



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282715
Original Issued Date: 07/06/2020
Issued Date: 07/06/2020
Expiration Date: 07/06/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: MassMedicum Corp.

Phone Number: 781-799-6629 Email Address: drj@massmedicum.com

Business Address 1: 1 Mear Road	Business Address 2:
Business City: Holbrook	Business State: MA Business Zip Code: 02343
Mailing Address 1: 1 Mear Road	Mailing Address 2:
Mailing City: Holbrook	Mailing State: MA Mailing Zip Code: 02343

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: RP201935

RMD INFORMATION

Name of RMD: MassMedicum Corp.

Department of Public Health RMD Registration Number: 052

Operational and Registration Status: Obtained Final Certificate of Registration, but is not open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33.3

Ownership:

Role: Director Other Role: Director on the 3-Member Board of Directors, President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer; Owner and Manager of Grand Cru Medicinals Management, LLC

First Name: James Last Name: Kurnick Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 33.3

Role: Director Other Role: Director on the 3-Member Board of Directors

First Name: Gary Last Name: Magnant 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: 33.3

Ownership:

Role: Director Other Role: Director on the 3-Member Board of Directors, Treasurer, Secretary, General Counsel, Compliance Manager and Vice President of Corporate Development

First Name: Jack Last Name: Swig 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: 100 Percentage of Ownership: 100

Entity Legal Name: Grand Cru Medicinals Management, LLC Entity DBA: DBA City:

Entity Description: Massachusetts Limited Liability Company

Foreign Subsidiary Narrative:

Entity Phone: 617-606-3085 Entity Email: office@grandcrumeds.com Entity Website:

Entity Address 1: 1 Mear Road Entity Address 2:

Entity City: Holbrook Entity State: MA Entity Zip Code: 02343

Entity Mailing Address 1: 1 Mear Road Entity Mailing Address 2:

Entity Mailing City: Holbrook Entity Mailing State: MA Entity Mailing Zip Code: 02343

Relationship Description: 100% Owner/Shareholder of and Capital Contributor for MassMedicum Corp.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Grand Cru Medicinals Management LLC **Entity DBA:**

Email: office@grandcruameds.com **Phone:** 617-606-3085

Address 1: 1 Mear Road **Address 2:**

City: Holbrook **State:** MA **Zip Code:** 02343

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** \$30000 **Percentage of Initial Capital:** 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 85 University Drive

Establishment Address 2:

Establishment City: Amherst **Establishment Zip Code:** 01002

Approximate square footage of the establishment: 1700 **How many abutters does this property have?:** 12

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation.pdf	pdf	5d891b32b5ac050335a3b773	09/23/2019
Certification of Host Community Agreement	MassMedicum HCA Certification Form 10.2.19.pdf	pdf	5d94b0832e767115bf437acc	10/02/2019
Plan to Remain Compliant with Local Zoning	MassMedicum_Amherst Plan to Remain Compliant with Local Bylaws and Regulations UPDATED.pdf	pdf	5dfd3d39d74bf6532e9ffed0	12/20/2019

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	MassMedicum_Positive Impact Plan.pdf	pdf	5dfbd05fb7ff09534ba00260	12/19/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role: Director on the 3-Member Board of Directors

First Name: Gary Last Name: Magnant Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Director Other Role: Director on the 3-Member Board of Directors, President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer; Owner and Manager of Grand Cru Medicinals Management, LLC

First Name: James Last Name: Kurnick Suffix:

RMD Association:

RMD Owner

Background Question: no

Individual Background Information 3

Role: Director Other Role: Director on the 3-Member Board of Directors, Treasurer, Secretary, General Counsel, Compliance Manager and Vice President of Corporate Development

First Name: Jack Last Name: Swig Suffix:

RMD Association: RMD

Manager

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role: Sole Owner/Shareholder and Capital Contributor for MassMedicum Corp.

Entity Legal Name: Grand Cru Medicinals Management, LLC Entity DBA:

Entity Description: Massachusetts Limited Liability Company

Phone: 617-606-3085 Email: office@grandcrumeds.com

Primary Business Address 1: 1 Mear Road Primary Business Address 2:

Primary Business City: Holbrook Primary Business State: MA Principal Business Zip Code: 02343

Additional Information: Sole Owner/Shareholder and Capital Contributor for MassMedicum Corp.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	MassMedicum - For-Profit Corporate Bylaws (exec).pdf	pdf	5ce1db8564ca8317f4fc8411	05/19/2019
Articles of Organization	MassMedicum_Articles of Entity Conversion.pdf	pdf	5ce1f98a58ad7e1336c247d6	05/19/2019
Secretary of Commonwealth - Certificate of	MassMedicum Certificate of Good Standing	pdf	5d892e06fda609036ddab335	09/23/2019

Good Standing	SoC.pdf			
Department of Revenue - Certificate of Good standing	Certificate of Good Standing DOR.pdf	pdf	5dc1ba2fa9ef3857c4457c2f	11/05/2019
Articles of Organization	Supplemental Change Documentation.pdf	pdf	5dc1ba307aad8653363bb2fb	11/05/2019
No documents uploaded				

Massachusetts Business Identification Number: 001355959

Doing-Business-As Name:

DBA Registration City: Holbrook

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	MassMedicum_Plan for Obtaining Liability Insurance.pdf	pdf	5dc1ba63160e3b57a3dd0750	11/05/2019
Proposed Timeline	MassMedicum_Amherst Proposed Timeline.pdf	pdf	5dc1d39566a32657cfbd938c	11/05/2019
Business Plan	MassMedicum_ Business Plan UPDATED.pdf	pdf	5dfd20a338f8ab571d6e1e9b	12/20/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	MassMedicum_Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	5dc1bb19b4f83557d6cc4ddf	11/05/2019
Separating recreational from medical operations, if applicable	MassMedicum_Plan for Separating Recreational from Medical Operations.pdf	pdf	5dc1bdfc0f35e05798b35504	11/05/2019
Prevention of diversion	MassMedicum_Prevention of Diversion .pdf	pdf	5dc1bee29c1081532b9a3777	11/05/2019
Qualifications and training	MassMedicum_Qualifications and Training .pdf	pdf	5dc1bfb28bdcfd57ae523f4f	11/05/2019
Quality control and testing	MassMedicum_Quality Control and Testing .pdf	pdf	5dc1bfdcb4f83557d6cc4e07	11/05/2019
Record Keeping procedures	MassMedicum_Recordkeeping Procedures .pdf	pdf	5dc1c0f19c1081532b9a3784	11/05/2019
Storage of marijuana	MassMedicum_Storage of Marijuana.pdf	pdf	5dc1c10866a32657cfbd92c0	11/05/2019
Transportation of marijuana	MassMedicum_Transportation Procedures .pdf	pdf	5dc1c11f26aa77532085992f	11/05/2019
Inventory procedures	MassMedicum_Inventory Procedures .pdf	pdf	5dc1c147ea4df3530e642ae9	11/05/2019
Dispensing procedures	MassMedicum_Dispensing Procedures.pdf	pdf	5dc1c38066a32657cfbd92e6	11/05/2019
Maintaining of financial records	MassMedicum_Maintaining Financial Records .pdf	pdf	5dc1c414ea4df3530e642af9	11/05/2019
Restricting Access to age 21 and older	MassMedicum_Plan to Restrict Access to ages 21 and Older UPDATED.pdf	pdf	5dfd3cf1fe65bd57507015f1	12/20/2019
Diversity plan	MassMedicum_Diversity Plan UPDATED.pdf	pdf	5dfd3d0438f8ab571d6e1f3c	12/20/2019
Security plan	MassMedicum _ Security Plan (updated).pdf	pdf	5e2767dc4fa2b0047569da04	01/21/2020
Personnel policies including background checks	MassMedicum _ Personnel Policies (updated).pdf	pdf	5e2769535b05c304785e39ea	01/21/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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



BUSINESS PLAN

CONTENTS

Business Summary	3
Introduction – What Makes MassMedicum Unique?	3
Management and Operations.....	4
Products To Be Sold	4
Revenue and Growth Estimates.....	5
Communication & Marketing.....	5
Operational Benchmarks.....	6
Consumer Education.....	7
Experience Summary.....	7
The Company’s Massachusetts Industry Roots	7
Unique Professional Team.....	8
The Proposed Facility.....	10
Operations	11
Energy and Water Conservation	11
Benefits to the Municipality	12
Hiring Local Residents	13
Monetary Benefits.....	13
Closing Remarks	14

BUSINESS SUMMARY

INTRODUCTION – WHAT MAKES MASSMEDICUM UNIQUE?

MassMedicum Corp. (“MassMedicum”) was founded in 2013 with a mission to bring unparalleled medical and scientific expertise to the medical cannabis industry. It is one of the first twenty licensed medical marijuana operators in the state, and with the advent of the Massachusetts adult-use cannabis industry, MassMedicum believes that its expertise will be equally valued by consumers in the adult-use market. Like medical patients, adult-use cannabis consumers will prefer “medical grade” products, developed with the same adherence to the strictest, state-of-the-art safety protocols.

Quality, safety and testing standards for medical and adult-use cannabis vary in every state. Even the most informed patients and consumers have no choice but to rely upon their state's minimum quality testing standards to ensure product safety, consistency and efficacy. The result is that consumers often lack confidence in cannabis products. MassMedicum’s mission is both proactive and directly responsive to these consumer concerns. Our team of industry experts in food, pharmaceuticals and life sciences has gained extensive knowledge of cannabis sampling, testing and quality practices from across the country. Using this unparalleled knowledge, MassMedicum has created a cultivation environment, infrastructure and proprietary Quality Assurance program that is built into each step of our research, cultivation, manufacturing and sampling and is ultimately verified by advanced testing. Our Quality Assurance program incorporates the most advanced science and technology from related regulated industries and applies them to cannabis. MassMedicum’s retail customers can rely on the fact that their adult-use products are among the safest in the nation.

MassMedicum has a competitive advantage over most other Massachusetts retail, cultivation, and product manufacturing facilities. The company owns and currently operates a state-of-the-art, 100,000 square-foot cultivation and product manufacturing facility in Holbrook, MA that will provide finished product to MassMedicum’s retail locations proposed in Malden, Taunton and Amherst. Accordingly, in what is expected to be a highly competitive market, and with a potential state-wide supply shortage of marijuana flower and manufactured products for the foreseeable future, MassMedicum will be able to source its product at lower cost than its competitors, with corresponding price benefits to consumers. The result will be very profitable retail stores with significant economic and financial benefits for its associated host communities like Holbrook, Malden, Taunton and Amherst.

MassMedicum will provide its consumers with the latest information available to enable them to become informed and responsible cannabis consumers. Founded by a world-renowned physician with noted success in the pharmaceutical industry and overseen by an on-staff pharmacist available for consultation, MassMedicum’s retail locations will offer consumers reliable information on the health-conscious use of cannabis, dosing recommendations, administration devices and techniques, the impact of interactions with other medications and possible side effects of the products, among other issues. No other

cannabis company in Massachusetts will provide the scope, sophistication and quality of educational information that MassMedicum will offer to its customers.

MANAGEMENT AND OPERATIONS

MassMedicum currently holds one (1) Final Certificate of Registration and two (2) Provisional Certificates of Registration for Medical Marijuana Treatment Centers issued by the Massachusetts Medical Use of Marijuana Program. The registrations are tied to the cultivation and product manufacturing facility in Holbrook, MA, where MassMedicum has begun medical marijuana cultivation operations. MassMedicum's medical marijuana dispensary in Amherst is expected to open in November 2019, and the Taunton medical marijuana dispensary is scheduled to open in April 2020.



(Exterior image of MassMedicum's retail dispensary in Amherst)

MassMedicum is led by an experienced senior team. It was founded by Dr. James T. Kurnick, a nationally esteemed physician and successful pharmaceutical entrepreneur who is also a Massachusetts resident. MassMedicum's team brings diverse skills across a variety of industries, including science, medicine, food, manufacturing, cultivation, security, legal, and business management. MassMedicum will provide a unique selection of cannabis strains and customized products for the diverse customer populations who will benefit from the truly medical-grade products and education.

PRODUCTS TO BE SOLD

The product line proposed for MassMedicum's adult use retail facility is 100% overlapping with the products selected to serve MassMedicum's medical clientele at other locations. Indeed, experience shows that many individuals with qualifying medical conditions do not choose to register with the state as medical marijuana patients but will still seek access to medical marijuana products and specialized medical educational services through an adult-use dispensary.

As some customers prefer to purchase raw flower, the company will provide a range of Sativa, Indica, and Hybrid strains, including high Cannabidiol (“CBD”) strains. MassMedicum will develop a unique suite of High CBD: THC “Ratio” Products to address a spectrum of wellness needs. The company’s emphasis on healthier, smoke-free administration methods will result in product lines utilizing extracted oils for vaporization, sublingual sprays, capsules, lozenges, salves and edibles. The company will specialize in producing vaporizer cartridges that contain a range of THC and CBD mixtures to allow pain relief with minimal psychotropic impact to those with neuromuscular and insomnia complaints, while providing THC products more appropriate to patients with need for appetite stimulation and relief from nausea commonly seen in cancer and AIDS patients.

Not only will MassMedicum provide a unique selection of cannabis strains to customize products, but taking advantage of Ph.D.-level Medicinal Chemists, MassMedicum will provide extraction products and blends that will allow individuals with diseases varying from Multiple Sclerosis to Inflammatory Bowel Disease, from Arthritis to Post Traumatic Stress Disorders, from Cancer to AIDS, to use products that will provide selective relief to maximize efficacy and minimize negative side effects. Vaporizers and cannabis-associated paraphernalia will also be available for sale.

REVENUE AND GROWTH ESTIMATES

Given that adult-use cannabis is a brand-new industry in Massachusetts and there remains great uncertainty as to the number and geographical dispersion of dispensaries across the state and within Holbrook, Malden, Taunton and Amherst, revenue and growth estimates for the company are particularly challenging. Further, with a constantly changing regulatory environment and questions as to the continuing viability of medical-only dispensaries, there is substantial room for disagreement as to the ultimate size of the market. Nonetheless, the numbers below reflect well-considered business targets for each of our adult-use sales from MassMedicum’s retail stores:

- Year 1 - \$3,000,000 - \$4,000,000
- Year 2 - \$6,500,000 (50% growth)
- Year 3 - \$8,000,000 (20-25% growth)
- Year 4 - \$10,000,000 (25% growth)
- Year 5 - \$10,000,000

COMMUNICATION & MARKETING

MassMedicum will communicate with customers through:

- A company run website;
- A company blog;
- Popular cannabis discovery networks such as WeedMaps and Leafly;

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

MassMedicum will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in the retail stores.

MassMedicum's marketing, advertising, and branding practices will not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of MassMedicum will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a ½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

MassMedicum will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, MassMedicum will market its products and services to reach a wide range of qualified consumers.

OPERATIONAL BENCHMARKS

Assuming that MassMedicum executes a Host Community Agreement with Holbrook, Malden, Taunton and Amherst and receives a complete Host Community Agreement Certification Form, MassMedicum will be able to immediately file its complete application for a marijuana establishment license with the Massachusetts Cannabis Control Commission (the "Commission") for each municipality. As an existing, licensed medical operator with priority review status, MassMedicum will receive a prompt review of its application and anticipates receiving a provisional license from the Commission within four (4) months of submission of a complete application to the Commission.

After receipt of a provisional license from the Commission and the local licenses, MassMedicum will seek architectural review approval of its plans for the facilities from the Commission. Due to MassMedicum's experience building out marijuana facilities in the Commonwealth and its prior navigation of the architectural review processes, MassMedicum anticipates architectural review approval from the Commission within one (1) month of submission, at which point MassMedicum will begin buildout and renovation. The company expects to complete the interior buildout and exterior finishing within two (2) months of receiving approval for architectural review. MassMedicum will then request a post-provisional license inspection from the Commission to ensure compliance with 935 CMR 500.000 *et seq.*, and within 45 days after such inspection, MassMedicum will receive a final license from the Commission. After another series of inspections from the Commission, MassMedicum will be given the "Commence Operations" designation by the Commission, at which point MassMedicum will begin cultivating and manufacturing marijuana in Holbrook (approximately two months after receiving a final license).

CONSUMER EDUCATION

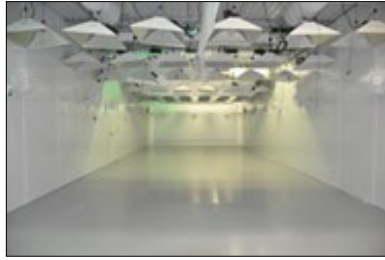
MassMedicum is dedicated to educating consumers as to their legal rights with regard to cannabis use, as well as potential health impacts and side effects, proper dosage and methods of administration. Literature, both in print and electronic via a dedicated website, will be coupled with live presentations to provide maximum access to the latest cannabis-related information. The company's founder, Dr. Kurnick, intends to provide a monthly update of the latest industry trends, including ongoing research into health impacts of cannabis use and studies on the efficacy of various cannabinoids on specific illnesses. Beyond presenting general information, however, MassMedicum is one of the only marijuana businesses in the entire state that will feature an on-staff pharmacist to provide face-to-face counseling and reliable answers to specific customer inquiries.

EXPERIENCE SUMMARY

THE COMPANY'S MASSACHUSETTS INDUSTRY ROOTS

MassMedicum is a licensed Medical Marijuana Treatment Center that currently holds one (1) Final Certificate of Registration and two (2) Provisional Certificates of Registration from the Massachusetts Medical Use of Marijuana Program. MassMedicum's cultivation and product manufacturing facility in Holbrook is currently operational and cultivating medical marijuana for its proposed retail medical marijuana dispensaries. Once the Holbrook cultivation and product manufacturing facility is licensed by the Commission for adult-use operations, the company will be able to use its existing 100,000 square foot cultivation facility to produce product for the Holbrook dispensary.

Images from MassMedicum's cultivation and product manufacturing facility in Holbrook are below.



UNIQUE PROFESSIONAL TEAM

MassMedicum brings a uniquely qualified group of professionals dedicated to integrating science, nature, and technology to deliver superior, highly effective cannabis-based wellness solutions.

Dr. James T. Kurnick, *Founder, Director, President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief Medical Officer.*

MassMedicum's Founder and Chief Executive Officer Dr. James T. Kurnick is a highly accomplished licensed Massachusetts-based physician, researcher and educator. Dr. Kurnick received his bachelor's degree from Harvard University and his Medical Degree from Tufts University. Following his Postdoctoral Training in Colorado and Sweden, Dr. Kurnick has had a distinguished career in academic medicine. Although MassMedicum is not affiliated with any hospitals or medical schools, Dr. Kurnick has been on the staff of a leading hospital and medical school for over 35 years. He also operates two biotech companies involved in research to develop new cancer therapies. Dr. Kurnick played a key role in the creation of an FDA-approved drug, Entyvio®, for the treatment of Ulcerative Colitis and Crohn's Disease. During his career, Dr. Kurnick has authored over 100 peer-reviewed publications in international medical journals of the highest caliber. In addition to his Medical degree and Massachusetts license, Dr. Kurnick is an accomplished educator, who also received a Master of Education from the Harvard Graduate School of Education in 2000.

Jack Swig, Esq., *General Counsel, Compliance Manager and Vice President of Corporate Development*

For in-house General Counsel work and Business Development, attorney and Massachusetts native, Jack Swig, Esq., brings over 40 years of experience to the MassMedicum team in the areas of corporate finance, development and strategic partnering, compliance and investor relations. Jack is in-house counsel for a biomedical non-profit incubator in Beverly, Mass. and has a law, strategy and finance practice, predominantly representing biotech and technology clients. He also served for 15 years as General Counsel and VP of Corporate Development for Microfluidics International Corporation, a publicly traded manufacturer of nanomaterials and formulations processing equipment sold worldwide to Biotech, Pharma, Chemical, Coatings and Personal Care products companies.

Lisa Silverman, *Registered Pharmacist and Retail Operations Manager*

A license Registered Pharmacist in Massachusetts, Lisa Silverman will manage MassMedicum's retail operations, taking advantage of over 20 years of experience in managing both retail and hospital pharmacies. Unlike other Marijuana Establishments in Massachusetts, this leadership by a professional Pharmacist brings a level of professionalism unsurpassed in the cannabis industry in Massachusetts. Lisa earned her B.S. degree from Massachusetts College of Pharmacy and Health Sciences.

Paul Oxford, *Director of Security*¹

Paul Oxford has over 30 years of work experience for the Commonwealth in the Department of Corrections, where he served as the head of the Office of Investigations and coordinated both inmate and staff-related compliance, including security within the facilities and transportation of high valued assets. Paul has worked closely with both state and local law enforcement and government officials to assure staff, inmate, and community safety, as well as coordinate with drug enforcement agencies. Paul holds a B.S. in Criminal Justice and Public Administration from the University of New Haven.

John Dieser, *Head Grower*

John has been involved with the medical cannabis industry since its earliest days in Colorado starting in 2010. He started out in Denver with Medicine Man, and eventually worked his way to becoming the head grower. Since the industry was still in its infancy at the time, John was tasked with developing many of the SOPs that are still used today in all areas of cultivation, including drying, curing, flowering, harvesting, trimming.

¹ Although Paul Oxford's title is "Director of Security", he serves at the pleasure of the Chief Executive Officer and the Board of Directors. As such, he: (i) will not have any direct or indirect control over MassMedicum or its operations, as defined in 935 CMR 500.002; (ii) will not have the ability to execute contracts on behalf of MassMedicum; (iii) will not have the right to control or authority to make decisions on behalf of MassMedicum, including regarding operations and strategic planning, capital allocations, acquisitions and divestments, or major marketing, production or financial decisions, or appointment or removal of directors or officers; and (iv) will not have any relevant managerial, operational, or financial interest in the business of MassMedicum that enables Paul Oxford to exercise a significant influence over the management, operations or finances, of MassMedicum or its operations.

During his time in Colorado, he was involved in the earliest days of inventory tracking, which was still in development by the state. He was one of the first growers to implement a METRC (Medical Enforcement Tracking Reporting Compliance) system, and then later implemented BioTrack, a more robust system in addition to METRC. These systems are now the gold standard throughout the country, and John has been involved since the very beginning in ensuring that medical cannabis companies remain compliant in this highly regulated industry.

After his time in Colorado, John looked to take the skills and expertise he developed to new markets that were starting throughout the rest of the United States. He accepted a job at Ataraxia in Albion, Illinois, a cultivation center in Illinois' then nascent Pilot Program. While at Ataraxia, John implemented BioTrack and METRC in their 50,000 square foot facility, and for the two years he was there he had no deficiencies with state regulators

After working at Ataraxia, John took on a new role with the company in where he began overseeing cultivation centers in new states. He was first sent to a cultivation center in Maryland where he brought in new employees and implemented his proprietary SOPs and inventory tracking expertise. He also oversaw a cultivation center in Nevada, in addition to his duties overseeing the facility in Illinois. In total, John has overseen over 300,000 square feet of canopy space throughout the country and has maintained a record of zero deficiencies from state agencies.

THE PROPOSED FACILITY

MassMedicum's cultivation and product manufacturing marijuana establishment is proposed to be located at 1 Mear Road in Holbrook, which is currently used as a MassMedicum medical marijuana cultivation. The property features an existing 114,000 square foot building that MassMedicum will renovate for its adult use cultivation and product manufacturing operations. There is on-site parking available for staff and customers. The location is ideal for a cultivation and product manufacturing business.

Retail facilities will also be located in Malden, Taunton and Amherst.

The currently existing Holbrook building is shown below:



OPERATIONS

All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

MassMedicum will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees, authorized visitors and the local community.

MassMedicum's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Holbrook, Malden, Taunton and Amherst Police Departments. These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only MassMedicum's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and MassMedicum will maintain a current list of individuals with access. On-site consumption of marijuana by MassMedicum's employees and visitors will be prohibited. MassMedicum will have security personnel on-site during business hours. Additional information on MassMedicum's security plan is available in the Security Plan document included with this submission.

ENERGY AND WATER CONSERVATION

As required by the Commission's regulations, MassMedicum will develop policies and procedures for energy efficiency and conservation that will include:

1. 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;
2. 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;

3. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

MassMedicum's proposed facility in Holbrook will be for cultivation and product manufacturing only. MassMedicum's Malden, Taunton and Amherst facilities will be used for exclusively retail. Lighting and HVAC will utilize energy efficient technologies, including LED-lighting and Energy-Star appliances. Restroom and handwashing facilities will implement low water appliances. MassMedicum will also implement a strict recycling program and will seek to utilize recyclable packaging for all products.

BENEFITS TO THE MUNICIPALITY

MassMedicum looks forward to working cooperatively with Holbrook, Malden, Taunton and Amherst to ensure that MassMedicum operates as a responsible, contributing member of the community. MassMedicum anticipates establishing a mutually beneficial relationship with Holbrook, Malden, Taunton and Amherst in exchange for permitting MassMedicum to site and operate. Holbrook, Malden, Taunton and Amherst stand to benefit in various ways, including but not limited to the following:

- Jobs for Local Residents: The cultivation and product manufacturing facility will add full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits: A Host Community Agreement with significant monetary donations will provide additional financial benefits beyond local property taxes. MassMedicum will propose paying Holbrook, Malden, Taunton, and Amherst the maximum community impact fee allowable under state law equaling three percent (3%) of gross revenues derived from sales at each location in addition to the three percent (3%) local option sales tax allowable under state law.
- Economic Development: MassMedicum's renovation of the real estate and building at the location will revitalize this area and contribute to the overall economic development of the local community.
- Access to Safe, Medical-Grade Product: MassMedicum will allow qualified consumers 21 years of age and older in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
- Partnering with a Responsible Company: MassMedicum is comprised of experienced operators and professionals who have already been thoroughly vetted by the Medical Use of Marijuana Program.

JOBS FOR LOCAL RESIDENTS

In addition to the state-level requirements included in MassMedicum's Plan for Positive Impact and Diversity Plan, MassMedicum will prioritize the hiring of Holbrook, Malden, Taunton and Amherst residents. MassMedicum will rely on local legal, architectural, engineering, and construction groups to provide assistance throughout local permitting processes. Unless a qualified individual cannot be recruited from Holbrook, Malden, Taunton and Amherst (and surrounding towns and cities), staffing will rely exclusively on the local citizenry.

MassMedicum will use best efforts to ensure that, by the end of the first year of operation, at least 30% of the employees working at its facilities will be Holbrook, Malden, Taunton and Amherst residents. MassMedicum has developed specific programs to effectuate its stated goals to hire residents. Such programs will include the following:

- Instituting a preferential hiring program for residents, which will include ongoing outreach at career fairs (at least once annually) and posting available positions in the local newspaper and such other appropriate publications and mediums to attract residents; and
- Conducting at least one industry-specific educational seminar annually on marijuana cultivation and product manufacturing and marijuana business management for residents.

MassMedicum's executive management team and Human Resources Manager will conduct an employment composition review annually to determine what percentage of its employees live in Holbrook, Malden, Taunton and Amherst.

Furthermore, in alignment with MassMedicum's Diversity Plan, MassMedicum will use best efforts to ensure that, by the end of the first year of operation, the diversity of MassMedicum's employees will match, if not exceed, the diversity of the Holbrook, Malden, Taunton and Amherst. MassMedicum's executive management team and Human Resources Manager will conduct an employment composition review annually to determine what percentage of its employees are minorities, women, veterans, people with disabilities, and people of diverse gender identities and sexual orientations. If the review reveals that the diversity of MassMedicum's employees does not reflect the diversity of Holbrook, Malden, Taunton and Amherst, MassMedicum will make a donation to local organizations that provide services and support to diverse populations.

MONETARY BENEFITS

MassMedicum plans to have a robust charitable giving program. The cannabis industry is well-positioned in Massachusetts, given the high state of demand in the Commonwealth and the limited number of licenses which are likely to be awarded. MassMedicum intends to return a substantial amount of its profits to worthy causes within the community. Thus far, MassMedicum will identify local nonprofit and charitable organizations to partner with.

ACCESS TO SAFE, MEDICAL-GRADE PRODUCT

MassMedicum will allow qualified consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.

MassMedicum's founder Dr. James Kurnick and a team of industry experts in food, pharmaceuticals and life sciences have gained extensive knowledge of cannabis sampling, testing and quality practices from across the country. Using this unparalleled knowledge, MassMedicum has created a cultivation environment and infrastructure and proprietary Quality Assurance program that is built into each step of our research, retail, cultivation, manufacturing and sampling and is ultimately verified by advanced testing. Our Quality Assurance program incorporates the most advanced science and technology from related regulated industries and applies them to cannabis. MassMedicum's retail customers can rely on the fact that their adult-use products are the safest in the nation.

As some customers prefer access to raw flower, the company will provide a range of Sativa, Indica, and Hybrid strains, including high-Cannabidiol ("CBD") strains. MassMedicum will develop a unique suite of High CBD: THC "Ratio" Products to address a spectrum of wellness needs. The company's emphasis on healthier, smoke-free administration methods will result in product lines utilizing extracted oils to create vapor, sublingual sprays, capsules, lozenges, salves and edibles.

PARTNERING WITH A RESPONSIBLE COMPANY

As an experienced marijuana business that has been thoroughly vetted by the Massachusetts Medical Use of Marijuana Program and is currently operating in the Commonwealth, MassMedicum is confident that will be a compliant and responsible partner for Holbrook, Malden, Taunton and Amherst. MassMedicum has the experience, financial backing and team expertise to operate a secure, compliant and successful cultivation and product manufacturing marijuana establishment.

CLOSING REMARKS

MassMedicum has the experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested medical grade cannabis and cannabis products. MassMedicum hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. MassMedicum's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both consumers and staff and will help deter and prevent diversion.

MassMedicum is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans and growth strategies. MassMedicum will leverage both its expertise and operational cultivation and product manufacturing facility to provide maximum value to customers and higher fee payments to Holbrook, Malden, Taunton and Amherst. MassMedicum looks forward to working cooperatively with Holbrook, Malden, Taunton and Amherst to help spread the benefits this market will yield.

PLAN FOR OBTAINING LIABILITY INSURANCE

MassMedicum Corp. (“MassMedicum”) will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. MassMedicum will consider additional coverage based on availability and cost-benefit analysis.

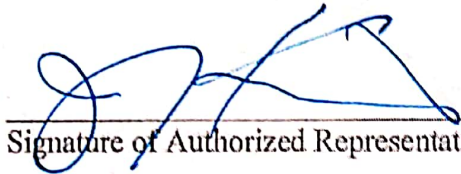
If adequate coverage is unavailable at a reasonable rate, MassMedicum will place in escrow at least \$250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. MassMedicum will keep reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

Host Community Agreement Certification Form

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

Applicant

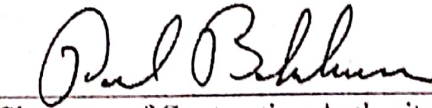
I, JAMES T. KURNICK, (insert name) certify as an authorized representative of MASSMEDICUM CORP (insert name of applicant) that the applicant has executed a host community agreement with AMHERST (insert name of host community) pursuant to G.L.c. 94G § 3(d) on SEPTEMBER 16, 2019 (insert date).



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 Town Of Amherst (insert name of host community) to certify that the applicant and Town Of Amherst (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on SEPTEMBER 16, 2019 (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, James T. Kurnick, (*insert name*) attest as an authorized representative of MassMedicum Corp. (*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 July 11, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on July 1, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on July 2, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on July 1, 2019 (*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.

VALLEY ADVOCATE COM

309

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

Received for
Dept of Health
Julie Fahn
7.2.19
Health Director

RECEIVED JUL 02 2019

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Planning Board

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

RECEIVED JUL 02 2019

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

*Zoning Board of
Appeals*

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.



Town Manager

*Vicente Sederberg
617-934-2121*

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.



Economic
Development
Department

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

med

JUL - 2 2019

Town Council

7018 0360 0000 3442 7894

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

For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee \$

Extra Services & Fees (check box, add fee as appropriate)

<input type="checkbox"/> Return Receipt (hardcopy)	\$
<input type="checkbox"/> Return Receipt (electronic)	\$
<input type="checkbox"/> Certified Mail Restricted Delivery	\$
<input type="checkbox"/> Adult Signature Required	\$
<input type="checkbox"/> Adult Signature Restricted Delivery	\$

Postage \$

Total Pc \$

Sent To

Street a

City, Sta

WESTFIELD, MA 01083

MA 02205
JUL 1 2019
Postmark Here
FORT POINT STA BOSTON

**NOTICE OF COMMUNITY OUTREACH MEETING
MASSMEDICUM CORP.**

Notice is hereby given that MassMedicum Corp. will hold a Community Outreach Meeting on July 11, 2019 at the Courtyard by Marriott, 423 Russell Street, Hadley, MA 01035 at 5:30 PM to discuss the proposed siting of an Adult Use Retail Establishment at 85 University Drive, Amherst, MA 01002 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

Plan to Remain Compliant with Local Bylaws and Regulations

MassMedicum Corp. (MassMedicum) will remain compliant, at all times, with the local bylaws, regulations, and codes applicable to MassMedicum's proposed Marijuana Retailer Establishment located in the Town of Amherst.

In accordance with the Zoning Bylaw, MassMedicum's proposed Marijuana Retailer Establishment is located at 85 University Drive in Amherst's Limited Business (B-L) Zoning District, which is designated for retail marijuana establishments.

In accordance with the Zoning Bylaw, the property is not located within five hundred (500) feet of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12. The property is also not located within, on the same lot as, or on a lot immediately adjacent to a licensed pharmacy or within buildings that contain any pharmacy, medical doctor offices or the offices of any other professional practitioner authorized to prescribe the use of medical marijuana. Additionally, the property is not within three hundred (300) feet of a building:

- a. Containing another Marijuana Establishment;
- b. In which children commonly congregate in an organized ongoing formal basis that is not a K-12 school;
- c. Owned by and operated as part of the campus of any private or public institution of higher learning;
- d. Housing a public library; or Containing any residential use.

As required by Amherst's Zoning Bylaw, MassMedicum will apply for a Special Permit and Site Plan Approval from the Zoning Board of Appeals. The Special Permit is non-transferable and will have a term limited to the duration of MassMedicum's ownership or leasing of the premises as a Marijuana Establishment. In accordance with Section 10.37 of Amherst's Zoning Bylaw, the Special Permit will also lapse within two years of the date it is filed with the Town Clerk by the Special Permit Granting Authority unless it has been both recorded at the Registry of Deeds and substantial construction or use thereunder has commenced within this period.

MassMedicum will apply for a Building Permit from the Town of Amherst Inspectional Services Department prior to commencing construction, as well as obtain a Certificate of Occupancy prior to commencing operations. MassMedicum will also apply for any other local permits and approvals required to operate a Marijuana Retailer at the proposed location. MassMedicum will comply with all conditions and standards set forth in any local permit or approval.

MassMedicum has already attended several meetings with various municipal officials and boards to discuss MassMedicum's plans for a proposed Marijuana Retailer and has executed a Host Community Agreement with Amherst. MassMedicum will continue to work cooperatively with various municipal departments, boards, and officials to ensure that MassMedicum's Marijuana Retailer remains compliant with all local bylaws, regulations, rules, and codes with respect to design, construction, operation, and security.

D

The Commonwealth of Massachusetts

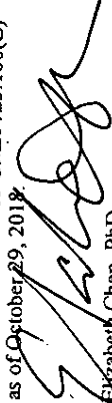
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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 1

MassMedicum Corp. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of October 29, 2018.


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

- (1) Exact name of the non-profit: MassMedicum Corp.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
MassMedicum Corp.
- (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:

MassMedicum Corp.

ARTICLE II

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

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

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	100,000			

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.

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:

Shares of Common Stock may not be transferred except by unanimous consent of the holders of Common Stock.

ARTICLE VI

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

See Article VI Continuations Sheet

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

ARTICLE VI: CONTINUATION SHEET

1. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
2. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
3. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
4. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Any action that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.
5. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the Bylaws requires action by the shareholders.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
One Mear Road, Holbrook, MA 02343
- b. The name of its initial registered agent at its registered office:
Jack M. Swig
- 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: Brian McKernan

Treasurer: Joe Lillis

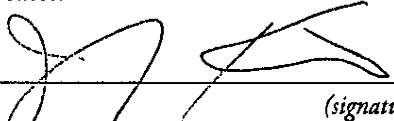
Secretary: Jack M. Swig

Director(s): James T. Kurnick, Jack M. Swig, Dean Manheimer, Gary Magnant

- d. The fiscal year end of the corporation:
December
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
- f. The street address of the principal office of the corporation:
One Mear Road, Holbrook, MA 02343
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

One Mear Road, Holbrook, MA 02343, 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 25th day of October, 2018

1143

COMMONWEALTH OF MASSACHUSETTS

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

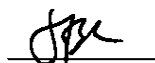
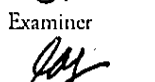
1320621

**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 \$~~175~~ having been paid, said articles are deemed to have been filed with me this 20th day of November 18, at _____ a.m./p.m.
 time

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


 WILLIAM FRANCIS GALVIN
 Secretary of the Commonwealth


 Examiner

 Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
 Contact Information:

C

M

Philip C. Silverman

Vicente Sederberg LLC

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

Telephone: 617-934-2121

Email: philsilverman@vicentesederberg.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.

SECRETARY OF THE
 COMMONWEALTH
 2018 NOV 20 PM 3:09
 OFFICE OF THE SECRETARY



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: MASSMEDICUM CORP.

2. Current registered office address:

Name: JACK M. SWIG
 No. and Street: ONE MEAR RD.
 City or Town: HOLBROOK State: MA Zip: 02343 Country: USA

3. The following supplemental information has changed:

☒ *Names and street addresses of the directors, president, treasurer, secretary*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JAMES T. KURNICK	ONE MEAR RD. HOLBROOK, MA 02343 USA
TREASURER	JACK M. SWIG	ONE MEAR RD. HOLBROOK, MA 02343 USA
SECRETARY	JACK M. SWIG	ONE MEAR RD. HOLBROOK, MA 02343 USA
DIRECTOR	JACK M. SWIG	ONE MEAR RD. HOLBROOK, MA 02343 USA
DIRECTOR	JAMES T. KURNICK	ONE MEAR RD. HOLBROOK, MA 02343 USA
DIRECTOR	GARY MAGNANT	ONE MEAR RD. HOLBROOK, MA 02343 USA

___ Fiscal year end:
 December

___ Type of business in which the corporation intends to engage:

REGISTERED MEDICAL MARIJUANA DISPENSARY

___ Principal office address:

No. and Street: ONE MEAR ROAD
 City or Town: HOLBROOK State: MA Zip: 02343 Country: USA

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

No. and Street: ONE MEAR ROAD

City or Town: HOLBROOK State: MA Zip: 02343 Country: USA

which is

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

**Signed by JAMES T. KURNICK , its PRESIDENT
on this 10 Day of October, 2019**

© 2001 - 2019 Commonwealth of Massachusetts
All Rights Reserved

THE COMMONWEALTH OF MASSACHUSETTS

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

October 10, 2019 12:44 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**BYLAWS
OF
MASSMEDICUM CORP.**

BYLAWS OF MASSMEDICUM CORP.

ARTICLE I: GENERAL

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

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

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

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

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

ARTICLE II: SHAREHOLDERS

Section 1.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 1.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

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

Section 1.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the Corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary of the Corporation, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 1.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

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

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

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

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

Section 1.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

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

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

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

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

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

Section 1.06 *Reserved*

Section 1.07 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the Board of Directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the Board.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

Section 1.08 Quorum of and Action by Shareholders. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the

matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one or more classes or series that are entitled, by law or the Articles of Entity Conversion, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than 120 days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 1.09 *Reserved*

Section 1.10 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

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

Section 1.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 1.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 1.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to Chapter 156D, § 7.22.

Section 1.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III: DIRECTORS

Section 1.15 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be four (4) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be:

- (a) James T. Kurnick;

- (b) Jack M. Swig;
- (c) Dean Manheimer; and
- (d) Gary Magnant

Section 1.16 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws.

Section 1.17 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 1.18 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, from the death, resignation, disqualification or removal of a Director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or/ solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 1.19 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

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

Section 1.20 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 1.21 Meetings of Directors.

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

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the

notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

Section 1.22 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 1.23 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 1.24 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 1.25 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the

Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 1.26 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

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

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

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

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

ARTICLE IV: OFFICERS

Section 1.27 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Executive Officer, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated

to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

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

Section 1.28 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

Section 1.29 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.30 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 1.31 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

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

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 1.32 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

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

Section 1.33 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 1.34 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 1.35 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation an affidavit of loss and a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

Section 1.36 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any

other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 1.37 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 1.38 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII: MISCELLANEOUS

Section 1.39 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or promissory notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 1.40 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 1.41 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 1.42 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a Board meeting, quorum requirements for such Board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

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

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.

(b) Relocate the principal office or designate alternative principal offices or regional offices.

(c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a Board meeting cannot be given in a manner prescribed by these Bylaws.

(d) Deem that one (1) or more officers present at a Board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 1.43 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

Section 1.44 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER THE OFFICERS, DIRECTORS, NOR ATTORNEYS FOR CORPOATION, HAVE MADE OR SHALL MAKE ANY REPRESENTATION TO THE CONTRARY WHILE SUCH SALE REMAINS ILLEGAL.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 1.45 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

Section 1.46 Amendment by Directors. Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

[SIGNATURE PAGE TO FOLLOW]

**CERTIFICATE OF SECRETARY
OF
MASSMEDICUM CORP.**

The undersigned, Jack M. Swig, hereby certifies that he is the duly elected and acting Secretary of MassMedicum Corp., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of OCTOBER 25, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 25th day of OCTOBER, 2018.

MASSMEDICUM CORP.

By: _____

Name: Jack M. Swig

Title: Secretary

Jack M. Swig



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

mass.gov/dor

Letter ID: L2009151360
Notice Date: October 30, 2019
Case ID: 0-000-741-296



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MASSMEDICUM CORP
58 POST ISLAND RD
QUINCY MA 02169-2614

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 19, 2019

To Whom It May Concern :

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

MASSMEDICUM CORP.

is a domestic corporation organized on **November 20, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19090416370

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

Processed by:

DIVERSITY PLAN

Overview

MassMedicum Corp. (“MassMedicum”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who identify as LGBTQ+.

To support such populations, MassMedicum has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in MassMedicum’s operations.

Goals

In order for MassMedicum to promote equity for the above-listed groups in its operations, MassMedicum has established the following goal:

- Increasing the number of individuals falling into the above-listed demographics working at MassMedicum and ensuring that at least 25% of MassMedicum’s agents are from the above-listed populations. More specifically, the goal for employment composition will be:
 - At least 5% of staff comprised of Minorities;
 - At least 5% of staff comprised of Women;
 - At least 5% of staff comprised of Veterans;
 - At least 5% of staff comprised of Disabled Individuals; and
 - At least 5% of staff comprised of individuals who identify as LGBTQ+. ¹

Programs

MassMedicum has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

- Work force diversity initiatives, which include the biannual distribution of interoffice newsletters to encourage the recruitment of members of the diverse populations;
- Advertising employment opportunities (as they become available, but no less than once annually) in diverse publications, job boards, or other media (such as The Rainbow Times, Amherst Bulletin, Daily Hampshire Gazette, and diversityjobs.com).
- Hosting at least one (1) career fair annually in Amherst and Taunton, with a focus on interviewing members of the diverse populations;

Measurements

The Human Resources Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure MassMedicum continues to meet its commitments. Such

¹ The above goals and percentages were provided at the Commission’s request. Any documentation evidencing such hiring goals will be collected in accordance with applicable employment law standards. These percentages are intended to represent MassMedicum’s efforts for hiring a diverse workforce; however, MassMedicum is limited in its ability to confirm the ultimate percentages of these demographics in its workforce due to applicable employment and labor laws.

measurable outcomes, in accordance with MassMedicum's goals and programs described above, include:

- Conducting employment composition reviews to determine what percentage of employees identify as being from the above-listed groups, and to determine whether the employment composition consists of at least 5% minorities, 5% women, 5% veterans, 5% disabled individuals, and 5% LGBTQ+;
- Recording the number of job postings, as they become available, but no less than once annually, advertised in diverse publications, job boards, or other media (such as The Rainbow Times, Amherst Bulletin, Daily Hampshire Gazette, and diversityjobs.com); and
- Documenting the hosting of at least one career fair annually in Amherst and Taunton to recruit qualified minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+.

Beginning upon receipt of MassMedicum's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, MassMedicum will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Human Resources Manager will review and evaluate MassMedicum's measurable outcomes no less than twice annually to ensure that MassMedicum is meeting its commitments. MassMedicum is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

- MassMedicum will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by MassMedicum will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

MAINTAINING OF FINANCIAL RECORDS

MassMedicum Corp.'s ("MassMedicum") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the MassMedicum.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
 - If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:

- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
- Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
- Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - MassMedicum shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.]

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

MassMedicum Corp. (“MassMedicum”) will securely maintain personnel records, including registration status and background check records. MassMedicum will keep, at a minimum, the following personnel records:

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

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with MassMedicum and will include, at a minimum, the following:

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

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

After-Hours Contact Information

Jack Swig
508-878-5817

Business Hours (Subject to Approval by the Special Permit Granting Authority)

Monday: 10:00 AM- 8:00 PM
Tuesday: 10:00 AM- 8:00 PM
Wednesday: 10:00 AM- 8:00 PM
Thursday: 10:00 AM- 8:00 PM

Friday: 10:00 AM- 8:00 PM
Saturday: 10:00 AM- 8:00 PM
Sunday: 10:00 AM- 8:00 PM

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for MassMedicum will undergo a detailed background investigation prior to being granted access to a MassMedicum facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for MassMedicum pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, MassMedicum will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, MassMedicum will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, MassMedicum will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;

- vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by MassMedicum or the Commission.

Personnel Policies and Training

As outlined in MassMedicum's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All MassMedicum agents are required to complete training as detailed in MassMedicum's Qualifications and Training plan which includes but is not limited to the MassMedicum's strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

MassMedicum will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to MassMedicum operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

QUALIFICATIONS AND TRAINING

MassMedicum, Corp. (“MassMedicum”) will ensure that all employees hired to work at a MassMedicum facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

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

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

Training

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

All of MassMedicum’s current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a “Responsible Vendor”. Once MassMedicum is designated a “Responsible Vendor”, all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Response Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a “Responsible Vendor”.

MassMedicum will also encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. MassMedicum’s records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

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

1. Marijuana's effect on the human body, including:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing signs of impairment
2. Diversion prevention and prevention of sales to minors, including best practices;
3. Compliance with all tracking requirements;
4. Acceptable forms of identification, including:
 - How to check identification;
 - Spotting false identification;
 - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission; and
 - Common mistakes made in verification
5. Other key state laws and rules affecting Owners, managers, and employees, including:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability;
 - License sanctions;
 - Waste disposal;
 - Health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale;
 - Conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records;
 - Privacy issues; and
 - Prohibited purchases and practices.

QUALITY CONTROL AND TESTING

Quality Control

MassMedicum Corp. (“MassMedicum”) will comply with the following sanitary requirements:

1. Any MassMedicum agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any MassMedicum agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. MassMedicum’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in MassMedicum’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. MassMedicum’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. MassMedicum will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. MassMedicum’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. MassMedicum’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. MassMedicum’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. MassMedicum will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. MassMedicum acknowledges and understands that the Commission may require MassMedicum to demonstrate the intended and actual use of any toxic items found on MassMedicum’s premises;

11. MassMedicum will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet MassMedicum's needs;
12. MassMedicum's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. MassMedicum will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. MassMedicum will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. MassMedicum will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

MassMedicum's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

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

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

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Testing

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

Any Independent Testing Laboratory relied upon by MassMedicum for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101:

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

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

MassMedicum's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. MassMedicum acknowledges and understands that the Commission may require additional testing.

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

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

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of MassMedicum's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to

MassMedicum for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

RECORDKEEPING PROCEDURES

General Overview

MassMedicum Corp. (“MassMedicum”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of MassMedicum documents. Records will be stored at MassMedicum in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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

- **Corporate Records**

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

- Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
- Third-Party Laboratory Contracts
- Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
- Corporate Governance:
 - Annual Report
 - Secretary of Commonwealth Filings

- **Business Records**

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

- Assets and liabilities;
- Monetary transactions;

- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the MassMedicum.
- Personnel Records

At a minimum, Personnel Records will include:

 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with MassMedicum and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with [M.G.L c. 6 § 172, 935 CMR 500.029: Registration of Independent Testing Laboratory Agents], 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - MassMedicum will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - MassMedicum will use seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the

requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Sales Records for Marijuana Retailer

- MassMedicum will maintain records that it has performed a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.

- Incident Reporting Records

- Within ten (10) calendar days, MassMedicum will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident .
- All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by MassMedicum for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within MassMedicum's jurisdiction on request.

- Visitor Records

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

- Waste Disposal Records

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

- Security Records

- A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
- Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.

- Recordings shall not be destroyed or altered and shall be retained as long as necessary if MassMedicum is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - MassMedicum will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records
 - Records that the MassMedicum's vehicle is properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - MassMedicum shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event MassMedicum closes, all records will be kept for at least two (2) years at MassMedicum's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, MassMedicum will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

Policies and Procedures related to MassMedicum's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:

 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of MassMedicum's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to MassMedicum operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of MassMedicum, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on MassMedicum's website.
- Policies and procedures for the handling of cash on MassMedicum premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- License Renewal Records

- MassMedicum shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.]

Record-Retention

MassMedicum will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

MassMedicum Corp.'s ("MassMedicum") facility will only be accessible to individuals and visitors 21 years of age or older with a verified and valid government-issued photo ID, or, if co-located with an MTC, Registered Qualifying Patients with the Medical Use of Marijuana Program in possession of a medical registration card. In compliance with 935 CMR 500.002 and 500.030, all of MassMedicum's employees, registered agents and visitors must be 21 years of age or older. Upon entry into the premises of the marijuana establishment by an individual, a MassMedicum agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).

In the event MassMedicum discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). MassMedicum will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), MassMedicum will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. MassMedicum will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. MassMedicum will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **"For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly."** Pursuant to 935 CMR 500.105(6)(b), MassMedicum packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. MassMedicum's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

MassMedicum Corp. (“MassMedicum”) has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 502.000.

Prior to the point of sale or at the point of sale, MassMedicum will designate whether marijuana and/or Marijuana Products are intended for sale for adult use or medical use through the SOR. All marijuana and Marijuana Products will be transferred to the appropriate license within the Seed-to-Sale SOR prior to sale. After the point of sale, MassMedicum will reconcile that inventory in the SOR.

In compliance with 935 CMR 502.140, MassMedicum will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of MassMedicum’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, MassMedicum will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, MassMedicum will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, MassMedicum will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at MassMedicum’s retailer or easily accessible at another MassMedicum location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. MassMedicum will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months.

In addition to virtual separation, MassMedicum will provide for physical separation between the medical and adult use sales areas. A temporary or semi-permanent physical barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue. MassMedicum’s agents will prioritize patient and caregiver identification verification and physical entry into the retail area.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. A registered patient/caregiver 21

years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue, so long as the transaction can be recorded in accordance with 935 CMR 501.105.

MassMedicum will also provide an enclosed patient consultation area that is separate from the sales floor to allow privacy and for confidential visual and auditory consultation. The patient consultation area will have signage stating, "Consultation Area" and will be accessible by patients and caregivers without having to traverse a Limited Access area.

MassMedicum will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

OVERVIEW

MassMedicum Corp. (“MassMedicum”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Massachusetts Cannabis Control Commission (the “Commission”) has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, MassMedicum has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact past or present residents of the City of Taunton, one of the municipalities in which MassMedicum has received a Provisional Certificate of Registration from the Commission’s Medical Use of Marijuana Program to operate a retail Medical Marijuana Treatment Center.

GOALS

In order for MassMedicum to positively impact Taunton residents, MassMedicum has established the following goals:

1. Ensuring that at least 10% of Taunton dispensary staff members are from Taunton by providing regular staffing audits of employees hired, retained, and promoted who are past or present residents of Taunton;
2. Reducing barriers to entry in the commercial adult-use cannabis industry; and
3. Providing business assets towards endeavors in Taunton that will have a positive impact on the members of these communities.

PROGRAMS

MassMedicum has developed specific programs to effectuate its stated goals to positively impact Taunton. Such programs will include the following:

1. Instituting a preferential hiring program for Taunton residents, which will include ongoing outreach at Taunton-based career fairs (at least once annually in each location) and posting available positions in the Taunton Daily Gazette, the Daily Hampshire Gazette, and other such appropriate publications and mediums to attract residents;

2. Conducting at least one industry-specific educational seminar annually on marijuana retailing and marijuana business management for Taunton residents; and
3. Holding quarterly in-store donation drives, including direct giving and ongoing food and clothing drives for residents of Taunton.
4. Providing a monetary donation of at least seventeen thousand five hundred dollars (\$17,500.00) at least once annually to Taunton Police Department with goals to improve Taunton that will have a positive impact on members of the Taunton community by providing funding for substance abuse and outreach.
5. Providing a monetary donation of at least seventeen thousand five hundred dollars (\$17,500.00) at least once annually to Old Colony YMCA - Taunton with goals to improve Taunton that will have a positive impact on members of the Taunton community.

MEASUREMENTS

The Director of Community Outreach will administer the Plan and will be responsible for developing measurable outcomes to ensure MassMedicum continues to meet its commitments. Such measurable outcomes, in accordance with MassMedicum's goals and programs described above, include:

- Ensuring that at least 10% of Taunton dispensary staff members are from Taunton by providing regular staffing audits of employees hired, retained, and promoted who are past or present residents of Taunton;
- Documenting each Taunton-based career fair attended and the job opening advertisements posted in the Taunton Daily Gazette, the Daily Hampshire Gazette, and other publications and mediums as well as documenting the number of Taunton residents interviewed and hired as a result of these hiring initiatives;
- Documenting the number and subject matter of industry-specific educational seminars offered and performed, and the number of Taunton residents that attended;
- Documenting each in-store donation drive, including the date of each donation, the items donated, and the individual or entity to whom the donations were made; and
- Documenting each monetary donation made annually to the Taunton Police Department and to the Old Colony YMCA – Taunton, including the date of each donation and the amount donated.

Beginning upon receipt of MassMedicum's first Provisional License from the Commission to operate a Marijuana Establishment in the Commonwealth, MassMedicum will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Director of Community Outreach will review and evaluate MassMedicum's measurable outcomes no less than quarterly to ensure that MassMedicum is meeting its commitments. Such

evaluation will include a staffing analysis, which will include a comprehensive review of MassMedicum's personnel files. The staffing analysis will include the number of individuals from Taunton who were hired and retained for a period of no less than six months. MassMedicum is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

ACKNOWLEDGEMENTS

MassMedicum will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

As identified above, MassMedicum intends to donate to the Taunton Police Department and the Old Colony YMCA-Taunton and acknowledges that the Taunton Police Department and the Old Colony YMCA-Taunton have been contacted and will receive the donation described above. A letter confirming the proposed donation to the Old Colony YMCA-Taunton is included with this Plan, and MassMedicum is in the process of obtaining a donation confirmation letter from the Taunton Police Department.



**FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY**

September 24, 2019

To whom it may concern:

Since 1887, the Old Colony Y has provided programs and services designed to help people of all ages and abilities build healthy spirits, minds, and bodies. We offer a full range of recreational, educational and fitness programming and activities that stress positive values to enrich the individual, strengthen the family, and enhance the quality of life for all community members. Services provided at OCY include health and fitness programs, competitive sports, swimming instruction, leadership and character development training, childcare, after-school programs, mentoring, and comprehensive summer camping programs. In addition, we have operated a Social Service Branch since 1972, providing residential and community-based treatment, shelter and wraparound services for families experiencing homelessness and licensed mental health and substance abuse services.

A main component of our work in social services includes direct support for individuals, youth, and families suffering from addiction. Any charitable funds Old Colony Y may receive from companies, such as MassMedicum Corp., that grow or sell marijuana, will be restricted for the sole purpose of providing services and treatment to those affected by substance abuse. Funds contributed by MassMedicum Corp. will be earmarked for use within the Taunton branch.

Sincerely,

Vincent J. Marturano
President & CEO
Old Colony YMCA



CITY OF TAUNTON POLICE DEPARTMENT

CHIEF
EDWARD JAMES WALSH

23 SUMMER STREET
TAUNTON, MA 02780
(508) 821-1471
December 17, 2019

MassMedicum Corp.
One Mear Road
Holbrook, MA 02343

Dear MassMedicum Corp.:

Please allow this letter to confirm that the Taunton Police Department has been contacted by MassMedicum Corp. ("MassMedicum") regarding a partnership and intended annual monetary donations. MassMedicum initiated this contact and its proposal of making annual monetary donations, and its proposal is in no way requested or required by the City. MassMedicum communicated that its intention in proposing this program is to satisfy its obligations under Cannabis Control Commission regulations to present a plan to positively impact Areas of Disproportionate Impact of the war on drugs, and that Taunton was such a designated Area. MassMedicum has communicated that the purpose of the donations would be to fund substance abuse treatment programs and outreach. It is my understanding that this program would be entirely separate and distinct from any payments that MassMedicum is required to make as part of its Host Community Agreement.

Please allow this letter to confirm that in my view funding of substance abuse treatment and outreach programs would have a positive impact. Obviously, the extent of that impact will depend on the amount of funding and the particulars of the program. I am advised that donations to a municipality will have to be approved by the Municipal Council. Similarly, the parameters of the proposed programs and outreach will have to be determined and approved, I assume, by the Mayor and Municipal Council. Subject to the above limitations, I am of the opinion that funding for treatment and outreach would have a positive impact on the community are dependent on this determination so we are looking for an answer as expeditiously as possible.

If I can be of any further assistance, feel free to contact me at 508-821-1471 or via email at chief@tauntonpd.com.

Respectfully,

Edward James Walsh, Esq.
Chief of Police