



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281248
Original Issued Date: 10/10/2018
Issued Date: 09/10/2020
Expiration Date: 10/10/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Late Spring, Inc. D/B/A Gage Cannabis Company

Phone Number: 978-423-1520

Email Address: jhillier@centralavecare.org

Business Address 1: 38 Littleton Rd

Business Address 2:

Business City: Ayer

Business State: MA

Business Zip Code: 01432

Mailing Address 1: 38 Littleton Rd

Mailing Address 2:

Mailing City: Ayer

Mailing State: MA

Mailing Zip Code: 01432

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: RP201835

RMD INFORMATION

Name of RMD: Central Ave Compassionate Care, Inc.

Department of Public Health RMD Registration Number: 004

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100

Percentage Of Control: 100

Role: Director

Other Role:

First Name: John

Last Name: Hillier

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: John

Last Name: Hillier

Suffix:

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of the Capital Provided: \$300000

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: John

Last Name: Hillier

Suffix:

Marijuana Establishment Name: Central Ave Compassionate Care, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Ayer

Marijuana Establishment State: MA

Individual 2

First Name: John

Last Name: Hillier

Suffix:

Marijuana Establishment Name: Central Ave Compassionate Care, Inc

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Ayer

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 38 Littleton Rd

Establishment Address 2:

Establishment City: Ayer

Establishment Zip Code: 01432

Approximate square footage of the establishment: 4111

How many abutters does this property have?: 22

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
Community Outreach Meeting Documentation	Attachment A.pdf	pdf	5b69a1be5e9b3d2d528a69c8	08/07/2018
Certification of Host Community Agreement	Single-page certification of host community agreement.pdf	pdf	5b69a1c003a477392d0a2004	08/07/2018
Community Outreach Meeting	Community outreach meeting	pdf	5b69a1c3aa953e3937b59016	08/07/2018

Documentation	documentation.pdf			
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	5b69a1d33774233941393080	08/07/2018
Community Outreach Meeting Documentation	Attachment B.pdf	pdf	5b69a1d7d389b22d7bd62e68	08/07/2018
Community Outreach Meeting Documentation	Attachment C.pdf	pdf	5b69a1da0d95792d85f41ac7	08/07/2018

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.: \$3877

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact.pdf	pdf	5b69a8bdaa953e3937b5901c	08/07/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
 First Name: John Last Name: Hillier Suffix:
 RMD Association: RMD Owner
 Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Certificate of Good Standing from the Massachusetts Department of Revenue.pdf	pdf	5b042580b2a9e2046441c369	05/22/2018
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing from the Secreary of the Commonwealth of Massachusetts.pdf	pdf	5b042586f5ed5811d6e451f4	05/22/2018
Bylaws	Corporate Bylaws - Late Spring - Doc 1 of 3.pdf	pdf	5b043d63ddfb91046e610d31	05/22/2018
Bylaws	Corporate Bylaws - Late Spring - Doc 2 of 3.pdf	pdf	5b043d8675ce4404378588f2	05/22/2018
Bylaws	Corporate Bylaws - Late Spring - Doc 3 of 3.pdf	pdf	5b043da59eb86611ea7d42fa	05/22/2018
Articles of Organization	Late Spring Articles of Organization.pdf	pdf	5b081aa11f5e4d0443cb6a52	05/25/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
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Secretary of Commonwealth - Certificate of Good Standing	Sec of State Gage.pdf	pdf	5f2af4e2a24e76648176d5ea	08/05/2020
Department of Unemployment Assistance - Certificate of Good standing	DUA Gage.pdf	pdf	5f2af4e324445b68a61fda67	08/05/2020
Department of Revenue - Certificate of Good standing	Late Spring_DOR Cert of Good Standing.pdf	pdf	5f3141750754a5647628480c	08/10/2020

Massachusetts Business Identification Number: 001321877

Doing-Business-As Name: Gage Cannabis Company

DBA Registration City: Ayer

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Timeline.pdf	pdf	5d9b494067e7d91adfc67e01	10/07/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Dispensing Procedures.pdf	pdf	5b0717bf75ce440437858b4b	05/24/2018
Inventory procedures	Inventory Procedures.pdf	pdf	5b0719ac9a67bb11cc7e4fcb	05/24/2018
Plan for obtaining marijuana or marijuana products	Plan for obtaining marijuana or marijuana products.pdf	pdf	5b071df43deece0450ce90f5	05/24/2018
Prevention of diversion	Prevention of diversion.pdf	pdf	5b0720239bcf5a047e351f1c	05/24/2018
Record Keeping procedures	Record Keeping procedures.pdf	pdf	5b0721f7da8de63d8fd1737f	05/24/2018
Restricting Access to age 21 and older	Restricting Access to age 21 and older.pdf	pdf	5b072284b416c03d71120357	05/24/2018
Security plan	Security Plan.pdf	pdf	5b072328f5ed5811d6e45476	05/24/2018
Separating recreational from medical operations, if applicable	Separating recreational from medical operations, if applicable.pdf	pdf	5b0723de1fc0413d614fe9b7	05/24/2018
Storage of marijuana	Storage of marijuana.pdf	pdf	5b0723f25ba56c042922c5ce	05/24/2018
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	5b69aab403a477392d0a200c	08/07/2018
Quality control and testing	Quality control and testing.pdf	pdf	5b69aae63774233941393088	08/07/2018
Personnel policies including background checks	Personnel policies including background checks.pdf	pdf	5b69ab4c03a477392d0a2010	08/07/2018
Maintaining of financial records	Maintaining of financial records.pdf	pdf	5b69ab9d8d67cc394b81a9f5	08/07/2018
Diversity plan	Diversity plan.pdf	pdf	5b69ac563f9f81395f134af2	08/07/2018
Qualifications and training	Qualifications and training.pdf	pdf	5b69ac955a6f093923e4ee61	08/07/2018
Dispensing procedures	Hours of Operation and After-Hours Contact Information.pdf	pdf	5b69acd68d67cc394b81a9f9	08/07/2018

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 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 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.:

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: Gage has engaged with Mass CultivatED as described in the Positive Impact Plan. A financial donation in the amount of \$10,000 has been donated. The first round of program participants begin September 1. The fellowship will begin and take place throughout the months of October and November.

Progress or Success Goal 2

Description of Progress or Success: Gage has committed to giving hiring preference to individuals from communities that have been disproportionately effected by the war on drugs. Currently, 8 individuals out of 54 (roughly 15%) are reside in an area of disproportionate impact.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: In February of 2020, the Gage staff completed one of two annual diversity trainings. The session, titled "Diversity 101," summarizes treating others with respect and maintaining an inclusive workplace through addressing the following:

An overview of diversity including an explanation of diversity moments and other key diversity terms.

Discussion of biases and the importance of challenging one's assumptions about others

Discussion of organizational diversity

Exploration of gender and identity issues

Discussion of harassment in the workplace

The second of the two annual diversity trainings is taking place in August of 2020. This training will take place in two sessions. The two sessions, titled "How Was Your Day?" and "The Respectful Workplace: It Starts with You" cover the following topics:

Eliminating unconscious bias

Ending Harassment and Bullying

Supporting the pursuit of a workplace free of discrimination, inequality, and disrespect

Avoiding discriminatory or intolerant behavior
Respecting individuals unique perspectives and knowledge

Diversity Progress or Success 2

Description of Progress or Success: Please see
attached

HOURS OF OPERATION

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

Classifieds

Public Notice

NOTIFICATION OF COMMUNITY OUTREACH HEARING
DATE & TIME OF MEETING: August 2, 2018, at 6:00 p.m.
MEETING LOCATION: Ayer Town Hall, 1 Main Street, Ayer MA
ADDRESS OF PROPERTY WHERE ACTIVITY IS PROPOSED:

38 Littleton Road, Ayer, MA
EXPLANATION OF ACTIVITY: Late Spring, Inc., d/b/a Gage Cannabis Company ("LSI") will conduct a Community Outreach Meeting for its proposed Marijuana Establishment at 38 Littleton Road, Ayer, MA. John Hillier, President of LSI will make a presentation and answer questions from the community.

Notice is hereby given that a Community Outreach Meeting is scheduled for August 2, 2018, at 6:00 p.m. at Ayer Town Hall, 1 Main Street, Ayer MA in the Great Hall for a proposed Marijuana Establishment, owned and operated by Late Spring, Inc., d/b/a Gage Cannabis Company ("LSI"). The proposed retail marijuana establishment is anticipated to be located at 38 Littleton Road, Ayer, MA. There will be an opportunity for the public to ask questions. John Hillier, President of both LSI and of Central Ave Compassionate Care, Inc. ("Central Ave") will make a presentation and answer questions from the community. Mr. Hillier previously held a community outreach meeting on behalf of Central Ave on March 21, 2018, at which time he discussed his plan of expansion to two distinct business models, plans for safety and security, and ongoing plans to make a positive impact upon the community. He will provide an introduction to LSI, an entity formed after the March meeting, and discuss LSI's plans to implement these goals. Information regarding the time and date of the Community Outreach Hearing will be published in the Lowell Sun Newspaper. Notice of the Public Hearing including the time and date will be posted in the Ayer Town Hall at least seven (7) days in advance.

July 26, 2018

Public Notice

COMMONWEALTH OF MASSACHUSETTS
LAND COURT
DEPARTMENT OF THE TRIAL COURT
18 SM 004092
ORDER OF NOTICE

TO: Christos Demoulas and Caroline Demoulas, Trustees of the GPD II Realty Trust, and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. c. 50 S 3901 et seq.; City National Bank claiming to have an interest in a Mortgage covering real property in Fitchburg, numbered 465-471 Water Street given by Christos Demoulas and Caroline Demoulas, Trustees of the GPD II Realty Trust to Imperial Capital Bank, dated August 31, 2006, and recorded in the Worcester County (Northern District) Registry of Deeds in Book 6232, Page 342, and now held by Plaintiff by assignment, has filed with this court a complaint for determination of Defendant's/Defendants' Servicemember status. If you now are, or recently have been in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before September 3, 2018 or you will be forever barred from claiming that you are entitled to the benefits of said Act. Witness, Judith C. Cutler, Chief Justice of this Court on July 18, 2018

Attest:
Deborah J. Patterson
Recorder

July 26, 2018

Commonwealth of Massachusetts

The Trial Court

Probate and Family Court

Docket No. M18P3449EA

Middlesex Probate and Family Court, 208 Cambridge Street, Cambridge, MA 02141, (617) 726-5000

214 Attic, Cellar & Odd Jobs

Attics - Cellars - Yards Cleaned, Appliances, pools sheds removed. Demolition, storm clean up, handyman jobs, 95% Recycled. Free Estimates. Call Jay: 508-633-6538 or email: jaydolan33@gmail.com Veteran

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ALL TYPES
Over 30 years experience in flat roofing systems. Office: 978-632-6721
Anytime: Cell: 603-203-9558 Mike

510 Help Wanted General

CDL DRIVER
Home Daily, Great Pay, Will Train. Call Scopiro Rigging 978-772-9472 or Jeanne 508-612-6629 or send Resume to Jeanne@scopirigging.com

GROUP CARE HOME
Lowell, MA

LIVE IN STAFF POSITION.

Room, board, and salary provided. 5 days work week. Duties include all tasks associated with maintaining clean and safe home for our Veteran residents including house-keeping, laundry and general assistance. Valid driver's license required.

COOK

Part time, 2 - 6 pm Mon - Fri. Meal preparation, kitchen cleanliness. Experience preferred, but willing to train

For more info, call 978-835-9549

802 Apartments

LOWELL - A new studio for a professional single non-smoking occupant. Close to the new Lowell Justice Center, train, and public transportation. No pets. \$1500. 978-458-2552

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1 & 2 Furnished Rooms & STUDIOS. Finest in Lowell. Cooking, laundry, private bath. All utils. 978-458-2552

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AFFORDABLE DRYWALL And PAINTING

Water Damage Repair Free estimates. Specializing in Textured Ceilings & Going Over Old Plaster
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Public Notice

TYNGSBOROUGH PLANNING BOARD HEARING

Notice is hereby given that under the provisions of Chapter 40A, Section 5 of the Massachusetts General Laws, the Tyngsborough Planning Board will hold a public hearing on August 2, 2018 at 7:00pm at Tyngsborough Town Hall, 25 Bryans Lane in the Community Room where it will act as Special Permit Granting Authority as specified in Section 1.16.00 of the Tyngsborough Zoning By-Laws.

352 Middlesex Rd. (Map 19, Lots 7/0) - Request by Rental Associates Realty

Public Notice

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July 26, 2018

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, John Hillier, (*insert name*) certify as an authorized representative of Late Spring, Inc (*insert name of applicant*) that the applicant has executed a host community agreement with Town of Ayer, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on March 27, 2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Robert A. Pontbriand, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Ayer, MA (*insert name of host community*) to certify that the applicant and Town of Ayer, MA (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 27, 2018 (*insert date*).

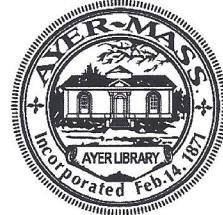

Signature of Contracting Authority or
Authorized Representative of Host Community

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, John Hillier, (insert name) attest as an authorized representative of Late Spring, Inc. (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 August 2, 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 July 26, 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 July 25, 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 July 25, 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).



BUILDING DEPARTMENT
TOWN OF AYER

CHARLES R. SHULTZ, Jr., BUILDING COMMISSIONER
ZONING OFFICER

TOWN HALL 1 MAIN ST. AYER, MASSACHUSETTS. 01432
(978) 772-8214

August 6, 2018

Dear Chairman Hoffman and Commissioners,

This letter serves to document that Late Spring, Inc., D/B/A Gage Cannabis Co. at 38 Littleton Road are compliant with the Town of Ayer's Zoning Bylaws. Late Spring, Inc. also is compliant with the buffer zone requirement as defined in the Cannabis Control Commission's "Guidance for Municipalities Regarding Marijuana for Adult Use" dated January 2018.

Please feel free to contact me at your convenience, should you have any questions or require further information. I may be reached at 978-772-8214.

Regards,



Charles R. Shultz Jr.
Building Commissioner/Zoning Officer
Town of Ayer
1 Main Street
Ayer, MA 01432

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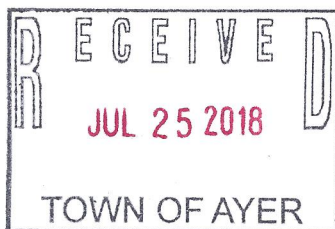
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Information regarding the time and date of the Community Outreach Hearing will be published in the Lowell Sun Newspaper.

Notice of the Public Hearing including the time and date will be posted in the Ayer Town Hall at least seven (7) days in advance.

07/25/2018




Received by: 
Town of Ayer

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An email was sent to the Town of Ayer from John Hillier addressed to Town Manager Robert Pontbriand on August 5, 2020, requesting documentation of any costs that the Town has incurred that are associated with the operation of Gage Cannabis Co. As of the submission of this renewal application, there has not been a response.

Gage Cannabis Company has prepared a plan to positively impact areas of disproportionate impact, as defined by the Commission, in accordance with 935 CMR 500.101(2)(b)(10).

Programs

1. Gage intends to hold information sessions in areas of disproportionate areas including, but not limited to Fitchburg, Lowell, and Worcester. In addition to advertising available positions, Gage will offer job skill assessment and resume/cover letter workshops job seekers better develop their skill sets and attractiveness as potential candidates. These events will be held at minimum three times per year. If there are no vacant positions, Gage will continue to hold workshops. Gage will adjust locations should the Commission update the list of disproportionately affected communities.
2. Gage will give a hiring preference to qualified applicants from the following groups:
 - a. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact.
 - b. State-designated Social Equity Program participants
 - c. Massachusetts residents who have past drug convictions
 - d. Massachusetts residents with parents or spouses who have drug convictions
3. Gage will work to support charities and community organizations that are either located in or work with areas or disproportionate impact.

Measurement and Accountability

After year one of operations, Gage will review the following:

1. Attendance of job fairs and workshops.
2. Outcomes of interviews generated by job fairs.
3. Overall percentage of staff who are from the following groups:
 - a. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact.
 - b. State-designated Social Equity Program participants
 - c. Massachusetts residents who have past drug convictions
 - d. Massachusetts residents with parents or spouses who have drug convictions
4. Number of charities and community organizations that are either located in or work with areas of disproportionate impact that have had financial or labor donations from Gage and the quantity of those donations.

Utilizing these data points, Gage will be able to set goals for year two and reevaluate strategies as necessary.



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

mass.gov/dor

Letter ID: L1190654080
Notice Date: April 23, 2018
Case ID: 0-000-281-570



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOHN HILLIER
LATE SPRING INC
38 LITTLETON RD
AYER MA 01432-1765

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

April 17, 2018

TO WHOM IT MAY CONCERN:

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

LATE SPRING INC.

is a domestic corporation organized on **April 16, 2018**, under the General Laws of the Commonwealth of Massachusetts.

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

ARTICLE I – CORPORATE AUTHORITY

Section 1. *Incorporation*: Late Spring, Inc., (the “Corporation”) is a duly organized corporation authorized to do business in the State of Massachusetts by the filing of Articles of Organization on April 16, 2018.

Section 2. *State law*: The Corporation is organized under **Corporations Code Section 200-213 of the State of Massachusetts** (“Statutes”) and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation

ARTICLE II - OFFICES

Section 1. *Registered Office and Registered Agent*: The registered office of the Corporation in the State of Massachusetts, shall be [address] 38 Littleton Road, Ayer, MA 01432. The registered agent of the Corporation shall be John Hillier.

Section 2. *Other Offices*: The Corporation may also have offices at such other places, both within and without the State of Massachusetts, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III – MEETINGS OF SHAREHOLDERS

Section 1. *Place of Meetings*: Meetings of shareholders shall be held at the principal office of the Corporation or at such place as may be determined from time to time by the Board of Directors of the Corporation. Meetings may be held both within or without the State of Massachusetts.

Section 2. *Annual Meetings*: Each year, the Corporation shall hold an annual meeting of shareholders on such date and at such time as shall be determined from time to time by the Board of Directors, at which meeting shareholders shall elect a Board of Directors and transact any other business as may properly be brought before the meeting.

Section 3. *Special Meetings*: Special meetings of the shareholders, for any purpose or purposes, may be called at any time by the President of the Corporation, or the Board of Directors, or shareholders holding at least ten percent (10%) of the issued and outstanding voting stock of the Corporation. Business transacted at any special meeting shall be confined to the purpose or purposes set forth in the notice of the special meeting.

Section 4. *Notice of Meetings*: Whenever shareholders are required to be present at a meeting, a written notice of the meeting shall be provided to each shareholder of record entitled to vote at or entitled to notice of the meeting, which shall state the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 5. *Quorum at Meetings*: Shareholders may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Once a share is represented for an purpose at a meeting (other than solely to object to the holding of the meeting), it is deemed present for quorum purposes for the remainder of the meeting and the shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient shareholders to leave less than a quorum. The holders of a majority of the outstanding shares represented at a meeting, whether or not a quorum is present, may adjourn the meeting from time to time.

Section 6. *Proxies*: Each shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to vote for him or her by proxy, but no such proxy shall be voted or acted upon after one year from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. Except as otherwise provided herein or by law, every proxy is revocable at the pleasure of the shareholder executing it by communicating such revocation, in writing, to the Secretary of the Corporation.

Section 7. *Voting at Meetings*: If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election (provided a quorum exists). Unless otherwise provided by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each shareholder

shall be entitled to one vote on each matter, in person or by proxy, for each share of the Corporation's capital stock that has voting power and that is held by such shareholder. Voting need not be by written ballot.

Section 8. *List of Shareholders:* The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before any meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged alphabetically, and showing the address of each shareholder and the number of shares held by each shareholder. The list shall be open to the examination of any shareholder for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days before the meeting, either at a place in the city where the meeting is to be held, which place must be specified in the notice of the meeting, or at the place where the meeting is to be held. The list shall also be produced and kept available at the time and place of the meeting, for the entire duration of the meeting, and may be inspected by any shareholder present at the meeting.

Section 9. *Consent in Lieu of Meetings:* Any action required to be taken or which may be taken at any meeting of shareholders, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents, describing the action taken, signed and dated by the shareholders entitled to take action without a meeting, and delivered to the Corporation at its registered office or to the officer having charge of the Corporation's minute book.

No consent shall be effective to take the corporate action referred to in the consent unless the number of consents required to take action are delivered to the Corporation or to the officer having charge of its minute book within sixty days of the delivery of the earliest-dated consent.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to those shareholders who have not consented in writing.

Section 10. *Conference Call:* One or more shareholders may participate in a meeting of shareholders by means of conference telephone, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

Section 11. *Annual Statement:* The President and the Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year.

ARTICLE IV – DIRECTORS

Section 1. *Powers of Directors:* The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the corporation

Section 2. *Number, Qualification and Election:* The number of directors shall be set at least one. Each director shall be at least 21 years of age. The directors need not be residents of the state of incorporation. The directors shall be elected by the shareholders at the annual meeting of shareholders by the vote of shareholders holding of record in the aggregate at least a plurality of the shares of stock of the Corporation present in person or by proxy and entitled to vote at the annual meeting of shareholders. Each director shall be elected for a term of one year, and until his or her successor shall be elected and shall qualify or until his or her earlier resignation or removal.

Section 3. *Nomination of Directors:* The Board of Directors shall nominate candidates to stand for election as directors; and other candidates may also be nominated by any shareholder of the Corporation, provided such nomination is submitted in writing to the Corporation's Secretary no later than 30 days prior to the meeting of shareholders at which such directors are to be elected, together with the identity of the nominator and the number of shares of the stock of the Corporation owned by the nominator.

Section 4. *Vacancies:* Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a director shall be filled by the majority of directors then in office. The successor shall serve the unexpired portion of the term of his or her predecessor. Any director may resign at any time by giving written notice to the Board or the Secretary.

Section 5. *Meetings:*

- a. Regular Meetings: Regular meetings of the Board of Directors shall be held at least once per year without notice and at such time and place as determined by the Board.
- b. Special Meetings: Special meetings of the Board may be called by the Chairperson or the President on two days' notice to each

director, either personally or by telephone, express delivery service, email, or facsimile transmission, and on four days' notice by mail (effective upon deposit of such notice in the mail). The notice need not specify the purpose of a special meeting.

Section 6. *Quorum and Voting at Meetings:* A majority of the total number of authorized directors shall constitute a quorum for transaction of business. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws. Each director present shall have one vote, irrespective of the number of shares of stock, if any, he or she may hold.

Section 7. *Committees of Directors.* The Board of Directors, by resolution, may create one or more committees, each consisting of one or more Directors. Each such committee shall serve at the pleasure of the Board. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.

Section 8. *Consent in Lieu of Meetings:* Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting of all members of the Board or committee, as the case may be, consent thereto in writing, such writing or writings to be filed with the minutes or proceedings of the Board or committee.

Section 9. *Conference Call:* One or more directors may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.

Section 10. *Compensation:* The Board of Directors shall have the authority to fix the compensation of Directors. A fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. *Removal of Directors:* Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE V -- OFFICERS

Section 1. *Positions:* The officers of the Corporation shall be a Chairperson, a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time appoint, including one or more Vice Presidents and such

other officers as it deems advisable. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors. Each of the Chairperson, President, and/or any Vice Presidents may execute bonds, mortgages, and other documents under the seal of the Corporation, except where required or permitted by law to be otherwise executed and except where execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Section 2. *Chairperson*: The Chairperson shall have overall responsibility and authority for management and operations of the Corporation, shall preside at all meetings of the Board of Directors and shareholders, and shall ensure that all orders and resolutions of the Board of Directors and shareholders are implemented.

Section 3. *President*: The President shall be the chief operating officer of the Corporation and shall have full responsibility and authority for management of the day-to-day operations of the Corporation. The President shall be an ex-officio member of all committees and shall have the general powers and duties of management and supervision usually vested in the office of president of a corporation.

Section 4. *Secretary*: The Secretary shall attend all meetings of the Board and all meetings of the shareholders and shall act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Secretary shall be. The Secretary shall maintain the records, minutes, and seal of the Corporation and may attest any instruments signed by any other officer of the Corporation.

Section 5. *Treasurer*: The Treasurer shall be the chief financial officer of the Corporation, shall have responsibility for the custody of the corporate funds and securities, shall keep full and accurate records and accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer shall provide to the President and directors, at the regular meetings of the Board, or whenever requested by the Board, an account of all financial transactions and of the financial condition of the Corporation.

Section 6. *Term of Office*: The officers of the Corporation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. Any officer or agent elected or appointed by the Board may be

removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office as a result of death, resignation, removal, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 7. *Compensation*: The compensation of officers of the Corporation shall be fixed by the Board of Directors.

ARTICLE VI – CAPITAL STOCK

Section 1. *Stock Certificates*: The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate signed in the name of the Corporation, by the Chairperson, president or any Vice President, and by the Treasurer or Secretary. Any or all of the signatures on the certificate may be by facsimile. The stock certificates of the Corporation shall be numbered and registered in the share ledger and transfer books of the Corporation as they are issued and shall bear the corporate seal.

Section 2. *Lost Certificates*: The Corporation may issue a new certificate of stock in place of any certificate theretofor issued and alleged to have been lost, stolen, or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his or her legal representative, to make an affidavit of that fact, and the Corporation may require indemnity against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

Section 3. *Transfers*: Transfers of shares shall be made on the books of the Corporation upon surrender and cancellation of the certificates therefore, endorsed by the person named in the certificate or by his or her legal representative. No transfer shall be made which is inconsistent with any provision of law, the Articles of Incorporation for the Corporation, or these Bylaws.

Section 4. *Record Date*: In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or to take action without a meeting, or to receive payment of any dividend or other distribution, or to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is

adopted by the Board of Directors and shall not be less than ten nor more than fifty days before the meeting or action requiring a determination of shareholders.

If no record date is fixed by the Board of Directors:

- a. for determining shareholders entitled to notice of or to vote at a meeting, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held or other action taken;
- b. For determining shareholders entitled to consent to corporate action without a meeting, the record date shall be the day on which the first written consent is delivered to the Corporation in accordance with these Bylaws; and
- c. For determining shareholders for any other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VII -- DIVIDENDS

Section 1. *Dividends*: The Board of Directors may declare and pay dividends upon the outstanding shares of the Corporation, from time to time and to such extent as the Board deems advisable, in the manner and upon the terms and conditions provided by law and the Articles of Incorporation of the Corporation.

Section 2. *Reserves*: The Board of Directors may set apart, out of the funds of the Corporation available for dividends, said sum as the directors, from time to time, in their absolute discretion, think proper as a reserve fund for any proper purpose. The Board of Directors may abolish any such reserve in the manner it was created.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. *Insurance and Indemnity*: The Corporation may purchase and maintain insurance in a reasonable amount on behalf of any person who is or was a director, officer, agent, or employee of the Corporation against liability asserted against or incurred by such person in such capacity or arising from such person's status as such.

Subject to applicable statute, any person made or threatened to be made a party to any action, suit, or proceeding, by reason of the fact that he or she, his or her testator or intestate representative, is or was a director, officer, agent, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with such an action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by the Corporation of judgment or other final determination establishes that the potential

indemnificatee's acts were committed in bad faith or were the result of active or deliberate fraud or dishonesty or clear and gross negligence.

Section 2. *Corporate Records:* Any shareholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's stock ledger, a list of its shareholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a shareholder. In every instance in which an attorney or other agent shall be the person seeking the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing authorizing the attorney or other agent to so act on behalf of the shareholder.

The demand under oath shall be directed to the Corporation at its registered office or its principal place of business.

Section 3. *Fiscal Year:* The fiscal year of the Corporation shall be the calendar year.

Section 4. *Seal:* The corporate seal shall be in such form as the Board of Directors shall approve. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

Section 5. *Execution of Instruments:* All contracts, checks, drafts, or demands for money and notes and other instruments or rights of any nature of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 6. *Notice:* Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the United States mail, or by email, or facsimile, charges prepaid, to his or her address appearing in the books of the Corporation, or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by facsimile, it shall be deemed to have been given at the date and time shown on a written confirmation of the transmission of such facsimile communication. If such notice is related to a meeting, the notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting of shareholders, the purpose of and general nature of the business to be transacted at such special meeting.

Section 7. *Waiver of Notice:* Whenever any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Except in the case of a special meeting of shareholders, neither the business to be conducted at nor the purpose of the meeting need be specified in the waiver of notice of the meeting. Attendance of a person either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened or called.

Section 8. *Amendments*: The Board of Directors shall have the power to make, adopt, alter, amend, and repeal from time to time the Bylaws of the Corporation except that the adoption, amendment, or repeal of any Bylaw regulating the election of directors shall be subject to the vote of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast at any regular or special meeting of the shareholders, duly convened after notice to the shareholders of that purpose.

ARTICLE IX Goal and Priorities in Company Business Practice

It is the goal and priority of Late Spring, Inc. to maintain strict compliance with the statutory and regulatory framework established by the Commonwealth of Massachusetts under 105 C.M.R. 725.000, and other authority. In furtherance of that goal and priority, the Company establishes the following principles, guidelines and educational aims:

- Preventing the distribution of marijuana to minors;
- Preventing revenue from the sale of marijuana from going to criminal enterprises, gangs, and cartels;
- Preventing the diversion of marijuana from states where it is legal under state law in some form to other states;
- Preventing state-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity;
- Preventing violence and the use of firearms in the cultivation and distribution of marijuana;
- Preventing drugged driving and the exacerbation of other adverse public health consequences associated with marijuana use;
- Preventing the growing of marijuana on public lands and the attendant public safety and environmental dangers posed by marijuana production on public lands; and

- Preventing marijuana possession or use on federal property

The foregoing Bylaws were adopted by the Board of Directors on April 16, 2018.

A true and complete copy.

A handwritten signature in black ink, appearing to read "John Hillier", written over a horizontal line.

John Hillier, Secretary



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Special Filing Instructions

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001321877

ARTICLE I

The exact name of the corporation is:

LATE SPRING INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CNP	\$0.00000	15,000	\$0.00	7,750

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

NONE

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

NO HOLDER OF ANY COMMON STOCK OF THE CORPORATION OR ITS ASSIGNS OR THOSE CLAIMING UNDER HIM SHALL SELL, PLEDGE, GIVE AWAY, TRANSFER, OR OTHERWISE DISPOSE OF ALL OR ANY PART OF HIS STOCK OR ANY INTEREST IN THIS CORPORATION EXCEPT UPON THE FOLLOWING CONDITIONS, WHICH, HOWEVER, MAY BE WAIVER BY AN AFFIR

MATIVE VOTE OF THE BOARD OF DIRECTORS IN ANY PARTICULAR INSTANCE. A HOLDER OF COMMON STOCK WISHING TO DISPOSE OF ANY OR ALL OF SAID STOCK SHALL FIRST, IN WRITING, OFFER TO SELL SUCH STOCK AS HE WISHES SO TO THE BOARD OF DIRECTORS OF THE CORPORATION, STATING THE CONSIDERATION FOR THE PROPOSED SALE OR TRANSFER OF STOCK AND THE CORPORATION THROUGH ITS BOARD OF DIRECTORS SHALL THEN HAVE FIFTEEN (15) DAYS FROM THE DATE OF RECEIPT OF SUCH NOTICE IN WHICH TO PURCHASE ALL OF SAID STOCK ON THE SAME TERMS AS THE PROPOSED SALE. IF SAID STOCK IS NOT PURCHASED BY THE CORPORATION WITHIN THE SAME PERIOD, IT SHALL THEN BE OFFERED BY SAID HOLDER TO THE OTHER STOCKHOLDERS BY SENDING A WRITTEN NOTICE OF SUCH OFF TO THE OTHER STOCKHOLDERS, WHO SHALL THEN HAVE FORTY-FIVE (45) DAYS FROM THE DATE OF RECEIPT OF SUCH NOTICE IN WHICH TO PURCHASE SAID STOCK ON THE SAME TERMS AS THE PROPOSED SALE. IF THE APPLICATIONS FOR SUCH A STOCK FROM THE OTHER STOCKHOLDERS EXCEED THE NUMBER OF SHARES OFFERED, THERE SHALL BE AN APPOINTMENT AMONG THE APPLICANTS IN PROPORTION TO THE AMOUNT OF STOCK OF WHICH THEY ARE THE HOLDERS OF RECORD. UNDER THE RESTRICTION ON TRANSFER OF STOCK, THE CORPORATION AND/OR STOCKHOLDERS CANNOT PURCHASE A PORTION OF THE STOCK OFFERED BY SAID HOLDER, BUT MUST PURCHASE ALL OF THE STOCK OFFERED BY SAID HOLDER, UNLESS OTHERWISE AGREED BY SAID HOLDER, OR THE PROVISIONS OF THE FOLLOWING PARAGRAPH WILL BECOME EFFECTIVE. IF THE CORPORATION AND THE OTHER STOCKHOLDERS DO NOT EXERCISE THEIR RIGHTS TO PURCHASE ALL OF HOLDER'S STOCK SO OFFERED, THEN SAID HOLDER THEREOF SHALL BE FREE TO SELL THE STOCK SO OFFERED BY A BONA FIDE TRANSACTION FOR NOT LESS THAN THE CONSIDERATION STATED BY IN THE OFFER REQUIRED BY THIS ARTICLE TO THE PERSONS NAMED IN THE NOTICE WITHIN ONE (1) YEAR OF THE DATE OF SAID WRITTEN OFFER OF THE PROPOSED SALE TO THE PROPOSED OFFEREE IS NOT COMPLETED WITHIN ONE (1) YEAR OF THE PROPOSED OFFER, THE RESTRICTION IN THIS ARTICLE SHALL REMAIN IN FULL FORCE AND EFFECT. NOTWITHSTANDING ANY OF THE PREVIOUS PROVISIONS OF THIS ARTICLE, THE COMMON STOCK OF THIS CORPORATION SHALL PASS TO THE OTHERS UPON THE DEATH OF A HOLDER THEREOF, EITHER BY THE LAWS OF TESTACY OR BY WILL, AND NEITHER THE ESTATE OF THE DECEASED STOCKHOLDER NOR HIS TESTATE SUCCESSORS OR LEGATEES SHALL BE REQUIRED TO OFFER SAID STOCK FOR SALE AS HEREIN PROVIDED SOLELY BECAUSE OF THE STOCKHOLDER'S DEATH, BUT SUCH NEW STOCKHOLDER SHALL TAKE SAID STOCK UNDER THE SAME RESTRICTIONS PROVIDED IN THIS ARTICLE.

ARTICLE VI

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

A.) TO ENTER INTO PARTNERSHIPS OR JOINT VENTURES. B.) TO CONDUCT STOCKHOLDER MEETINGS OUTSIDE OF MASSACHUSETTS.

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: JOHN HILLIER
No. and Street: 38 LITTLETON ROAD
City or Town: AYER State: MA Zip: 01432 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOHN HILLIER	38 LITTLETON ROAD AYER, MA 01432 USA
TREASURER	JOHN HILLIER	38 LITTLETON ROAD AYER, MA 01432 USA
SECRETARY	JOHN HILLIER	38 LITTLETON ROAD AYER, MA 01432 USA
DIRECTOR	JOHN HILLIER	38 LITTLETON ROAD AYER, MA 01432 USA

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

RETAIL SERVICES

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street: 38 LITTLETON ROAD
City or Town: AYER State: MA Zip: 01432 Country: USA

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

No. and Street: 38 LITTLETON ROAD
City or Town: AYER State: MA Zip: 01432 Country: USA

which is

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

Signed this 16 Day of April, 2018 at 6:52:05 PM by the incorporator(s). *(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.)*

JOHN HILLIER

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:

April 16, 2018 06:52 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Gage will maintain all relevant records in compliance with 935 CMR 500.105(I). These records will be made available for inspection by the commission upon request. Records include, but are not necessarily limited to all records required in any section of 935 CMR 500.00, in addition to the following:

- a. Written operating procedures as required by 935 CMR 500.105(A);
- b. Inventory records as required by 935 CMR 500.105(H);
- c. Seed to Sale Tracking records for all marijuana and marijuana products as required by 935 500.105(H)(5);
- d. The following personnel records:
 - i. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - ii. A personnel record for each Marijuana Establishment Agent. Such records are maintained for a minimum of 12 months after termination of the individual's affiliation with the Marijuana Establishment and includes, but is not limited to, the following:
 - 1. All materials submitted to the Commission pursuant to 935 CRM 500.030(B);
 - 2. Documentation of verification of references;
 - 3. The job description or employment contract that included duties, authority, responsibilities, qualifications, and supervision;
 - 4. Documentation of all 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 name and title of presenters;
 - 5. A copy of the application that the Marijuana Establishment submitted to the Commission on behalf of any prospective Marijuana Establishment Agent;
 - 6. Documentation of periodic performance evaluations;
 - 7. A record of any disciplinary action taken; and
 - 8. Notice of completed responsible vendor and 8-hour related duty training
 - iii. A staffing plan that will demonstrate accessible business hours;
 - iv. Personnel policies and procedures; and
 - v. All background check reports obtained in accordance with 935 CMR 500.030.
- e. Following closure of a Marijuana Establishment, all records are kept for at least 2 years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.

Upon entry into the premises by an individual, a trained agent shall immediately inspect the individual's proof of identification and determine the individual's age in accordance with 935 CMR 500.140(B). The individual shall not be admitted into the premises unless the agent has verified that the individual is 21 years of age or older by the individual's proof of identification. Gage has entered into discussions with vendors who provide electronic scanners of IDs to verify validity of said ID. All dispensary agents responsible for verifying identification will undergo trainings relevant to verifying the validity of an ID and that the present individual matches the identification presented on the ID.

To ensure separations of recreational and medical operations, Gage Cannabis Company will operate as a recreational retailer at 38 Littleton Rd in Ayer while Central Ave Compassionate Care, Inc. will operate as a medical retailer at 31 Central Ave in Ayer.

Quality Control and Testing Procedures

1. All marijuana shall be processed in a safe and sanitary manner. Only the leaves and flowers of the female marijuana plant shall be processed and shall be:
 - a. Well cured and generally free of seeds and stems;
 - b. Free of dirt, sand, debris, and other foreign matter;
 - c. Free of contamination by mold, rot, other fungus, and bacterial diseases;
 - d. Prepared and handled on food-grade stainless steel tables; and
 - e. Packaged in a secure area.
2. Gage has implemented the following sanitary policies and procedures:
 - a. Any agents whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, shall comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.
 - b. All agents working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including:
 - i. Maintaining adequate personal cleanliness; and
 - ii. 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.
 - c. Hand-washing facilities shall be furnished with running water and a suitable temperature and shall be located in production areas where good sanitary practices require employees to wash and sanitize their hands. Effective hand-cleaning soaps, sanitizers, and sanitary towel service shall also be provided;
 - d. All equipment and materials shall be placed and stored in a manner that provides sufficient space for maintenance of sanitary operations;
 - e. Litter and waste shall be properly removed and disposed of daily (at minimum) so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
 - f. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
 - g. All areas where equipment or utensils are cleaned, processing areas, and storage areas, shall have adequate safety lighting;
 - h. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition through the scheduling of regular contractors (landscapers, mechanics, etc.) and through regular maintenance of staff;
 - i. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. All surfaces shall be cleaned before use, after use, and as frequently as necessary to protect against contamination. Only equipment and utensils that are adequately cleanable shall be used in any process. Only

sanitizing agents registered by the US Environmental Protection Agency (EPA) shall be used, and only in accordance with labeled instructions;

- j. All toxic items shall be identified, held, and stored in a manner that protects against contaminations of marijuana products, such as in a separate, locked cabinet;
 - k. Gage's water supply is sufficient for necessary operations;
 - l. All plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the building. Plumbing shall properly convey sewage and liquid disposable waste from the building. There shall be no cross-connections between the potable and wastewater lines. All plumbing shall meet local and state requirements;
 - m. Adequate, readily accessible toilet facilities shall be available to employees in a sanitary condition and in good repair;
 - n. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms through the use of refrigerators, freezers, or other tools or equipment as necessary;
 - o. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished product or their containers; and
 - p. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety shall be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.08(c).
- 3. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*.
 - 4. No marijuana product, including marijuana, shall be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Gage maintains the following records, which are available for the Commission on request:

1. Job descriptions for each employee and volunteer position, as well as organizational charts with job descriptions;
2. Personnel records for each marijuana establishment agent are maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and include, at minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(3);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that demonstrates accessible business hours and safe working conditions;
4. An employee handbook. All new hires are required to read, understand, and sign off on the employee handbook. Any changes or updates will be communicated to all staff members for their review and logged acknowledgement. Personnel policies shall be reviewed by management on an annual basis. This includes the following personnel policies and procedures:
 - a. Hiring
 - b. Workplace discrimination and sexual harassment
 - c. Training
 - d. Security
 - e. Annual Background Check
 - f. Employee Benefits
 - g. Work Schedule, Breaks, and Leaves
 - h. Salaries and Pay Schedule
 - i. Performance Reviews and Promotions
 - j. Disciplinary Actions and Termination of Employment
 - k. Immediate dismissal of any marijuana establishment agent who has:
 - i. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - ii. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - iii. 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.

5. All background check reports obtained in accordance with 935 CMR 500.030. All potential hires are subject to a comprehensive background check and suitability assessment in accordance with 935 CMR 500.030(B) and 935 CMR 500.902 before a hiring decision is made.

Financial records are kept following generally accepted business principles. These records include, but are not limited to:

- a. Assets and liabilities;
- b. Monetary transactions;
- c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, receipts, and vouchers;
- d. Sales records including the quantity, form, and cost of marijuana products;
 - i. Gage shall only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
 - ii. Gage may utilize a sales recording module approved by the DOR.
 - iii. Gage shall not utilize software or other methods to manipulate or alter sales data.
 - iv. Gage conducts a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Gage shall maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Gage determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 1. The Commission shall be immediately notified
 2. Gage shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 3. Take such other action directed by the Commission to comply with 935 CMR 500.105.
 - v. Gage complies with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.
 - vi. Gage shall adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 1. Gage shall not sell any marijuana product, including marijuana, that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product will be deemed to comply with the standards required under 935 CMR 500.160 prior to being sold.
 - vii. Gage acknowledges that The Commission and the DOR may audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.
- e. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment;
- f. Bank statements;
- g. Tax returns;

Goal

Gage has developed the following diversity plan to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientation amongst its staff. The plan is comprised of a hiring strategy and a retention, training, and promotion strategy.

Hiring

Applicant Pool

A diverse team begins with a diverse applicant pool. As such, Gage intends to conduct deliberate outreach to ensure expansive points of entry for positions through methods such as advertising, job fairs, and other community outreach opportunities. Gage will note the demographics of applicant pools and adjust advertising strategies to better target underrepresented persons to promote equity amongst these groups.

Interview Process

Gage will develop and implement a screening system to mitigate bias of any employees involved in the interviewing process. All interviewers will be required to utilize a rubric that outlines specific and standardized criteria to be used across all interviews of the same position. These rubrics will be completed and submitted by interviewees, compiled over time, and reviewed to ensure interviewers are approaching applicants fairly.

Retention

Training and Promotion

Gage will provide trainings and professional development opportunities to staff at all levels to encourage growth for all employees to ensure a diverse workforce from entry level positions to upper management. Gage encourages all staff members to further their training and education and will reimburse staff members for any approved training or coursework that is relevant to their position or growth so long as that staff member receives a passing grade or certificate of completion.

Company Culture

Gage aims to provide an inviting, safe, and supportive environment for people from diverse backgrounds and perspectives. To accomplish this, trainings designed to increase awareness on diversity and inclusion will be held at minimum two times per year.

Measurement and Accountability

Establishing and maintaining a diverse workforce will present evolving challenges that require constant diligence. As such, Gage will conduct annual reviews of data that will inform a reevaluation of the diversity strategy. This data will be collected through staff surveys and HR records. Major points will include demographic of applicant pools, current employees, past employees, changes in employment status (promotions, conversions to full time, raises, etc), and any feedback from personnel, especially underrepresented groups. Through analyzing these results, Gage will be able to adjust and build upon the diversity strategy to better reach the goal.

Qualifications and Training:

All Gage agents (staff members, volunteers, or otherwise) undergo rigorous trainings to maintain their agent status. These trainings are documented in personnel records in compliance with 935 CMR 500(9). Each agent goes through, at minimum, the following trainings:

- Privacy and confidentiality
- Personal safety
- Crime prevention techniques
- Responsible Vendor Training in compliance with 935 CMR 500.105(2)
- At least eight hours of on-going training annually.

Agents also receive specialized training in relation to their specific position within the organization. Specific positions, their qualifications, and associated trainings are outlined below:

Dispensary Manager

This person should be high energy, outgoing, compassionate, and have a strong interest in the therapeutic benefits of marijuana. The Dispensary Manager oversees the Dispensary Agents.

The Dispensing Manager oversees inventory controls to ensure complete compliance throughout the staff. Compliance Officer routinely inspects dispensing operations and conducts a monthly comprehensive inventory. Experience in customer service, retail, and/or hospitality management industries is required.

Requirements

- Previous retail or customer service experience
- Previous leadership/management experience
- Bachelor degree or equivalent experience in marketing, management, business administration, accounting, or similar
- Must be 21 years of age
- Candidates are required to pass full CORI and criminal background screening
- Strong interpersonal skills
- Strong math skills
- Excellent communication skills
- Attention to detail
- Must be highly organized
- Must be able to accommodate working nights and weekends
- Must be able to pass a full background check

Trainings

- Safety and security
- ID Verification Training

- Product line and usage
- POS and software systems
- Cash handling
- Customer service and conflict resolution
- Staff Management
- Workplace violence training

Dispensing Agent

This person should be high energy, outgoing, compassionate, and have a strong interest in the therapeutic benefits of marijuana. Dispensing Agents are the face of the organization and are responsible for providing customers with knowledgeable guidance through their selection of their cannabis, so that they feel educated and empowered in their selections. The Dispensing Agent maintains strict inventory controls to ensure complete compliance. Experience in customer service, retail, and/or hospitality industries is preferred.

Requirements

- Excellent Customer Service Skills
- Excellent Communication
- Precise Math Skills
- Computer Literacy
- Organizational Skills
- Attention to Detail
- Multi-task Oriented
- Ability to work on a team
- Stress Management/Composure
- Ability to Stand for Long Periods
- Able to lift up to 50 pounds repeatedly
- Associate's Degree or relevant experience
- Must be 21 years of age
- Candidates are required to pass full CORI and criminal background screening

Trainings

- Safety and security
- ID Verification Training

- Product line and usage
- POS and software systems
- Cash handling
- Customer service and conflict resolution
- Workplace violence training

Compliance Officer

This person is responsible for establishing and implementing controls and protocols to prevent unethical and illegal behavior. The Compliance Officer is responsible for the oversight, management, and administration of the daily operational tasks of maintaining an effective compliance program.

Requirements

- The ideal candidate will have at least five years experience in a relevant field and a Bachelor's degree.
- Must be 21 years of age
- Past training or experience with non-violent crisis intervention, behavior management, or other safety-awareness based training.
- Candidates must have experience with Seed to Sale tracking systems
- Candidates must have experience conducting inventory counts and investigations
- Candidates must have the ability to read, speak, and legibly write in English
- Candidates are required to pass full CORI and criminal background screening

Trainings

- Safety and security
- ID Verification
- Non-violent crisis intervention and behavior management
- Emergency response management
- Customer service and conflict resolution
- Staff Management
- Workplace violence training

Security

This person should be highly motivated and punctual with a high level of attention to detail. This position requires learning and adhering to detailed protocols and procedures.

Requirements

- The ideal candidate will have at least five years experience in the security field and a Bachelor's degree. Relevant experiences will be considered.
- Must be 21 years of age.
- Past training or experience with non-violent crisis intervention, behavior management, or other safety-awareness based training.
- Candidates have the ability to form and maintain one-sided positive relationships.
- They must have the ability to read, speak and legibly write in English.
- Candidates are required to pass full CORI and criminal background screening.

Trainings

- Safety and security
- ID Verification
- Non-violent crisis intervention and behavior management
- Emergency response management
- Customer service and conflict resolution