exhaust from the outside. Foot baths and sticky mats are strategically placed thru out the facility to collect pest and contaminants from foot ware.
2. Employee and visitor gowning will be required. Employees are required to change out of their street clothes and footwear into uniforms and footwear dedicated to the facility. Visitors are required to secure personal belongings and done jump suits and disposable boot covers.
3. Training: All employees are trained on pest prevention, pest management, pest detection, and pest treatments.
4. Traps for monitoring: Small sticky traps for monitoring of flying or airborne pest shall be posted, mapped and levels of any pest monitored/documented.
5. Handling and storage of marijuana product or marijuana plant waste: All marijuana plant waste will be placed in the "Marijuana Waste" container located in each cultivation and processing area. This container must be impervious and covered at all times. At the end of every day, the "Marijuana Waste" container must be emptied, and the contents transferred to the Marijuana Waste Room. All plant waste will be stored in the waste room in sealed containers until disposal.
6. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles; Recyclable, Organic and Solid Waste. At the end of every day these containers are

emptied, and the contents removed from the building and placed in the appropriate containers to await pickup.

7. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests
8. All toxic materials including cleaning compounds, pesticides, sanitizers, etc. are held and stored in an area away from production, processing and storage areas to protect against contamination of marijuana.

Sanitation

All marijuana products are prepared, handled, and stored in compliance with;

- The sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*;
 - The sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*; and
 - The requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*
1. Storage- Separate storage rooms are utilized for finished marijuana products.
 2. Hand Washing- The facility will have a separate handwashing sink; hand drying device, or disposable towels; supply of hand cleaning agent; and waste receptacle for each processing, production, utensil washing area, and toilet room.
 - a. Sinks used for product preparation or for washing equipment or utensils shall not be used for handwashing.
 - b. Each handwashing sink will be provided with hot and cold water tempered by means of a mixing valve or a combination faucet to provide water at a temperature of at least 110 degrees Fahrenheit.
 - c. Handwashing sinks are of sufficient number and conveniently located for use by all employees in the production, processing and utensil washing areas. Handwashing sinks are easily accessible and may not be used for purposes other than handwashing.
 3. Toilet Room- A toilet room shall be available for use by all workers. Ventilation will be provided by mechanical means. A soap dispenser and disposable towels shall be provided for hand washing in toilet rooms.
 4. Manual Cleaning and Sanitizing- For manual cleaning and sanitizing of equipment and utensils, a stainless steel three-compartment sink will be used.
 - a. The sink compartments shall be large enough to hold the largest pot, pan or piece of equipment.
 - b. Each compartment will be supplied with adequate hot and cold potable running water.
 - c. Integral drainboards of adequate size shall be provided on both sides of the sink for cleaned and soiled utensils.

- d. A floor drain will be located in the immediate vicinity of the sink in areas where wet pots, utensils and equipment are air-drying.
- e. Stainless Steel racks, shelves or dish tables are to be provided adjacent to the warewash sink.
- f. An approved chemical test kit for determining sanitizer strength will be available and used.
- g. Manual Warewashing Procedure
 - i. Rinse, scrape, or soak all items before washing.
 - ii. Record the date, sanitizer water temperature or test strip results, and initial record on Manual Warewashing Monitoring Form.
 - iii. Wash items in the first sink in a detergent solution. Water temperature should be at least 110°F. Use a brush, cloth, or scrubber to loosen remaining soil. Replace detergent solution when suds are gone or water is dirty.
 - iv. Immerse or spray-rinse items in second sink. Water temperature should be at least 110°F. Remove all traces of food and detergent. If using immersion method, replace water when it becomes cloudy, dirty, or sudsy.
 - v. Immerse items in third sink filled with hot water or a chemical-sanitizing solution.
 - 1. If hot water immersion is used, the water temperature must be at least 180°F. Items must be immersed for 30 seconds. Proper personal protective equipment should be worn.
 - 2. If chemical sanitizing is used, the sanitizer must be mixed at the proper concentration. (Check at regular intervals with a test kit.) Water must be correct temperature for the sanitizer used.
 - a. The strength of the sanitizer must be measured in accordance with manufacturer's instructions.
 - vi. To avoid recontamination of clean and sanitary items:
 - 1. Air dry all items on a drainboard.
 - 2. Wash hands prior to returning to storage.

Warewashing Sink Setup

WASH	RINSE	SANITIZE
110°F	110°F	180°F or
Soapy Water	Clear Water	Chemical Sanitizer

Chemical Solution	Concentration Level	Minimum Temperature	Minimum Immersion Time
Chlorine Solution	25mg/l minimum	120°F	10 seconds
	50mg/l minimum	100°F	10 seconds
	100mg/l minimum	55°F	10 seconds
Iodine Solution	12.5-25.0mg/l	75°F	30 seconds
Quaternary Ammonium Solution	200 ppm maximum	75°F	30 seconds

h. Equipment Cleaning and Sanitizing Procedure

- i. Disassemble removable parts from equipment.
 - ii. Use the three-sink method to wash, rinse, and sanitize all parts. Verify sanitizer concentration for each meal period and as necessary per policy.
 1. Quaternary ammonia –200 ppm and immerse for 30 seconds
 2. Iodine –12.5-25.0 ppm and immerse for 30 seconds
 3. Chlorine –50-99ppm and immerse for 7 seconds
 - iii. Wash, rinse, and sanitize all food contact surfaces of the equipment that are stationary.
 - iv. Allow all parts of the equipment to air dry.
 - v. After being rinsed and sanitized, equipment and utensils should not be rinsed before air-drying, unless the rinse is applied directly from a ware washing Machine or the sanitizing solution calls for rinsing off the sanitizer after it has been applied in a commercial ware washing Machine.
 - vi. Re-assemble the equipment.
- i. Product Preparation Surfaces- These surfaces are 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.
- i. Prescrape surface to remove gross soils.
 - ii. Wash surface with recommended strength solution of pot & pan detergent.
 - iii. Rinse with water and wipe dry.
 - iv. Using trigger sprayer bottle and a different wiping cloth, apply sanitizing solution of sanitizer.
 1. Per label directions, use appropriate test papers to determine correct concentration of the sanitizer solution. Surfaces must remain wet for 60 seconds and allow to air dry.

Personnel

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination by which there is a reasonable possibility of marijuana products, production or processing surfaces, or packaging materials becoming contaminated, shall be excluded from any operations which may be expected to result in such contamination until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
 - a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Board of Health.
 - b. Green Gold Group will voluntarily comply with any and all isolation and/or quarantine orders issued by the Board of Health or the Department of Public Health.
 - c. Green Gold Group Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition.
 - i. Agents may be re-assigned to activities so that there is no risk of transmitting a disease through food/product.
2. Green Gold Group Agents shall conform to sanitary practices while on duty, including:
 - a. Maintain adequate personal cleanliness:

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
 - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- iii. Wash hands (including under fingernails) and up to forearms vigorously and thoroughly with soap and warm water for a period of 20 seconds:
 - When entering the facility before work begins.
 - Immediately before preparing or processing products or handling equipment.
 - As often as necessary during cultivation or product preparation when contamination occurs.
 - In the restroom after toilet use and when you return to your work station.

- When switching between working areas.
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
 - After cleaning duties.
 - Between each task performed and before wearing disposable gloves.
 - After eating or drinking.
 - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, picking up a dropped item, etc.
- a. Wash hands only in hand sinks designated for that purpose.
 - b. Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- i. Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or leather tennis shoes) that are comfortable for standing and working on floors that can be slippery.
- ii. Wear apron or lab coat on site, as appropriate.
 - Do not wear apron or lab coat to and from work.
 - Take off apron or lab coat before using the restroom.
 - Remove apron or lab coat when leaving the production or processing area.
 - Change apron or lab coat if it becomes soiled or stained.
- iii. Wear disposable gloves with any cuts, sores, rashes, or lesions.
- iv. Wear gloves when handling products or product ingredients that will not be heated-treated.
- v. Wear gloves when packaging products.
- vi. Change disposable gloves as often as handwashing is required. Wash hands before donning and after discarding gloves.

Hair Restraints and Jewelry:

- i. Wear a hair net or bonnet in any food/product production or processing area so that all hair is completely covered.
- ii. Keep beards and mustaches neat and trimmed. Beard restraints are required in any food/product production or processing area.
- iii. Refrain from wearing jewelry in the food/product production and processing area.

- Only a plain wedding band.
- No necklaces, bracelets, or dangling jewelry are permitted.
- No earrings or piercings that can be removed are permitted.

Cuts, Abrasions, and Burns:

- i. Bandage any cut, abrasion, or burn that has broken the skin.
- ii. Cover bandages on hands with gloves and finger cots and change as appropriate.
- iii. Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- i. Green Gold Group facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
- ii. Eat and drink in designated areas only. A closed beverage container may be used in the production area if the container is handled to prevent contamination of 1) the employee's hands, 2) the container, and 3) exposed product, clean equipment and utensils.
- iii. Refrain from chewing gum or eating candy during work in a food/product production or processing area.

HACCP- Hazard Analysis and Critical Control Point

Green Gold Group will implement a HACCP plan in accordance with *the HACCP Principles & Application Guidelines* issued by the FDA. This HACCP plan will address the processing, production and packaging of all marijuana products that Green Gold Group will manufacture. Once operational Green Gold Group will:

1. Assemble the HACCP team.
2. Describe the product and its distribution.
3. Describe the intended use and consumers of the product.
4. Develop a flow diagram which describes each process.
5. Verify the flow diagram.
6. Conduct a hazard analysis for each product (Principle 1).
7. Determine critical control points (CCPs) for each product (Principle 2).
8. Establish critical limits (Principle 3).
9. Establish monitoring procedures (Principle 4).
10. Establish corrective actions (Principle 5).

11. Establish verification procedures (Principle 6).
12. Establish record-keeping and documentation procedures (Principle 7).

Training

Green Gold Group will provide training and training opportunities to all of its employees. In addition to required training, Green Gold Group will encourage advanced training to all employees in the areas of Plant Safety, Safe Cultivation Processes, Good Manufacturing Practices and HACCP.

1. All employees will be trained on basic plant safety prior to or during the first day of employment.
 - a. Include basic product safety training as part of new employee orientation.
 - b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;
 - c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
 - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
2. All employees engaging in the trimming or packaging will be trained and certified in;
 - a. A nationally accredited Food Handler Program (i.e. ServSafe)
3. Provide staff with at least bi-annual training on plant safety, Good Manufacturing Practices and HACCP.
4. Monthly in-service training.
5. Require all managers to be Certified Food Protection Managers (CFPM) by completing a SERVSAFE or similar nationally accredited food safety certification course.
6. Use outside resources, such as Extension specialists, vendors, health department inspectors, or qualified trainers to provide plant safety and HACCP training.
7. Observe staff to ensure they demonstrate plant safety knowledge each day in the workplace.
8. Document the content of all training sessions and attendance.
9. File documentation in HACCP records.

Testing of Marijuana and Marijuana Products

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the 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 environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance

with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *“Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries”* published by the Commission.

Green Gold Group will contract with a Licensed Independent Testing Laboratory to test all marijuana batches prior to packaging to ensure contaminant-free purity and correct dosage and potency. We have begun discussions with several Marijuana Testing laboratories which are Accredited to International Organization for Standardization (ISO) 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement. Any Laboratory that Green Gold Group contracts with will be Licensed by the Commission prior to Green Gold Group contracting them for testing services.

1. This testing lab will pick up and transport our testing samples to and from their lab. This transportation will comply with Green Gold Group policies and procedures and 935 CMR 500.105(13) if applicable.
2. Green Gold Group will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
3. Any and all excess Green Gold Group marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Green Gold Group facility for disposal or by the Independent Testing Laboratory disposing of it directly.

Green Gold Group will not sell or otherwise market for adult use any Marijuana Product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Pursuant to 935 CMR 500.130(4) Green Gold Group will provide documentation of our compliance, or lack thereof, with the testing requirements of 935 CMR 500.160, 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 to all marijuana establishments that we sell or otherwise transfer marijuana to.

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Commission including, but not limited to:
 - a. Mold
 - b. Mildew
 - c. Heavy metals
 - d. Plant-Growth Regulators and
 - e. Pesticides

Green Gold Group will maintain the results of all testing for no less than one year. All testing results shall be valid for one year.

All testing will be conducted in accordance with the frequency required by the Commission.

Policy for Responding to Laboratory Results that Indicate Contaminant Levels are Above Acceptable Limits

If a laboratory test result indicates that a Green Gold Group marijuana product sample has contaminant levels above the acceptable limits established in the Commission protocols identified in 935 CMR 500.160(1) – Green Gold Group will:

1. Immediately segregate the cultivation or production batch and evaluate next steps.
 - a. Using the flow chart below (*Actions in Response to Laboratory Analytical Results*), the Cultivation Manager and CEO will determine whether to:
 - i. Retest the Cultivation/Production Batch
 - ii. Remediate the Cultivation/Production Batch
 - iii. Dispose of Cultivation/Production Batch
2. If the test result indicates has a contaminant level for Pesticides that is above the acceptable limits the Production Batch will be immediately disposed of.
3. If it is determined that the Production Batch cannot be remediated, it will be disposed of.
 - a. Green Gold Group Cultivation Manager or CEO will:
 - i. Notify the Commission within 72 hours of the laboratory testing results indicating that the contamination cannot be remediated and is being disposed of;
 - ii. Notify the Commission of any information regarding contamination as specified by the Commission or immediately upon request by the Commission
 - iii. This notification to the Commission will describe the proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
4. In the case of any test result that indicates that a Green Gold Group marijuana product sample has contaminant levels above the acceptable limits, the Cultivation Manger and CEO will conduct an assessment of the source of the contamination.
 - a. This extensive assessment will include investigating all possible sources of contamination including water, media, nutrients, environmental conditions and employee factors.

- b. The assessment should include a corrective action plan and be shared as a training tool with all Green Gold Group Agents.
5. Marijuana and Marijuana Products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

Miscellaneous Marijuana Testing Requirements

1. Clones are subject to these testing provisions but are exempt from testing for metals.
2. All transportation of Marijuana to and from Independent Testing Laboratories providing Marijuana testing services will comply with 935 CMR 500.105(13).
3. All storage of Marijuana at a laboratory providing Marijuana testing services shall comply with 935 CMR 500.105(11).
4. All excess Marijuana must be disposed of in compliance with 935 CMR 500.105(12) by the Independent Testing Laboratory disposing of it directly.
5. Green Gold Group will not sell or otherwise market Marijuana or Marijuana Products for adult use that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
6. Single-servings of Marijuana Products tested for potency in accordance with 935 CMR 500.150(4)(a) are subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Environmental Media Testing

1. All source soils and solids shall be sampled and analyzed prior to use in cultivation.
2. All source soils and solids shall be sampled and analyzed whenever a new source material is utilized (e.g., different source soil location or different source solid manufacturer).
3. All source soils and solids for initial use must be sampled at the rate of one (1) sample per cubic yard of solid environmental media/soil.
4. Source soils and solids passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless;
 - a. The stockpile has been contaminated or altered while stored.
5. Situations for re-analysis may include but are not limited to soils that have been;
 - a. Amended;
 - b. Mixed with other source soils/solids;
 - c. Subject to pesticide application;
 - d. Used for other purposes; or
 - e. Inundated by flood waters.

Supplies Needed: Sample Form, Chain of Custody, Pen, Marker and Sample Container (provided by CDX Labs)

Sampling of Environmental Media for Testing

This procedure applies to all environmental media that is required to be tested in accordance with the Regulations.

Water will be sampled and analyzed prior to use for cultivation of marijuana and quarterly thereafter.

Quality assurance is responsible for all product sampling to meet the compliance criteria. Green Gold Group has contracted with NE Labs for the purposes of testing all of our environmental media and water. Follow the process outlined in the *"Sampling Instructions for Massachusetts DPH Medical Marijuana Program"* form from NET Labs.

Supplies Needed: Sample Form, Chain of Custody, Pen. Marker, Ziploc bag

1. Label
 - a. Label each Ziploc bag with the sample ID, date and time of sampling, and sampler's initials.
2. Fill out the Chain of Custody
 - a. List the same info on the chain of custody
 - b. One sample ID goes on one line
 - c. Check the appropriate boxes
 - d. Make sure date and time stamp are filled in
3. Sampling
 - a. Fill the Ziploc sample bag with 8 oz. of soil/media
 - b. Tightly seal the sample bag
4. Storing Sample
 - a. Store samples in a cool, dry location until samples are picked up by a NET Lab courier.
5. Quality Assurance will perform routine audits and analysis of report from the testing lab.

Sampling of Water for Testing

This procedure applies to all water that is required to be tested in accordance with the Regulations.

The Quality Assurance Manager is responsible for all water sampling to meet the compliance criteria. Green Gold Group has contracted with NE Labs for the purposes of testing all of our water. In compliance with the Regulations and the *"Protocol for sampling and analysis of environmental media for Massachusetts Registered Medical Marijuana Dispensaries"* Green Gold Group will sample and test its water supply prior to use for cultivation of marijuana and quarterly thereafter. Following the process outlined in the *"Sampling Instructions for Marijuana Testing"* form below from NE Labs.

Samples will be taken at the location closest to cultivation area prior to any water treatment and immediately following any treatment systems.

We will test our water for the following contaminants;

1. Metals;
2. Pesticides; and
3. Bacteriological

Collecting Water Samples

1. Samples should not be collected during any periods of unusual activity such as draining of water lines, immediately after changing treatment cartridges or replenishing of hydroponic nutrient solutions.
2. Prior to Sample Collection. The QA Manager or designee will assemble all equipment and information needed before beginning.
 - a. Items to assemble before sampling include, but are not limited to, the following:
 - i. Sample collection plan or diagram of locations to ensure representative sample collection
 - ii. Logbook or sample collection forms
 - iii. Chain-of-custody forms (COCs) (See below)
 - iv. Disposable gloves
 - v. Clean, decontaminated plastic sheeting or other clean, non-porous surface for sample processing;
 - vi. Sample containers appropriate for the analyses required;
 1. These will be supplied by the lab.
 - vii. Container labels and pen with indelible ink; and
 - viii. Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples;
 - b. Sample collection personnel will create a new entry for each sampling event in the sample collection logbook.
 - c. Sample collection documentation should identify the sample collection date and start time, participating personnel and locations sampled, relevant environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used.

- d. Sample collection personnel shall identify or determine the number and location of water samples to be collected
 - i. Sample locations must be recorded in the sample collection logbook. Record the sample location identifier (location ID) for each sample so that it can be utilized to identify the physical location of the sample location within the facility.
 - ii. Location identifiers should be consistent across sampling events to allow tracking of repeated sample locations. The location IDs will be included on sample labels (unless the grab samples are used in a composite sample).
 - iii. In addition to the location ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the location and sample IDs in the sample collection logbook or forms as well as the volume of the sample, preservation, and associated sample containers.
 - e. Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. In addition, all tools that come in contact with the sample media should be rinsed with deionized water between samples to reduce potential cross contamination.
 - f. Preparing sample labels and affixing them to sample containers immediately before sampling.
 - i. Information to include on the label includes at a minimum the location and sample ID and date/time of collection. Additional information that must be recorded in documentation if not on the label includes sample collector's name, environmental media type, collection method, whether the sample is a grab or composite sample, and preservation (if applicable).
3. Sample Collection. Collect the planned samples from each sample location one at a time:
- a. Don gloves to mitigate potential for contamination of samples.
 - b. Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.
 - c. Prepare the sample location by removing faucet aerators if connected. Note the location of any water treatment systems and remove if required to represent pre-treatment location.
 - d. For sample collection of water lines, purge the lines of standing water and note purge time in sample collection documentation. Generally, for frequently used water 15 minutes run time is considered sufficient but actual time for purge depends on pipe volume and frequency of use.
 - e. Open the pre-labeled sample containers appropriate for the analyses taking care to not allow errant drips or splashes off other surfaces to enter the caps or containers.

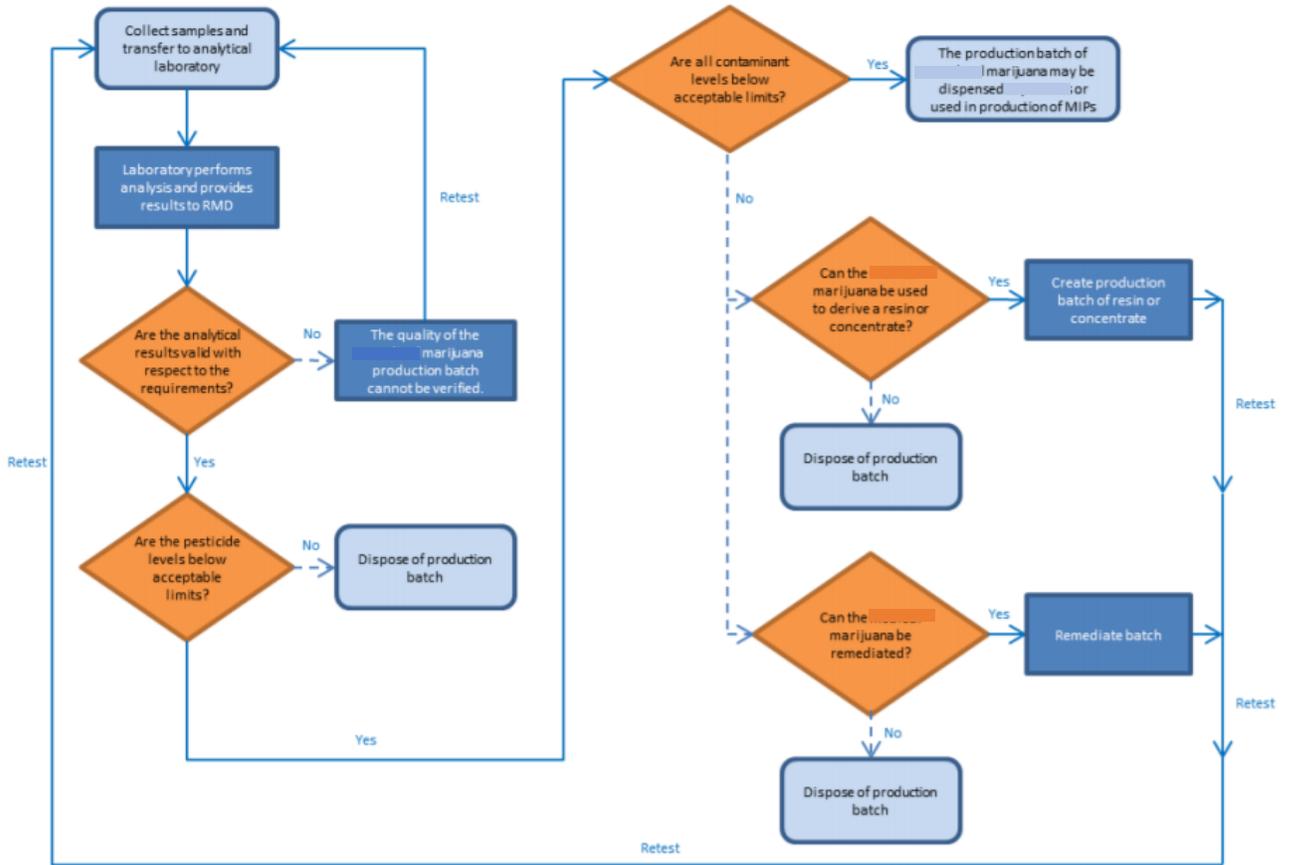
- f. Samples for all analyses may be collected directly into sample containers or into a larger, inert vessel then poured into containers. During sample collection, make sure that the tap or spigot does not contact the sample container.
 - g. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
 - h. Samples should be refrigerated or maintained on ice until shipped to the analytical laboratory.
 - i. Chain-of-custody paperwork should be completed immediately prior to shipment.
4. Sample Handling
- a. After samples are properly collected and labeled, they should be delivered for analysis as soon as possible. This section describes how to handle, securely store, package, and ship the samples to the laboratory.
 - b. Sample containers both empty and once containing samples shall be stored in a contaminant-free environment to the degree possible. Sample containers should not be stored for more than one (1) year.
 - c. All samples should be collected and stored in containers of the appropriate materials based on the analysis method being performed.
 - d. Until the samples are analyzed, they should be preserved to minimize chemical or physical changes according to the analytical method references.
5. Sample Storage
- a. Samples should be refrigerated or maintained on ice ($4\text{ }^{\circ}\text{C} \pm 2^{\circ}\text{C}$) until they are shipped to the analytical laboratory.
 - b. Placing the samples in airtight containers with minimal headspace preserves samples by minimizing moisture loss and chemical exchange between the sample medium and air.
 - c. In addition, protect the samples from excessive light exposure to minimize photochemical degradation. Samples can be protected from light by using an amber sample container, storing the samples in a closed box or other amber container, or in a dark storage location.
 - d. To be considered valid, all samples must be analyzed prior to expiration of the technical holding time as defined in each analytical method. Note that the holding time for some biological components is very short; 24 to 48 hours from the time of collection.

Quality Control (QC)

- 1. Field duplicate samples shall be collected at least annually and one (1) for every twenty (20) field samples of the solid samples collected.

- Field duplicate samples shall be collected and analyzed for each analytical method performed on the samples.
- Field duplicate samples will not be identified to the laboratory (blind QC).

Actions in Response to Laboratory Analytical Results





Maintaining Financial Records Policy and Procedure

I. Intent

Green Gold Group is committed to being compliant with all regulations outlined in 935 CMR 500.000 and 935 CMR 502.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for Green Gold Group employees regarding the Maintenance of Financial Records that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our financial records are maintained in a compliant manner in compliance with all regulations and laws.

III. Policy

All Green Gold Group financial records will be kept and maintained according to generally accepted accounting principles. Our CFO is responsible for all accounting responsibilities and will engage the services of external Accountants and Tax Professionals to ensure proper accounting compliance. We will also hire or engage as a contractor a bookkeeper with experience in business accounting to assist in the maintaining of these records.

1. All Green Gold Group financial/business records will be available for inspection to the Commission upon request.
2. Green Gold Group will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;
 - a. Assets and liabilities;
 - b. Monetary transactions;

- c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- d. Sales records including the quantity, form, and cost of marijuana products; and
- e. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records Green Gold Group will incorporate the following into our business operations;

1. Green Gold Group will engage the services of a professional payroll and human resources company to assist in Human resources management and payroll services for our employees
2. Green Gold Group has and will maintain a banking relationship with Century Bank to provide banking services for our company.
3. Green Gold Group will use up to date financial software programs for all financial transactions.
4. Green Gold Group does not plan to make cash transactions with other Marijuana Establishments. All transactions will be done through traditional banking transactions including checks, wire transfers or credit cards.
5. On an annual basis Green Gold Group will engage the services of an independent certified public accountant who is preferably experienced in the legal marijuana industry, to conduct a financial audit of Green Gold Group finances (books).
6. Green Gold Group will engage the services of an industry experienced tax professional for the filing of all required state and federal tax documents.
7. At the end of each business day a reconciliation audit will be done on each POS station by the Facility Manager or designee.
8. Comprehensive financial audits will be done at the end of every day by the CFO or designee. At the discretion of the CFO the frequency of these audits may be changed to weekly and then monthly
9. At a minimum, a comprehensive audit by the CFO or designee of all sales transactions will be completed every month.
10. For the first year of operation the CFO will conduct a comprehensive audit of all of the facility's financial records every 3 months and report their findings to the CEO and COO.

Access to the Commission

Green Gold Group electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Access to the Massachusetts Department of Revenue ("DOR")

Green Gold Group books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Green Gold Group will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

Point of Sale (POS) Systems

Green Gold Group will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue ("DOR") Directive 16-1 "*Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems*". The POS System will be approved by the Commission

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Green Gold Group will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;

- d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,
 - b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and
 - g. POS terminal number and POS transaction number.
3. Green Gold Group will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - a. Internal sequential transaction numbers;
 - b. Records of all POS terminal activity; and
 - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
 - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
 - f. Any and all changes in the setup of the system.
4. Green Gold Group will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
 - a. Green Gold Group will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
 - b. Green Gold Group may utilize a sales recording module approved by the DOR.
 - c. Green Gold Group will not utilize software or other methods to manipulate or alter sales data.
 - d. Green Gold Group will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has

been employed to manipulate or alter sales data. Green Gold Group will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Green Gold Group 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:

- i. We will immediately disclose the information to the Commission;
 - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
- e. Green Gold Group will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
 - f. Green Gold Group will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 - g. Green Gold Group will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000;
 - h. As a Colocated Marijuana Operations (“CMO”), Green Gold Group will maintain and provide to the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10): Patient Supply.

Virtual Separation

As a Colocated Marijuana Operations (“CMO”), Green Gold Group will implement procedures for virtual, i.e., electronic, separation of medical-use and adult-use marijuana, MIPs, and marijuana products subject to Commission approval. We will utilize plant or package tags in the Seed-to-sale SOR to fulfil this requirement.



Separating Recreational from Medical Operations

Policy and Procedure

This plan is compliant with both 935 CMR 500.000, 935 CMR 501.000 and 935 CMR 502.000 (“the Regulations”).

I. Intent

Green Gold Group is committed to being compliant with all regulations and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) and any other requirements or sub-regulatory guidance issued by any other regulatory agency.

To clearly and concisely outline our plan to continue to dispense marijuana and marijuana products to qualifying patients and their caregivers and once licensed, to consumers in the recreational market as a Licensed Marijuana Retailer.

II. Purpose

The purpose of this plan is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that there is separation between medical use of marijuana operations and recreational marijuana operations are in compliance with all regulations and laws.

III. General Requirements

As a Colocated Marijuana Operations (“CMO”) Green Gold Group will comply with the requirements for physical and virtual separation of medical-use and adult use marijuana and marijuana products

Green Gold Group will implement procedures for virtual, i.e., electronic, separation of medical-use and adult-use marijuana, MIPs, and marijuana products subject to Commission approval. Green Gold Group will use of plant or package tags in the Seed-to-sale SOR (“METRC”) for this separation.

Green Gold Group will attach plant tags to all marijuana clones and plants and attach package tags to all finished marijuana, MIPs and marijuana products and enter any remaining inventory, including seeds, into METRC.

Green Gold Group will also continue to use the Leaflogix Seed to Sales System. We plan on integrating Leaflogix with METRC if approved by the Commission.

IV. Inventory

Pursuant to 935 CMR 500.105(8)(g), as a Marijuana Establishment that is cultivating, processing and selling marijuana products for medical use as well as marijuana products for adult use will create virtual separation of the products. Using the Leaflogix seed to sale software system, Green Gold Group will designate and track all marijuana and marijuana products as medical and adult use through the use of package tags in METRC.

Pursuant to 935 CMR 500.140(10) Green Gold Group will ensure that medical use of marijuana patients have access to the quantity and variety of marijuana products.

1. Marijuana products reserved by Green Gold Group for patient supply will be maintained on site.
2. For the first 6 months of operation, Green Gold Group will reserve 35% of our inventory for medical use of marijuana patients. This will include 35% of each type and strain of marijuana and each type of marijuana products including oils, tinctures and edibles.
 - a. On a weekly basis Green Gold Group will conduct an audit of patient supply to access if a larger percentage of inventory should be held for patients.
 - i. This audit will be retained for no less than 6 months.
3. After Green Gold Group Adult use operations have been open and dispensing for a period of six months an analysis of sales data will be conducted of all products sold to patients over the preceding 6 months.
 - a. Using this analysis Green Gold Group will determine the amounts sufficient to meet the patient demand for marijuana products.

Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. If a substitution must be made, the substitution shall reflect as closely as possible the type and strain no longer available.

On a quarterly basis, Green Gold Group will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical-use products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, Green Gold Group will submit a report to the Commission in a form determined by the Commission.

Marijuana products reserved for patient supply will be maintained on-site at the retail establishment. If our on-site supply of medical-use marijuana becomes low, we will immediately transfer product from our Cultivation/Product Manufacturing Establishment in North Brookfield.

Green Gold Group will perform audits of patient supply available on a weekly basis and retain these records for a period of six months.

If necessary, Green Gold Group will transfer marijuana products reserved for medical use to adult use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety. If this situation occurs, Green Gold Group will immediately replenish the medical-use marijuana from our Cultivation/Product Manufacturing facility inventory.

V. Reporting

Green Gold Group will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

VI. Point of Sale

As a Colocated Marijuana Operations (CMO) Green Gold Group will use best efforts to prioritize patient and caregiver identification verification and physical entry into its retail area.

1. Green Gold Group will have one or more separate Point of Sale (“POS”) station(s) reserved solely for medical marijuana sales to Qualifying Patients or their Personal Caregivers. These POS station will:
 - a. Be ADA compliant for wheelchair and scooter access.
 - b. Be clearly marked that the POS station is for medical sales only
 - c. Be separated from the other POS stations with the use of semi-permanent stanchions with ropes or belts that create a physical barrier between medical and adult sales.
 - i. The stanchion and rope system will also create a separate line for patients and caregivers and will be clearly marked with a sign stating that these POS stations are for medical sales only.
 - d. The other POS stations will be clearly marked by signage stating that these lines and POS stations are for all sales, including medical.
 - e. Our patient marketing and patient/consumer education materials will also state that medical sales may be done at any POS station and that the holder of a medical registration card may use either line and shall not be limited only to the medical use line.

2. The facility has an area that is separate from the sales floor that allows for confidential consultation. The Consultation Room will have signage that reads, "Consultation Area" and will be accessible by a Qualifying Patient or caregiver without having to traverse a Limited Access Area.
3. Virtual Separation of medical and adult sales will happen at the POS station. Green Gold Group POS System will be equipped to track medical and adult sales internally.
 - a. For each transaction Green Gold Group sales agent will ask each customer if there are any medical marijuana sales that will be completed.
 - i. If the answer is no, the sales agent will re-verify the customers age by checking the customers government issued ID card and entering the entire order as adult use and taxed and recorded appropriately.
 - ii. If the customer states that medical sales are included, the Sales Agent will request the Patient Registration Card issued by the Commission and their second form of identification.
 1. The Sales agent will enter the patient/caregiver information through the Commission-supported databases and verify the patient/caregiver registration is valid and that the patients 60-day supply has not been reached.
 2. The sales agent will fill the patient/caregiver order and ask which items are for medical use.
 - a. If all items are for medical use the sales agent will first enter the amounts of marijuana purchased into the CNB interoperable database and ensure that the amount does not exceed the patients 60-day supply.
 - b. The order will be entered into the POS System. For each item or stock keeping unit ("SKU") the sales agent will designate it as medical sales and the system will record it as such and not tax the transaction
 - c. If only some of the items are for medical use the sales agent will first enter the amounts of marijuana purchased into the Commission-supported database and ensure that the amount does not exceed the patients 60-day supply.
 - i. The sales agent will then verify that the patient is at least 21 years of age by checking the government issued identification. If the patient is under 21 years of age, no adult use products may be sold

- d. The order will be entered into the POS System. For each item or SKU the patient/caregiver designates as medical use the sales agent will designate it as medical sales and the system will record it as such and not tax the item(s). For items or SKU's identified as adult use (and the patient is 21 years of age or older) these items will be entered into the POS system and taxed accordingly.
 - b. At the end of each business day a report will be generated by the POS system that includes the data of all sales, medical and adult use. This report will be compared against the transaction data in the Metrc system and the Commission-supported database to ensure all medical and adult sales are correct.
4. Green Gold Group will not sell to an individual more than one ounce of marijuana or five grams of marijuana concentrate per transaction.

VII. Patients under the age of 21

Registered, Qualifying patients may be under the age of 21 and will require access to marijuana for medical use. Green Gold Group is will not restrict access to our products to patients of any age so long as they are registered with the Commission.

While we do not expect a large number of patients who are under the age of 21 we are committed to giving them access to our products while also making sure that these patients cannot access products that are intended for adult use.

No customer will have direct access to marijuana products except at point of sale. All marijuana products are stored in locked cabinets behind the POS counter.

1. Registered Patients under the age of 21 will be admitted into our facility only if the individual is 18 years of age or older and produces an active patient registration card issued by the Commission or the Commission. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active patient registration card and they are accompanied by their personal caregiver with an active patient registration card.
 - a. In addition to the active patient registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.
2. In any case where a patient that is under the age of 21, Green Gold Group agent that determines the patient is under 21 years of age will notify the sales manager of this fact.
3. The sales manager and the security agent will monitor the patient throughout the facility.

- a. The Sales Agent or designee will offer personal assistance to the patient and/or caregiver while they are inside the facility.
- b. At the POS Station the sales manager will notify the sales agent that the patient is under 21 to ensure that only medical sales occur.



GREEN GOLD
GROUP

Diversity Plan

Green Gold Group aims to foster equitable opportunity for all employees and to promote principles of diversity management that will enhance the level of organization and its employees. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. The Green Gold Group goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. Green Gold Group Inc's founding team is committed to maintaining a workforce and environment which is diverse with regard to race/ethnicity, national origin, gender, age, veteran status and sexual orientation. We are committed to hiring those best fit for the role.

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure that Green Gold Group is a diverse and inclusive company that promotes a discrimination- free work environment and providing opportunities for all employees to use their diverse talents to support the company's mission.

Green Gold Group will comply with the requirements of 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 Green Gold Group will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Green Gold Group will implement this plan to ensure access to employment (including management positions) and other relationships with the company. The demographics which this plan promotes are outlined below:

Diversity Plan Populations ("Program Populations"):

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who are LBGTQ+

Goals

The goals that Green Gold Group is committed to achieving through this plan and our vision include:

1. Make the Green Gold Group workplace a safe, accepting, respectful, welcoming, comfortable and supportive place to work.
2. Include as our suppliers, contractors and wholesale partners businesses owned by individuals defined in the Program Populations

RECRUITMENT AND HIRING PROGRAM-

Goals- Our goal for this program is to make the Green Gold Group workplace and management team as diverse as possible to include qualified employees with no regard to race, gender, age, disability, religion, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:

- 50% female
- 30% minority, veteran, persons with a disability or persons who are LGBTQ+
 - Of this 30% our goal is to have 70% be minorities, 5-10% Veteran, 5-10% Persons with disabilities and 5-10% be persons who are LGBTQ+

Program- Green Gold Group looks to recruit and hire diverse employees and plans to promote equity among minorities, veterans, people with disabilities and people of all gender identities and sexual orientations in the operation of our company. To promote diversity and equity Green Gold Group will;

1. Give hiring preference to individuals who are identified in the Program Populations.
2. Institute a “blind hiring” policy in which the personal information of the candidate from the hiring manager that can lead to unconscious (or conscious) bias about the candidate.
3. Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity.
 - This training will be done upon hire and annually thereafter.
4. Promote our Diversity Hiring preferences on recruitment websites and on our social media presence.
5. Use job descriptions that are catered to and appeal to diverse candidates.
6. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion. Engagement with these groups will include education for our hiring team, leads on candidates that fit our Program Populations and job posting that highlight our diversity hiring preference.
7. All job postings will be forwarded to the MassHire Worcester Career Center and posted in the Worcester Telegram. Both of these entities serve Worcester Massachusetts which has the highest minority populations in the area.
 - Our first Job postings will be withing 60 days of receipt of our Provisional License
 - Second and subsequent job posting will be done as needed.

Measurements- We will measure the success of the Recruitment and Hiring Program on an ongoing basis as we begin to hire to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of employees who meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of job applicants that meet the Program Population criteria;
3. The number of applicants that meet the Program Population criteria and if not hired, a description of the reason why; and
4. The number of job offers to applicants that meet the Program Population criteria and the reason (if known) what the applicant did not take the position

SUPPLIER/PARTNER PROGRAM-

Goals- The goal of the Supplier/Partner Program is to provide equity in the industry by promoting access to the industry by suppliers, contractor and wholesale partners who meet the Program Populations outlined above. Green Gold Group is committed to utilizing, and will give priority to the extent possible, to minority-owned, women owned, veteran owned, LGBTQ+ owned and business owned by persons with disabilities as suppliers, contractors and wholesale partners. Green Gold Group recognizes that sourcing products and services from individuals and companies from these populations allows equitable access and revenues from legal cannabis. Our goal is to have at least 30% our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above.

Program- Green Gold Group will actively identify and pursue partnerships with suppliers, contractors and Marijuana Establishments who meet the Program Populations that are outlined above.

1. Green Gold Group will give preference to suppliers and contractors whose owners or employees meet the Program Populations outlined above.
2. We will actively recruit these individuals or companies and promote this Program when sourcing these services.
3. We will give priority to Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above when sourcing wholesale products.

Measurement- We will measure the success of the Supplier/Partner Program on an ongoing basis as we begin to contract individuals and companies for these services to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of suppliers and contractors that we have engaged with that meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of bids received from these individuals and companies that meet the Program Population criteria;
3. The number of individuals and companies that meet the Program Population criteria and if not contracted with, a description of the reason why;
4. The number and percentage of Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above, that we have contracted with as our wholesale partners; and
5. The number and percentage of Marijuana Establishments whose owners or a majority of its employees meet the Program Populations that are outlined above that we have engaged with that did not result in a wholesale agreement and the reasons why.

DIVERSITY PLAN EVALUATION

In addition to evaluating the individual programs and goals outlined above, Green Gold Group will perform an ongoing and comprehensive evaluation of this Diversity Plan as a whole to ensure that it promotes and provides equity to the Plan Populations

1. As we begin to recruit and hire potential employees the management team will evaluate the

applicant pool to ensure that our recruitment policies are generating a diverse representation;

2. Periodically, the management team will evaluate the workplace climate through observations, employee meetings and individual conversations with individual employees to ensure our workplace is a place of inclusion;
3. 60 days prior to our license renewal (from provisional license) and annually thereafter the Green Gold Group management team will conduct a comprehensive evaluation of this plan that includes feedback from employees and stakeholders as to the effectiveness of its Programs and to see if the goals are attained; and
4. If, at any time, it is found that the plan is not reaching our goals, the executive management team will convene a special working group to evaluate the plan and make the necessary changes. This group may include outside consultants and professionals.