



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR281426  
Original Issued Date: 02/07/2020  
Issued Date: 01/14/2021  
Expiration Date: 02/07/2022

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Health Circle, Inc.

Phone Number: 917-428-8461  
Email Address: mwestort@healthcirclema.com

Business Address 1: 21 Commerce Road  
Business City: Rockland Business State: MA Business Zip Code: 02370  
Business Address 2:  
Mailing Address 1: 21 Commerce Rd.  
Mailing City: Rockland Mailing State: MA Mailing Zip Code: 02370  
Mailing Address 2:

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: yes  
Priority Applicant Type: RMD Priority  
Economic Empowerment Applicant Certification Number:  
RMD Priority Certification Number: RP201911

### RMD INFORMATION

Name of RMD: Health Circle, Inc.  
Department of Public Health RMD Registration Number: PCR Only  
Operational and Registration Status: Obtained Provisional Certificate of Registration only  
To your knowledge, is the existing RMD certificate of registration in good standing?: yes  
If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 20  
Role: Director Other Role:

First Name: Michael	Last Name: Westort	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali), American Indian or Alaska Native		
Specify Race or Ethnicity: White		

#### Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 20	
Role: Director	Other Role:	
First Name: Lea	Last Name: Westort	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity: White		

#### Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 20	
Role: Director	Other Role:	
First Name: Mary	Last Name: Carle	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity: White		

#### Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control: 20	
Role: Director	Other Role:	
First Name: Elizabeth	Last Name: Peters	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity: White		

#### Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control: 20	
Role: Director	Other Role:	
First Name: James	Last Name: Welch	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity: White		

### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

### CLOSE ASSOCIATES AND MEMBERS

#### Close Associates or Member 1

First Name: Steven	Last Name: Ingenhutt	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Steven will serve as the Director of Cultivation.		

#### Close Associates or Member 2

First Name: Kenneth	Last Name: Wolf	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Kenneth will serve as the Director of Security.		
Close Associates or Member 3		
First Name: Michael	Last Name: Westort	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Michael will serve as the Sole Member of the non-profit corporation, Director, President, Treasurer, Chief Executive Officer, Chief Financial Officer and a Capital Contributor.		
Close Associates or Member 4		
First Name: Lea	Last Name: Westort	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Lea is a Director on the 5-Member Board of Directors and a Capital Contributor.		
Close Associates or Member 5		
First Name: Mary	Last Name: Carle	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Mary is a Director on the 5-Member Board of Directors.		
Close Associates or Member 6		
First Name: Elizabeth	Last Name: Peters	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Elizabeth is a Director on the 5-Member Board of Directors.		
Close Associates or Member 7		
First Name: James	Last Name: Welch	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: James is a Director on the 5-Member Board of Directors.		
CAPITAL RESOURCES - INDIVIDUALS		
Individual Contributing Capital 1		
First Name: Michael	Last Name: Westort	Suffix:
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$10000    Percentage of Initial Capital: 100
Capital Attestation: Yes		
CAPITAL RESOURCES - ENTITIES		
No records found		
BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES		
No records found		
DISCLOSURE OF INDIVIDUAL INTERESTS		
Individual 1		
First Name: Kenneth	Last Name: Wolf	Suffix:
Marijuana Establishment Name: BUD'S GOODS AND PROVISIONS CORP. F/K/A TRICHOME HEALTH CORP.	Business Type: Marijuana Retailer	
Marijuana Establishment City: (Cultivation, Product Manufacturing, and Retail) Lakeville, Halifax, Abington	Marijuana Establishment State: MA	
Individual 2		
First Name: Michael	Last Name: Westort	Suffix:
Marijuana Establishment Name: 1Connection Corp.	Business Type: Marijuana Retailer	

Marijuana Establishment City: (MTC, Product Manufacturing, Cultivation, and Retail)  
Dighton

Marijuana Establishment State:  
MA

### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 21 Commerce Road

Establishment Address 2:

Establishment City: Rockland

Establishment Zip Code: 02370

Approximate square footage of the establishment: 19000

How many abutters does this property have?: 7

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
Plan to Remain Compliant with Local Zoning	Health Circle - Plan to Remain Compliant with Local Zoning (Rockland) - 9.13.18.pdf	pdf	5be32f604287b10d4f36ed27	11/07/2018
Certification of Host Community Agreement	Health Circle - Rockland - HCA Certification Form (EXEC).pdf	pdf	5be33060fe03b20d5f6947ca	11/07/2018
Community Outreach Meeting Documentation	Community Outreach Documentation.pdf	pdf	5beb12a5d84f77046ceed42b	11/13/2018

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.: \$3

### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Health Circle - Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5beb181e6906170d87938c01	11/13/2018

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:  
First Name: Michael Last Name: Westort Suffix:  
RMD Association: RMD Manager  
Background Question: no

Individual Background Information 2

Role: Other Role:  
First Name: Lea Last Name: Westort Suffix:  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 3

Role: Other Role:  
First Name: Mary Last Name: Carle Suffix:  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 4

Role: Other Role:  
First Name: Steven Last Name: Ingenhutt Suffix:  
RMD Association: RMD Staff  
Background Question: no

### Individual Background Information 5

Role: Other Role:  
First Name: Kenneth Last Name: Wolf Suffix:  
RMD Association: RMD Staff  
Background Question: no

### Individual Background Information 6

Role: Other Role:  
First Name: Elizabeth Last Name: Peters Suffix:  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 7

Role: Other Role:  
First Name: James Last Name: Welch Suffix:  
RMD Association: RMD Manager  
Background Question: yes

### ENTITY BACKGROUND CHECK INFORMATION

#### Entity Background Check Information 1

Role: Investor/Contributor Other Role:  
Entity Legal Name: Entity DBA:  
Entity Description: Massachusetts limited liability company  
Phone: 917-428-8461 Email: mkwestort@gmail.com  
Primary Business Address 1: 200 Portland St. Primary Business Address 2: 5th Fl.  
Primary Business City: Boston Primary Business State: MA Principal Business Zip Code:  
02114

**Additional Information:** The site won't let us add in the legal name and tax ID. There seems to be a system error. The entity is Mass RMD Services, DBA as MA RMD SVCS, the tax ID is 82-0984993.

Health Circle, Inc. originally had a services agreement and loan agreement with MA RMD SVCS. Pursuant to direction from the Cannabis Control Commission, the services agreement has been terminated, and such evidence has been provided to the CCC.

MA RMD SVCS had agreed to provide a line of credit to Health Circle and made partial funding on that line of credit. Health Circle no longer has access to the line of credit, and all that remains is debt to MA RMD SVCS. That debt does not give any control to MA RMD SVCS.

There has been no communication between MA RMD SVCS and Health Circle since the services agreement was terminated in February of 2020.

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	goodstandingcom copy.pdf	pdf	5b0d8f2052bc563da3bfe817	05/29/2018
Department of Revenue - Certificate of Good standing	goodstanding 2 copy.pdf	pdf	5b0d8f2911a2fe04237f7a5d	05/29/2018
Bylaws	2nd Amendment By-Laws .pdf	pdf	5b0d8fef53899e3d7b661e0b	05/29/2018
Articles of Organization	Health Circle, Inc. - Articles of Organization w Annual Report.pdf	pdf	5bf47b1d25766f0d55cc3698	11/20/2018
Articles of Organization	Health Circle, Inc. - RFI Information (12.12.18).pdf	pdf	5c1132bc4b318f178325c84b	12/12/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	11_Certificate of Good Standing from the Massachusetts Department of Revenue.pdf	pdf	5fcaa72763caf5075a67d7f7	12/04/2020
Department of Unemployment Assistance - Certificate of Good standing	11_Certificate of Good Standing from the Massachusetts Department of Unemployment Assistance.pdf	pdf	5fcaa728418c5607a11d984c	12/04/2020
Secretary of Commonwealth - Certificate of Good Standing	11_Certificate of Good Standing from the Secretary of the Commonwealth of Massachusetts.pdf	pdf	5fcaa7295ea0dd074817ab9f	12/04/2020

Massachusetts Business Identification Number: 001178901

Doing-Business-As Name:

DBA Registration City: Rockland

#### BUSINESS PLAN

No documents uploaded

#### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	13.0_Dispensing Procedures.pdf	pdf	5fcaa7fb91587f078718eb0e	12/04/2020
Energy Compliance Plan	13.1_Energy Compliance - Copy.pdf	pdf	5fcaa7fcfda1250795583e83	12/04/2020
Transportation of marijuana	13.2_Transportation of Marijuana.pdf	pdf	5fcaa7fe4a175107ac95287e	12/04/2020
Inventory procedures	13.3_Inventory Procedures.pdf	pdf	5fcaa7ffdd0ccd077448e5a8	12/04/2020

Maintaining of financial records	13.4_Maintaining of Financial Records.pdf	pdf	5fcaa800f867b207bbf0fdac	12/04/2020
Personnel policies including background checks	13.5_Personal Policies.pdf	pdf	5fcaa84f63caf5075a67d801	12/04/2020
Prevention of diversion	13.7_Plan for Prevention of Diversion.pdf	pdf	5fcaa850418c5607a11d9858	12/04/2020
Qualifications and training	13.8_Qualifications and Training.pdf	pdf	5fcaa8515ea0dd074817abad	12/04/2020
Quality control and testing	13.9_Quality Control and Testing.pdf	pdf	5fcaa852728b9907c6dd7048	12/04/2020
Record Keeping procedures	13.10_Recordkeeping Procedures.pdf	pdf	5fcaa88fc3fca007695a8bbd	12/04/2020
Restricting Access to age 21 and older	13.11_Restricting Access to Age 21 and Older.pdf	pdf	5fcaa890d8789e0780e40f5a	12/04/2020
Security plan	13.12_Security Policies and Procedures.pdf	pdf	5fcaa891fda1250795583e87	12/04/2020
Separating recreational from medical operations, if applicable	13.13_Separating Recreational from Medical Operations.pdf	pdf	5fcaa891925f52079a1f28ce	12/04/2020
Storage of marijuana	13.14_Storage of Marijuana.pdf	pdf	5fcaa89287f4c7077b610326	12/04/2020

#### 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 Agree

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

**Description of Progress or Success:** Health Circle held two job fairs on Thursday 11/5 and Friday 11/20. Of those interviewed 15% were from disproportionately impacted communities.

#### COMPLIANCE WITH DIVERSITY PLAN

##### Diversity Progress or Success 1

**Description of Progress or Success:** Health Circle held two job fairs on Thursday 11/5 and Friday 11/20. Of the candidates interviewed 14% were residents of Rockland and 50% were female.

#### HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 8:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 8:00 PM
Saturday From: 10:00 AM	Saturday To: 8:00 PM
Sunday From: 11:00 AM	Sunday To: 6:00 PM



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

Health Circle, Inc. (“**Health Circle**”) will remain compliant at all times with the local zoning requirements set forth in the Rockland Zoning By-laws (the “By-laws”). In accordance with By-laws Section 415-19, Health Circle’s proposed marijuana establishment at 21 Commerce Road in Rockland is located in the H-1 Industrial Park-Hotel Zoning District designated for marijuana establishments.

In compliance with By-laws Section 415-38.5(C)(3), the property is not located within 300 feet of a property boundary line of any lot in use as a private or public school, college, licensed day-care facility, library, park, playground, residential neighborhood or zoning district, recreational or athletic fields or facility or similar place where children typically congregate. In compliance with 935 CMR 500.110(3), Health Circle’s proposed facility is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12.

As required by the By-law, Health Circle will apply for a Special Permit and Site Plan Approval from the Rockland Planning Board. Health Circle will also obtain any other local permits or approvals required to operate a marijuana establishment at the proposed location and will comply with all permit conditions and standards set forth by the Town of Rockland.

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

Health Circle has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

## 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, Michael Westert, (insert name) certify as an authorized representative of Heath Circle (insert name of applicant) that the applicant has executed a host community agreement with Rockland, MA (insert name of host community) pursuant to G.L.c. 94G § 3(d) on 8/15/2018 (insert date).

  
Signature of Authorized Representative of Applicant

### Host Community

I, Marcia Birmingham, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Rockland (insert name of host community) to certify that the applicant and Rockland (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on Aug. 15, 2018 (insert date).

Marcia Birmingham  
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, Michael Westcott, (insert name) attest as an authorized representative of Health Circle (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 May 16<sup>th</sup> 2018 (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 May 8<sup>th</sup> 2018 (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 May 8<sup>th</sup> 2018 (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 May 8<sup>th</sup> 2018 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

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






**ATTACHMENT B**

**NOTICE OF COMMUNITY OUTREACH MEETING  
HEALTH CIRCLE, INC.**

Notice is hereby given that Health Circle, Inc. will hold a Community Outreach Meeting on **May 16, 2018 at Rockland Town Hall, 242 Union Street, Rockland, MA 02370 between 7:00 – 8:30 PM** to discuss the proposed siting of an Adult Use Marijuana Cultivation, Product Manufacturing and Retail Establishment at 21 Commerce Road, Rockland in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

TOWN CLERK, ROCKLAND,  
MAY 8 2018 PM 5:50

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

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

Interested members of the community are encouraged to ask questions and receive answers from Health Circle, Inc.'s representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

ROCKLAND BOARD OF HEALTH

MAY 08 2018  
RECEIVED

**NOTICE OF COMMUNITY OUTREACH MEETING  
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2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from Health Circle, Inc.'s representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to abutters within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.



TIA will distribute  
*Allen J. Chace*

CLERK: ROCKLAND  
MAY 8 2018 PM 3:55

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TMW CLERK, ROCKLAND,  
MAY 16 2018 PM 3:52



## NOTICE OF COMMUNITY OUTREACH MEETING HEALTH CIRCLE, INC.

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

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U.S. Postal Service™  
**CERTIFIED MAIL® RECEIPT**  
Domestic Mail Only

For delivery information, visit our website at [usps.com](http://usps.com).

**NORWELL, MA 02061**

**OFFICIAL USE**

0109 84

Postmark Here  
MAY - 8 2018  
05/08/2018 09:39

Certified Mail Fee	\$3.45
Postage	\$0.50
<b>Total Postage and Fees</b>	<b>\$6.70</b>

7017 3040 0000 6852 1583

PS Form 3800, Apr 12 2015 PSN 7530-02-000-9001 See Reverse for Instructions



michael westort <mkwestort@gmail.com>

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## Records Request Pursuant to Cannabis Control Commission Requirement

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**michael westort** <mkwestort@gmail.com>  
To: Douglas Lapp <dlapp@rockland-ma.gov>  
Cc: michael westort <mkwestort@gmail.com>  
Bcc: Valerio Romano <valerio@vgrlawfirm.com>

Sat, Aug 8, 2020 at 1:38 PM

Dear Rockland Town Administrator Lapp,

Sorry about this as I am sure you have a lot on your plate already but pursuant to requirements from the Cannabis Control Commission, I am writing to request records of any cost to Rockland reasonably related to the operation of Health Circle, Inc. ("Health Circle") at 21 Commerce Rd. This request includes Rockland's anticipated and actual expenses resulting from the operation of the Health Circle in Rockland. Additionally, pursuant to direction from the Commission, I am required to state that, "in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26." For your reference, please see Section H, in the attached renewal application, which details this obligation on Health Circle.

Thank you in advance for your attention. All the best,

Michael Westort



**F-MTC RENEWAL APP-v1.pdf**

664K



michael westort <mkwestort@gmail.com>

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## Records Request Pursuant to Cannabis Control Commission Requirement

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**Douglas Lapp** <dlapp@rockland-ma.gov>

Mon, Aug 10, 2020 at 5:07 PM

To: michael westort <mkwestort@gmail.com>

Cc: Jennifer Berardi-Constable <JConstable@rockland-ma.gov>, "Robert W. Galvin" <rwgalvin@comcast.net>

Hello Michael. Thanks for the note. At this time, we don't have enough actual data yet to properly respond. Last week was the ribbon cutting ceremony for the first cannabis dispensary that just opened in Rockland, so we simply don't know enough yet about what the impacts will be in our community. Let's revisit this next year, and hopefully by then we'll have more experience/data and will be better able to respond.

Thanks again,

- Doug

Douglas Lapp

Town Administrator

Town of Rockland, MA

Phone: (781) 871-1874 ext. 1105

Email: [dlapp@rockland-ma.gov](mailto:dlapp@rockland-ma.gov)



cc: Jennifer Constable, Assistant Town Administrator

Robert Galvin, Town Counsel

[Quoted text hidden]

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

### **Overview**

Health Circle, Inc. (“**Health Circle**”) is dedicated to supporting the communities and areas surrounding its Marijuana Establishment, particularly the nearby municipalities of Abington, Brockton, Braintree, Randolph, Quincy that are classified by the Cannabis Control Commission as areas of disproportionate impact. Health Circle firmly believes that marijuana businesses have an obligation to support the health and well-being of their customers as well as the local communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is Health Circle’s intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing negative stigmas and perceptions associated with marijuana use.

As Health Circle expands, its goal will be to maintain or increase the percentage of its employees who reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Health Circle will also strive to hire individuals who have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise. Health Circle will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent whose communities have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

### **Plan Administration**

Health Circle’s executive management team, led by Diversity and Compliance Officer Ken Wolf, will administer Health Circle’s Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”). Ken Wolf is a Board member of the Massachusetts Patient Advocacy Alliance (MPAA), a local non-profit organization that works with local and state governmental bodies to ensure the social welfare of medical marijuana patients, doctors, caregivers, medical professionals, advocates, and the general public while developing and implementing laws, policies, and regulations related to medical marijuana and its safe use. The Health Circle team will also be responsible for developing measurable outcomes and ensuring Health Circle continues to meet its commitment to promote and encourage full participation in the regulated cannabis industry by people from communities that have previously been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities.

### **Hiring Practices**

In alignment with the Diversity Plan, Health Circle will prioritize the hiring of individuals from the areas of disproportionate impact. Health Circle will leverage Ken Wolf’s experience and relationship with the MPAA to support job fairs and other programs to expand employment opportunities in the marijuana industry for individuals from areas of disproportionate impact. Health Circle will use best efforts to ensure that, by the end of the first year of operation, at least 10% of the employees working at its Marijuana Establishment in Rockland will live in, or have lived in, the nearby municipalities of Abington, Brockton, Braintree, Randolph, Quincy, or one of the other areas of disproportionate impact designated by the Commission. Health Circle will conduct an employment composition review annually to determine what percentage of its

employees live, or have lived, in areas of disproportionate impact. If the review reveals that Health Circle has not met its 10% goal, Health Circle will make a donation to the Commission's Social Equity Program or local organizations that provide social services to individuals residing in Abington, Brockton, Braintree, Randolph or Quincy.

Health Circle will also strive to hire Massachusetts residents who have past marijuana convictions or who have parents or spouses who have past marijuana convictions but are otherwise eligible to work as Marijuana Establishment Agents.

Finally, Health Circle will incorporate the following statement in relevant employment, marketing and advertising materials to raise awareness of its focus on promoting equity in the marijuana industry:

*An Equal Opportunity Employer*

*Health Circle, Inc. is an affirmative action/equal opportunity employer who supports expanding opportunities to protected classes, particularly minority groups and communities which have been disproportionately impacted by cannabis prohibition.*

#### Partnerships with Local Organizations

The Health Circle team will explore opportunities to form philanthropic partnerships in nearby communities to implement and enhance the Plan. On a quarterly basis, Health Circle plans to partner with different local institutions and organizations that serve areas of disproportionate impact to achieve its positive impact goals, including the Bethel Church of Nazarene Quincy, Abington Business Council, Abington & Quincy Veteran Services Departments, Quincy Office of Economic Development, Quincy Chamber of Commerce, Quincy Center for Innovation, Quincy, Quincy-based Life Sciences Corridor and Quincy College.

#### Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, Health Circle is committed to programming, restorative justice, jail diversion, workforce development, industry-specific technical assistance, and mentoring services in areas of disproportionate impact. Health Circle intends to host and participate in events that will support areas of disproportionate impact, including community service days, charity events, and educational seminars. Health Circle will encourage all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Further plans to positively affect areas of disproportionate impact may include the following:

- Instituting hiring practices, in alignment with Health Circle's Diversity Plan, that prioritize the hiring of individuals from areas designated as areas of disproportionate impact, as well as individuals of Black, African American, Hispanic or Latino descent;
- Offering assistance to individuals coming from areas of disproportionate impact; and
- Holding quarterly in-store donation drives, including direct giving and ongoing food and clothing drives.

### Measurement and Accountability

In order to ensure that Health Circle is both meeting its community impact goals and ascertaining that the goals are having the desired impact, the company will take the following measurement and accountability steps:

- Management will meet at least twice annually to assess community impact hiring goals:
  - The assessment will also include a remediation plan to meet the goals if the company is not on track to meet them by the specified time period; or
  - If the company has met the goal early, determine if the goals need to be increased.
- Health Circle will survey employees to ensure that community impact goals are being met and identify potential issues or areas of concern.



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: April 02, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**HEALTH CIRCLE, INC.**

is a domestic corporation organized on **June 24, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 18040026960

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

Processed by:



Commonwealth of Massachusetts  
Department of Revenue  
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0738087040  
Notice Date: April 3, 2018  
Case ID: 0-000-482-387



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



HEALTH CIRCLE INC  
44 AMYS WAY  
SCITUATE MA 02066-2100

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

The Commissioner of Revenue certifies that, as of the date of this certificate, HEALTH CIRCLE 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](http://mass.gov/dor) to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

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

Edward W. Coyle, Jr., Chief  
Collections Bureau



**SECOND AMENDED BY-LAWS OF HEALTH CIRCLE, INC.**  
**A MASSACHUSETTS NON-PROFIT CORPORATION**

**ARTICLE I: GENERAL**

**Section 1. Name and Purposes.** The name of the Corporation is Health Circle, Inc. (the “**Corporation**”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “**Articles of Organization**”) pursuant to Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“**Chapter 180**”). The Corporation shall, at all times, operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Non-Profit is used solely in furtherance of its nonprofit purpose.

**Section 2. Articles of Organization.** These Second Amended and Restated By-Laws (these “**By-Laws**”), the powers of the Corporation and its Member and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Organization. In the event of any conflict or inconsistency between the Articles of Organization and these By-Laws, the Articles of Organization shall control.

**Section 3. Corporate Seal.** The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall commence on January 1, and end on December 31 of each year, unless otherwise determined by the Board of Directors.

**Section 5. Location of Offices of Corporation.** The principal office of the Corporation shall be 21 Commerce Rd, Rockland, MA 02370. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as the Board of Directors may determine.

**ARTICLE II: MEMBERS**

**Section 1. Identity of Initial and Sole Member.** The initial and sole member of the Corporation shall be Michael Westort (hereinafter referred to herein as the “**Member**”). In the event the Member dies or becomes incapacitated and, at that time, there are no other Additional Members (as defined below), the legal representative of the estate of the Member shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including

terms and conditions with respect to voting rights, as such legal representative may determine to be appropriate at the time of such appointment.

**Section 2. Additional and Substitute Members.** The Member has the power to appoint additional members or substitute members of the Corporation (“**Additional Members**”), and the Member may amend these By-Laws to provide for the admission of Additional Members on such terms and conditions as the Member may determine.

**Section 3. Tenure.** For so long as the Member continues to comply with the qualifications, rules and regulations applicable to Membership as shall be established from time to time by the Member, the Member shall continue to be a Member in good standing until the Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified, unless a different term is designated at the time the By-Laws are amended and an Additional Member is admitted by the Member.

**Section 4. Resignation.** Any Member may resign by delivering a written resignation to the President or Clerk of the Corporation, to the Board of Directors, or to the principal office of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective. The Member shall appoint a substitute member in accordance with Section 1 of this Article.

**Section 5. Annual Meeting.** The annual meeting of the Member shall be held on such day and at such hour as may be determined by the Member. In the event that the annual meeting is not held on such date, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting.

**Section 6. Special Meetings.** Special meetings of the Member may be called by the Member, the President or by a majority of the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer.

**Section 7. Notice.** In the event that there are Additional Members, written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Member or the Clerk at least two (2) calendar days before the meeting to the Members. The Members may waive notice either before or after a meeting. If there are no Additional Members, notice of an annual or special meeting shall not be required.

**Section 8. Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Member may be taken without a meeting and without notice if the Member consents to the action in writing and the written consent is filed with the records of the meetings of the Member. Such consent shall be treated for all purposes as a vote at a meeting.

**Section 9. Powers of the Member.** In addition to and without limiting the powers, rights and privileges the Member shall have that are afforded to “members” of a Corporation organized under Chapter 180, the Articles of Organization, these By-Laws and other applicable law, the actions and powers of the Corporation listed below shall be reserved exclusively to the Member:

- (a) Amend or amend and restate the Articles of Organization;
- (b) Adopt, amend, or repeal these By-Laws;

- (c) Appoint, remove, or suspend any Director of the Corporation;
- (d) Change the number of members of the Board of Directors of the Corporation;
- (e) Approve any sale or other disposition of all, or substantially all, of the assets or operations of the Corporation;
- (f) Approve any merger or consolidation of the Corporation;
- (g) Approve any plan of dissolution of the Corporation, or other action related to dissolution or liquidation of the Corporation;
- (h) Appoint, suspend, or remove an Additional Member of the Corporation; and
- (i) Authorize the Corporation to enter into any agreement to do any of the foregoing.

### **ARTICLE III: DIRECTORS**

**Section 1. Enumeration; Qualifications.** The Corporation shall have a Board of Directors that shall serve as the governing body of the Corporation and shall have all the powers and duties of a board of directors under Massachusetts law, except for those powers reserved to the Member or delegated to officers pursuant to these By-Laws. The Board of Directors shall consist of such number of Directors as shall be determined initially by the incorporator, and thereafter by the Member (but not less than the minimum number required by law). Directors shall possess such qualifications as may be determined by the Member.

**Section 2. Election of Directors; Term of Office.** Directors shall be elected by the Member at an annual meeting of the Member or at any special meeting held in lieu thereof by the affirmative vote of the Member or by written consent of the Member. Subject to other provisions of these By-Laws, unless the Member specifies a different term at the time of election or appointment, each Director shall serve until the next annual meeting of the Member, or special meeting held in lieu thereof, and until his or her successor is duly elected and qualified, or until he or she sooner dies, becomes incapacitated, resigns, is removed or becomes disqualified.

**Section 3. Vacancies.** Any vacancy at any time existing in the Board of Directors (including any newly created seats on the Board) may be filled by the Member at any meeting of the Member or by written consent of the Member. Unless the Member specifies a different term at the time of election or appointment, each successor Director shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is duly elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

**Section 4. Resignation.** Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the

Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Director in his or her resignation.

**Section 5. Removal.** A Director may be removed from office, with or without cause, by the affirmative vote of the Member. A Director may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon.

**Section 6. Powers.** The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, except those powers reserved to the Member by law, the Articles of Organization, or these By-Laws. The Board of Directors, in its discretion, may from time to time establish committees, appoint individuals to serve as members of any such committee, define or limit the powers and duties of any such committee, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions under Massachusetts law that require action by the Board of Directors including, without limitation, the Board may not delegate to a committee the power to:

- (a) Change the location of the principal office of the Corporation;
- (b) Adopt, amend or repeal these By-Laws;
- (c) Change the number of Directors;
- (d) Appoint, elect, suspend or remove Directors or officers;
- (e) Amend or amend and restate the Articles of Organization;
- (f) Authorize any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;
- (g) Authorize any merger or consolidation of the Corporation; or
- (h) Authorize the dissolution of the Corporation.

Subject to these By-Laws and applicable law, the Board of Directors may authorize officers, attorneys or agents of the Corporation to act on its behalf subject to such limitations as the Board of Directors determines.

**Section 7. Compensation of Directors.** Directors as such shall not receive any salaries for their services on the Board of Directors of the Corporation, but Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services. The Corporation may reimburse Directors for reasonable expenses incurred in the performance of their duties to the Corporation as approved by the Board of Directors. A Director, solely because of being a member of the Board of Directors, shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such other service.

## **ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Place.** Meetings of the Board of Directors shall be held at such place within or outside of Massachusetts as may be determined by the Board and identified in the notice of any such meeting.

**Section 2. Annual and Special Meetings.** Annual meetings of the Board of Directors may be held at such time as may be determined by the majority of the Directors and identified in the notice of such meeting. Special meetings of the Board may be called by the Member, the President or by a majority of the Directors, and shall be noticed by the President or the Clerk, or in the case of the death, absence, incapacity or refusal of the President or the Clerk, by the Member or any other officer.

**Section 3. Notice.** Unless otherwise required by law, the Articles of Organization, or these By-Laws, notice of each meeting of the Board of Directors shall be given, not later than two (2) business days before the meeting is scheduled to commence, by the President or the Clerk (or the Member or other officer as set forth in Section 1 above) and each such notice shall state the place, date and time of the meeting. Notice of each meeting may be delivered to a Director by hand or given to a Director orally (either by telephone or in person) or mailed, sent by electronic mail or sent by facsimile transmission to a Director at his residence or usual place of business. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid; if sent by electronic mail, the notice shall be deemed given when directed to an electronic mail address at which the Director has consented to receive notice; and if sent by facsimile transmission, the notice shall be deemed given when transmitted with transmission confirmed. Notice of any meeting need not be given to any Director who shall submit, either before or after the time stated therein, a signed waiver of notice or who shall attend the meeting, other than for the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Notice of an adjourned meeting, including the place, date and time of the new meeting, shall be given to all Directors not present at the time of the adjournment, and also to the other Directors unless the place, date and time of the new meeting are announced at the meeting at the time at which the adjournment is taken.

**Section 4. Quorum; Action at Meetings; Proxy Voting Not Permitted.** Except as otherwise provided by law, the Articles of Organization or these By-Laws, at all meetings of the Board of Directors, a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business, and the vote of a majority of the Directors present and voting at a meeting when a quorum is present shall be the act of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time, date and place. Each Director shall be entitled to one (1) vote on any matter that comes before the Board of Directors. There shall be no voting by proxy.

**Section 5. Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting and without notice if a majority of all of

the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 6. Presence through Communications Equipment.** Unless otherwise restricted by law, members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

## **ARTICLE V: OFFICERS AND AGENTS**

**Section 1. Enumeration.** The officers of the Corporation shall be: President, Treasurer, Clerk, and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents as the Board of Directors may appoint from time to time and each shall have such powers as may be designated by the Board of Directors.

**Section 2. Term of Office.** Unless the Board of Directors indicate a different term at the time of election or appointment, officers of the Corporation shall serve at the pleasure of the Board of Directors, and until their respective successors are elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

**Section 3. Qualifications.** An officer of the Corporation may but need not be a Director of the Corporation. Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation. Officers shall meet such other qualifications as the Board of Directors may determine from time to time.

**Section 4. Vacancies.** Any vacancy at any time existing in any officer position of the Corporation may be filled by the Directors and such successor officer shall serve at the pleasure of the Board of Directors, and until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

**Section 5. Resignation.** Any officer or agent may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation, and such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and the acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however*, that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning officer in his or her resignation.

**Section 6. Removal.** The Board of Directors may remove any officer, with or without cause, by the affirmative vote of a majority of the total number of Directors then in office at any regular meeting or special meeting of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. Each agent appointed

by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors.

**Section 7. President.** The President shall be the chief executive officer of the Corporation and as such shall have charge of the general business and affairs of the Corporation subject to the supervision of the Board of Directors. Subject to limitations that the Board of Directors may approve generally or in any specific instance, the President shall have the power to bind the Corporation and execute documents on behalf of the Corporation, including signing checks or drawdowns on bank accounts of the Corporation. The President shall also have such other powers and duties as customarily belong to the office of the chief executive and any other powers as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued by the Board of Directors from time to time, or by any committees of the Board to which the authority for such action has been specifically delegated.

**Section 8. Treasurer.** The Treasurer shall have such powers and duties as customarily belong to the office of Treasurer and any other powers as may be designated from time to time by the Board of Directors. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board of Directors, exclusive of any Director who is an officer or Director of the depository so designated. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board of Directors.

**Section 9. Clerk.** The Clerk shall record all proceedings of the Member and the Board of Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.

**Section 10. Additional Powers and Duties.** Each officer shall, subject to these By-Laws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these By-Laws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the President or the Directors may from time to time designate.

**Section 11. Compensation of Agents and Employees.** The Corporation may pay compensation in reasonable amounts to its officers, agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegate power to any officer or officers, then by such officer or officers; *provided, however*, any such officer or officers authorized by the Board of Directors to fix compensation may not be authorized to fix his or her own compensation. The Directors may require officers, agents or employees to give security for the faithful performance of their duties.

## **ARTICLE VI: MAINTENANCE AND INSPECTION OF RECORDS**

The original, or attested copies, of the Articles of Organization, these By-Laws and records of all meetings and actions of the Member, the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation. Books, accounts, documents and records of the Corporation shall be open to inspection by any Director or Member for any proper purpose during the usual hours of business.

## **ARTICLE VII: EXECUTION OF INSTRUMENTS; EVIDENCE OF AUTHORITY**

**Section 1. Checks, Notes, Drafts and Other Instruments.** The President and the Treasurer, or other officers and/or agents as shall be authorized by the Board of Directors, are authorized to sign, seal, acknowledge, and deliver, in the name and on behalf of the Corporation: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two (2) officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument.

**Section 2. Evidence of Authority.** A certificate executed by the Clerk, an assistant clerk or a temporary clerk as to any action taken by the Member, the Board of Directors, or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

## **ARTICLE VIII: CONFLICT OF INTEREST**

**Section 1. Conflict of Interest Policy.** All Directors, officers and other persons in a position of significant authority designated by the Board of Directors or the President of the Corporation shall adhere to the Conflicts of Interest Policy attached hereto, which may be amended or replaced from time to time by the Board of Directors.

## **ARTICLE IX: PERSONAL LIABILITY; INDEMNIFICATION**

**Section 1. Personal Liability.** The Member, Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

**Section 2. Indemnification.** The Corporation shall, to the fullest extent legally permissible, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the



Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of his or her being or having been an Indemnified Person.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for said payment shall be provided unless such compromise and indemnification therefor shall be approved:

- (a) By a majority vote of disinterested Directors;
- (b) If there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by Independent Legal Counsel (as defined below) appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the Indemnified Person appears to have acted in good faith and in the reasonable belief that the Indemnified Person's actions were in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to a Related Entity, in the best interests of the Related Entity (and, if the Related Entity is an employee benefit plan, in the best interests of the participants or beneficiaries of such plan)); and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances;
- (c) By the Member if she is disinterested; or
- (d) By a court of competent jurisdiction.

Costs and Expenses incurred by an Indemnified Person in connection with the defense or disposition of any Proceeding shall be paid promptly by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Indemnified Person to repay the amounts so paid by the Corporation if it is ultimately determined that indemnification for such Costs and Expenses is not authorized by law or under this Article. Such undertaking shall be accepted without reference to the financial ability of such Indemnified Person to make repayment.

If both the Corporation and the Indemnified Person are parties to a Proceeding (other than a claim, action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein also may represent such Indemnified Person (unless such dual representation would involve such counsel in an actual or potential conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all Costs and Expenses of such counsel incurred during the period of dual representation.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any rights to indemnification to which such Indemnified Person or other

corporate personnel may be entitled by contract, by vote of the Board of Directors or otherwise under law.

**Section 3. Definitions.** As used in this Article IX, the terms:

- (a) **“Costs and Expenses”** means all reasonable costs and expenses incurred by an Indemnified Person in investigating, defending or appealing any Proceeding, including attorneys’, accountants’, experts’ and other professional fees and disbursements; reasonable compensation for time spent by the Indemnified Person on behalf of the Corporation during which he or she is not otherwise compensated by the Corporation or a third party; any premium, security for, and other costs relating to any costs or other appeal bond or its equivalent, whether such Proceeding is of a civil, criminal, arbitrational, administrative or investigative nature, whether formal or informal, including an action by or in the name of the Corporation. Costs and Expenses shall include all reasonable costs and expenses incurred by an Indemnified Person, including attorneys’, accountants’, experts’ and other professional fees and disbursements, in connection with successfully establishing his or her right to indemnification, in whole or in part, hereunder.
- (b) **“Indemnified Person”** means each person who:
  - (i) Shall be, or at any time shall have been a Member, a Director or an officer of the Corporation; or
  - (ii) At the request of the Corporation, shall serve, or at any time shall have served, as an incorporator, director, trustee, officer, employee, agent, member, manager or in any other capacity with respect to any Related Entity; or
  - (iii) The Board of Directors by vote shall designate, who shall be, or at any time shall have been, an employee or agent of the Corporation or who shall serve, or at any time shall have served, at the request of the Corporation, in any capacity with respect to any Related Entity.
- (c) **“Proceeding”** means any threatened, pending or completed claim, action, suit or proceeding or any alternative dispute resolution mechanism (including an action by or in the right of the Corporation or an affiliate of the Corporation) or any formal or informal inquiry, hearing or investigation, whether conducted by the Corporation or an affiliate of the Corporation or any other party, and any other action that an Indemnified Person in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.
- (d) **“Related Entity”** means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the

Corporation is in any way interested in, or as to which an Indemnified Person is serving or shall have served at the Corporation's request or on its behalf, as a director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.

- (e) **"Independent Legal Counsel"** means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Legal Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation's obligations or such Indemnified Person's rights hereunder.
- (f) "Person," "director," "officer," "employee," "agent" and "Indemnified Person" shall include their respective heirs, executors and administrators, and an "interested" director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

**Section 4. Enforceability.** It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons shall vest upon the date of adoption of these By-Laws. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute or common law) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article IX, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article IX shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal of this Article IX or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

**Section 5. Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or

her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

#### **ARTICLE X: ADVISORY BOARDS OR COMMITTEES**

The Board of Directors may determine to establish one or more advisory boards or committees to further the goals of the Corporation. Advisory boards or committees may be constituted of persons who are not Directors, but have an interest and willingness to advance the purposes of the Corporation. Any advisory board or committee may be discontinued by the Board of Directors at any time. An advisory board or committee shall be required to make at least annual reports to the Board of Directors.

#### **ARTICLE XI: NONDISCRIMINATION POLICY**

Persons of all races, religions, genders, sexual orientations and national origins shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts, and the Corporation shall not discriminate on the basis of race, religion, gender, sexual orientation, national origin or disability.

#### **ARTICLE XII: AMENDMENTS**

These By-Laws may be altered, amended or repealed, in whole or in part, solely by the Member.

#### **ARTICLE XIII: NON-PROFIT COMPLIANCE**

In compliance with 105 CMR 725.100(A)(1) and the DPH “*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*,” the Corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its non-profit purpose.

#### **ARTICLE XIV: POLICIES**

The Board of Directors may adopt policies that shall be incorporated into these By-Laws. The following policies have been adopted and incorporated herein:

- Appendix 1: Conflict of Interest Policies and Procedures
- Appendix 2: Whistleblower Policy
- Appendix 3: Document Retention and Destruction Policy
- Appendix 4: Compensation Setting Policy
- Appendix 5: Comprehensive Information Security Policy
- Appendix 6: Antitrust Policy

I, Michael Westort, the President of Health Circle, Inc., do hereby attest that the foregoing is a true copy of the By-Laws of the Corporation and that said By-Laws were duly adopted on August 15, 2016.

By: 

Name: Michael Westort

Title: President of Health Circle, Inc.

## Appendix 1

### **HEALTH CIRCLE, INC. CONFLICT OF INTEREST POLICIES AND PROCEDURES**

#### **I. PURPOSE**

HEALTH CIRCLE, INC. (the “Corporation”) must be aware of and diligently address and manage all conflicts of interest and appearances of any conflicts of interest in order to protect the best interest of the Corporation when it is contemplating entering a transaction that might benefit the private interest of directors, members, officers or the executive management team. The Board of Directors shall follow the procedures set forth herein to address and evaluate conflicts of interest to determine whether it is in the best interest of the Corporation to enter into the proposed transaction and, if so, to ensure that the terms of the transaction are fair and reasonable.

#### **II. DEFINITIONS**

An *Insider* is a member, director or officer of the Corporation or a person on the executive management team.

An *Interest* means any material financial interest, direct or indirect, including, but not limited to, a sale, loan or exchange with the Corporation whereby the Insider would derive a material financial benefit, but shall not include compensation in the form of salary, such compensation being governed by the Compensation Setting Policy.

A *Managerial Position* is a member, director, officer, executive, trustee, or other managerial role in an entity other than the Corporation or a person who has significant influence over the management or operating policies of an entity other than the Corporation.

*Transaction* means any transaction, agreement, or arrangement with the Corporation.

A *Conflict of Interest* is present when an Insider, or an immediate family member of an Insider, has an Interest in a Transaction or is in a Managerial Position with an entity involved in a Transaction.

*Disinterested Directors* are the members of the Board of Directors of the Corporation that do not have a Conflict of Interest.

#### **III. PROCEDURES**

##### **1. Duty to Disclose**

Promptly upon learning of the proposed Transaction, each Insider that has a Conflict of Interest shall promptly disclose to the Board of Directors the existence of the Conflict of Interest and all material facts regarding their Interest in the Transaction, including relevant

Managerial Positions. Such disclosure shall be made prior to the Board of Directors taking any action on the Transaction or substantially discussing the Transaction. In the event that the Insider is unsure as to whether a Conflict of Interest exists, the Insider shall disclose the circumstances to the Disinterested Directors, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

2. No Participation

An Insider who has a Conflict of Interest shall not take part in any negotiations regarding the Transaction and shall not participate in or be permitted to attend the Board's or any committee's discussion of the matter except to disclose material facts and to respond to any questions regarding the Insider's Conflict of Interest. The Insider with the Conflict of Interest shall not exert his or her personal influence or lobby the Board of Directors with respect to the matter, either at or outside the meeting, and shall not vote on the Transaction. An Insider who is a member of the Board of Directors may be counted in determining the presence of a quorum at such meeting, however, the interested Directors may not be present during any discussion or vote on the Transaction.

3. Due Diligence

The Disinterested Directors shall hold a meeting to determine if the Transaction is fair, reasonable and in the best interest of the Corporation by conducting due diligence on the Transaction. Such due diligence may include any or all of the following:

- Reviewing all relevant documents relating to the Transaction;
- Discussing the purpose, benefits, advantages and disadvantages of the Transaction;
- Reviewing similar agreements and transactions to compare the relevant terms to the Transaction;
- Discussing and considering alternatives to the Transaction;
- Obtaining opinions or guidance from relevant industry third-party professionals regarding the fairness of the Transaction and the industry standards and terms for similar transactions;
- Consulting with the Corporation's legal counsel to discuss the terms and legal implications of the Transaction;
- Obtaining an independent legal opinion that the Transaction is fair, in the best interest of the Corporation and in compliance with applicable laws and regulations; and
- Proposing modification to the terms of the Transaction if the Disinterested

Directors concluded that the proposed terms of the Transaction are not fair, reasonable and in the best interest of the Corporation, as presented.

#### 4. Approval

After exercising its due diligence, the Disinterested Directors, shall determine whether the Transaction is fair, reasonable and in the best interest of the Corporation. The Transaction can be approved by a majority vote of the Disinterested Directors present at a meeting for which a quorum is present. The Transaction must be approved by more than one Disinterested Director.

#### 5. Record of Proceedings

The minutes of any meeting of the Board of Directors held pursuant to this policy shall contain:

- the names of all persons present at the meeting;
- details of the Transaction;
- the name of each Insider who disclosed or was otherwise determined to have a Conflict of Interest;
- the nature of the Conflict of Interest;
- the names of the Directors who participated in the discussion regarding the Transaction and the names of the Directors who were excluded from discussions of the Transaction;
- the information considered and discussed by the Board in exercising its due diligence regarding the Transaction;
- the Directors who voted on the Transaction, and the Directors who were excluded from voting;
- the result of the vote;
- if the Board rejected the Transaction, the reasons for the rejection and any proposed modifications to the Transaction;
- if the Board approved the Transaction, the reasons why the Board determined that the Transaction is fair and in the best interest of the Corporation; and
- copies of the Transaction agreements and all related documents thereto.

### IV. VIOLATIONS

If the Board of Directors has reasonable cause to believe that an Insider has failed to disclose a Conflict of Interest, it shall inform such Insider of the basis for this belief and afford the Insider an opportunity to explain the alleged failure to disclose. If, after hearing the Insider's



response and making further investigation as warranted by the circumstances, the Board of Directors determines that the Insider has failed to disclose a Conflict of Interest, the Board of Directors shall take appropriate disciplinary and corrective action.

## **V. REVIEW**

To ensure that the Corporation operates in a manner consistent with its mission, the Board of Directors shall periodically review this policy. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved. A copy of this policy shall be distributed to each Insider for their review and compliance hereto.

\* \* \* \*

## Appendix 2

### **HEALTH CIRCLE, INC. WHISTLEBLOWER POLICY**

#### **I. EXPECTATION**

HEALTH CIRCLE, INC. (the “Corporation”) expects Directors, Officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

#### **II. OPEN DOOR POLICY**

If any Director, Officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another Director, Officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to Directors, the relevant individual is the President of the Board of Directors or any other Director. With respect to Officers and employees, the relevant individual is the President, if there is one in office, and if not, any Director. In the event the Director, Officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a Director or the President, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

#### **III. REQUIREMENT OF INVESTIGATION**

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the President and/or a Director shall open an investigation into the matter and pursue it to resolution. Should the President or a Director find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

#### **IV. CONFIDENTIALITY**

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

#### **V. PROTECTION FROM RETALIATORY ACTION**

Neither the Corporation nor its managers may take any negative employment or other retaliatory action against any Director, Officer or employee who in good faith reports a violation of a law or regulatory requirement. An employee who retaliates against someone

who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

## **VI. GENERAL POLICY**

This general policy is not a contract and it may be rescinded or amended at any time by the Corporation. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

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**HEALTH CIRCLE, INC.  
DOCUMENT RETENTION AND DESTRUCTION POLICY**

**I. RETENTION POLICY**

HEALTH CIRCLE, INC. (the “Corporation”) takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Corporation may be required to keep in the future. From time to time, the Corporation may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

<b>File Category</b>	<b>Item</b>	<b>Retention Period</b>
<b>Corporate Records</b>	<i>By-Laws and Articles of Organization</i>	Permanent
	<i>Corporate resolutions</i>	Permanent
	<i>Board and committee meeting agendas and minutes</i>	Permanent
	<i>Conflict-of-interest disclosure forms</i>	4 years
<b>Finance and Administration</b>	<i>Financial statements (audited)</i>	7 years
	<i>Auditor management letters</i>	7 years
	<i>Payroll records</i>	7 years
	<i>Check register and checks</i>	7 years
	<i>Bank deposits and statements</i>	7 years
	<i>Chart of accounts</i>	7 years
	<i>General ledgers and journals (includes bank reconciliations)</i>	7 years
	<i>Investment performance reports</i>	7 years
	<i>Equipment files and maintenance records</i>	7 years after disposition
	<i>Contracts and agreements</i>	7 years after all obligations end
	<i>Correspondence — general</i>	3 years

<b>Insurance Records</b>	<i>Policies — occurrence type</i>	Permanent
	<i>Policies — claims-made type</i>	Permanent
	<i>Accident reports</i>	7 years
	<i>Safety (OSHA) reports</i>	7 years
	<i>Claims (after settlement)</i>	7 years
	<i>Group disability records</i>	7 years after end of benefits
<b>Real Estate</b>	<i>Deeds</i>	Permanent
	<i>Leases (expired)</i>	7 years after all obligations end
	<i>Mortgages, security agreements</i>	7 years after all obligations end
<b>Tax</b>	<i>IRS Tax returns and related correspondence</i>	Permanent
	<i>IRS Form 1120s</i>	7 years
	<i>State Tax returns</i>	7 years
<b>Human Resources</b>	<i>Employee personnel files</i>	Permanent
	<i>Retirement plan benefits (plan descriptions, plan documents)</i>	Permanent
	<i>Employee handbooks</i>	Permanent
	<i>Workers comp claims (after settlement)</i>	7 years
	<i>Employee orientation and training materials</i>	7 years after use ends
	<i>Employment applications</i>	3 years
	<i>IRS Form I-9 (store separate from personnel file)</i>	Greater of 1 year after end of service, or three years
	<i>Withholding tax statements</i>	7 years
	<i>Timecards</i>	3 years
<b>Technology</b>	<i>Software licenses and support agreements</i>	7 years after all obligations end

## II. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

### **III. EMERGENCY PLANNING**

The Corporation's records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Corporation operating in an emergency should, if possible, be duplicated or backed up at least weekly and maintained off-site.

### **IV. DOCUMENT DESTRUCTION**

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding. Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

### **V. COMPLIANCE**

The Corporation will periodically review these procedures with legal counsel or the Corporation's certified public accountant to ensure that they are in compliance with new or revised regulations.

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**HEALTH CIRCLE, INC.  
COMPENSATION SETTING POLICY**

**I. INTRODUCTION**

This policy codifies the procedures by which the Board of Directors of HEALTH CIRCLE, INC. (the "Corporation") sets the compensation of Directors, top management officials, Officers and key employees ("executive compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

**II. POLICY**

The Board of Directors shall oversee the setting of executive compensation and shall (1) determine compensation of all Directors, top management officials, Officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis. In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

**III. GUIDELINES**

Compensation determinations made by the Directors will be made in accordance with the following guidelines:

- (i) In setting and determining the reasonableness of executive compensation, the Board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.
- (ii) Directors involved in setting and approving executive compensation, as well as any third parties providing professional advice to the Directors in connection with setting and approving executive compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Directors shall have no conflict of interest for these purposes if they (1) will not economically benefit from the compensation arrangement, (2) are not family members of a person who will economically benefit, (3) have no material financial interest affected by the compensation arrangement, and (4) are not family members of a person who has a material financial interest affected by the compensation arrangement.

- (iii) Timely and accurate minutes of all final actions by the Board regarding the setting and approval of executive compensation will be recorded and held with Board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the Directors present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

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**HEALTH CIRCLE, INC.  
COMPREHENSIVE INFORMATION SECURITY POLICY**

**I. OBJECTIVE**

It is the objective of HEALTH CIRCLE, INC. (the “Corporation”) in the development and implementation of this comprehensive information security program (“CISP”) to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, “personal information” means an individual’s first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (1) Social Security number; (2) driver’s license number or state-issued identification card number; or (3) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual’s financial account; provided, however, that “personal information” shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The Corporation generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

**II. PURPOSE**

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

**III. DATA SECURITY COORDINATOR**

The Corporation appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP’s safeguards;

- Evaluating the ability of each of Corporation's third party service providers to implement and maintain appropriate security measures for the personal information to which Corporation permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the Corporation's business practices that may implicate the security or integrity of records containing personal information; and
- Conducting an annual training session for all Directors, Officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

#### **IV. HANDLING PERSONAL INFORMATION**

##### **A. Paper Records**

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with the Corporation's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the Corporation receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper Employment Records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the President.

##### **B. Electronically Held Records**

The Corporation requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;

- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;
- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and
- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access, which are reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The Corporation will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The Corporation shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

## **B. Vendors**

Pursuant to 105 CMR 725.200, information held by the Corporation about dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties. Only upon receipt of written consent of the individual to whom the confidential information applies will the Corporation share personal and financial information with its vendors. The Corporation requires each of their vendors to send written evidence, signed by an authorized person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

## **V. TRAINING**

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

## **VI. PERSONS SEPARATING FROM THE CORPORATION**

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

## **VII. SECURITY BREACH AND NOTIFICATION**

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A “security breach” is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, he or she will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the Corporation's security program;
- A phone number to call within the Corporation for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The Corporation will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The Corporation shall document all responsive actions taken in connection with any incident involving a security breach.

## **VIII. CONFIDENTIALITY**

Notwithstanding anything to the contrary contained herein, information held by the Corporation about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

\* \* \* \*

## Appendix 6

### **HEALTH CIRCLE, INC. ANTITRUST POLICY**

It is the policy of HEALTH CIRCLE, INC. (the “Corporation”) to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its Member, directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation’s activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, except to insure that prices are reasonable and affordable for the Corporation’s patients, and to prevent diversion for non-medical purposes, directors, members, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, directors, officers, members and employees shall not engage in any actions in the context of the Corporation’s activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the Corporation’s activities shall be directed to the President and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

\* \* \* \*



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

Minimum Fee: \$35.00

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

**Articles of Organization**

(General Laws, Chapter 180)

Identification Number: 001178901

**ARTICLE I**

The exact name of the corporation is:

HEALTH CIRCLE, INC.

**ARTICLE II**

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

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, CIVIC, RELIGIOUS, LITERARY, OR EDUCATIONAL PURPOSES PURSUANT TO MGL CH. 180 §4.

**ARTICLE III**

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

MAY BE SET FORTH IN THE BYLAWS.

**ARTICLE IV**

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

*(If there are no provisions state "NONE")*

THE CORPORATION IS ORGANIZED SOLELY FOR THE FURTHERANCE OF ITS NONPROFIT PURPOSES. THE NET EARNINGS OF THE NONPROFIT SHALL NOT INURE TO THE BENEFIT OF ITS DIRECTORS, OFFICES, OR OTHER PRIVATE PERSON OR BE DISTRIBUTABLE THERETO; HOWEVER, REASONABLE COMPENSATION MAY BE PAID, AT THE AUTHORITY OF THE CORPORATION, FOR SERVICES RENDERED AND PAYMENTS AND DISTRIBUTIONS MAY BE EXECUTED IN FURTHERANCE OF THE NONPROFIT PURPOSES OF THE CORPORATION. IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINED. THE CORPORATION'S OFFICERS AND DIRECTORS SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTY, OR ARISING



NG THEREOF, AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. HOWEVER, TO THE EXTENT THAT APPLICABLE LAW IMPOSES LIABILITY, THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR A BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. TO THE EXTENT LEGALLY PERMISSIBLE, THE CORPORATION SHALL INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED—AT ANY TIME—AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES WITHOUT LIMITATION, WHICH SHALL INCLUDE, INTER ALIA, COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS, REASONABLE INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY. HOWEVER, NO INDEMNIFICATION WILL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER IN WHICH THE INDIVIDUAL SHALL HAVE BEEN FINALLY ADJUDICATED NOT ACTED IN GOOD FAITH WITH THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IN ANY PROCEEDING. FURTHER, A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING SHALL APPROVE ANY COMPROMISE OR SETTLEMENT PAYMENT THERETO. THE INDEMNIFICATION HEREUNDER PROVIDED WILL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OR OTHER INDIVIDUALS ENTITLED TO INDEMNIFICATION. UNDER THE AUTHORITY OF THIS ARTICLE, THE RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO—NOT EXCLUSIVE OF—ALL OTHER RIGHTS TO WHICH ANY INDIVIDUAL MAY BE ENTITLED. AS BETWEEN THE CORPORATION AND ITS INDEMNIFIED OFFICERS AND DIRECTORS, THIS ARTICLE CONSTITUTES A CONTRACT. AMENDMENTS TO OR REPEALS OF THE PROVISIONS OF THIS ARTICLE THAT ADVERSELY AFFECT THE RIGHTS OF AN INDEMNIFIED OFFICER OR DIRECTOR SHALL NOT APPLY TO ANY SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS THAT OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL.

*Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.*

**ARTICLE V**

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

**ARTICLE VI**

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

**ARTICLE VII**

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

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

No. and Street:	<u>25 RECREATION PARK DRIVE</u>		
	<u>#108</u>		
City or Town:	<u>HINGHAM</u>	State: <u>MA</u>	Zip: <u>02043</u> Country: <u>USA</u>

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

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> (no PO Box) Address, City or Town, State, Zip Code	<b>Expiration of Term</b>
PRESIDENT	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA 44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
TREASURER	JULIA KARIS	166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA 166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA	Until successors are duly elected and qualified
CLERK	MARY MASON	5 STONE AVENUE SCITUATE, MA 02066 USA 5 STONE AVENUE SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	JULIA KARIS	166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA 166 BLACK ROCK DRIVE HINGHAM, MA 02043 USA	Until successors are duly elected and qualified
DIRECTOR	JAMES WELCH	62 PLYMOUTH STREET METHUEN, MA 01844 USA 62 PLYMOUTH STREET METHUEN, MA 01844 USA	Until successors are duly elected and qualified
DIRECTOR	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA 44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	MARY MASON	5 STONE AVENUE SCITUATE, MA 02066 USA 5 STONE AVENUE SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET, APT. 6A NEW YORK, NY 10028 USA 233 EAST 86TH STREET, APT. 6A NEW YORK, NY 10028 USA	Until successors are duly elected and qualified

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

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

Name: MICHAEL WESTORT  
 No. and Street: 44 AMY'S WAY  
 City or Town: SCITUATE State: MA Zip: 02066 Country: USA

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

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 24 Day of June, 2015. (If an existing corporation is acting as incorporator, type in**

*the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

TIM CALLAHAN VICENTE SEDERBERG 100 STATE STREET, 9TH FLOOR BOSTON, MA 02109

THE COMMONWEALTH OF MASSACHUSETTS

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

June 24, 2015 03:20 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

Minimum Fee: \$15.00

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

**Annual Report**

(General Laws, Chapter 180)

**Identification Number:** 001178901

**Filing for November 1, 2018**

**In compliance with the requirements of Section 26A of Chapter one hundred and eighty (180) of the General Laws:**

**1. Exact name of the corporation:** HEALTH CIRCLE, INC.

**2. Location of its principal office:**

No. and Street: 21 COMMERCE ROAD

City or Town: ROCKLAND State: MA Zip: 02370 Country: USA

**3. DATE OF THE LAST ANNUAL MEETING:** 03/02/2018 📅 (mm/dd/yyyy)

(if none leave blank)

**4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
TREASURER	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
CLERK	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	MICHAEL WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	JAMES WELCH	62 PLYMOUTH STREET METHUEN, MA 01844 USA	Until successors are duly elected and qualified
DIRECTOR	MARY H. CARLE	376 CHIEF JUSTICE CUSHING HWY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	LEA WESTORT	44 AMY'S WAY SCITUATE, MA 02066 USA	Until successors are duly elected and qualified
DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET APT 6A	Until successors

corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person.    

**I, the undersigned, MICHAEL WESTORT of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 7 Day of November, 2018.**

# VICENTE SEDERBERG

BOSTON | DENVER | JACKSONVILLE | LOS ANGELES LLC

2 SEAPORT LANE, 11<sup>TH</sup> FLOOR  
BOSTON, MA 02210  
TEL: 617.934.2121

December 12, 2018

Cannabis Control Commission  
101 Federal Street, 13<sup>th</sup> Floor  
Boston, MA 02110

**Re: December 10, 2018 Requests for Additional Information from Health Circle, Inc.**

To Whom It May Concern:

On behalf of Health Circle, Inc. (“**Health Circle**”), this correspondence is in response to the Cannabis Control Commission’s (the “**Commission**”) December 10, 2018 Requests for Additional Information Notices for Health Circle’s Cultivator (MCN281787), Product Manufacturer (MPN281533) and Retailer (MRN281426) applications. The Commission requested the following information, and Health Circle responds as follows:

1. **Commission Request:** Copy of the articles of organization. *935 CMR 500.101(2)(e)(1) (required)*

*Note: Julia Karis and Mary Mason are listed on the articles of organization but not named within your application. Please add them to your application of intent and background check packets or provide documentation explaining why they do not fit the above definition or that of a close associate.*

**Health Circle’s Response:** As required by the Commission, a copy of Health Circle’s Articles of Organization, dated June 24, 2015, was submitted to the Commission with each of the three license applications referenced above. However, since Health Circle’s Articles of Organization were originally filed with the Secretary of the Commonwealth in June 2015, there have been several changes, explained below, related to Julia Karis and Mary Mason.

Julia Karis resigned as the Treasurer and a Director on Health Circle’s Board of Directors in August 2016 and is no longer affiliated with Health Circle in any capacity.

Mary Mason changed her name to Mary H. Carle after her recent marriage. She continues to serve as the Clerk and a Director on Health Circle’s Board of Directors and was disclosed on the Application of Intent and Background Check packets for each license application.

A copy of Health Circle’s 2018 Annual Report, included with this response and showing

the current officers and directors on the Board of Directors, was included with the Articles of Organization submitted with each application in order to clarify the current composition of Health Circle's team.

Please do not hesitate to contact our office if you have any questions. Thank you for your attention to these matters.

Sincerely,

A handwritten signature in blue ink, appearing to read "D. Ullian", is written over a horizontal line.

David M. Ullian Esq.

DMU/tc  
Enclosures





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

Minimum Fee: \$15.00

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

**Annual Report**

(General Laws, Chapter 180)

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3. DATE OF THE LAST ANNUAL MEETING: 03/02/2018 📅 (mm/dd/yyyy)  
 (if none leave blank)

4. State the names and street addresses of all officers, including all the directors of the corporation, and the date on which the term of office of each expires:

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DIRECTOR	ELIZABETH PETERS	233 EAST 86TH STREET APT 6A	Until successors

corporation is a cemetery corporation that holds perpetual care funds in trust, a copy of the written instrument establishing the trust and any amendments thereto must be attached, and the annual report must be filed by facsimile, mail or in person.    

**I, the undersigned, MICHAEL WESTORT of the above-named business entity, in compliance with the General Laws, Chapter 180, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 7 Day of November, 2018.**

## **Energy Compliance Plan**

### **Overview**

Although this Policy is for a retail only establishment, Health Circle, Inc. (“Health Circle”) performs the following as part of the implementation of this Policy:

- Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities.
- Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable.
- Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage).
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

To the extent updates are required to the information provided for initial licensure, Health Circle will submit an updated energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation, together with a renewal application submitted under 935 CMR 500.103(4). Health Circle will use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the Commission in a form determined by the Commission. Each license renewal application under 935 CMR 500.103(4) will include a report of Health Circle’s energy and water usage over the twelve-month period prior to the date of application.

### **Energy Efficiency and Conservation**

Health Circle has considered opportunities for renewable energy generation. Our team is dedicated to consistently striving for sustainability and emissions reduction.

Although Health Circle is currently a retail only facility, and its energy usage does not exceed that of any other retail facility in the Commonwealth, throughout construction of our facility we have endeavored to utilize energy efficient lighting, low flow plumbing fixtures, and other energy efficient options when available. We are engaging with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, as Rockland does not have a municipal lighting plant.

## MAINTAINING OF FINANCIAL RECORDS

Health Circle, Inc.'s ("Health Circle") operating policies and procedures ensure financial records are accurate and maintained in compliance with the 935 CMR 500.000 *et seq.* Financial records maintenance measures include policies and procedures requiring that:

- Confidential financial information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required by law or pursuant to a court order. However, the Cannabis Control Commission (the "**Commission**") may access this information to carry out its official duties.
- Health Circle will comply with all recordkeeping requirements under 935 CMR 500.105(9), including:
  - ☐ Keeping written business records, available for inspection, and in accordance with Generally Accepted Accounting Principles (GAAP), which will include manual or computerized records of:
    - ☐ Assets and liabilities;
    - ☐ Monetary transactions;
    - ☐ Books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - ☐ Sales records including the quantity, form, and cost of marijuana products; and
    - ☐ Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Health Circle.
- Health Circle will comply with all sales recording requirements under 935 CMR 500.140(6), including:
  - o Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (the "**DOR**"), and a sales recording module approved by DOR;
  - o Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
  - o Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - o Adopting separate accounting practices at the point-of-sale for marijuana sales and non-marijuana sales;
  - o Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
  - o If Health Circle is permitted to co-locate a Medical Marijuana Treatment Center at the proposed location, maintaining and providing the Commission on a biannual basis accurate sales data collected during the preceding six (6) months to ensure an adequate supply of marijuana and marijuana products in accordance with 935 CMR 500.140(10).
- Additional written financial records will be securely maintained, including, but not limited to, records of:
  - o Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - o Fees paid under 935 CMR 500.005 and other applicable sections of the regulations; and

o Fines or penalties, if any, paid under 935 CMR 500.550 or other applicable sections of the regulations.

# PERSONNEL POLICIES

## Overview

Health Circle, Inc. (“Health Circle”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. Health Circle will keep, at a minimum, the following personnel records:

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

## Job Descriptions

Chief Operating Officer: Under the supervision of the Chief Executive Officer, this position will be responsible to oversee all activities related to the operation of Health Circle including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the CEO. In addition, the Chief Operating Officer will perform following duties:

Managing the hiring, training, and termination of employees while providing guidance.

Partnering with the Executive team to ensure consistent onboarding, training/development, and all human resource related topics.

Maintaining accurate employee files required on Federal and State levels.

Analyzes key business metrics, effective P&L management of expenses, budgets, and deposits.

Keep accurate records of deposits, audits, waste/visitor logs and retail sales drawers.

Be an expert in Massachusetts State cannabis compliance regulations and laws and continually stay up-to-date with changes to regulations and laws.

Monitor all security, compliance and regulatory manners are up to date, practiced and followed.

Actively develops proactive internal compliance standard operating procedures (SOPs) and ensures all employees are up-to-date on regulatory changes.

Executes all required State and company audits and reports information accurately and timely.

Supervises cycle counts and maintains inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.

Vice President: Under the supervision of the Chief Executive Officer, this position will be responsible to oversee all activities related to the operation of Health Circle including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the CEO & COO. Provides employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the Vice President will perform following duties: Managing employees and supervising the duties and productivity of all store departments. Keep accurate records of deposits, audits, waste/visitor logs and retail sales drawers.

Be an expert in Massachusetts State cannabis compliance regulations and laws and continually stay up-to-date with changes to regulations and laws.

Actively develops proactive internal compliance standard operating procedures (SOPs) and ensures all employees are up-to-date on regulatory changes.

Executes all required State and company audits and reports information accurately and timely.

Supports inventory strategies at the direction of the CEO & COO to ensure the appropriate selection of salable products are available at all times.

Supervises cycle counts and maintains inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.

Ensures that customers are at least 21 years of age, have the proper order paperwork, documentation, and valid identification before entering the building.

General Manager: Under the supervision of the Vice President, this position will be responsible to oversee all activities related to the operation of the retail dispensary including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the Vice President. Provides employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the General Manager will perform following duties:

Recruits top talent, hires and develops a diverse work team and is responsible for the performance management of employees including the Retail team, Inventory team and Custodial team, such as:

Managing employees and supervising the duties and productivity of all store departments.

Managing the hiring, training, and termination of employees while providing guidance.

Providing monthly, focused coaching and development for all members of the team.

Partnering with the Executive team to ensure consistent onboarding, training/development and all human resource related topics.

Evaluating employees' work performance and address all necessary disciplinary actions.

Maintaining accurate employee files required on Federal and State levels.

Ensures effective coverage of the sales floor, curbside pick-up, express pick-up and reception desk.

Assistant General Manager: Under the supervision of the General Manager, this position will be responsible in assisting with oversight all activities related to the operation of the retail dispensary including ensuring the State and company compliance requirements including customer identification and registration, record retention, product tracking and inventory control as directed by the General Manager. Aide in providing employees with guidance and growth opportunities and ensures the store is a positive work environment while maintaining productivity and demonstrating leadership and compassionate management. In addition, the Assistant General Manager will perform following duties:

Ensures positive customer relations including engaging customer experiences to drive brand loyalty.

Partners with the Executive Team to create marketing initiatives, promotions and experiences.

Ensure that the store's website and live menu are accurate and reflect brand standards.

Supports inventory strategies at the direction of the General Manager to ensure the appropriate selection of salable products are available at all times.

Assists in supervision of cycle counts and maintenance of inventory balance with METRC and other software monitoring inventory adjustments and associated and resolve any discrepancies documentation for accuracy and completion.

Customer Service Representative: Under the supervision of the General Manager, the Customer Service Representative will be accountable for creating an astounding positive retail experience that will exemplify Health Circle. The Customer Service Representative will be responsible for driving sales, establishing, and maintaining positive customer relationships, and working efficiently with the team to provide the ultimate consumer experience. This position ensures that all consumers comply with all legal requirements. Additionally, the Customer Service Representative will support the business strategies and goals developed by leadership.

Inventory Specialist: Under the supervision of the General Manager, This position is responsible for all inventory recording, audits, compliance, and accuracy in all phases of the Retail sales of cannabis products in the dispensary including conducting audits and cycle counts on a daily, weekly and monthly basis, receiving, handling and storage of all products in compliance with all State regulations. The Inventory Specialist will also fulfill and assist with all Curbside and Express orders.

Greeter: Under the supervision of the General Manager, Serves as the front-line representative for our retail store promoting and providing positive customer relations from welcoming individuals, check-in & identification validation to monitoring and controlling customer traffic in the retail space and parking lot to provide a safe and enjoyable experience.

Front Desk/Receptionist; Under the supervision of the General Manager, Serves as the front-line representative for our retail store promoting and providing positive customer relations from welcoming individuals, check-in & identification validation to monitoring and controlling customer traffic in the retail space and parking lot to provide a safe and enjoyable experience.

### **Agent Personnel Records**

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Health Circle and will include, at a minimum, the following:

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



- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

## **Staffing Plan and Business Hours**

### **Hiring and Recruitment**

Health Circle's General Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or specific positions need to be created in response to company needs. Health Circle's hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:

- Equal Employment Opportunity Commission (EEOC) Compliance;
- Health Circle's Diversity Plan and Community Initiatives;
- Health Circle's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- State and Federal Minimum Wage Requirements; and
- Non-Disclosure and Non-Complete Agreements

### **Standards of Conduct**

Health Circle is committed to maintaining an environment conducive to the health and wellbeing of customers and employees. It is Health Circle's mission to provide a professional workplace free from harassment and discrimination for employees. Health Circle will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to Health Circle's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. All harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory

behavior of non-employees directed at Health Circle employees or customers also is condemned and will be promptly addressed.

### **Violence and Weapons in the Workplace**

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted on site by employees, customers, or other parties. Employees found carrying weapons on Health Circle facilities will be immediately terminated. Customers found carrying weapons on the premises will be asked to leave and/or the police will be notified accordingly.

### **At-Will Employment**

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

### **Workplace Attire**

The required attire for registered agents at Health Circle varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Hours of Operation (subject to approval by the Planning Board)

Monday: 8:00 AM – 10:00 PM

Tuesday: 8:00 AM – 10:00 PM

Wednesday: 8:00 AM – 10:00 PM

Thursday: 8:00 AM – 10:00 PM

Friday: 8:00 AM – 10:00 PM

Saturday: 8:00 AM – 10:00 PM

Sunday: 10:00 AM – 7:00 PM

After-Hours Contact Information

Chief Executive Officer: Michael Westort – (917) 428-8461

Director of Security: Kenneth Wolf – (617) 388-3453

### **Overview of Personnel Policies and Procedures**

#### **Standard Employment Practices**

Health Circle values the contributions of its management and staff positions. Health Circle will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on

the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

### **Advancement**

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

### **Written Policies**

Health Circle's written policies will address, among other things, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

### **Investigations**

Health Circle will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et. seq.

### **Designated Outside Counsel**

Health Circle may retain counsel specializing in employment law to assist the Executive Management Team with any issues and questions.

### **Job Status**

#### **Job Classifications**

Positions at Health Circle are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

#### **Work Schedules**

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

**Mandatory Meetings and Community Service Days**

There will be a mandatory reoccurring company-wide meeting on a monthly basis. All required personnel will be notified of their required attendance. Certain personnel, such as house-keeping staff, may not be required to attend. The department managers will provide agendas for all meeting and will report to their executive manager.

**Breaks**

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

**Performance Reviews**

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-months for new employees and at annual intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the employee's overall performance.

**Leave Policies**

Health Circle leave policies will comport with all state and federal statutes. All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least 2 weeks in advance and approved by the employee's department manager. Health Circle will determine which holidays will be observed and which departments will not be required to work. Health Circle will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

Health Circle anticipates observing the following holidays:

- New Year's Day;
- Martin Luther King Day;
- Presidents' Day;
- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and
- Christmas Day.

**Disciplinary Policies****Purpose**

Health Circle's discipline policy and procedure is designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Health Circle's discipline policy and procedure have been designed consistent with Health Circle's organizational values, best practices, and employment laws.

Health Circle reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the

factors that will be considered depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on Health Circle's organization.

### **Procedure**

#### **Step 1: Counseling and Verbal Warning**

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

#### **Step 2: Written Warning**

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Health Circle recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance and/or conduct expectations. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the written warning.

#### **Step 3: Suspension and Final Written Warning**

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from a next-level manager and the General Manager.

Depending upon the seriousness of the infraction, the employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The General Manager will provide guidance so that the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the employee if an investigation of the incident or infraction absolves the employee.

#### **Step 4: Recommendation for Termination of Employment**

The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, Health Circle will try to exercise the progressive nature of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, Health Circle reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, employees may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Executive Management Team and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between Health Circle and its employees.

#### **Appeal Process**

Employees will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

#### **Performance and Conduct Issues Not Subject to Progressive Discipline**

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

#### **Documentation**

The employee will be provided copies of all progressive discipline documentation, including all performance improvement plans. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

#### **Separation of Employment**

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from Health

Circle, his or her supervisor must contact the General Manager to schedule an exit interview, typically to take place on employee's last workday.

### **Types of Separation**

#### **1. Resignation**

Resignation is a voluntary act initiated by the employee to end employment with Health Circle. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire and will not receive accrued benefits. The resignation date must not fall on the day after a holiday.

#### **2. Retirement**

An employee who wishes to retire is required to notify his or her department director and the General Manager in writing at least one (1) month before planned retirement date. It is the practice of Health Circle to give special recognition to employees at the time of their retirement.

#### **3. Job Abandonment**

An employee who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the General Manager at the expiration of the second workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible to receive accrued benefits and are ineligible for rehire.

#### **4. Termination**

Employees of Health Circle are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

#### **5. Reduction in Workforce**

An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision through the appeal process.

#### **6. Release**

Release is the end of temporary or seasonal employment. The General Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

#### **Exit Interview**

The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be on the employee's last day of work or other day, as mutually agreed upon.

### ***Return of Property***

The separating employee must return all company property at the time of separation, including but not limited to uniforms, cell phones, keys, computers, and identification cards. Failure to return some items may result in deductions from final paycheck. An employee will be required to sign the Wage Deduction Authorization Agreement to deduct the costs of such items from the final paycheck.

### **Termination of Benefits**

An employee separating from Health Circle is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

### **Health Insurance**

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

### **Rehire**

Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the General Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the General Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

### **Compensation**

As an employer, Health Circle believes that it is in the best interest of both the organization and Health Circle's employees to fairly compensate its workforce for the value of the work provided. It is Health Circle's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully competent incumbent. The system used for determining compensation will be objective and nondiscriminatory in theory, application and practice. The company has determined that this can best

be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

### **Selection Criteria**

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include



survey data for more specialized positions and will address significant market differences due to geographical location.

3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at Health Circle, factored for general economic variances, and adjusted to reflect the local economic marketplace.

4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.

5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.

6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

### **Responsibilities**

The executive management team and will give final approval for the compensation system that will be used by Health Circle.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.

2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

### **Management Responsibility**

1. The CEO is charged with ensuring that Health Circle is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.

2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.

3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

### **Agent Background Checks**

- In addition to completing the Commission's agent registration process, all agents hired to work for Health Circle will undergo a detailed background investigation prior to being granted access to a Health Circle facility or beginning work duties.

- Background checks will be conducted on all agents in their capacity as employees or volunteers for Health Circle pursuant to 935 CMR 500.100 and will be used by the

Company, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Health Circle will consider:

- a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.

- b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.

- c. Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition, provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.

- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Health Circle will:

- a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.

- b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Health Circle will consider the following factors:

- i. Time since the offense or incident;

- ii. Age of the subject at the time of the offense or incident;

- iii. Nature and specific circumstances of the offense or incident;

- iv. Sentence imposed and length, if any, of incarceration, if criminal;

- v. Penalty or discipline imposed, including damages awarded, if civil or administrative;

- vi. Relationship of offense or incident to nature of work to be performed;

- vii. Number of offenses or incidents;

- viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;

- ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and

- x. Any other relevant information, including information submitted

by the subject.

c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

- Upon adverse determination, Health Circle will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
- After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Health Circle along with any legal notices required.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by Creative Services Incorporated, an investigative firm holding the National Association of Professional Background Screeners (NAPBS®)

#### Background Screening

Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.

- References provided by the agent will be verified at the time of hire.
- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Health Circle or the Commission.

## **QUALIFICATIONS AND TRAINING**

Health Circle, Inc. (“**Health Circle**”) will ensure that all individuals hired to work at Health Circle’s Marijuana Establishment are qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

### **Qualifications**

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

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

### **Training**

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

On or after July 1, 2019, all of Health Circle’s current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to be designated a “responsible vendor.” Health Circle’s new, non-administrative employees involved in the handling and sale of marijuana will complete the Responsible Vendor Program within 90 days of the date they are

hired. Health Circle's employees involved in the handling and sale of marijuana will then successfully complete the program once every year thereafter. Health Circle's records of Responsible Vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other licensing authorities upon request.

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

1. Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and
6. Other significant state laws and rules affecting operators, such as:
  - Local and state licensing and enforcement;
  - Incident and notification requirements;
  - Administrative and criminal liability and license sanctions and court sanctions;
  - Waste disposal and health and safety standards;
  - Patrons prohibited from bringing marijuana onto licensed premises;
  - Permitted hours of sale and conduct of establishment;
  - Permitting inspections by state and local licensing and enforcement authorities;
  - Licensee responsibilities for activities occurring within licensed premises;
  - Maintenance of records and privacy issues; and
  - Prohibited purchases and practices.

## QUALITY CONTROL AND TESTING

### Quality Control

Health Circle, Inc. ("Health Circle") complies with the following sanitary requirements:

- Any Health Circle agent whose job includes contact with marijuana or nonedible marijuana products is subject to the requirements for food handlers specified in 105 CMR 300.00, and all edible marijuana products is prepared, handled, and stored in compliance with sanitation requirements in 105 CMR 500.00, and with the requirements for food handlers, specified in 105 CMR 300.000.
- All Health Circle agents working in direct contact with preparation of marijuana or nonedible marijuana products conforms to sanitary practices while on duty, including:
  - Maintaining adequate personal cleanliness.
  - Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
- Health Circle's hand-washing facilities are adequate and convenient and are furnished with running water at a suitable temperature. Hand-washing facilities are located where good sanitary practices require employees to wash and sanitize their hands, and provided effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
- Health Circle's facility has sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations.
- Health Circle ensures that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal are maintained in an adequate manner pursuant to 935 CMR 500.105(12).
- Health Circle's floors, walls, and ceilings are constructed in such a manner that they may be adequately kept clean and in good repair.
- Health Circle's facility maintains adequate safety lighting in all storage areas, as well as areas where equipment or utensils are cleaned.
- Health Circle's buildings, fixtures, and other physical facilities are maintained in a sanitary condition.
- Health Circle ensures that all contact surfaces, including utensils and equipment, are maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions.
- All toxic items are identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items are not stored in an area containing products used in the cultivation of Marijuana. The Commission may require Health Circle to demonstrate the intended and actual use of any toxic items found on the premises.
- Health Circle ensures that its water supply is sufficient for necessary operations.

- Health Circle's plumbing is of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from Health Circle. There will be no cross-connections between the potable and waste water lines.
- Health Circle provides its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.
- Health Circle stores and transports finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

Health Circle ensures that Health Circle's facility is always maintained in a sanitary fashion and complies with all applicable sanitary requirements.

### **Recalls**

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

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

### **Handling of Marijuana in a Sanitary Manner**

In the instances that Health Circle repackages marijuana, it will do so in a safe and sanitary manner. During the repackaging process, Health Circle will ensure that repackaged marijuana and marijuana products are:

- Well-cured and generally free of seeds and stem.
- Free of dirt, sand, debris, and other foreign matter.
- Free of contamination by mold, rot, other fungus, pests and bacterial diseases; satisfying the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and if applicable, 105 CMR 590.000: State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments.
- Prepared and handled on food-grade stainless steel tables with no contact with Health Circle or an agent's bare hands.

### **Testing**

Health Circle will not sell or otherwise market marijuana or marijuana products that have not been tested by the wholesale provider, except as otherwise allowed. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required pursuant to 935 CMR 500.160. As part of purchasing products on the wholesale market, Health Circle will ensure that the products purchased have been tested by an Independent Testing Laboratory in compliance

with any and all requisite regulatory protocols, including, but not limited to, the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products (“Protocol”).

Marijuana will be tested for the Cannabinoid Profile and for contaminants as specified by the Commission’s regulatory requirements.

Single-servings of marijuana products tested for potency in accordance with 935 CMR 500.150(4)(a) will be subject to a potency variance of no greater than plus/minus ten percent (+/- 10%) [935 CMR 500.160(11)].



# RECORDKEEPING PROCEDURES

## General Overview

Health Circle, Inc. (“**Health Circle**”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Health Circle documents. Records will be stored at Health Circle’s establishment in a secure location designated for record retention. All written records will be available for inspection by the Commission upon request.

## Recordkeeping

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

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

- o Insurance Coverage:

- ☐ Product Liability Policy
    - ☐ General Liability Policy
    - ☐ Umbrella Policy
    - ☐ Workers Compensation Policy
    - ☐ Employer Professional Liability Policy

- o Third-Party Laboratory Contracts

- o Commission Requirements:

- ☐ Annual Agent Registration
    - ☐ Annual Marijuana Establishment Registration

- o Local Compliance:

- ☐ Certificate of Occupancy
    - ☐ Special Permits, Site Plan Approvals and Variances
    - ☐ As-Built Drawings

- o Corporate Governance:

- ☐ Annual Report
    - ☐ Secretary of State Filings

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

- o Assets and liabilities.

- o Monetary transactions;

- o Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- o Sales records including the quantity, form, and cost of marijuana products;
- o Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Health Circle, including members, if any.
- Personnel Records: At a minimum will include:
  - o Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - o A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Health Circle and will include, at a minimum, the following: ☐ All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - ☐ Documentation of verification of references;
    - ☐ The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - ☐ Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - ☐ Documentation of periodic performance evaluations;
    - ☐ A record of any disciplinary action taken; and
    - ☐ Notice of completed responsible vendor and eight-hour related duty training.
  - o A staffing plan that will demonstrate accessible business hours and safe operations conditions;
  - o Personnel policies and procedures; and
  - o All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
  - o Health Circle will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - o The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - o Health Circle will use a seed-to-sale tracking system approved by the Commission to maintain real-time inventory, and inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d),

including, at a minimum, an inventory of marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- o Health Circle will also maintain METRC compliance and management records to the extent required by the Commission.

- Incident Reporting Records
  - o Within ten (10) calendar days, Health Circle will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Health Circle for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

- Visitor Records

- o A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.

- Waste Disposal Records

- o When marijuana or marijuana products are disposed of, Health Circle will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Health Circle agents present during the disposal or handling, with their signatures. Health Circle will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

- Security Records

- o A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - o Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.

- Transportation Records
  - o Health Circle will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
  - o Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
  - o In the event Health Circle closes, all records will be kept for at least two (2) years at Health Circle's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Health Circle will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to Health Circle's operations will be updated as needed and will undergo a review by the executive management team on an ongoing basis. Policies and Procedures will include the following:
  - o Security measures in compliance with 935 CMR 500.110;
  - o Agent security policies, including personal safety and crime prevention techniques;
    - o A description of Health Circle's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
    - o Storage of marijuana in compliance with 935 CMR 500.105(11);
    - o Description of the various strains of marijuana to be sold, and the form(s) in which marijuana will be dispensed;
    - o Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
    - o Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
    - o A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
    - o Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
    - o Alcohol, smoke, and drug-free workplace policies;
    - o A plan describing how confidential information will be maintained;
    - o Policy for the immediate dismissal of any dispensary agent who has:
      - ☐ Diverted marijuana, which will be reported local law enforcement and to the Commission;
      - ☐ Engaged in unsafe practices with regard to Health Circle operations, which will be reported to the Commission; or
      - ☐ Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving

distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

- o A list of all executives of Health Circle, and members, if any, of the licensee must be made available upon request by any Health Circle. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Health Circle's website.
- o Policies and procedures for the handling of cash on Health Circle premises including but not limited to storage, collection frequency and transport to financial institution(s).
- o Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- o Policies and procedures for energy efficiency and conservation that will include:
  - ☐ Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - ☐ Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - ☐ Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - ☐ Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

Health Circle will meet Commission recordkeeping requirements and retain a copy of all records for at least two (2) years.

## **Restricting Access to Age 21 and Older**

Health Circle will perform on-premises verification of identification for consumers and visitors. Upon an individual's entry into Health Circle's retailer operations, an employee will immediately inspect the individual's proof of identification and determine that the individual is 21 years of age or older.

- Identification will be verified using the Greenbits and ID Visor Smart Plus ID Scanner or AgeVisor Touch Id Scanner from TokenWorks depending on whether it is via handheld or desktop application.
- System designed to verify the authenticity of government issued identification.
- If the government issued identification presented by an individual seeking access is not valid, they will not be permitted to enter the facility and will be asked to leave the premises immediately.
- In addition to the primary verification, at the Point of Sale, Agents will re-verify the consumers identification via a visual inspection.
- If an Agent suspects identification is not valid at either verification point, a Manager will be notified to conduct an additional inspection and assist with escalation of the issue if the individual must be escorted off the premises.

Health Circle will refuse to sell marijuana to any consumer who is unable to produce valid proof of identification. Health Circle may refuse to sell marijuana products to a consumer if, in the opinion of an employee based on the information available to the employee at that time, the consumer or the public would be placed at risk.

## **Separating Recreational from Medical Operations**

Health Circle is currently only an Adult use (Recreational) location at the 21 Commerce Road, Rockland, MA.