



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282062
Original Issued Date: 01/21/2020
Issued Date: 01/21/2020
Expiration Date: 01/21/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Mass Alternative Care, Inc.

Phone Number: 413-377-6240 Email Address: kmcollins@massaltcare.com

Business Address 1: 55 University Drive

Business Address 2:

Business City: Amherst

Business State: MA

Business Zip Code: 01002

Mailing Address 1: 1247 East Main Street

Mailing Address 2:

Mailing City: Chicopee

Mailing State: MA

Mailing Zip Code: 01020

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: RPA201836

RMD INFORMATION

Name of RMD: Mass Alternative Care, Inc.

Department of Public Health RMD Registration Number: 031

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: 19

Percentage Of Control: 7

Role: Executive / Officer

Other Role:

First Name: Kevin

Last Name: Collins

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 16

Percentage Of Control: 7

Role: Director

Other Role:

First Name: Ronald

Last Name: Paasch

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership:

Percentage Of Control: 7

Role: Director

Other Role:

First Name: David

Last Name: Spannus

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership:

Percentage Of Control: 7

Role: Director

Other Role:

First Name: Heather

Last Name: Andresen

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:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 3

Percentage Of Control: 7

Role: Director

Other Role:

First Name: Nicholas

Last Name: Tamborrino

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: 5

Percentage Of Control: 7

Role: Executive / Officer

Other Role:

First Name: Vincent

Last Name: Cardillo

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 1

Percentage Of Control: 7

Role: Executive / Officer

Other Role:

First Name: Ronald

Last Name: Campurciani

Suffix:

Date generated: 12/03/2020

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 8

Percentage Of Ownership: 10 Percentage Of Control: 7

Role: Executive / Officer Other Role:

First Name: Kevin Last Name: Collins Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 9

Percentage Of Ownership: 1 Percentage Of Control: 7

Role: Manager Other Role:

First Name: John Last Name: Turgeon 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

Entity with Direct or Indirect Authority 1

Percentage of Control: 33 Percentage of Ownership: 27

Entity Legal Name: AGLMA, LLC Entity DBA: DBA City:

Entity Description: AGLMA is a management company that provides cultivation, processing and other marijuana operations management and support.

Foreign Subsidiary Narrative:

Entity Phone: 475-227-0028 Entity Email: Entity Website: dlipton@advancedgrowlabs.com

Entity Address 1: 400 Frontage Road Entity Address 2:

Entity City: West Haven Entity State: CT Entity Zip Code: 06516

Entity Mailing Address 1: 400 Frontage Road Entity Mailing Address 2:

Entity Mailing City: West Haven Entity Mailing State: CT Entity Mailing Zip Code: 06516

Relationship Description: AGLMA, LLC. has 27% equity ownership of Mass Alternative Care, Inc. through CAL Funding and 2 of 6 Board of Director positions.

Entity with Direct or Indirect Authority 2

Percentage of Control: Percentage of Ownership: 100

Entity Legal Name: CAL Funding, LLC Entity DBA: DBA City:

Entity Description: CAL Funding, LLC ("CAL ") is a Capital Holding Company that funds Mass Alternative Care ("MAC")

Foreign Subsidiary Narrative:

Entity Phone: 413-252-0285 Entity Email: Entity Website: jturgeon@johnturgeoncpa.com

Entity Address 1: 75 North Main Street		Entity Address 2:
Entity City: East Longmeadow	Entity State: MA	Entity Zip Code: 01028
Entity Mailing Address 1: 75 North Main Street		Entity Mailing Address 2:
Entity Mailing City: East Longmeadow	Entity Mailing State: MA	Entity Mailing Zip Code: 01028

Relationship Description: CAL Funding, LLC is funded by 17 private investors. CAL is the sole capital contributor to Mass Alternative Care and per an operating agreement owns 100% of the Company. The ownership percentages outlined in Section 4 and 5 of this application are the ownership percentages that each individual and AGLMA has in CAL Funding, LLC.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: CAL Funding, LLC		Entity DBA:	
Email: jturgeon@johnturgeoncpa.com	Phone: 413-252-0285		
Address 1: 75 North Main Street		Address 2:	
City: East Longmeadow	State: MA	Zip Code: 01028	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$175000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Christopher	Owner Last Name: Mayle	Owner Suffix:	
Entity Legal Name: Advance Grow Labs, LLC		Entity DBA:	
Entity Description: Advanced Grow Labs, LLC is Licensed in the State of Connecticut as a Marijuana Cultivator and Product Manufacturer			
Entity Phone: 475-227-0028	Entity Email: dlipton@advancedgrowlabs.com	Entity Website:	
Entity Address 1: 400 Frontage Road		Entity Address 2:	
Entity City: West Haven	Entity State: CT	Entity Zip Code: 06516	Entity Country: USA
Entity Mailing Address 1: 400 Frontage Road		Entity Mailing Address 2:	
Entity Mailing City: West Haven	Entity Mailing State: CT	Entity Mailing Zip Code: 06516	Entity Mailing Country: USA

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner		
Owner First Name: Nicholas	Owner Last Name: Tamborrino	Owner Suffix:
Entity Legal Name: BLUEPOINT APOTHECARY, LLC		Entity DBA: BLUEPOINT WELLNESS OF CONNECTICUT
Entity Description: Bluepoint Wellness of Connecticut is a Medical Marijuana Dispensary in Connecticut		
Entity Phone: 203-488-1388	Entity Email:	Entity Website:

nick@bluepointwellnessct.com

Entity Address 1: 471 East Main Street

Entity Address 2:

Entity City: Branford Entity State: CT

Entity Zip Code: 06405

Entity Country: USA

Entity Mailing Address 1: 471 East Main Street

Entity Mailing Address 2:

Entity Mailing City: Branford Entity Mailing State: CT

Entity Mailing Zip Code:

06405

Entity Mailing Country:

USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 55 University Drive

Establishment Address 2:

Establishment City: Amherst

Establishment Zip Code: 01002

Approximate square footage of the establishment: 4400

How many abutters does this property have?: 10

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	MAC Certification - Executed.pdf	pdf	5c329f9aa2404e71ee7e6334	01/06/2019
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Form (Amherst) FINAL.pdf	pdf	5c3512503fb3fc7ac1893a49	01/08/2019
Plan to Remain Compliant with Local Zoning	MAC Plan to Remain Compliant with Local Zoning_Amherst.pdf	pdf	5c3512816f99f37acbf314cd	01/08/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact 91919.pdf	pdf	5d843cde816d7b225d15b985	09/19/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Kevin

Last Name: Collin Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 2

Role: Director **Other Role:**
First Name: Ronald **Last Name:** Paasch **Suffix:**
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 3

Role: Director **Other Role:**
First Name: David **Last Name:** Spannaus **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 4

Role: Director **Other Role:**
First Name: Heather **Last Name:** Andersen **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 5

Role: Director **Other Role:**
First Name: Nicholas **Last Name:** Tamborrino **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 6

Role: Executive / Officer **Other Role:**
First Name: Christopher **Last Name:** Mayle **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 7

Role: Executive / Officer **Other Role:**
First Name: Vincent **Last Name:** Cardillo **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 8

Role: Executive / Officer **Other Role:**
First Name: Ronald **Last Name:** Campurciani **Suffix:**
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 9

Role: Executive / Officer **Other Role:**
First Name: Kevin **Last Name:** Collins **Suffix:**
RMD Association: RMD Manager
Background Question: yes

Individual Background Information 10

Date generated: 12/03/2020

Role: Manager **Other Role:**
First Name: John **Last Name:** Turgeon **Suffix:**
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**
Entity Legal Name: CAL Funding, LLC **Entity DBA:**
Entity Description: Capital Holding Company
Phone: 413-252-0285 **Email:** jturgeon@johnrturgeoncpa.com
Primary Business Address 1: 75 North Main Street **Primary Business Address 2:**
Primary Business City: East Longmeadow **Primary Business State:** MA **Principal Business Zip Code:** 01028
Additional Information:

Entity Background Check Information 2

Role: Partner **Other Role:**
Entity Legal Name: AGLMA, LLC **Entity DBA:**
Entity Description: 27% owner of Mass Alternative Care
Phone: 475-227-0028 **Email:** dlipton@advancedgrowlabs.com
Primary Business Address 1: 400 Frontage Road **Primary Business Address 2:**
Primary Business City: West Haven **Primary Business State:** CT **Principal Business Zip Code:** 06516
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	MAC DOR Certificate of Good Standing (20180402).pdf	pdf	5c8da0fd5d4b0b1b3ebc3037	03/16/2019
Articles of Organization	Articles of Entity Conversion.pdf	pdf	5c8da1059ff0081b4821d459	03/16/2019
Bylaws	MAC Bylaws.pdf	pdf	5c8da135b411c1126cf05b1c	03/16/2019
Secretary of Commonwealth - Certificate of Good Standing	MAC SOC Certificate of Good Standing (20181205).pdf	pdf	5c9e8afc3d84de123a615b62	03/29/2019

No documents uploaded

Massachusetts Business Identification Number: 001302536

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	MAC Liability Insurance Plan_Amherst.pdf	pdf	5c8da1d1d7a931124ee060c8	03/16/2019
Business Plan	MAC Business Plan_Amherst Application.pdf	pdf	5c8e7f42635d511b34752c43	03/17/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	MAC Plan to obtain marijuana _Amherst.pdf	pdf	5c8db4488d16491b5c0fb015	03/16/2019
Separating recreational from medical operations, if applicable	MAC Plan for Separating Recreational from Medical Operations_Amherst.pdf	pdf	5c8db5303779161b2a8762a9	03/16/2019
Restricting Access to age 21 and older	MAC Plan for Separating Recreational from Medical Operations_Amherst.pdf	pdf	5c8db6bfb411c1126cf05b25	03/16/2019
Security plan	MAC Security Plan_Amherst.pdf	pdf	5c8db9371e71bd126232e349	03/16/2019
Prevention of diversion	MAC Prevention of Diversion SOP_Amherst.pdf	pdf	5c8db9e4c4b7a71b66d15968	03/16/2019
Storage of marijuana	MAC Storage Cultivation SOP_Amherst.pdf	pdf	5c8dbc7eb411c1126cf05b2a	03/16/2019
Transportation of marijuana	MAC Transportation of Marijuana SOP_Amherst.pdf	pdf	5c8dbd9c635d511b34752b83	03/16/2019
Inventory procedures	MAC CNB Inventory and Tracking SOP_Amherst.pdf	pdf	5c8dbf89c4b7a71b66d1596d	03/16/2019
Quality control and testing	MAC Quality Control and Testing SOP_Amherst.pdf	pdf	5c8dc0a93183181258e1ddd9	03/16/2019
Dispensing procedures	MAC Dispensing Procedure_Amherst.pdf	pdf	5c8dc1edc4b7a71b66d15971	03/16/2019
Personnel policies including background checks	MAC Personnel Policies_Amherst.pdf	pdf	5c8dc3535d4b0b1b3ebc3044	03/16/2019
Record Keeping procedures	MAC Record Keeping Procedure_Amherst.pdf	pdf	5c8dc404edbb73122a6199e2	03/16/2019
Maintaining of financial records	MAC Maintenance of Financial Records SOP_Amherst.pdf	pdf	5c8dc4c03779161b2a8762b2	03/16/2019
Qualifications and training	MAC Qualifications and Trainnig SOP_Amherst.pdf	pdf	5c8dcdceeadf341230f6a8a5	03/17/2019
Diversity plan	MAC Diversity Plan_Amherst V2.pdf	pdf	5d843fab544c91e011c99ae	09/19/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close

associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

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

I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 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: 11:00 AM	Sunday To: 6:00 PM

Host Community Agreement Certification Form

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

Applicant

I, Kevin Collins, (*insert name*) certify as an authorized representative of Mass Alternative Care, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Amherst (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on December 21, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Paul Bockelman, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Amherst (*insert name of host community*) to certify that the applicant and the Town of Amherst (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on December 21, 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, Kevin Collins, (*insert name*) attest as an authorized representative of Mass Alternative Care, 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 October 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 September 24, 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 September 24, 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 September 24, 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.

COMMUNITY OUTREACH PUBLIC NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.

September 24

18960

Kevin M. Collins

From: dkuttler@gazettenet.com
Sent: Friday, September 21, 2018 8:41 AM
To: Kevin M. Collins
Subject: LEGAL PROOF
Attachments: 18960.pdf

Legal Proof for 9/24

The Daily Hampshire Gazette

115 Conz Street, Northampton, MA
413-584-5000 | Fax: 413-584-5299 | Customer Service 413-586-1925

Advertising Invoice

MASS ALTERNATIVE CARE, INC
1247 EAST MAIN STREET
CHICOPEE, MA 01020

Cust#:122785
Ad#:18960
Phone#:413-377-6236
Date:09/21/2018

Salesperson: SUZANNE HUNTER

Classification: Legals

Ad Size: 1.0 x 1.90

Advertisement Information:

Description	Start	Stop	Ins.	Cost/Day	Total
Daily Hampshire Gazette	09/24/2018	09/24/2018	1	86.47	86.47

Payment Information:

Date:	Order#	Type
09/21/2018	18960	BILLED ACCOUNT

Total Amount: 86.47

Tax: 0.00

Amount Due: 86.47

Public Notice 10/2 - Thank you for your business!

Ad Copy

**COMMUNITY OUTREACH
PUBLIC NOTICE**

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September 24

18960



SEP 24 '18 PM 1:41
REC'D AMHERST TOWN CLERK

Attachment B
One Monarch Place #1900
Springfield, MA 01144
Info@MassAltCare.com
(413) 377-6240

Ms. Margaret Natowicz
Amherst Town Clerk
4 Boltwood Avenue
Amherst, MA 01002

RE: Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.



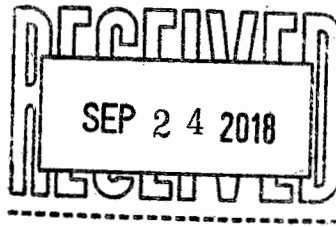
Attachment B
One Monarch Place #1900
Springfield, MA 01144
Info@MassAltCare.com
(413) 377-6240

Amherst Planning Board
c/o Ms. Christine Brestrup, Planning Director
4 Boltwood Avenue
Amherst, MA 01002

RECEIVED SEP 24 2018
pk

RE: Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.



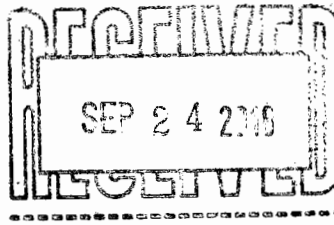
Attachment B

One Monarch Place #1900
Springfield, MA 01144
info@MassAltCare.com
(413) 377-6240

Town of Amherst Select Board
c/o Mr. Doug Slaughter, Chair
4 Boltwood Avenue
Belchertown, MA 01007

RE: Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.



Attachment B
One Monarch Place #1900
Springfield, MA 01144
Info@MassAltCare.com
(413) 377-6240

Mr. Paul Bockelman
Amherst Town Manager
4 Boltwood Avenue
Amherst, MA 01002

RE: Community Outreach Public Notice

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Attachment B

One Monarch Place #1900
Springfield, MA 01144
Info@MassAltCare.com
(413) 377-6240

Amherst Zoning Board of Appeals
c/o Mr. Mark Parent, Chair
4 Boltwood Avenue
Amherst, MA 01002

RECEIVED SEP 24 2018

RE: Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.



Attachment C
One Monarch Place #1900
Springfield, MA 01144
Info@MassAltCare.com
(413) 377-6240



Belchertown, MA 01007

RE: Parcel 13B-21; 55 University Drive, Amherst, MA 01002

Community Outreach Public Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment operated by Mass Alternative Care, Inc. is scheduled for October 2, 2018 at 6:00 PM at the Hangar Pub and Grill, 10 University Drive, Amherst, MA 01002. The proposed Adult-Use Marijuana Retailer is anticipated to be located at 55 University Drive, Amherst, MA 01002. There will be an opportunity for the public to ask questions.

Plan to Remain Compliant with Local Zoning

Purpose

The purpose of this plan is to outline how Mass Alternative Care, Inc. will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Marijuana Establishment at 55 University Drive in Amherst, which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

Background

The Town of Amherst enacted a Zoning Bylaw that established zoning restrictions for Adult-Use Retail Marijuana Establishments.

Per the Zoning Bylaw Eligible zones for adult use Retail Marijuana Establishments may be allowed by Special Permit issued by the Special Permit Granting Authority (Zoning Board of Appeals) in the following locations Zoning Districts: General Business (B-G), Limited Business (B-L), Village Center Business (B-VC), Commercial (COM) and Light Industrial (LI).

Our location at 55 University Drive is located in the Limited Business (B-L) and is compliant for with all required setbacks. Mass Alternative care has an executed Host Community Agreement with the Town.

Plan:

Mass Alternative Care, Inc. is currently fully compliant with all of the requirements outlined in the Bylaw and is applying for our special permit.

It is the intention of Mass Alternative Care to remain compliant with all relevant local codes, ordinances and applicable to a Marijuana Retail Establishment.

In addition to Mass Alternative Care, Inc. remaining compliant with the existing Amherst Zoning Bylaw, our executive management team and General Counsel will continually engage with the Town of Amherst to remain up to date with local codes zoning ordinances and by-laws, to remain fully compliant.



Plan for Positive Impact

Mass Alternative Care is committed to allowing people from areas of disproportionate impact experience a positive impact from the operation of our Marijuana Establishments. Our Marijuana Establishments are in or around several of the 29 communities designated as “areas of disproportionate impact” meaning these municipalities have been disproportionately affected by cannabis prohibition and enforcement. Marijuana prohibition and enforcement has produced profoundly unequal outcomes for these communities with higher arrest and incarceration rates.

In the geographic area of the Mass Alternative Care marijuana establishments there are several communities that have been determined to be “Areas of Disproportionate Impact” by the Commission. **Springfield, West Springfield, Amherst, Monson and Holyoke** are the communities that Mass Alternative Care has identified as the communities we will engage with to implement our programs.

Mass Alternative Care will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment. Any actions taken, or programs instituted, by Mass Alternative Care will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws. The specifically named organizations in this plan have been contacted and can receive the donation we plan on making and will work with Mass Alternative Care in the furthering of their goals.

I. Program Populations

The programs in this plan will be aimed to positively impact the following populations:

1. Past or present residents of “areas of disproportionate impact,” which have been defined by the Commission, specifically the communities of Springfield, West Springfield, Monson, Amherst, and Holyoke.
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions.

II. GOALS

1. Create jobs for people from areas of disproportionate impact with a progressive compensation structure, employee benefits and growth opportunities that provide a living wage and encourage consumer spending. Specifically, our goal is to have **50%** of our workforce fall into one or more of the 5 populations identified in Section I.
2. Create opportunities for individuals and businesses to participate in the industry by utilizing qualified contractors, suppliers and vendors who have been negatively impacted from marijuana prohibition. Our goal is to source **50%** of our contractors, suppliers and vendors from the populations identified in Section I.
3. Partner with established not-for-profit community organizations that provide direct social service to at-risk populations in Areas of Disproportionate Impact. Our goal is to provide a minimum financial

donation in the amount of at least \$12,000 and provide 150 hours of community service time to support their efforts.

4. Provide Industry knowledge and expertise to an Economic Empowerment Priority (“EEP”) applicant entering the Massachusetts Cannabis Industry. Our goal is to provide at least 100 hours of mentoring to our chosen EEP applicant and to give priority on all wholesale sales to this company.

III. EMPLOYMENT PROGRAM

Expanding opportunities for gainful employment is a key driver in helping populations disproportionately affected by marijuana prohibition. Quality jobs that pay above minimum wage, offer benefits and encourage volunteerism assist individuals and families in breaking cycles of poverty and incarceration. Mass Alternative Care expects to positively impact employment in these areas as follows:

1. Hiring Preference will be given to individuals who meet the Program Populations outlined in Section I of this plan.
2. Postings will be listed with the MassHire Springfield Career Center, MassHire Holyoke Career Center and MassHire Berkshire Career Center. These organizations are One Stop Career Centers that serve Amherst, Springfield, West Springfield, Monson and Holyoke. We will participate in job fairs and other outreach associated with these organizations;
3. Posting will also be listed with Community Connections, a 501(c) non-profit organization in Amherst, MA dedicated to helping people find affordable housing and available employment in the area;
4. Participation in additional job fairs that are targeted towards populations from areas of disproportionate impact, specifically the communities of Amherst, Springfield, West Springfield, Monson and Holyoke.
 - a. Mass Alternative Care will hold its first job fair approximately 60 days prior to our opening date.
 - b. Second and subsequent job fairs will be held as needed.
5. Additional outreach and engagement will be made to the following programs:
 - a. After Incarcerations Support Services, Hampden County Sheriff’s Department’
 - b. Regional Employment Board of Hamden County
 - c. Move to Work/Workforce Alternatives, Lighthouse/Human Services Unlimited
6. Retail Sales Associate wages at Mass Alternative Care’s Retail Establishment will range from \$15-\$20 per hour which is substantially higher than the current average retail wage of \$12.44 per hour statewide. (Indeed.com August 2018 report from 2088 retail employees in MA).
7. Employees working at least 30 hours per week or 130 hours per month will be eligible to participate in an employer-sponsored health plan. Similarly, paid vacation and sick benefits are available to 30+ hour employees.

Mass Alternative Care has already begun to implement this program as part of our hiring processes for our Marijuana Establishment in Chicopee. Once we receive Provisional License, we will begin the hiring process in the Amherst. We expect to post for 15-20 positions in Amherst and add additional postings as needed.

IV. SUPPLIER AND CONTRACTOR PROGRAM

Supporting access to this industry can also be achieved by selecting suppliers, vendors and contractors with business. Our supplier, vendor and contractor selection will consider the following factors:

1. Priority will be given to vendors and contractors who are individuals that meet the Program Populations and/or businesses whose ownership or workforce makeup meet the Program Population criteria.

2. Mass Alternative Care will advertise opportunities for vendors, suppliers and contractors on our website and with the local media outlets in Springfield, West Springfield, Amherst, Monson and Holyoke. These advertisements will include the priority outlined in this plan.
3. Wholesale Marijuana partners who are Commission-designated Economic Empowerment Priority applicants will be given priority in sourcing of marijuana products.

All elements of this program will commence once we receive Provisional License from the Commission.

V. COMMUNITY SERVICE PARTNER PROGRAM

Mass Alternative Care, with consultation with municipal leaders and community stakeholders has chosen two local, non-profit community service providers to partner with. These partnerships will receive financial benefits and community service hours from Mass Alternative Care and our employees. Our Community Partners are:

Amherst Community Connections, (413) 345-0737 <http://www.amherstcommunityconnections.net/>

The Men of Honor Youth Mentorship Program, (413) 885-0416
<https://www.themenofhonoryouthmentorshipprogram.org/>

Both of these organizations serve communities that have been determined to be “Areas of Disproportionate Impact” by the Commission. Amherst Community Connections serves the Town of Amherst. Amherst Community Connections (ACC) is a 501(c) non-profit organization in Amherst, MA dedicated to helping people find affordable housing and available employment in the area. Through case management, ACC staff help the participants in any way possible, with the goal of stabilizing their lives. ACC works within the Amherst community to advocate for housing first solutions to homelessness and has recently started Amherst's first Housing First Program. Their mission is to empower, advocate for, and assist those in need. The Men of Honor Youth Mentorship Program is a 501(c)(3) charity based in Springfield, MA. Their mission is to mentor male youths between the ages of 12-18 in affecting success in their life through the influence of positive male role models by developing sustained relationships between a young person and an adult in order to provide the support, guidance, and assistance the mentee needs in order to become a successful adult. They serve the Greater Springfield area including Springfield, West Springfield and Holyoke.

1. Mass Alternative Care will make donations totaling at least \$12,000 annually to support these community service programs.
 - a. Payments to each non-profit will be made in June and December of each year.
2. Each 30+ hour employee with 3+ months company tenure will receive 10 hours of paid volunteerism to assist our Community Service Partners. We will deliver at least 150 paid volunteer hours to these partners each year.

VI. ECONOMIC EMPOWERMENT MENTORING PROGRAM

Mass Alternative Care has entered into a Memorandum of Understanding with a Commission Designated Economic Empowerment Priority Applicant to assist the applicant by mentoring and providing needed industry experience and resources. The agreement allows this applicant access to our knowledge and expertise that we have honed over the past 6 years.

6 Bricks, LLC is a Springfield Based company that is woman and minority owned. They have plans to operate a retail Marijuana Dispensary at 250 Albany Street in the McKnight Neighborhood of Springfield. Mass Alternative Care is providing 6 Bricks, LLC with industry mentoring and a unique wholesale agreement. These services will save 6 Bricks substantial capital that they can now use to further their goals of applying for and receiving a License to operate a Retail Marijuana Establishment.

We plan to continue this initiative beyond our engagement with 6 Bricks and to engage other local companies that meet our Target Populations that are outlined above.

VII. MEASURING AND REPORTING POSITIVE IMPACT ON COMMUNITY

Mass Alternative Care will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our goals. We will produce a full report annually which outlines this plan, data collected, whether the goals have been met and if any changes are necessary. Quarterly, our management team will meet to discuss the report and make any necessary adjustments.

60 days prior to our license renewal, and annually thereafter, we will produce a comprehensive report on our Goals and Programs which will outline the metrics for each program and whether we have met our goals. This report will be made available to the Commission and will include the following data:

1. Number and percentage of employees hired, retained, or promoted that come from populations identified in Section I;
2. The demographics of all employees, applicants, new hires and promotions;
3. Number and types of jobs created in the adult-use cannabis industry in geographic areas of disproportionate impact;
4. Recruitment and hiring data including job postings, advertising, sourcing of candidates, offers of employment, and actual hires;
5. Reports of donations to our Community Service Partners;
6. Reports of volunteer hours delivered by Mass Alternative Care's employees to our Community Service Partners;
7. Data on the use of suppliers, vendors and contractors from the populations identified in Section I;
8. The number of mentoring hours provided to our Economic Empowerment Mentoring Program participant and the types of mentoring provided;
9. Evidence that Mass Alternative Care has given priority to our Economic Empowerment Mentoring Program participant for all wholesale transactions; and
10. The progress and status of our Economic Empowerment Mentoring Program participant.



Date 09/12/2019

Kevin M. Collins
Mass Alternative Care, Inc.
1247 East Main Street
Chicopee, MA 01020

Dear Mr. Collins

This letter serves to memorialize our conversation regarding donations of time and money from Mass Alternative Care to The Men of Honor Youth Mentorship Program.

The Men of Honor Youth Mentorship Program is a 501(c)(3) charity based in Springfield, MA. Our mission is to mentor male youths between the ages of 12-18 in affecting success in their life through the influence of positive male role models by developing sustained relationships between a young person and an adult in order to provide the support, guidance, and assistance the mentee needs in order to become a successful adult. We offer a holistic approach to helping youth, through a variety of structured and non-structured activities, building relationships with the youth and their families, providing positive role models enabling conversations around difficult subjects and offering assistance to community resources. We serve the Greater Springfield area including Springfield, West Springfield and Holyoke.

The Men of Honor Youth Mentorship Program can and will accept monetary donations from Mass Alternative Care along with donations of time from employees of Mass Alternative Care as part of your plan to positively impact communities that have been disproportionately harmed by cannabis prohibition.

Regards,

Charles Smith
President/CEO



**Amherst
Community
Connections**

Housing is THE Solution to Homelessness

236 N Pleasant Street, PO Box 141, Amherst, MA 01004
(413) 345-0737

September 11, 2019

Kevin M. Collins
Mass Alternative Care, Inc.
1247 East Main Street,
Chicopee, MA 01020

Dear Mr. Collins,

This memorandum of understanding (MOU) serves to memorialize our September 9, 2019 meeting regarding donations of time and money from Mass Alternative Care (MAC) to our agency Amherst Community Connections (ACC).

ACC agrees to accept monetary donations of \$6,000 per year and donations of 75 volunteering hours per year from Mass Alternative Care as part of your plan to positively impact communities that have been disproportionately harmed by cannabis prohibition.

As part of the agreement, ACC will:

- Post MAC's hiring info on its office and on its website and Facebook;
- Host job fairs for MAC at ACC's downtown office;
- Assist any disenfranchised job seekers to apply for positions at MAC;
- Provide employment support to those who are in need of support while working at MAC;
- Work with MAC to assist its employees to secure affordable housing in Amherst areas and to obtain government benefits such as MassHealth, SNAP, and other benefits;
- Engage with MAC workers who wish to volunteer at ACC and provide a well-run volunteering site with appropriate training and support;
- Confer with MAC to suggest ways that it can better achieve its Positive Impact goals.
- Notify MAC at least three months in advance for any change in the agreement.

In turn, MAC will:

- Donate \$6,000 in two equal installments per year to ACC for general agency purpose: one in June & one in December following the opening of MAC in Amherst;
- Encourage its employees to volunteer up to 75 hours per year at ACC;
- Hold ACC no harm in engaging with other marijuana establishments;
- Evaluate MAC's annual amount of financial donations and volunteering hours to ACC with the goals to increase and invest more in the community.
- Notify ACC at least three months in advance for any change in the agreement.

KEVIN COLLINS Km Collins (print and sign)

9/12/19

Hwei-Ling Greeney, Hwei-Ling Greeney (print and sign)

9/12/2019

Amherst Community Connections is a 501 (c) (3) non-profit tax-exempt organization



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

mass.gov/dor

Letter ID: L0660864768
Notice Date: April 2, 2018
Case ID: 0-000-436-181



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



C/O MICHAEL S SCHNEIDER/KEVIN COLLINS
MASS ALTERNATIVE CARE, INC
1 MONARCH PL STE 1900
SPRINGFIELD MA 01144-1900

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, MASS ALTERNATIVE CARE, 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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM MUST BE TYPED

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

ARTICLE I

The exact name of the corporation upon conversion is:


Mass Alternative Care, Inc.

ARTICLE II

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

Business as a Registered Marijuana Dispensary and
any lawful business.

Mass Alternative Care, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of November 20, 2017.


Bryan Harter
Director

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

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

ARTICLE IV

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

Not Applicable.

ARTICLE V

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

None.

ARTICLE VI

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

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
One Monarch Place, Suite 1900, Springfield, MA 01144-1900
- b. The name of its initial registered agent at its registered office:
Michael S. Schneider
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Kevin Collins, 399 South Branch Parkway, Springfield, MA 01118**

Treasurer: **David C. Spannaus, 136 Lakeshore Drive, Brookfield, CT 06804**

Secretary: **Heather Andresen, 384 Converse Street, Longmeadow, MA 01106**

Director(s): **The President, Treasurer and Secretary named above and: Ronald Paasch, 74 Coles Meadow Road, Northampton, MA 01060; and Nicholas Tamborrino, 428 Old Mill Road, Fairfield, CT 06824.**

- d. The fiscal year end of the corporation:
December 31.
- e. A brief description of the type of business in which the corporation intends to engage:
Business as a Registered Marijuana Dispensary and any lawful business.
- f. The street address of the principal office of the corporation:
One Monarch Place, Suite 1900, Springfield, MA 01144-1900
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

One Monarch Place, Suite 1900, Springfield, MA 01144-1900, which is
(number, street, city or town, state, zip code)

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

Signed by: _____
(signature of authorized individual)

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

on this **16th** day of **November**, **2017**

COMMONWEALTH OF MASSACHUSETTS

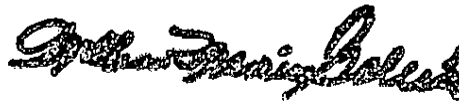
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

1301658

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$415 having been paid, said articles are deemed to have been filed with me this 8 day of December, 2017, at 3:58 a.m. (p.m.)
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SB
Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Michael S. Schneider, Esq.

Doherty, Wallace, Pillsbury and Murphy, P.C.

1 Monarch Pl Ste 1900, Springfield, MA 01144-1900

Telephone: 413-733-3111

Email: sbergeron@dwpm.com

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

SECRET
2017 DEC -8 PM 3:58
CORRECTION 1.00

**BY-LAWS
OF
MASS ALTERNATIVE CARE, INC.**

**ARTICLE I
STOCKHOLDERS**

1. Annual Meeting. The annual meeting of stockholders shall be held on the Fourth Tuesday in September of each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 11:00 o'clock A.M. unless a different hour is fixed by the Directors or the President and stated in the notice of the meeting. The first annual meeting of the stockholders of the Corporation shall be held on September 25 in the year 2018, and officers elected upon incorporation shall continue to hold office until said meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or these By-Laws, may be specified by the Directors or the President. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

2. Special Meetings. Special meetings of stockholders may be called by the President or by the Directors. In addition, upon written application of one or more stockholders who hold at least 10% of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer.

3. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless a different place (within the United States) is specified in the notice of the meeting or the meeting is held solely by remote communication in accordance with Section 9 of this Article.

4. Notice of Meetings. A written notice of every meeting of stockholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the Articles of Organization or by these By-Laws is entitled to such notice. All notices to stockholders shall conform to the requirements of Article III. No notice need be given to any stockholder if a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto authorized, is filed with the records of the meeting. A stockholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder objects to considering the matter when presented.

5. Quorum. (a) Unless otherwise provided by law, or in the Articles of Organization, these By-Laws or a resolution of the stockholders requiring satisfaction of a

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

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

6. Voting and Proxies. (a) stockholders entitled to vote shall have one vote for each share of stock entitled to vote and a proportionate vote for each fractional share entitled to vote held by them of record according to the records of the corporation, unless otherwise provided by law or by the Articles of Organization. Stockholders entitled to vote may vote either in person or by written proxy which need not be sealed or attested. Proxies shall be filed with the Secretary of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

(b) No proxy signed (or, if not dated, received by the secretary or officer or agent authorized to tabulate votes) more than eleven months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting; provided however that if a proxy is coupled with an interest sufficient in law to support an irrevocable power, including without limitation, an interest in the shares or in the corporation generally, it may be made irrevocable if it so provides. Such an irrevocable proxy need not specify the meeting to which it applies and it shall be valid and enforceable until the interest terminates, or for such shorter period as the proxy specifies.

7. Action at Meeting. When a quorum is present at any meeting of the stockholders, the holders of a majority of the stock present or represented and voting on a matter, except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders. Any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. Except where acting in a fiduciary capacity, the corporation shall not directly or indirectly vote any share of its stock. No stock shall be voted if any installment of the subscription therefor has been duly demanded by the corporation and is overdue and unpaid.

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

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

9. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, stockholders may participate in a meeting of stockholders by means of a conference telephone or similar communications equipment by means of which 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 a meeting.

ARTICLE II DIRECTORS

1. Powers. The business of the corporation shall be managed by, or under the authority of, a Board of Directors, who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

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

3. Vacancies. Any vacancy in the Board of Directors may be filled by the Directors except a vacancy resulting from the enlargement of the Board, which vacancy may be filled only

by the stockholders. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

4. Enlargement of the Board. The number of the Board of Directors may be increased and one or more additional Directors elected at any special meeting of the stockholders.

5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next annual meeting of stockholders and thereafter until their successors are chosen and qualified.

6. Resignation. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President, Secretary or Treasurer. 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.

7. Removal. The stockholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the stockholders or the Directors only at a meeting called for the purpose of removing him, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

8. Meetings. (a) Regular meetings of the Directors may be held without notice of date, time, place or purpose at such places and at such times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination.

(b) Special meetings of the Directors may be held at any time and place designated in a call by the President, Treasurer or two or more Directors (or one Director in the event that there is only one Director).

9. Notice of Meetings. Notice of the date, time and place of all special meetings of the Directors shall be given to each Director by the Secretary, or in case of the death, absence, incapacity or refusal of such person, by the officer or one of the Directors calling the meeting, at least 24 hours in advance of the meeting. Except as otherwise stated herein, the Notice need not disclose the purpose of the meeting. All notices to Directors shall conform to the requirements of Article III. Notice need not be given to any Director if a written waiver of notice executed by him before or after the meetings, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

10. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws shall be sufficient to decide such matter.

12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

13. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a regular or special meeting by means of a conference telephone or similar communications equipment by which 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 a meeting.

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

15. Interested Directors.

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

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

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

(3) the transaction was fair to the corporation.

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

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

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be

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

16. Committees. The Board of Directors may create one or more committees (including but not limited to an executive committee and a nominating committee) and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to stockholders action that the MBCA requires be approved by stockholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal By-Laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors.

17. Chairman of the Board of Directors. The Board of Directors may appoint a Chairman and one or more Vice Chairmen from among the members of the Board of Directors.

ARTICLE III MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

(c) Written notice, other than notice by electronic transmission is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the stockholder's address shown in the corporation's current record of stockholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the stockholder for the purpose of notice; (2) if by electronic mail, when directed to an electronic mail address

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

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

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

ARTICLE IV

OFFICERS

1. Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Directors may determine.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

3. Qualification. The President may, but need not be, a Director. No officer need be a stockholder. Any two or more offices may be held by the same person. The Secretary may but need not be a resident of the state of incorporation of the corporation. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the annual meeting of stockholders and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the annual meeting of stockholders, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary, 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.

5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. President and Vice President. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meetings of stockholders and, if a Director, at all meetings of the Board of Directors unless there be a Chairman of the Board of Directors who is present at the meeting.

Any Vice President shall have such powers as the Directors may from time to time designate.

7. Treasurer and Assistant Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.

8. Secretary and Assistant Secretary. The Secretary shall keep a record of the meetings of stockholders and of the Directors. Unless a Transfer Agent is appointed, the Secretary shall keep or cause to be kept the stock and transfer records of the corporation, in which are contained the names of the stockholders and record address, and the amount of stock held by each in accordance with Article VII, Section 5 below.

Any Assistant Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Secretary the Assistant Secretary shall perform the duties of the Secretary.

9. Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate.

ARTICLE V INDEMNIFICATION

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

"Corporation", includes the corporation and any domestic or foreign predecessor entity of the corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the corporation or who, while a Director or officer of the corporation, is or was serving at the

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

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

"Expenses", includes counsel fees.

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

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

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

2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he conducted himself or herself in good faith; and (ii) he reasonably believed that his conduct was in the best interests of the corporation or that his conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (2) he engaged in conduct for which he shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

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

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

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

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

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

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

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

5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these By-Laws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the corporation's objection to indemnify except to the extent the corporation is adversely affected thereby. With respect to any proceeding of which the

corporation is so notified, the corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the corporation to such person of its election so to assume such defense, the corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the corporation, except as otherwise expressly provided by this Article. The corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

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

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

7. Application of this Article.

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

(b) This Article shall not limit the corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a

witness in a proceeding at a time when he is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

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

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

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

ARTICLE VI CAPITAL STOCK

1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the corporation in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President and Treasurer.

Every certificate for shares of stock which are subject to any restriction or transfer pursuant to the Articles of Organization, the By-Laws or any agreement to which the corporation is a party, shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge.

2. Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require.

3. Record Holder. Except as may be otherwise required by law, by the Articles of Organization or by these By-Laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws.

It shall be the duty of each stockholder to notify the corporation of his post office address.

The Board of Directors may appoint a transfer agent and a registrar of transfers or either and require all stock certificates to bear their signatures. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, the corporation shall be entitled to treat the record holder of any shares of stock as shown on the books of the corporation as the holder of such shares for all purposes, including the right to receive notice of and to vote at any meeting of stockholders and the right to receive any dividend or other distribution in respect of such shares.

4. Record Date. The Board of Directors may fix in advance a time of not more than 70 days preceding the date of any meeting of stockholders, or the date for the payment of any dividend or the making of any distribution to stockholders, or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution, or the right to give such consent or dissent. In such case, only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the Corporation after the record date. Without fixing such record date, the Board of Directors may for all or any of such purposes close the transfer books for all or any part of such period. In the event no record date is fixed and the transfer books are not closed: (i) The record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the date next preceding the day on which notice is given; and (ii) The record date for determining stockholders for any other purposes shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

5. Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Directors may prescribe.

6. Authority to issue unissued shares. Any unissued capital stock of the corporation authorized under the Articles of Organization, or any amendment thereto, may be issued by vote of the stockholders or by vote of the Board of Directors. Such shares shall be issued for such amounts and for such consideration as from time to time shall be determined by the Board of Directors and as may be permitted by law. The Board of Directors may make such rules and regulations not inconsistent with the law, with the Articles of Organization or with these By-laws as it deems expedient relative to the issue, transfer and registration of stock certificates.

ARTICLE VII MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be the twelve months ending the last day of June.

2. Seal. The seal of the corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

3. Execution of Instruments. Either the President or Treasurer shall have full authority without vote of the Board of Directors, or such other person who by majority vote or unanimous

written consent of the Board of Directors shall be so designated, to borrow on behalf of the corporation and to negotiate for the sales of, to mortgage or pledge, to lease or to release or exchange, on such terms, for such amounts, times and rates as shall be deemed expedient by either of them, any of the real or personal property of the corporation.

All deeds, written contracts, bonds, or other obligations entered into on behalf of the corporation other than those mentioned herein above in Section 3 shall be signed by the President or Treasurer or someone authorized by the Board of Directors.

4. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without discretionary power and/or power of substitution) at any meeting of stockholders or beneficial owners of any other corporation or organization, any of the securities which may be held by this corporation.

5. Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws, and records of all meetings of the incorporators and stockholders and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation or at an office of its Transfer Agent, Secretary, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any stockholder for any proper purpose but not to secure a list of stockholders or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

6. Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary as to any action taken by the stockholders, Directors, or any officer or representative of the corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

7. Ratification. Any action taken on behalf of the corporation by a Director or any officer or representative of the corporation which requires authorization by the stockholders or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the stockholders, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.

8. Articles of Organization. All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended, and in effect from time to time.

9. Gender. The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

10. Amendments.

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

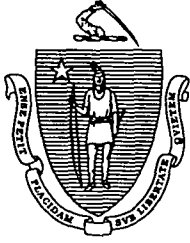
(b) Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all stockholders entitled to vote on amending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

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

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

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

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



William Francis Galvin
Secretary of the
Commonwealth

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

Date: December 05, 2018

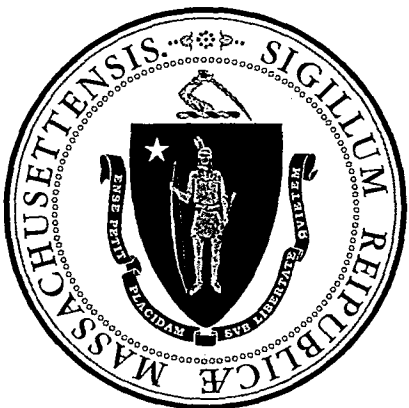
To Whom It May Concern :

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

MASS ALTERNATIVE CARE, INC.

E-RECORDED	
DOHERTY, WALLACE, PILLSBURY AND MURPHY, P.C.	
Date: 12/19/18	
Time: 10:22 a.m.	
Instrument No.: 75290	
Book 22490	Page 165

is a domestic corporation organized on **December 08, 2017** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18120084820

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

Processed by:

1247 East Main St., Chicopee, MA
Ded- Book 21439, Pg. 286



Plan for Obtaining Liability Insurance

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

Mass Alternative Care (“MAC”) is currently an operating a co-located (Cultivation, Processing and Retail) Registered Marijuana Dispensary (“RMD”). As such we in compliance with the Cannabis Control Commissions requirement under 935 CMR 500.105(10)

I. Purpose

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

II. Plan

1. Mass Alternative Care has and will maintain a insurance policy in place that satisfies the requirement under 935 CMR 500.105(10).
 - a. Mass Alternative Care has obtained and will maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy is not higher than \$5,000 per occurrence.
2. Mass Alternative Care will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.



MASS ALTERNATIVE CARE

Business Plan



INTRODUCTION

MASS ALTERNATIVE CARE



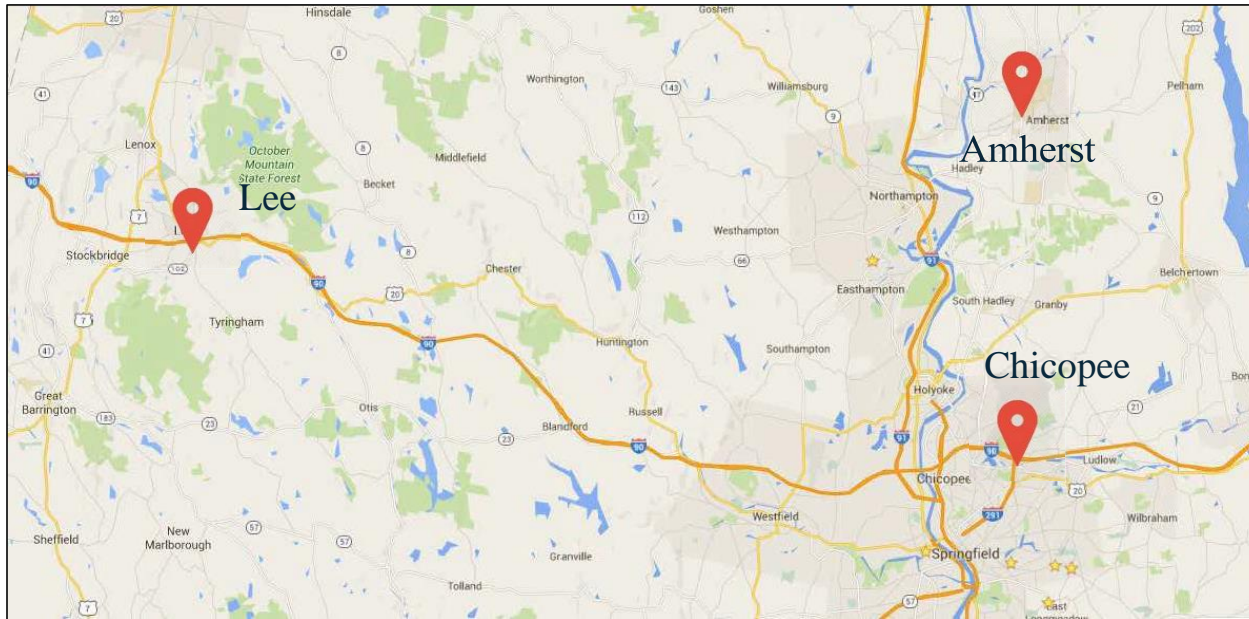
OUR MISSION

MAC is committed to improving the quality of life of the people of Massachusetts by providing safe, clean and convenient access to lab tested, medical-grade cannabis products while making positive impacts on the communities we serve.



COMMUNITIES: LOCATIONS OVERVIEW

MASS ALTERNATIVE CARE



Location	Address	Dispensary Size	Property Size	Building Size	Proximity to major highway
1) Chicopee	1247 East Main Street, Chicopee	1,700 sq ft	2.43 acres	23,800 sq ft	<.5 mile from Mass Pike #6 & 291
2) Amherst	55 University Drive, Amherst	2,200 sq ft	0.68 acres	5,194 sq ft	.25 miles from Route 9
3) Lee	20 Quarry Hill Road, Lee	2,000 sq ft	2.79 acres	10,000 sq ft	<1.25 miles from Mass Pike #2



EXECUTIVE TEAM



Kevin Collins, CEO

Kevin worked for the National Hockey League for 37 years, 28 of them as an on-ice official and 9 years in management as an Officiating Manager. In the course of his on-ice career he served on the National Hockey League Officials Association Executive Board for

23 years, the longest serving board member in the history of the NHLOA. He has been the only member to be elected to every executive position and the first American to ever been chosen as President.



Vincent Cardillo, CFO

Vincent is a proven industry leader with over 17 years of experience in leadership/partner roles in three dental practice management companies. The latest ranked #14 on the 2014 INC 500 list of fastest growing private companies with growth of 12,896%. Vincent is the

founder and leader of Dental Management Innovations, LLC, (DMI) a provider of outsourced C-Suite services to dental groups and aspiring groups, and to investment professionals looking to make an investment in a Dental Service Organization.



Chris Mayle, COO

Chris, COO of Advanced Grow Labs, in West Haven, Connecticut has established his company as the top MMJ cultivation and processing organization in the state. AGL holds one of four cultivation and processing licenses in the state, yet commands over 50% of the Connecticut's wholesale MMJ market.

The company's 45,000 square feet cultivation and production facility, with forty-five full and part-time employees, also maintains an extraction and refining lab and designs medicines for specific ailments and conditions. It currently offers over 25 different products to serve the state patient base.



Ronald Campurciani, Chief of Security

Ronald will oversee all aspects of our security effort. He has been recognized for his involvement in developing exceptional safety and security plans for the gaming industry, financial institutions, educational facilities, and healthcare organizations over the past 15 years. In 2013,

he worked extensively with the Hard Rock Corporation in his role as Chief of Police as they planned to build a casino in West Springfield. This included working with executives on a site plan featuring secure armored truck traffic, designing surveillance systems, and planning a fully integrated police sub-station on the grounds of the casino.

MASS ALTERNATIVE CARE



BOARD OF DIRECTORS



Ronald Paasch, M.D.

Dr. Ronald N. Paasch holds a license in sports and rehabilitation medicine and is the Founder and President of Pioneer Spine and Sports Physicians in West Springfield, Massachusetts. Dr. Paasch has also lectured and taught at a variety of academic institutions, including Harvard Medical Center, and has served on the leadership team of many professional organizations in his field.



Dave Spannaus

Dave Spannaus is the founder and president of The Atlantic Group, a leading furniture installer serving the real estate and architect/designer markets. Dave oversees 75 employees, and manages headquarters in New York, Connecticut and Los Angeles.

MASS ALTERNATIVE CARE

Kevin Collins, President



Heather Andresen

Heather Andresen brings fifteen years of financial industry experience, including direct lending and advisory services. As Vice President of Business Development for the Northeast region with LSQ Funding Group, she is responsible for sourcing and arranging financing for start-up and high growth companies. Prior to LSQ, Heather entered the commercial finance industry as head of business development for the Southeast with FGI Finance.



Nicholas Tamborrino, PharmD

Nick Tamborrino is a Doctor of Pharmacy and the Founder and Executive Director of Bluepoint Wellness of Connecticut, a successful medical marijuana dispensary in the State. Nick has spent the last 15+ years as a retail and hospital pharmacist at, among others, Bridgeport Hospital and St. Vincent's Medical Center. Nick is also the current President of the Academy of Medical Marijuana Dispensaries.



**CHICOPEE FLAGSHIP
RETAIL & PRODUCTION FACILITY**
1247 East Main Street, Chicopee

MASS ALTERNATIVE CARE



The Commonwealth of Massachusetts
DEPARTMENT OF PUBLIC HEALTH
REGISTERED MARIJUANA DISPENSARY
FINAL CERTIFICATE OF REGISTRATION

In accordance with the provisions of Chapter 369 of the Acts of 2012, and 105 CMR 725.000 et seq., a final certificate of registration is hereby granted to:

Mass Alternative Care, Inc.

for the operation of a Registered Marijuana Dispensary (RMD).


Certificate of Registration Number: 031

RMD Permitted to Operate at the Following Addresses

Dispensing: 1247 East Main Street, Chicopee, Massachusetts 01020

Cultivation: 1247 East Main Street, Chicopee, Massachusetts 01020

Processing: 1247 East Main Street, Chicopee, Massachusetts 01020


Monica Bharel, MD, MPH | Commissioner
Department of Public Health
4/19/18
Date Issued

This Final Certificate of Registration is subject to conditions listed in a separate document on file with the Department of Public Health and available for review at www.mass.gov/medicalmarijuana

POST CONSPICUOUSLY

Medical Marijuana Treatment Center & Production Facility

Vertically-Integrated Department of Public Health Licensed Registered Marijuana Dispensary (RMD)

- Dispense Medicine to Registered Patients & Caregivers
- Cultivate Medical Marijuana Flower
- Process Medical Marijuana Infused Products (MIPs)
- Deliver MMJ products to other licensed RMDs
- Provisional License From the Cannabis Control Commission for Adult Use



**CHICOPEE FLAGSHIP
RETAIL & PRODUCTION FACILITY**
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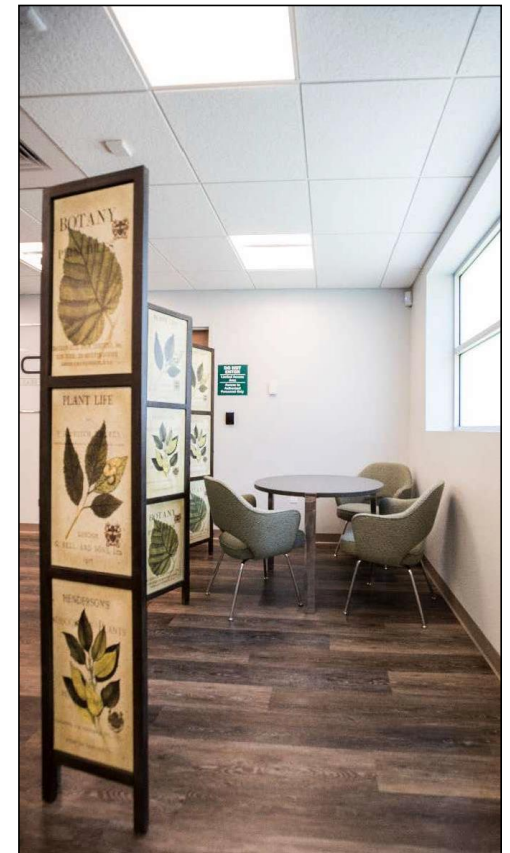
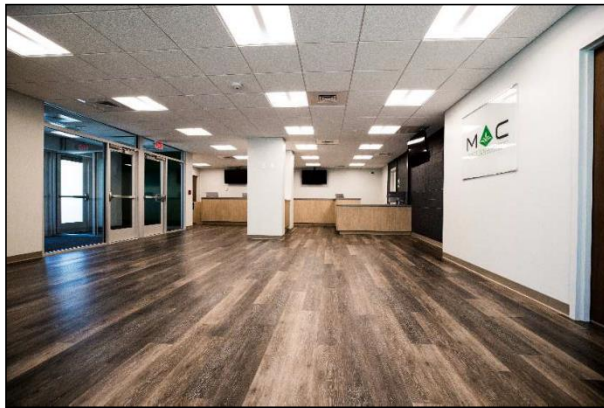
MASS ALTERNATIVE CARE





MARKET:
CHICOPEE RETAIL DISPENSARY
1247 East Main Street, Chicopee

MASS ALTERNATIVE CARE





AMHERST MARKET RETAIL DISPENSARY FACILITY

55 University Drive, Amherst

MASS ALTERNATIVE CARE





AMHERST MARKET RETAIL DISPENSARY FACILITY

55 University Drive, Amherst

MASS ALTERNATIVE CARE





MANUFACTURED PRODUCTS



MASS ALTERNATIVE CARE

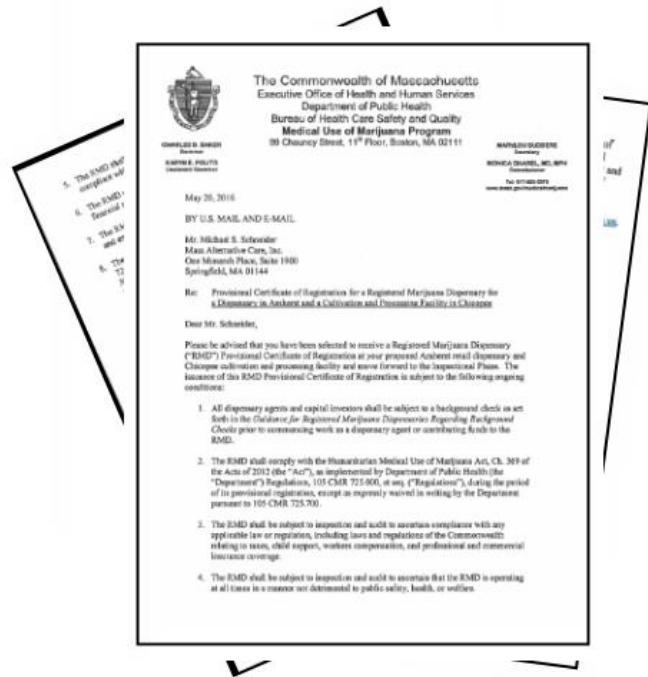




MARKET: AMHERST RETAIL

55 University Drive, Amherst

MASS ALTERNATIVE CARE





Adult-Use Establishment Licenses



Marijuana Retailer (Chicopee, Amherst and Lee)

-Dispense Retail Marijuana products to the Public



Marijuana Manufacturer (Chicopee)

-Produce Marijuana Infused products for wholesale & retail markets



Marijuana Cultivator -Tier 3 10,001-20,000 sq. ft. (Chicopee)

-Grow Marijuana Flower for internal use; wholesale & retail markets



GOOD NEIGHBOR POLICY

MASS ALTERNATIVE CARE

Committed to providing a safe & secure environment for MAC staff, patients, visitors, neighbors and the community



Minimize Adverse Impacts

- Educate Consumers
- Located away from Sensitive Uses
- No Loitering Policy
- No On-site Consumption
- Police Take Notice

Prevent Diversion to Minors

- Under 21 Prohibited
- No-Entry without Government ID
- Pricing at or above “illicit market”
- Enforce Purchase Limits



COMMUNITY SAFETY

MASS ALTERNATIVE CARE

Committed to providing a safe & secure environment for MAC staff, patients, consumers, visitors, neighbors and the community



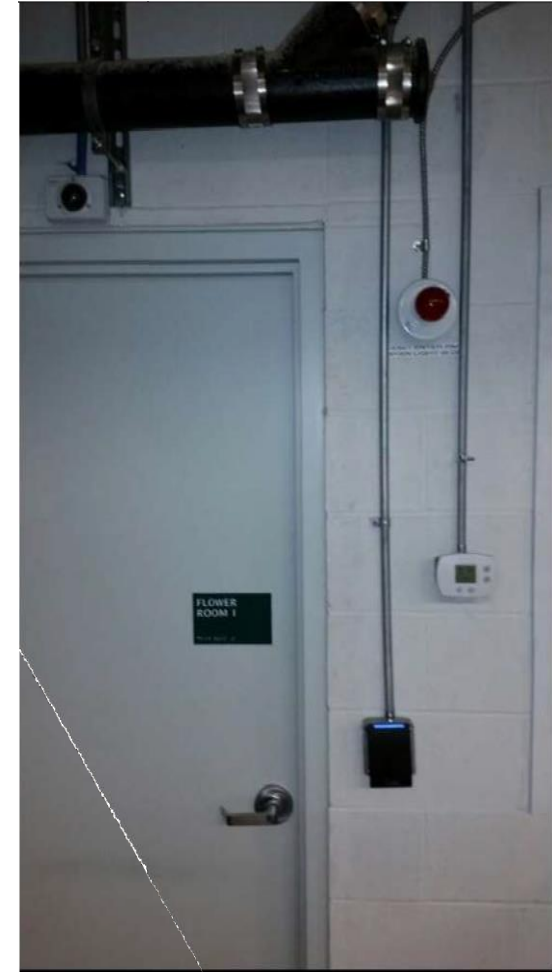
State-of-the-Art Safety Program consisting of:

- Access Control System – Perimeter fencing; Mantrap entry-exit vestibules; Panic alarms
- Intrusion Detection – 24/7 Dual 3rd Party Monitoring
- Lighting – Exterior Facility Lighting including night-vision surveillance
- Video Surveillance System – HD Cameras onsite with direct live feed to the local Police Department
- Staffed Security – Dedicated onsite security personnel during public business hours



COMMUNITY SAFETY

MASS ALTERNATIVE CARE



Community Impacts



Employment

- Create 60 New Full & Part Time Jobs



Increase Municipal Revenue

- 3% Retail Marijuana Tax to the municipalities
- 3% Community Impact Fees
- Facility Development increases property tax rolls



Mitigation Relief

- Medical CBA
- Adult Use HCA



Education & Outreach

- Participate in substance abuse/awareness/prevention programs & workshops.





COMMUNITY IMPACT

MASS ALTERNATIVE CARE

Over \$5,000,000 in contracts
to Local Businesses:



Mass Alternative Care					
Rolling 12-Month Periods From Beginning of Adult Use Sales					
Income Statement	1	2	3	4	5
Revenue:					
Retail Sales	\$22,549,684	\$25,932,137	\$26,710,101	\$25,374,596	\$21,568,407
Wholesale Oil Sales	\$0	\$0	\$1,200,000	\$3,500,000	\$3,500,000
Wholesale Flower Sales	\$96,000	\$684,487	\$724,000	\$1,500,000	\$2,500,000
Municipal Expenses	-\$676,490	-\$777,964	-\$859,023	-\$911,238	-\$827,052
Total Revenue	\$21,969,194	\$25,838,660	\$27,775,078	\$29,463,358	\$26,741,335
Cost of Goods Sold					
Cultivation Costs	\$3,674,121	\$4,225,239	\$4,351,996	\$4,482,556	\$4,706,684
Cultivation Salaries & Benefits	\$520,000	\$1,358,316	\$1,409,858	\$1,480,351	\$1,554,369
Production/Extraction Costs;	\$55,885	\$672,892	\$672,892	\$807,470	\$ 847,844
Production/Extraction Salaries & Benefits	\$40,625	\$361,200	\$498,409	\$598,091	\$627,996
Total COGS	\$4,290,631	\$6,617,647	\$6,933,155	\$7,368,468	\$7,736,893
Gross Surplus	\$17,678,563	\$19,221,013	\$20,841,923	\$22,094,890	\$19,004,442
<u>Operating Expenses</u>					
Retail/Dispensary Expenses	\$306,744	\$681,000	\$701,430	\$736,502	\$773,327
Mgmt. Salaries & Benefits	\$503,750	\$1,215,045	\$1,251,496	\$1,314,071	\$1,576,885
Disp. Salaries & Benefits	\$184,143	\$1,164,440	\$1,302,530	\$1,432,783	\$1,504,422
General and Administrative	\$122,438	\$500,000	\$587,069	\$686,994	\$721,345
Advertising and Marketing	\$45,248	\$100,000	\$177,650	\$219,206	\$252,939
Consulting Fees	\$20,913	\$318,247	\$743,908	\$1,096,029	\$1,264,693
Total Operating Expenses	\$1,183,266	\$3,398,732	\$4,764,083	\$5,485,585	\$6,093,611
EBITDA	\$16,495,297	\$15,822,281	\$16,077,840	\$16,609,305	\$12,910,831
Reserves for Taxes	-\$7,422,884	-\$7,120,026	-\$7,235,028	-\$7,474,187	-\$5,809,874
Excess	\$9,072,413	\$8,762,255	\$8,842,812	\$9,135,118	\$7,100,957



MASS ALTERNATIVE CARE

info@MassAltCare.com
(413) 377-6240



Plan for Separating Recreational from Medical Operations

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

Mass Alternative Care (“MAC”) is currently operating a co-located (Cultivation, Processing and Retail) Registered Marijuana Dispensary (“RMD”). We are also Provisionally Licensed as a Marijuana Cultivator, Marijuana Product Manufacturer and Marijuana Retailer License for our facility in Chicopee. This Plan summarizes how Mass Alternative Care will Separate Recreational from medical Operations for our retail facility in Amherst. This plan is compliant with both 935 CMR 500.000, 935 CMR 501.000 and 935 CMR 502.000 (“the Regulations”).

To provide clarity, The Mass Alternative Care Retail Marijuana Establishment in Amherst will not open prior to April 1, 2019.

I. Intent

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

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

II. Purpose

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

III. General Requirements

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

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

Prior to April 1, 2019 Mass Alternative Care will attach plant tags to all marijuana clones and plants and attach package tags to all finished marijuana, MIPs and marijuana products and enter any remaining inventory, including seeds, into the Seed-to-sale SOR.

Mass Alternative Care will also continue to use the BioTrack THC Seed to Sales System. We plan on integrating BioTrack THC with the Seed-to-sale SOR is approved by the Commission.

Mass Alternative Care will only transfer product pursuant to 935 CMR 502.105(8)(b) from our Marijuana Establishment in Chicopee. Transfers of marijuana product will not occur from our retail establishment in Amherst.

IV. Inventory

Pursuant to 935 CMR 500.105(8)(g), as a Marijuana Establishment that is cultivating, processing and selling marijuana products for medical use as well as marijuana products for adult use will create virtual separation of the products. Using the BioTrack THC seed to sale software system, Mass Alternative Care will designate and track all marijuana and marijuana products as medical and adult use through the use of package tags in the Seed-to-sale SOR ("METRC")

Pursuant to 935 CMR 500.140(10) Mass Alternative Care will ensure that medical use of marijuana patients registered under 105 CMR 725.000 have access to the quantity and variety of marijuana products.

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

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

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

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

Mass Alternative Care will perform audits of patient supply available on a weekly basis and retain these records for a period of six months.

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

V. Reporting

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

VI. Point of Sale

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

1. Mass Alternative Care will have one or more separate Point of Sale (“POS”) station(s) reserved solely for medical marijuana sales to Qualifying Patients or their Personal Caregivers. These POS station will:
 - a. Be ADA compliant for wheelchair and scooter access.
 - b. Be clearly marked that the POS station is for medical sales only
 - c. Be separated from the other POS stations with the use of semi-permanent stanchions with ropes or belts that create a physical barrier between medical and adult sales.
 - i. The stanchion and rope system will also create a separate line for patients and caregivers and will be clearly marked with a sign stating that these POS stations are for medical sales only.
 - d. The other POS stations will be clearly marked by signage stating that these lines and POS stations are for all sales, including medical.
 - e. Our patient marketing and patient/consumer education materials will also state that medical sales may be done at any POS station and that the holder of a medical registration card may use either line and shall not be limited only to the medical use line.
2. The facility will have an area that is separate from the sales floor that allows for confidential consultation. The Consultation Room will have signage that reads, “Consultation Area” and will be accessible by a Qualifying Patient or caregiver without having to traverse a Limited Access Area.
3. Virtual Separation of medical and adult sales will happen at the POS station. The Mass Alternative Care POS System will be equipped to track medical and adult sales internally.
 - a. For each transaction the Mass Alternative Care sales agent will ask each customer if there are any medical marijuana sales that will be completed.

- i. If the answer is no, the sales agent will re-verify the customers age by checking the customers government issued ID card and entering the entire order as adult use and taxed and recorded appropriately.
- ii. If the customer states that medical sales are included, the Sales Agent will request the Patient Registration Card issued by the Department of Public Health or the Commission and their second form of identification.
 - 1. The Sales agent will enter the patient/caregiver information through the Commission-supported databases and verify the patient/caregiver registration is valid and that the patients 60-day supply has not been reached.
 - 2. The sales agent will fill the patient/caregiver order and ask which items are for medical use.
 - a. If all items are for medical use the sales agent will first enter the amounts of marijuana purchased into the Virtual Gateway and ensure that the amount does not exceed the patients 60-day supply.
 - b. The order will be entered into the POS System. For each item or stock keeping unit ("SKU") the sales agent will designate it as medical sales and the system will record it as such and not tax the transaction
 - c. If only some of the items are for medical use the sales agent will first enter the amounts of marijuana purchased into the Commission-supported database and ensure that the amount does not exceed the patients 60-day supply.
 - i. The sales agent will then verify that the patient is at least 21 years of age by checking the government issued identification. If the patient is under 21 years of age, no adult use products may be sold
 - d. The order will be entered into the POS System. For each item or SKU the patient/caregiver designates as medical use the sales agent will designate it as medical sales and the system will record it as such and not tax the item(s). For items or SKU's identified as adult use (and the patient is 21 years of age or older) these items will be entered into the POS system and taxed accordingly.
 - b. At the end of each business day a report will be generated by the POS system that includes the data of all sales, medical and adult use. This report will be compared against the transaction data in the Metrc system and the Commission-supported database to ensure all medical and adult sales are correct.
- 4. Mass Alternative Care will not sell to an individual more than one ounce of marijuana or five grams of marijuana concentrate per transaction.

VII. Patients under the age of 21

In accordance with 105 CMR 725.000 Registered, Qualifying patients may be under the age of 21 and will require access to marijuana for medical use. Mass Alternative Care is will not restrict access to our products to patients of any age so long as they are registered with the Department of Public Health.

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

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

1. Registered Patients under the age of 21 will be admitted into our facility only if the individual is 18 years of age or older and produces an active patient registration card issued by the DPH or the Commission. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active patient registration card and they are accompanied by their personal caregiver with an active patient registration card.
 - a. In addition to the active patient registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.
2. In any case where a patient that is under the age of 21, the Mass Alternative Care agent that determines the patient is under 21 years of age will notify the sales manager of this fact.
3. The sales manager and the security agent will monitor the patient throughout the facility.
 - a. The Sales Agent or designee will offer personal assistance to the patient and/or caregiver while they are inside the facility.
 - b. At the POS Station the sales manager will notify the sales agent that the patient is under 21 to ensure that only medical sales occur.



Plan for Separating Recreational from Medical Operations

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 - i. The stanchion and rope system will also create a separate line for patients and caregivers and will be clearly marked with a sign stating that these POS stations are for medical sales only.
 - d. The other POS stations will be clearly marked by signage stating that these lines and POS stations are for all sales, including medical.
 - e. Our patient marketing and patient/consumer education materials will also state that medical sales may be done at any POS station and that the holder of a medical registration card may use either line and shall not be limited only to the medical use line.
2. The facility will have an area that is separate from the sales floor that allows for confidential consultation. The Consultation Room will have signage that reads, “Consultation Area” and will be accessible by a Qualifying Patient or caregiver without having to traverse a Limited Access Area.
3. Virtual Separation of medical and adult sales will happen at the POS station. The Mass Alternative Care POS System will be equipped to track medical and adult sales internally.
 - a. For each transaction the Mass Alternative Care sales agent will ask each customer if there are any medical marijuana sales that will be completed.

- i. If the answer is no, the sales agent will re-verify the customers age by checking the customers government issued ID card and entering the entire order as adult use and taxed and recorded appropriately.
 - ii. If the customer states that medical sales are included, the Sales Agent will request the Patient Registration Card issued by the Department of Public Health or the Commission and their second form of identification.
 1. The Sales agent will enter the patient/caregiver information through the Commission-supported databases and verify the patient/caregiver registration is valid and that the patients 60-day supply has not been reached.
 2. The sales agent will fill the patient/caregiver order and ask which items are for medical use.
 - a. If all items are for medical use the sales agent will first enter the amounts of marijuana purchased into the Virtual Gateway and ensure that the amount does not exceed the patients 60-day supply.
 - b. The order will be entered into the POS System. For each item or stock keeping unit ("SKU") the sales agent will designate it as medical sales and the system will record it as such and not tax the transaction
 - c. If only some of the items are for medical use the sales agent will first enter the amounts of marijuana purchased into the Commission-supported database and ensure that the amount does not exceed the patients 60-day supply.
 - i. The sales agent will then verify that the patient is at least 21 years of age by checking the government issued identification. If the patient is under 21 years of age, no adult use products may be sold
 - d. The order will be entered into the POS System. For each item or SKU the patient/caregiver designates as medical use the sales agent will designate it as medical sales and the system will record it as such and not tax the item(s). For items or SKU's identified as adult use (and the patient is 21 years of age or older) these items will be entered into the POS system and taxed accordingly.
 - b. At the end of each business day a report will be generated by the POS system that includes the data of all sales, medical and adult use. This report will be compared against the transaction data in the Metrc system and the Commission-supported database to ensure all medical and adult sales are correct.
4. Mass Alternative Care will not sell to an individual more than one ounce of marijuana or five grams of marijuana concentrate per transaction.

VII. Patients under the age of 21

In accordance with 105 CMR 725.000 Registered, Qualifying patients may be under the age of 21 and will require access to marijuana for medical use. Mass Alternative Care is will not restrict access to our products to patients of any age so long as they are registered with the Department of Public Health.

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

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

1. Registered Patients under the age of 21 will be admitted into our facility only if the individual is 18 years of age or older and produces an active patient registration card issued by the DPH or the Commission. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active patient registration card and they are accompanied by their personal caregiver with an active patient registration card.
 - a. In addition to the active patient registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.
2. In any case where a patient that is under the age of 21, the Mass Alternative Care agent that determines the patient is under 21 years of age will notify the sales manager of this fact.
3. The sales manager and the security agent will monitor the patient throughout the facility.
 - a. The Sales Agent or designee will offer personal assistance to the patient and/or caregiver while they are inside the facility.
 - b. At the POS Station the sales manager will notify the sales agent that the patient is under 21 to ensure that only medical sales occur.



Quality Control and Testing of Marijuana Products

Summary Policy and Procedure Manual

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

Mass Alternative Care (“MAC”) is currently operating a co-located (Cultivation, Processing and Retail) Registered Marijuana Dispensary (“RMD”). This policy and procedure will summarize our Quality Control and Testing of Marijuana Products Policies and Procedures that have been approved by the Massachusetts Department of Public Health for dispensing Medical Use of Marijuana to qualifying patients and their caregivers. This policy and procedure applies to all MAC Marijuana Establishments as applicable and is compliant with both 935 CMR 500, 935 CMR 501 and 935 CMR 502 (“the Regulations”).

I. Intent

To provide clear and concise instructions for Mass Alternative Care, Inc. employees who will be involved with product sampling or testing that are in compliance with The Regulations set forth by the State of Massachusetts.

Superb quality control and the testing of marijuana products are essential for the operation of the Mass Alternative Care marijuana establishments. Mass Alternative Care uses best industry practices when it comes to quality control and product testing, furthermore Mass Alternative Care will not produce any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

II. General Requirements

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

Mass Alternative Care will test all of our marijuana products in accordance with the Regulations. All untested final marijuana products will be segregated from tested product that will be used for retail sales or whole product that will be sold to other Marijuana Establishments.

All non-marijuana ingredients will be obtained from sources and/or companies that are in full compliance with all state and federal regulations.

No marijuana product, including marijuana, will 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.

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

Mass Alternative Care will not prepare, sell or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:

1. For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and
2. In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.

Mass Alternative Care will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to 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.

As the standards or best management practices are not established at this time, Mass Alternative Care will satisfy such standards or best management practices as a condition of license renewal, in addition to any the terms and conditions of any environmental permit regulating the licensed activity.

Prior to being transferred to the Point of Sales secure storage, all marijuana and marijuana products will be inspected for signs of contamination, expiration date and damage. Any products found to have signs of contamination, are expired or if the product or packaging is damaged will be considered waste products and returned to the MAC cultivation facility for destruction and disposal.

Testing of Marijuana Products- MAC will test all marijuana products, environmental media and cultivation water as required by the Regulations. Our policy and procedure for sampling and testing are compliant with 935 CMR 500.000 and 105 CMR 725.000 and more specifically with the testing requirements outlined in 935 CMR 725.160, 105 CMR 725.105(C) and the *“Protocol for sampling and analysis of finished medical marijuana products and marijuana-infused products for Massachusetts Registered Medical Marijuana Dispensaries”* and *“Protocol for sampling and analysis of environmental media for Massachusetts Registered Medical Marijuana Dispensaries.”*

MAC will not sell or otherwise market for adult use any marijuana product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused*

Products, as amended in November 2016, published by the DPH. *Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.

Marijuana or marijuana products may be sold to adult-use consumers if it has been tested by an Independent Testing Laboratory that is licensed at the time of sale to test adult use marijuana in compliance with M.G.L. c. 94G, and 935 CMR 500.000: Adult Use of Marijuana.

At the point of initial production, all Mass Alternative Care marijuana or MIPs that are tracked for medical use in the Seed to-sale SOR must comply with 935 CMR 501.105(3): Requirements for Handling and Testing Marijuana and for Production of MIPs.

Mass Alternative Care will not sell any marijuana, MIPs, or marijuana products that have not already been tested by an Independent Testing Laboratory, in compliance with the testing protocols established by 935 CMR 500.160: Testing of Marijuana and Marijuana Products or 935 CMR 501.105(3): Requirements for Handling and Testing Marijuana and for Production of MIPs.

1. Medical-use marijuana or MIPs may be sold to Qualifying Patients or caregivers if it has been tested by an Independent Testing Laboratory registered at the time of sale to test medical use marijuana in compliance with M.G.L. c. 94I, and 935 CMR 501.000: Medical Use of Marijuana.
2. Marijuana or marijuana products may be sold to consumers if it has been tested by an Independent Testing Laboratory that is licensed at the time of sale to test adult use marijuana in compliance with 935 CMR 500.000: Adult Use of Marijuana.

The testing of all marijuana, or MIPs marijuana products will be tracked in the Seed-to-sale SOR.

No marijuana or marijuana products will be transferred to or accepted by any Mass Alternative Care Retail Marijuana Establishment (“RME”) unless it has passed all required laboratory testing and the testing results are on file with the RME has the testing on file and in the case of adult use marijuana, the results are tracked in the Seed-to-sale SOR.

III. Laboratory Testing

MAC has retained a Licensed Independent Testing Laboratory to test all marijuana batches and final marijuana products prior to packaging to ensure contaminant-free purity and correct dosage and potency. This lab, CDX Analytics is Accredited to International Organization for Standardization (ISO) 17025 by Perry Johnson Laboratory Accreditation, Inc. (PJLA), 755 W. Big Beaver, Suite 1325 Troy, Michigan 48084, a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement and is licensed by the Commission.

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
 - a. Mold
 - b. Mildew
 - c. Heavy metals

- d. Plant-Growth Regulators and Pesticides
- e. Bacteria
- f. Fungi
- g. Mycotoxins.

MAC has also retained an independent environmental lab that tests our environmental media and water.

This policy and procedure requires that:

1. MAC maintains these results of all testing for no less than one year.
2. All Marijuana products will be transported to and from the lab, by the lab in accordance with the MAC Transportation SOP and the Regulations, specifically 935 CMR 500.105(13).
3. MAC will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
4. MAC will arrange for testing to be conducted in accordance with the frequency required by the Regulations and sub-regulatory guidance.
5. Any and all excess marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to our facility for disposal or by the Independent Testing Laboratory disposing of it directly

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

If a laboratory test result indicates that a Mass Alternative Care marijuana product sample has contaminant levels above the acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) Mass Alternative Care will:

1. Immediately segregate the production batch and evaluate next steps.
 - a. Using the flowchart below (*Actions in Response to Laboratory Analytical Results*), the CEO or designee will determine whether to:
 - i. Retest the Production Batch
 - ii. Remediate the Production Batch
 - iii. Dispose of Production Batch
2. If the test result indicates has a contaminant level for Pesticides that are above the acceptable limits the Production Batch will be immediately disposed of.
3. If it is determined that the Production Batch cannot be remediated, it will be disposed of.
4. In the case of disposal under 1 and 2 above the Mass Alternative Care CEO will:
 - a. Notify the Commission within 72 hours of the laboratory testing results indicating that the contamination cannot be remediated.

- b. The notification to the Commission will describe the proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
- 5. In the case of any test result that indicates that a Mass Alternative Care marijuana product sample has contaminant levels above the acceptable limits, the CEO and COO will conduct an assessment of the source of the contamination.
 - a. This extensive assessment will include investigating all possible sources of contamination including source products and ingredients, environmental conditions and employee factors.
 - b. The assessment should include a corrective action plan and be shared as a training tool with all production and processing agents.

VI. Quality Control- Sanitation Standard Operating Procedure (SSOP)

Facility

The Mass Alternative Care co-located Cultivation, Product Manufacturing and retail facility (“the facility”) is designed and constructed with safe food handling and sanitation in mind. All equipment in the facility will comply with the design and construction standards of appropriate nationally recognized standards and/or code requirements and bear the certification mark of an ANSI accredited organization (e.g. NSF, UL, ETL).

- 1. All product or food contact surfaces will be smooth, durable and easily cleanable.
- 2. The walls, ceiling and floors of all cultivation, processing, production and storage areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair.
 - a. There is coving at base junctures that is compatible with both wall and floor coverings. The coving has a 1/4-inch radius and is at least 4" in height.
- 3. The facility provides sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the production of safe marijuana products.
- 4. Floor drains and floors are effectively sloped and designed prevent pooling water. Drains have proper grating to prevent blockage and stopping of drains.
- 5. Overhead fixtures, ducts and pipes are designed as to prevent drips or condensate from potential contamination of infused or marijuana products, infused or marijuana products-contact surfaces or infused or marijuana products-packaging materials. Piping and conduit are at least 25 mm (2.5 cm) from the walls and ceilings.
- 6. Aisles or working spaces are provided between equipment and walls and are adequately unobstructed and of adequate width to permit employees to perform their duties and to protect against contaminating marijuana products with clothing or personal contact.

7. Lighting and Light Fittings - Shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over production, processing or storage areas or otherwise protect against marijuana product contamination in case of glass breakage.
 - a. Suspended lighting is constructed from non- corrodible and cleanable assemblies.
 - b. Adequate lighting is installed in hand-washing areas, dressing and locker rooms, and toilet rooms and in all areas where infused or marijuana products is examined, processed, or stored and where equipment or utensils are cleaned.
 - c. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers.
 - d. Adequate safety lighting in all production, processing and storage areas, as well as areas where equipment or utensils are cleaned
8. Buildings, fixtures, and other physical facilities are constructed in such a manner that allow them to be maintained in a sanitary condition
9. Ventilation - Adequate ventilation or control equipment to minimize odors and vapors (including steam and noxious fumes) is installed in areas where they may contaminate marijuana products.
 - a. Fans and other air-blowing equipment is operated in a manner that minimizes the potential for contaminating infused or marijuana products, infused or marijuana products-packaging materials, and infused or marijuana products-contact surfaces.
10. Hand-washing facilities are adequate and convenient and are furnished with running water at a suitable temperature.
 - a. Located in all production and processing areas and where good sanitary practices require employees to wash and sanitize their hands
 - b. Provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices
11. The facility water supply comes from an onsite well and is sufficient for necessary operations.
 - a. Testing has been completed showing sufficient flow and pressure and has been tested in accordance with the Regulations
12. The facilities plumbing is of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility.
 - a. Plumbing properly conveys sewage and liquid disposable waste from the facility.
 - b. There is no cross-connections between the potable and wastewater lines;
13. The facility provided its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.
14. All storage areas are constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

1. All entrance and exit doors to the facility are self-closing and rodent proof;
 - a. Our mantrap doors help prevent insects and microbial contaminants from entering the building when doors are in use;
 - b. Insect screening, HEPA, and carbon filters will prevent pest and microbial contaminants from entering through vents and exhaust from the outside; and
 - c. Foot baths and sticky mats are strategically placed throughout the facility to collect pest and contaminants from footwear
2. Employee and visitor gowning
 - a. Employees are required to change out of their street clothes and footwear into uniforms and footwear dedicated to the facility; and
 - b. Visitors are required to secure personal belongings and don jumpsuits and disposable boot covers
3. Training
 - a. All cultivation and product manufacturing employees are trained on pest prevention, pest management, pest detection, and pest treatments.
4. Traps for monitoring
 - a. Small sticky traps for monitoring of flying or airborne pest are posted, mapped and levels of any pest monitored/documented.
5. Handling and storage of marijuana product or marijuana plant waste
 - a. All marijuana plant waste will be placed in the “Marijuana Waste” container located in each cultivation and product manufacturing area.
 - i. This container is impervious and covered
 - b. At the end of every day the “Marijuana Waste” container must be emptied, and the contents transferred to the Marijuana Waste Room
 - c. All plant waste will be stored in the waste room in sealed containers until disposal
6. Handling and storage of non-marijuana waste.
 - a. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles
 - i. Recyclable
 - ii. Organic
 - iii. Solid waste
 - b. At the end of every day these containers will be emptied, and the contents removed from the building and placed in the appropriate containers to await pickup
7. All toxic materials including cleaning compounds, pesticides, sanitizers, etc. are stored in an area away from production, processing and storage areas.

Sanitation

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

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

g. Manual Ware washing Procedure

- i. Rinse, scrape, or soak all items before washing.
- ii. Record the date, sanitizer water temperature or test strip results, and initial record on Manual Ware washing Monitoring Form
- iii. Wash items in the first sink in a detergent solution. Water temperature should be at least 110°F. Use a brush, cloth, or scrubber to loosen remaining soil. Replace detergent solution when suds are gone, or water is dirty.
- iv. Immerse or spray-rinse items in second sink. Water temperature should be at least 110°F. Remove all traces of food and detergent. If using immersion method, replace water when it becomes cloudy, dirty, or sudsy.
- v. Immerse items in third sink filled with hot water or a chemical-sanitizing solution.
 1. If hot water immersion is used, the water temperature must be at least 180°F. Items must be immersed for 30 seconds. Proper personal protective equipment should be worn.
 2. If chemical sanitizing is used, the sanitizer must be mixed at the proper concentration. (Check at regular intervals with a test kit.) Water must be correct temperature for the sanitizer used.
 - a. The strength of the sanitizer must be measured in accordance with manufacturer's instructions.
- vi. To avoid recontamination of clean and sanitary items:
 1. Air dry all items on a drainboard.
 2. Wash hands prior to returning to storage.

Ware washing Sink Setup

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

Chemical Solution	Concentration Level	Minimum Temperature	Minimum Immersion Time
Chlorine Solution	25mg/l minimum	120°F	10 seconds

	50mg/l minimum	100°F	10 seconds
	100mg/l minimum	55°F	10 seconds
Iodine Solution	12.5-25.0mg/l	75°F	30 seconds
Quaternary Ammonium Solution	200 ppm maximum	75°F	30 seconds

h. Equipment Cleaning and Sanitizing Procedure

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

5. Mechanical Cleaning and Sanitizing- For mechanical cleaning and sanitizing of equipment and utensils, a commercial dishwasher using a sanitizing agent will be used.
 - a. The dishwasher must effectively remove physical soil from all surfaces of dishes, equipment, and utensils.
 - b. The dishwasher will be installed and operated according to the manufacturer's instructions
 - c. There will be sufficient area or facilities such as portable dish tubs and drain boards for the proper handling of soiled utensils prior to washing and of cleaned utensils after sanitization, so as not to interfere with safe food handling, hand washing, and the proper use of ware washing facilities. Equipment, utensils, and tableware shall be heat-dried or air-dried.
 - d. Mechanical Ware washing Procedure
 - i. Fill dish Machine tanks prior to use, using the automatic filler.
 - ii. Run dish Machine after being filled, but prior to being used, until it reaches 110°F
 - iii. Check that soap and chemical sanitizer dispensers have enough products for the day's use.
 - iv. Scrape and rinse all items before placing them in the Machine.
 - v. Load the dishwasher racks. Avoid overloading or improper loading.
 - vi. Place rack in Machine and close door. Check that the wash cycle is maintaining at least 120°F and runs for a minimum of 2 minutes.
 - vii. Record the temperatures for the wash and rinse cycles and the water pressure on the Chemical Dish Machine Monitoring Form
 - viii. Temperatures and pressure should be at least:
 1. Wash -120°F and runs for a minimum of 2 minutes
 2. Rinse -75-120°F
 3. Minimum water pressure for final rinse should be at 15-25 psi
 - ix. Check sanitizer concentration using appropriate test strips.
 - x. Record the date, temperatures, water pressure, and sanitizer concentration and initial the entry on the Chemical Dish Machine Monitoring Form.
 - xi. Run racks of trays, equipment, dishes and utensils through the dish Machine.
 - xii. Use clean hands, remove items from Machine, and allow to air dry.

Personnel

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination by which there is a reasonable possibility of marijuana products, production or

processing surfaces, or packaging materials becoming contaminated, shall be excluded from any operations which may be expected to result in such contamination until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.

- a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Chicopee Board of Health.
 - b. Mass Alternative Care will voluntarily comply with any and all isolation and/or quarantine orders issued by the Chicopee Board of Health or the Department of Public Health.
 - c. Mass Alternative Care Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition
 - i. Agents may be re-assigned to activities so that there is no risk of transmitting a disease through food/product.
2. All Mass Alternative Care Agents shall conform to sanitary practices while on duty, including
- a. Maintain adequate personal cleanliness:

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
 - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- iii. Wash hands (including under fingernails) and up to forearms vigorously and thoroughly with soap and warm water for a period of 20 seconds:
 - When entering the facility before work begins.
 - Immediately before preparing or processing food/products or handling equipment.
 - As often as necessary during food/product preparation when contamination occurs.
 - In the restroom after toilet use and when you return to your work station.
 - When switching between working with raw foods/products and working with ready-to-eat or cooked foods/products.
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
 - After cleaning duties.
 - Between each task performed and before wearing disposable gloves.

- After eating or drinking.
 - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
- a. Wash hands only in hand sinks designated for that purpose.
 - b. Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

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

Hair Restraints and Jewelry:

- i. Wear a hair net or bonnet in any food/product production or processing area so that all hair is completely covered.
- ii. Keep beards and mustaches neat and trimmed. Beard restraints are required in any food/product production or processing area.
- iii. Refrain from wearing jewelry in the food/product production and processing area.
 - Only a plain wedding band.
 - No necklaces, bracelets, or dangling jewelry are permitted.
 - No earrings or piercings that can be removed are permitted.

Cuts, Abrasions, and Burns:

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

Smoking, eating, and gum chewing:

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

HACCP- Hazard Analysis and Critical Control Point

Mass Alternative Care will implement a HACCP plan in accordance with *the HACCP Principles & Application Guidelines* issued by the FDA. This HACCP plan will address the cultivation, processing, production and packaging of all marijuana products that Mass Alternative Care will manufacture. Mass Alternative Care will:

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

Training

Mass Alternative Care will provide training and training opportunities to all of its employees. In addition to required training, Mass Alternative Care will encourage advanced training to all employees in the areas of Food Safety, Good Manufacturing and Agricultural Practices, Safe Marijuana Extraction Processes and HACCP.

1. All cultivation and product manufacturing employees will be trained on basic food safety prior to or during the first day of employment.
 - a. Include basic food safety training as part of new employee orientation.

- b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;
 - c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
 - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements
2. All employees engaging in the production and processing of any food/product will be trained and certified in;
 - a. SERVSAFE Massachusetts Allergen Training Program
 - b. SERVSAFE Food Handler Program
3. All cultivation employees will be trained in;
 - a. Good Agricultural Practices
4. Provide staff with at least bi-annual training on food safety, including food allergy awareness and HACCP.
5. Monthly in-service training.
6. Require all managers to be Certified Food Protection Manager (CFPM) by completing a SERVSAFE or similar nationally accredited food safety certification course.
7. Use outside resources, such as Extension specialists, vendors, health department inspectors, or qualified trainers to provide food safety and HACCP training.
8. Observe staff to ensure they demonstrate food safety knowledge each day in the workplace.
9. Document the content of all training sessions and attendance.
10. File documentation in HACCP records.

VII. Sampling of Marijuana Products for Testing

This procedure applies to all Finished Marijuana Products and Cultivation Batches and Production Batches that is required to be tested in accordance with the Regulations.

Quality assurance is responsible for all product sampling to meet the compliance criteria. MAC has contracted with CDX Analytics for the purposes of testing all of our marijuana products.

Frequency of Environmental Media Testing

1. All source soils and solids shall be sampled and analyzed prior to use in cultivation.
2. All source soils and solids shall be sampled and analyzed whenever a new source material is utilized (e.g., different source soil location or different source solid manufacturer).
3. All source soils and solids for initial use must be sampled at the rate of one (1) sample per cubic yard of solid environmental media/soil.
4. Source soils and solids passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless
 - a. The stockpile has been contaminated or altered while stored.

5. Situations for re-analysis may include but are not limited to soils that have been;
 - a. Amended;
 - b. Mixed with other source soils/solids;
 - c. Subject to pesticide application;
 - d. Used for other purposes; or
 - e. Inundated by flood waters.

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

1. Label
 - a. Label each Sample Container with the Production Batch ID, date and time of sampling, and sampler's initials
2. Fill out the Chain of Custody (see sample below)
 - a. List the same info on the chain of custody
 - b. One sample ID goes on one line
 - c. Check the appropriate boxes
 - i. Make sure date and time stamp are filled in
3. Sampling
 - a. Heaping an adequately mixed and homogenized ground product into a square shape
 - b. Divide the heap into four equal quarters
 - c. Select samples from two of the opposite quarters, which are mixed and sampled
 - i. The remaining quarters will then be combined and mixed and used for microbiological and contaminant testing
 - ii. Repeat the quartering process until the required quantity is obtained (CDX will inform MAC of the required sample size needed for each test.)
4. Storing Sample
 - a. Store samples in a cool, dry location until samples are picked up by a CDX Analytics courier
5. Quality Assurance will perform routine audits and analysis of report from the testing lab.
6. All Testing samples will be recorded in the Metrc and BioTrack THC systems.

VIII. Sampling of Media for Testing

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

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

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

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

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

IX. Sampling of Water for Testing

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

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

Samples will be taken at the location closest to cultivation area prior to any water treatment and immediately following any treatment systems. (See Photo’s Below)



First Sample Collection Location (Highlighted in red)



Second Sample Collection Location (Highlighted in red)

We will test our water for the following contaminants;

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

Collecting Water Samples

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

- ii. Location identifiers should be consistent across sampling events to allow tracking of repeated sample locations. The location IDs will be included on sample labels (unless the grab samples are used in a composite sample).
 - iii. In addition to the location ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the location and sample IDs in the sample collection logbook or forms as well as the volume of the sample, preservation, and associated sample containers.
 - e. Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. In addition, all tools that come in contact with the sample media should be rinsed with deionized water between samples to reduce potential cross contamination.
 - f. Preparing sample labels and affixing them to sample containers immediately before sampling.
 - i. Information to include on the label includes at a minimum the location and sample ID and date/time of collection. Additional information that must be recorded in documentation if not on the label includes sample collector's name, environmental media type, collection method, whether the sample is a grab or composite sample, and preservation (if applicable).
3. Sample Collection. Collect the planned samples from each sample location one at a time:
- a. Don gloves to mitigate potential for contamination of samples
 - b. Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.
 - c. Prepare the sample location by removing faucet aerators if connected. Note the location of any water treatment systems and remove if required to represent pre-treatment location.
 - d. For sample collection of water lines, purge the lines of standing water and note purge time in sample collection documentation. Generally, for frequently used water 15 minutes run time is considered sufficient but actual time for purge depends on pipe volume and frequency of use.
 - e. Open the pre-labeled sample containers appropriate for the analyses taking care to not allow errant drips or splashes off other surfaces to enter the caps or containers.
 - f. Samples for all analyses may be collected directly into sample containers or into a larger, inert vessel then poured into containers. During sample collection, make sure that the tap or spigot does not contact the sample container.
 - g. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
 - h. Samples should be refrigerated or maintained on ice until shipped to the analytical laboratory.

- i. Chain-of-custody paperwork should be completed immediately prior to shipment.

4. Sample Handling

- a. After samples are properly collected and labeled, they should be delivered for analysis as soon as possible. This section describes how to handle, securely store, package, and ship the samples to the laboratory.
- b. Sample containers both empty and once containing samples shall be stored in a contaminant-free environment to the degree possible. Sample containers should not be stored for more than one (1) year.
- c. All samples should be collected and stored in containers of the appropriate materials based on the analysis method being performed.
- d. Until the samples are analyzed, they should be preserved to minimize chemical or physical changes according to the analytical method references.

5. Sample Storage

- a. Samples should be refrigerated or maintained on ice ($4^{\circ}\text{C} \pm 2^{\circ}\text{C}$) until they are shipped to the analytical laboratory.
- b. Placing the samples in airtight containers with minimal headspace preserves samples by minimizing moisture loss and chemical exchange between the sample medium and air.
- c. In addition, protect the samples from excessive light exposure to minimize photochemical degradation. Samples can be protected from light by using an amber sample container, storing the samples in a closed box or other amber container, or in a dark storage location.
- d. To be considered valid, all samples must be analyzed prior to expiration of the technical holding time as defined in each analytical method. Note that the holding time for some biological components is very short; 24 to 48 hours from the time of collection,

X. Quality Control (QC)

- 1. Field duplicate samples shall be collected at least annually and one (1) for every twenty (20) field samples of the solid samples collected.
- 2. Field duplicate samples shall be collected and analyzed for each analytical method performed on the samples.
- 3. Field duplicate samples will not be identified to the laboratory (blind QC).

Sampling Instructions for Marijuana Testing

For a full suite of analyses on a water sample:

At each sample point, label one of each of the following bottles with the sample ID, date and time of sampling and sampler's initials:

1. One 1-L amber glass jar with no preservative
2. One 16-oz plastic bottle with no preservative
3. One 16-oz plastic jar, pre-preserved with HNO₃. Note: HNO₃ is nitric acid. Use caution when filling bottle.
4. Three sterile cups. Make sure each label has the sample ID and one of the three bacteria tests (TC, HPC, and FC). Each of these tests require an individual bottle.

Fill out the Chain of Custody with the same information as on the bottle labels. Note: One sample ID goes on one line. Each individual bottle does not require its own line. Simply check the appropriate boxes, make sure date and time sampled is filled in, that the sample ID is correct.

At each sampling point, fill all six bottles **completely**. Do not touch the inside of the sterile cups or their caps or put the caps down on a dirty counter. Make sure all bottles are tightly capped and store inside a refrigerator at 4°C until samples are picked up by a NETLab courier.

For a full suite of analyses on a soil sample:

At each sample point, label one sandwich sized Ziploc or 8-oz glass jar with the sample ID, date and time of sampling and sampler's initials

Fill out the Chain of Custody with the same information as on the labels. Note: One sample ID goes on one line.

Simply check the appropriate boxes, make sure date and time sampled is filled in, that the sample ID is correct.

At each sampling point, fill one container completely. Make sure containers are tightly sealed and store inside a refrigerator at 4°C until samples are picked up by a NETLab courier.

Please make sure you have scheduled your pickup to be on the same day as the sampling. Certain analyses MUST be completed within 8 hours of sampling time. Samples sitting for more than 8 hours cannot be analyzed.

If you have questions or concerns, please call Gretchen, Allie, or Mike during normal business hours at NETLab. 401-353-3420

NEW ENGLAND TESTING LABORATORY, INC. 59 Greenhill St., West Warwick, RI 02893 (401) 353-3420

Sample Chain of Custody form for Media/Soil Sampling

New England Testing Laboratory
59 Greenhill Street West Warwick, RI 02893
(401) 353-3420

Chain of Custody Record

[illegible]

Sample Chain of Custody form for Water Sampling

New England Testing Laboratory
59 Greenhill Street West Warwick, RI 02893
(401) 353-3420

Chain of Custody Record

[illegible]



Personnel Manual (Including Background Checks)

Summary Policy and Procedure Manual

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

Mass Alternative Care (“MAC”) is currently operating a co-located (Cultivation, Processing and Retail) Registered Marijuana Dispensary (“RMD”). MAC has applied for a Marijuana Cultivator, Marijuana Product Manufacturer and Marijuana Retailer License for our facility in Chicopee. This policy and procedure summarizes our Personnel Manual (Including Background Checks) for all of our Marijuana Establishments, including our retail facility in Amherst. This plan is compliant with both 935 CMR 500, 935 CMR 501 and 935 CMR 502 (“the Regulations”).

I. Intent

Mass Alternative Care is committed to being compliant with the Regulations and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for Mass Alternative Care employees regarding Personnel Policies that are in compliance with the Regulations

II. Purpose

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

III. Personnel Records

Mass Alternative Care will Maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Mass Alternative Care agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with Mass Alternative Care and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;

- c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
- 3. A staffing plan that will demonstrate accessible business hours and safe manufacturing & processing conditions;
 - 4. Personnel policies and procedures; and
 - 5. All background check reports obtained in accordance with 935 CMR 500.030.

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

IV. Mass Alternative Care Agents

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

All Mass Alternative Agents will be registered agents for Adult-Use pursuant to 935 CMR 500:000 and Medical-Use Pursuant to 935 CMR 501.000

All Mass Alternative Care Agents shall;

- 1. Be 21 years of age or older;
- 2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
- 3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Mass Alternative Care will submit to the Commission an application for every Mass Alternative Care Agent, this application will include;

- 1. The full name, date of birth, and address of the individual;

2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
 - c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant; and
7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
8. Any other information required by the Commission.

The Mass Alternative Care CEO is registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the Mass Alternative Care seeks a marijuana establishment agent registration, obtained within 30 days prior to submission.

Mass Alternative Care will notify the Commission no more than one business day after a Mass Alternative Care agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

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

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

All Mass Alternative Care Agents will carry the registration card(s) at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

V. Background Checks

Mass Alternative Care will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

Application Process- During the application process Mass Alternative Care will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;

1. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings);
2. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
 - a. The individual's full legal name and any aliases;
 - b. The individual's address;
 - c. The individual's date of birth;
 - d. A photocopy of the individual's driver's license or other government-issued identification card;
 - e. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
 - f. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
3. Relevant Background Check Information. Applicants for licensure will also be required to information detailing involvement in any criminal or civil or administrative matters:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned

shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;

- b. A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;
- c. A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them, related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;
- d. A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
- e. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military, territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;
- f. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
- g. Any other information required by the Commission.

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

Background Checks Post Application Process- For all Marijuana Establishment Agent Registrations not included in the application process Mass Alternative Care will submit Marijuana Establishment Agent applications and any required documentation to the Commission for all required individuals. Mass Alternative Care will perform its own due diligence and background checks, which will include an iCORI check, in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B, C and D of 935 CMR 500.802.

VI. Equal Employment Policy

It is the policy of Mass Alternative Care to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national

origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

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

Moreover, in compliance with the Americans with Disabilities Act (ADA), Mass Alternative Care provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Mass Alternative Care may require medical certification of both the disability and the need for accommodation. Keep in mind that Mass Alternative Care can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is your responsibility to come forward if you are in need of an accommodation. Mass Alternative Care will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

VII. Anti-Harassment and Sexual Harassment Policy

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

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

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment

effect may not be viewed as harassment. Mass Alternative Care will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

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

Mass Alternative Care will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

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

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

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

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

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

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

VIII. Americans with Disability Act

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

IX. Drug/Alcohol Free Workplace

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

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

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

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

X. Smoke Free Workplace

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

XI. Employee Assistance Policy

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

XII. Employee Diversion of Marijuana

If a Mass Alternative Care Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card(s) confiscated. The Mass Alternative Care will immediately be notified. The Chief Security Officer will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

XIII. Employee Handbook

Mass Alternative Care will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Mass Alternative Care. These subjects will include, but not be limited to;

1. The Mass Alternative Care Mission and Vision
2. Organizational Structure

3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Confidentiality
9. Hours of Work
10. Compensation
11. Benefits
12. Code of Conduct
13. Discipline
14. Training



Record Keeping

Summary Policy and Procedure Manual

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

This policy and procedure is compliant with both 935 CMR 500.000, 935 CMR 501 and 935 CMR 502 (“the Regulations”)

I. Intent

Mass Alternative Care is committed to being compliant with the regulations and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”).

To provide clear and concise instructions for Mass Alternative Care employees regarding Record Keeping that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our Record Keeping Procedures are compliant will all regulations and laws.

III. Access to the Commission

Mass Alternative Care electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9), 935 CMR 502.105(9) and 935 CMR 501.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of the Regulations are subject to inspection.

IV. Types of Records (Adult Use)

The following records will be maintained and stored by Mass Alternative Care and available to the Commission upon request:

1. Operating procedures as required by 935 CMR 500.105(1)
 - a. Security measures in compliance with 935 CMR 500.110;
 - b. Employee security policies, including personal safety and crime prevention techniques;

- c. A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- d. Storage of marijuana in compliance with 935 CMR 500.105(11);
- e. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
- f. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- g. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- h. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- i. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- j. Alcohol, smoke, and drug-free workplace policies;
- k. A plan describing how confidential information will be maintained;
- l. A policy for the 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.
- m. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
- n. Policies and procedures for the handling of cash on Marijuana Establishment 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.
- p. Policies and procedures for energy efficiency and conservation that shall include:
 - i. 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;

- ii. 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;
 - iii. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - iv. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
- 2. Operating procedures as required by 935 CMR 500.130(5)
 - a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
 - b. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
 - c. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - d. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - e. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
 - f. Policies and procedures for the transfer, acquisition, or sale of marijuana products
 - g. between Marijuana Establishments.
- 3. Inventory records as required by 935 CMR 500.105(8); and
- 4. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
- 5. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:

- i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. 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;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor and eight-hour related duty training.
- c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- d. Personnel policies and procedures; and
- e. All background check reports obtained in accordance with 935 CMR 500.030
- 6. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- 7. Waste disposal records as required under 935 CMR 500.105(12); and
- 8. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- 9. Responsible vendor training program compliance records.
- 10. Vehicle registration, inspection and insurance records.

All records kept and maintained by Mass Alternative Care will be securely held. Access to these records will only be accessible to those Mass Alternative Care Agents who require access as a part of their job duties.

V. Types of Records (Medical Use)

Mass Alternative Care records will be available for inspection by the Commission upon request. Written records that are required and are subject to inspection include, but are not limited to, all records required in any section of 935 CMR 501.000, in addition to the following

1. Security measures in compliance with 935 CMR 501.110;
2. Employee security policies, including personal safety and crime prevention techniques;
3. A description of the RMD's:
 - a. Hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 501.100(6)(d); and
 - b. Price list for marijuana, MIPs, and any other available products, and alternate price lists for patients with documented verified financial hardship as required by 935 CMR 501.100(1)(f);
4. Storage of marijuana in compliance with 935 CMR 501.105(4);
5. Description of the various strains of marijuana to be cultivated and dispensed, and the form(s) in which marijuana will be dispensed;
6. Procedures to ensure accurate recordkeeping, including inventory protocols and procedures for integrating a secondary electronic system with the Seed-to-sale SOR;
7. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 501.105(3)(b);
8. A staffing plan and staffing records in compliance with 935 CMR 501.105(9)(d)3.;
9. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
10. Alcohol, smoke, and drug-free workplace policies;
11. A plan describing how confidential information will be maintained in accordance with 935 CMR 501.200;
12. A description of the RMD's patient education activities in accordance with 935 CMR 501.105(11);
13. The standards and procedures by which the RMD determines the price it charges for marijuana, and a record of the prices charged, including the RMD's policies and procedures for the provision of marijuana to registered qualifying patients with verified financial hardship without charge or at less than the market price, as required by 935 CMR 501.100(1)(f);
14. Written policies and procedures for the production and distribution of marijuana, which shall include, but not be limited to:
 - a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories;
 - b. A procedure for handling voluntary and mandatory recalls of marijuana. Such procedure shall be adequate to deal with recalls due to any action initiated at the requestor order of the Commission, and any voluntary action by an RMD to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety;
 - c. A procedure for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. This procedure shall provide for written documentation of the disposition of the marijuana;
 - d. Policies and procedures for patient or personal caregiver home-delivery; and

- e. Policies and procedures for the transfer, acquisition, or sale of marijuana between RMDs, and if applicable, Marijuana Establishments and CMOs.
- 15. A policy for the immediate dismissal of any RMD agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission; or
 - b. Engaged in unsafe practices with regard to operation of the RMD, which shall be reported to the Commission; and 935 CMR: CANNABIS CONTROL COMMISSION
- 16. A list of all board members and executives of an RMD, and members, if any, of the entity, must be made available upon request by any individual. This requirement may be fulfilled by placing this information on the RMD's website.
- 17. Policy and procedure for the handling of cash on RMD premises including, but not limited to, storage, collection frequency, and transport to financial institution(s).
- 18. Operating procedures as required by 935 CMR 501.105(1);
- 19. Inventory records as required by 935 CMR 501.105(7);
- 20. Seed-to-sale tracking records for all marijuana and MIPs as required by 501.105(7)(e);
- 21. The following personnel records:
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each RMD agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the RMD and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 501.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - iv. 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;
 - v. A copy of the application that the RMD submitted to the Commission on behalf of any prospective RMD agent;
 - vi. Documentation of periodic performance evaluations; and
 - vii. A record of any disciplinary action taken.
 - c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - d. Personnel policies and procedures; and
 - e. All CORI reports obtained in accordance with M.G.L. c. 6, § 172, 935 CMR 501.030(3), and 803 CMR 2.00: Criminal Offender Record Information (CORI);
- 22. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- d. Sales records that indicate the name of the registered qualifying patient or personal caregiver to whom marijuana has been dispensed, including the quantity, form, and cost; and
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 an RMD, including members of the nonprofit corporation, if any.
- e. Waste disposal records as required under 935 CMR 501.105(10)(b); and
- f. Following closure of an RMD, all records must be kept for at least two years at the expense of the RMD and in a form and location acceptable to the Commission.

Additional Records for Colocated Marijuana Operations (CMO)

Mass Alternative Care will maintain the following records as required in 935 CMR 502.000

- 1. A plan for maintaining records, including plans for separating financial records for adult-use products to ensure compliance with the applicable tax laws;
- 2. On a quarterly basis, Mass Alternative Care will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical-use products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six months.
 - a. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, Mass Alternative Care will submit a report to the Commission in a form determined by the Commission.
 - b. Mass Alternative Care will perform audits of patient supply available on a weekly basis and retain these records for a period of six months.

Patient Records

A patient record will be established and maintained for each qualifying patient who obtains marijuana from the dispensary. All entries made to the qualifying patient record will be dated (date and time) and signed (electronically) by the authorized dispensary agent making the entry and will include the dispensary agent identification number. An entry within the patient record will be made to reflect each purchase, denial of sale, and educational materials provided. This data will also be analyzed to monitor the performance of the dispensary and improve the variety of services offered.

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

Incident Reporting

Mass Alternative Care will immediately notify appropriate law enforcement authorities and the Commission within 24 hours after discovering any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or RMD agents.



Maintaining Financial Records Policy and Procedure

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

I. Intent

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

To provide clear and concise instructions for Mass Alternative Care employees regarding the Maintenance of Financial Records that are in compliance with the Regulations

II. Purpose

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

III. Policy

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

1. All Mass Alternative Care financial/business records will be available for inspection to the Commission upon request.
2. Mass Alternative Care will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- d. Sales records including the quantity, form, and cost of marijuana products; and
- e. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records Mass Alternative Care will incorporate the following into our business operations;

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

Access to the Commission

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

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

Mass Alternative Care books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the

preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

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

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

Point of Sale (POS) Systems

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

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Mass Alternative Care will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,
 - b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and
 - g. POS terminal number and POS transaction number.

3. Mass Alternative Care will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - a. Internal sequential transaction numbers;
 - b. Records of all POS terminal activity; and
 - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
 - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
 - f. Any and all changes in the setup of the system.
4. Mass Alternative Care will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
 - a. Mass Alternative Care will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
 - b. Mass Alternative Care may utilize a sales recording module approved by the DOR.
 - c. Mass Alternative Care will not utilize software or other methods to manipulate or alter sales data.
 - d. Mass Alternative Care will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Mass Alternative Care will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Mass Alternative Care determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. We will immediately disclose the information to the Commission;
 - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
 - e. Mass Alternative Care will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
 - f. Mass Alternative Care will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 - g. Mass Alternative Care will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000;
 - h. As a Colocated Marijuana Operations (“CMO”), Mass Alternative Care will maintain and provide to the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10): Patient Supply.

Virtual Separation

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



Qualifications and Training Summary Policy and Procedure

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

Mass Alternative Care (“MAC”) is currently operating a co-located (Cultivation, Processing and Retail) Registered Marijuana Dispensary (“RMD”). MAC has a Provisional License as a Marijuana Cultivator, Marijuana Product Manufacturer and Marijuana Retailer License for our facility in Chicopee. This policy and procedure summarizes our Qualifications and Training SOP for all of our facilities, including our retail facility in Amherst. This plan is compliant with both 935 CMR 500, 935 CMR 501 and 935 CMR 502 (“the Regulations”).

I. Intent

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

To provide clear and concise instructions for Mass Alternative Care employees regarding the qualifications for employment and agent training that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

III. Qualifications for a Mass Alternative Care Marijuana Establishment Agent

The minimum requirements to become a Mass Alternative Care Marijuana Establishment Agent (“Mass Alternative Care Agent”) are outlined below. All Mass Alternative Care board members, directors, employees, executives, managers or volunteers will register with the Commission as a Mass Alternative Care Marijuana Establishment Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All Mass Alternative Care Agents must;

1. Be 21 years of age or older;

2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.802.

Mass Alternative Care will develop a job description for all positions with the company. While all Mass Alternative Care Agents must meet the qualifications listed above, many of our positions will require additional qualifications depending on the required duties.

IV. Required Training for Mass Alternative Care Agents

Pursuant to 935 CMR 500.105(2)(a) Mass Alternative Care will ensure all Mass Alternative Care Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

1. As a CMOs, Mass Alternative Care will train all agents who are both an RMD agent and a marijuana establishment in both 935 CMR 500.105(2)(a) and (b), and 935 CMR 501.105(8): RMD Agent Training, including training regarding privacy and confidentiality requirements for patients. Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission.
2. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
 - a. Code of Conduct;
 - b. Marijuana Regulations;
 - c. Security and Safety;
 - d. Emergency Procedures/Disaster Plan;
 - e. Diversion of Marijuana;
 - f. Terminatable Offences;
 - g. Confidential Information;
 - h. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
 - i. Alcohol, smoke and drug-free workplace;
 - ii. Equal Employment Policy;
 - iii. Anti-Harassment and Sexual Harassment Policy;
 - iv. Americans with Disability Act;
 - v. Employee Assistance Policy; and
 - vi. Diversity Plan

3. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized or by means of on the job training ("OJT").
4. All Mass Alternative Care Agents will receive a minimum of 8 hours of training annually.
5. Mass Alternative Care will record, maintain and store 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. These records will be stored in the Agents Personnel File. Training records will be retained by Mass Alternative Care for at least one year after agents' termination.
6. When implemented and available, Mass Alternative Care will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor"
 - a. After the responsible vendor designation is applied each Mass Alternative Care owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a "responsible vendor."
 - b. Although administrative employees who do not handle or sell marijuana are not required to take the responsible vendor program, Mass Alternative Care will allow and encourage them to attend on a voluntary basis.
 - c. Mass Alternative Care will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.



Diversity Plan

Application #: MRN282062

Retail Marijuana Establishment (Amherst)

It is the policy of Mass Alternative Care to foster equitable opportunity for all employees and to promote principles of diversity management that will enhance the level of effectiveness and efficiency of its programs. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. Our goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. It is also our policy to select the best qualified applicant for the job, regardless of race, national origin, gender, age, disability, religion, sexual orientation, or any other non-merit factor.

Mass Alternative Care is a diverse and inclusive company that promotes a discrimination-free work environment and provides opportunities for all employees to use their diverse talents to support the company's mission.

Mass Alternative Care will comply with the requirements of 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment

Any actions taken, or programs instituted, by Mass Alternative Care will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Mass Alternative Care is committed to a diverse and equitable workforce and will implement this plan to ensure access to employment (including management positions) and other relationships with the company. The demographics this plan promotes are outlined below:

Plan Populations:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations

I. GOALS

Mass Alternative Care is committed to achieving the following goals through this plan and our vision includes;

1. Make Mass Alternative Care workplace and management team as diverse as possible to include attracting and retaining qualified employees with no regard to race, gender, disability, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:
 - 50% female.
 - 30% will be a minority, veteran, persons with a disability and/or persons who are LGBTQ or identify as a non-normative sexual identity.
2. Make Mass Alternative Care workplace environment a safe, accepting, respectful, welcoming, comfortable and supportive place to work.
3. Include as our suppliers, contractors and wholesale partners, businesses owned by minorities, women, veterans, persons who are LGBTQ or identify as a non-normative sexual identity and by persons with disabilities.

II. PROGRAMS FOR ACHIEVING GOALS

Recruitment and Hiring

Mass Alternative Care looks to recruit and hire diverse employees and plans to promote equity among minorities, women, veterans, people with disabilities, and persons who are LGBTQ or identify as a non-normative sexual identity in the operation of our company. To promote diversity and equity Mass Alternative Care will;

1. Institute a “blind hiring” policy that anonymizes or “blinds” demographic-related information about a candidate from the recruiter or hiring manager that can lead to bias about the candidate.
2. Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity.
 - a. This training will be held upon hiring and annually thereafter.
3. Promote our Diversity Hiring policy on recruitment websites, our social media presence and traditional hiring platforms. We will engage communities, including Amherst, Springfield, West Springfield and Holyoke that have higher populations of minorities, with the goal of attracting and retaining a qualified diverse workforce.
 - a. We will engage with MassHire Holyoke Career Center, MassHire Berkshire Career Center and MassHire Springfield Career Center. These organizations are One Stop Career Centers that serve Amherst, Chicopee, Springfield, West Springfield and Holyoke. Mass Alternative Care will post all job posing through these organizations and will engage in job fairs and other services that they offer.
 - i. Our first job fair will be held approximately 60 days prior to our expected opening date.
 - ii. Second and subsequent job fairs will be held as needed.

- b. We will participate in additional job fairs sponsored by organizations promoting diversity in the workplace and/or in the marijuana industry as these job fairs become available.
 - c. We will work directly with local veteran organizations, including the West Springfield Veteran's Services, to notify their members of any and all hiring fairs and open positions and will actively recruit veterans.
- 4. Use job descriptions that are catered to and appeal to diverse candidates.
- 5. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion including:
 - a. Mass CBA;
 - b. THC Staffing Group; and
 - c. Elevate NE

III. INCLUSION/RETENTION

Mass Alternative Care is determined to provide a work environment that is a diverse and inclusive workplace where employees and stakeholders form long term relationships and tenure. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal, which must be met, is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace Mass Alternative Care will:

- 1. Provide training to all employees regarding inclusion in the workplace and provide advanced training to managers in their roles in fostering an inclusive workplace environment.
 - a. This ongoing training will be completed for all employees during employee onboarding and annually thereafter.
 - b. Advanced training to managers will occur within 60 days of hiring or promotion and annually thereafter.
- 2. Draft and implement a Non-Discrimination, Harassment and Retaliation Policy. This policy will include provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
- 3. Periodically evaluate the workplace climate through observations, employee meetings and individual conversations with employees to ensure our workplace is inclusive.

IV. SUPPLIER DIVERSITY PLAN

Mass Alternative Care is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, owned by persons who are LGBT or have non-normative sexual identities, veteran owned, and businesses owned by persons with disabilities as suppliers, contractors and wholesale partners. Mass Alternative Care recognizes that sourcing products and services from previously under-represented suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the communities in which we operate by recording transactions with diverse suppliers.

1. Mass Alternative Care will draft and implement a plan that focuses on and requires that the underrepresented businesses identified above are included and chosen, when possible, as our suppliers, contractors and wholesale partners.

V. MEASUREMENT AND ACCOUNTABILITY

Mass Alternative Care realizes that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 3 goals. We will produce a full report annually which outlines this policy, data collected, whether the goals have been met and if any changes are necessary.

60 days prior to the renewal of our license we will provide a report to the Commission for review. This report will also be made available to the City of Chicopee and the Town of Amherst. Mass Alternative Care Managers and appropriate community leaders will meet to discuss the report and make any necessary adjustments. This report, at a minimum will include:

1. The demographics of all employees;
2. Attempts to hire, actual hires, from where they came, their training, pay, benefits, and advancement;
3. Report of workplace environment that includes feedback from employees;
4. Rate of retention of all employees;
5. The demographics, numbers, amounts and percentages of all third-party suppliers, contractors and Marijuana Industry Partners that Mass Alternative Care has engaged with and done business with; and
6. Conclusions and recommendations.