# Massachusetts Cannabis Control Commission

## Marijuana Cultivator

General Information:

**License Number:** MC281343

**Original Issued Date:** 05/20/2019

**Issued Date:** 05/08/2020

**Expiration Date:** 05/20/2021

## ABOUT THE MARIJUANA ESTABLISHMENT

**Business Legal Name:** Mayflower Medicinals, Inc.

**Phone Number:** 508-356-6600 **Email Address:** Andy.Plante@ianthuscapital.com

**Business Address 1:** 33 Union St. **Business Address 2:** Suite 2

**Business City:** Boston **Business State:** MA **Business Zip Code:** 02108

**Mailing Address 1:** 33 Union St. **Mailing Address 2:** Suite 2

**Mailing City:** Boston **Mailing State:** MA **Mailing Zip Code:** 02108

## 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:** RP201883

## RMD INFORMATION

**Name of RMD:** Mayflower Medicinals, Inc.

**Department of Public Health RMD Registration Number:** RMD425

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

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

**If no, describe the circumstances below:**

## PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

**Percentage Of Ownership:** **Percentage Of Control:** 33.3

**Role:** Director **Other Role:** Director on the 3-Member Board of Directors, CEO, COO,

President

**First Name:** John **Last Name:** Henderson **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, CFO, Treasurer

**First Name:** Hadley **Last Name:** Ford **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

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

**First Name:** Randy **Last Name:** Maslow **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:** iAnthus Capital Management, LLC **Entity DBA:** **DBA City:**

**Entity Description:** iAnthus Capital Management, LLC is a Delaware limited liability company.

**Foreign Subsidiary Narrative:** iAnthus Capital Management, LLC is a wholly owned subsidiary of iAnthus Capital Holdings, Inc., a publicly traded Canadian corporation.

**Entity Phone:** **Entity Email:** **Entity Website:**

**Entity Address 1:** **Entity Address 2:**

**Entity City:** **Entity State:** **Entity Zip Code:**

**Entity Mailing Address 1:** **Entity Mailing Address 2:**

**Entity Mailing City:** **Entity Mailing State:** **Entity Mailing Zip Code:**

**Relationship Description:** iAnthus Capital Management, LLC is the sole shareholder and capital contributor for Mayflower Medicinals, Inc.

Entity with Direct or Indirect Authority 2

**Percentage of Control:** 100 **Percentage of Ownership:** 100

**Entity Legal Name:** iAnthus Capital Holdings, Inc. **Entity DBA:** **DBA City:**

**Entity Description:** Publicly traded Canadian corporation

**Foreign Subsidiary Narrative:**

**Entity Phone:** **Entity Email:** **Entity Website:**

**Entity Address 1:** **Entity Address 2:**

**Entity City:** **Entity State:** **Entity Zip Code:**

**Entity Mailing Address 1:** **Entity Mailing Address 2:**

**Entity Mailing City:** **Entity Mailing State:** **Entity Mailing Zip Code:**

**Relationship Description:** iAnthus Capital Holdings, Inc. is the 100% Owner / Sole Member of iAnthus Capital Management, LLC.

## CLOSE ASSOCIATES AND MEMBERS

### Close Associates or Member 1

**First Name:** Andrew **Last Name:** Plante **Suffix:**

**Describe the nature of the relationship this person has with the Marijuana Establishment:** Mr. Plante is the Director of Security of Mayflower Medicinals, Inc.

### Close Associates or Member 2

**First Name:** Caleb **Last Name:** Johnson **Suffix:**

**Describe the nature of the relationship this person has with the Marijuana Establishment:** Mr. Johnson is the Director of Operations at Mayflower Medicinals, Inc.

### Close Associates or Member 3

**First Name:** Holly **Last Name:** Alberti **Suffix:**

**Describe the nature of the relationship this person has with the Marijuana Establishment:** Ms. Alberti is the Director of Sales and Marketing.

## CAPITAL RESOURCES - INDIVIDUALS

No records found

## CAPITAL RESOURCES - ENTITIES

### Entity Contributing Capital 1

**Entity Legal Name:** iAnthus Capital Management, LLC **Entity DBA:**

**Email:** info@ianthuscapital.com **Phone:** 646-518-9411

**Address 1:** 420 Lexington Avenue **Address 2:** Suite 414

**City:** New York **State:** NY **Zip Code:** 10170

**Types of Capital:** Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** $10907 **Percentage of Initial Capital:** 100

**Capital Attestation:** Yes

## BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

### Business Interest in Other State 1

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Citiva Medical, LLC **Entity DBA:**

**Entity Description:** Marijuana Cultivation, Production, and Dispensary Applicant

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

### Business Interest in Other State 2

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** iAnthus Empire Holdings, LLC | **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 505 5th Avenue | **Entity Address 2:** 23rd Floor

**Entity City:** New York | **Entity State:** NY | **Entity Zip Code:** 10017 | **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue | **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York | **Entity Mailing State:** NY | **Entity Mailing Zip Code:** 10017 | **Entity Mailing Country:** USA

Business Interest in Other State 3

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** FWR, Inc. | **Entity DBA:** Grassroots Vermont

**Entity Description:** Medical Cannabis Operator (Cultivator, Dispensary)

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 84 Lovers Lane | **Entity Address 2:**

**Entity City:** Brandon | **Entity State:** VT | **Entity Zip Code:** 05733 | **Entity Country:** USA

**Entity Mailing Address 1:** 84 Lovers Lane | **Entity Mailing Address 2:**

**Entity Mailing City:** Brandon | **Entity Mailing State:** VT | **Entity Mailing Zip Code:** 05733 | **Entity Mailing Country:** USA

Business Interest in Other State 4

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** PAKALOLO LLC | **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 87 Ruth Avenue | **Entity Address 2:**

**Entity City:** Rutland | **Entity State:** VT | **Entity Zip Code:** 05701 | **Entity Country:** USA

**Entity Mailing Address 1:** 87 Ruth Avenue | **Entity Mailing Address 2:**

**Entity Mailing City:** Rutland | **Entity Mailing State:** VT | **Entity Mailing Zip Code:** 05701 | **Entity Mailing Country:** USA

Business Interest in Other State 5

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital | **Owner Last Name:** | **Owner Suffix:**

Management, LLC

**Entity Legal Name:** Grassroots Vermont Management Services, LLC | **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 505 5th Avenue | **Entity Address 2:** 23rd Floor

**Entity City:** New York | **Entity State:** NY | **Entity Zip Code:** 10017 | **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue | **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York | **Entity Mailing State:** NY | **Entity Mailing Zip Code:** 10017 | **Entity Mailing Country:** USA

Business Interest in Other State 6

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** McCrory's Sunny Hill Nursery LLC | **Entity DBA:**

**Entity Description:** Medical Cannabis Operator (Cultivation/Dispensary)

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 515 North Flagler Drive | **Entity Address 2:** Suite 1700

**Entity City:** West Palm Beach | **Entity State:** FL | **Entity Zip Code:** 33401 | **Entity Country:** USA

**Entity Mailing Address 1:** PO Box 1897 | **Entity Mailing Address 2:**

**Entity Mailing City:** West Palm Beach | **Entity Mailing State:** FL | **Entity Mailing Zip Code:** 33402 | **Entity Mailing Country:** USA

Business Interest in Other State 7

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** GHHIA MANAGEMENT, INC | **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 | **Entity Email:** julius.kalcevich@ianthuscapital.com | **Entity Website:**

**Entity Address 1:** 515 North Flagler Drive | **Entity Address 2:** Suite 1700

**Entity City:** West Palm Beach | **Entity State:** FL | **Entity Zip Code:** 33401 | **Entity Country:** USA

**Entity Mailing Address 1:** 515 North Flagler Drive | **Entity Mailing Address 2:** Suite 1700

**Entity Mailing City:** West Palm Beach | **Entity Mailing State:** FL | **Entity Mailing Zip Code:** 33401 | **Entity Mailing Country:** USA

Business Interest in Other State 8

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC | **Owner Last Name:** | **Owner Suffix:**

**Entity Legal Name:** IANTHUS HOLDINGS FLORIDA, LLC | **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 9

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** GROWHEALTHY PROPERTIES, LLC **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 515 North Flagler Drive **Entity Address 2:** Suite 1700

**Entity City:** West Palm Beach **Entity State:** FL **Entity Zip Code:** 33401 **Entity Country:** USA

**Entity Mailing Address 1:** PO Box 1897 **Entity Mailing Address 2:**

**Entity Mailing City:** West Palm Beach **Entity Mailing State:** FL **Entity Mailing Zip Code:** 33402 **Entity Mailing Country:** USA

Business Interest in Other State 10

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Bellflower, LLC **Entity DBA:**

**Entity Description:** Marijuana Cultivation, Production and Dispensaries

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 11

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Bergamot Properties, LLC **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 **Entity Email:** **Entity Website:**

julius.kalcevich@ianthuscapital.com

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 12

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Scarlet Globemallow, LLC **Entity DBA:**

**Entity Description:** Management Company (Equipment / IP)

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 13

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Management, LLC **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Reynold Greenleaf & Associates, LLC **Entity DBA:**

**Entity Description:** Provides management and consulting services to R.Greenleaf & Organics, Inc.; Medzen Services, Inc.; Elemental Kitchen and Laboratories

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 3840 Masthead NE **Entity Address 2:**

**Entity City:** Albuquerque **Entity State:** NM **Entity Zip Code:** 87109 **Entity Country:** USA

**Entity Mailing Address 1:** 3840 Masthead NE **Entity Mailing Address 2:**

**Entity Mailing City:** Albuquerque **Entity Mailing State:** NM **Entity Mailing Zip Code:** 87109 **Entity Mailing Country:** USA

Business Interest in Other State 14

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** CGX Life Sciences Inc. **Entity DBA:**

**Entity Description:** Holding company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2360 Corporate Circle **Entity Address 2:** Suite 400

**Entity City:** Henderson **Entity State:** NV **Entity Zip Code:** 89074 **Entity Country:** USA

**Entity Mailing Address 1:** 2360 Corporate Circle **Entity Mailing Address 2:** Suite 400

**Entity Mailing City:** Henderson **Entity Mailing State:** NV **Entity Mailing Zip Code:** 89074 **Entity Mailing Country:** USA

Business Interest in Other State 15

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** CinG-X Corporation of America **Entity DBA:**

**Entity Description:** Marketing and sales

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2360 Corporate Circle **Entity Address 2:** Suite 400

**Entity City:** Henderson **Entity State:** NV **Entity Zip Code:** 89074 **Entity Country:** USA

**Entity Mailing Address 1:** 2360 Corporate Circle **Entity Mailing Address 2:** Suite 400

**Entity Mailing City:** Henderson **Entity Mailing State:** NV **Entity Mailing Zip Code:** 89074 **Entity Mailing Country:** USA

Business Interest in Other State 16

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** S8 Rental Services, LLC **Entity DBA:**

**Entity Description:** Provides management and consulting services to Health for Life, Inc.; Soothing Options, Inc.; The Healing Center Wellness, LLC; LMS Wellness Benefit; GreenMart of Maryland, LLC; Rosebud Organics, Inc.; Budding Rose, Inc.

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2901 North Central Avenue **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85012 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 17

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** S8 Industries, LLC **Entity DBA:**

**Entity Description:** Provides management and consulting services to Health for Life, Inc.; Soothing Options, Inc.; The Healing Center Wellness, LLC; LMS Wellness Benefit; GreenMart of Maryland, LLC; Rosebud Organics, Inc.; Budding Rose, Inc.

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 1818 East Coral Tree Drive **Entity Address 2:**

**Entity City:** Gilbert **Entity State:** AZ **Entity Zip Code:** 85234 **Entity Country:** USA

**Entity Mailing Address 1:** 1818 East Coral Tree Drive **Entity Mailing Address 2:**

**Entity Mailing City:** Gilbert **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85234 **Entity Mailing Country:** USA

Business Interest in Other State 18

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** S8 Management, LLC **Entity DBA:**

**Entity Description:** Provides management and consulting services to Health for Life, Inc.; Soothing Options, Inc.; The Healing Center Wellness, LLC; LMS Wellness Benefit; GreenMart of Maryland, LLC; Rosebud Organics, Inc.; Budding Rose, Inc.

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2901 North Central Avenue **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85012 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 19

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** S8 Transportation, LLC **Entity DBA:**

**Entity Description:** Provides management and consulting services to Health for Life, Inc.; Soothing Options, Inc.; The Healing Center Wellness, LLC; LMS Wellness Benefit; GreenMart of Maryland, LLC; Rosebud Organics, Inc.; Budding Rose, Inc.

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2901 North Central Avenue **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85012 **Entity Country:** USA

**Entity Mailing Address 1:** 2901 North Central Avenue **Entity Mailing Address 2:**

**Entity Mailing City:** Phoenix **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85012 **Entity Mailing Country:** USA

Business Interest in Other State 20

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Ambary, Inc. **Entity DBA:**

**Entity Description:** Marijuana consulting services

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2424 S 21st Street **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85034 **Entity Country:** USA

**Entity Mailing Address 1:** 2424 S 21st Street **Entity Mailing Address 2:**

**Entity Mailing City:** Phoenix **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85034 **Entity Mailing Country:** USA

Business Interest in Other State 21

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Tarmac Manufacturing, LLC **Entity DBA:**

**Entity Description:** Marijuana consulting

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2424 S 21st Street **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85034 **Entity Country:** USA

**Entity Mailing Address 1:** 2424 S 21st Street **Entity Mailing Address 2:**

**Entity Mailing City:** Phoenix **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85034 **Entity Mailing Country:** USA

Business Interest in Other State 22

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** Tower Management Holdings, LLC **Entity DBA:**

**Entity Description:** Marijuana consulting

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2424 S 21st Street **Entity Address 2:**

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85034 **Entity Country:** USA

**Entity Mailing Address 1:** 2424 S 21st Street **Entity Mailing Address 2:**

**Entity Mailing City:** Phoenix **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85034 **Entity Mailing Country:** USA

Business Interest in Other State 23

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** GreenMart of Nevada NLV, LLC **Entity DBA:**

**Entity Description:** Marijuana cultivation and processing

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 3800 Howard Hughes Parkway **Entity Address 2:** Suite 1200

**Entity City:** Las Vegas **Entity State:** NV **Entity Zip Code:** 85012 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 24

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** MPX Luxembourg **Entity DBA:**

**Entity Description:** Holding company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 18 rue Robert Stumper **Entity Address 2:**

**Entity City:** Luxembourg **Entity State:** Outside US **Entity Zip Code:** L2557 **Entity Country:** Grand Duchy of Luxembourg

**Entity Mailing Address 1:** 18 rue Robert Stumper **Entity Mailing Address 2:**

**Entity Mailing City:** Luxembourg **Entity Mailing State:** Outside US **Entity Mailing Zip Code:** L2557 **Entity Mailing Country:** Grand Duchy of Luxembourg

Business Interest in Other State 25

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** MPX New Jersey, LLC **Entity DBA:**

**Entity Description:** Medical marijuana treatment center

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 208 W STATE STREET **Entity Address 2:**

**Entity City:** Trenton **Entity State:** NJ **Entity Zip Code:** 08608 **Entity Country:** USA

**Entity Mailing Address 1:** 208 W STATE STREET **Entity Mailing Address 2:**

**Entity Mailing City:** Trenton **Entity Mailing State:** NJ **Entity Mailing Zip Code:** 08608 **Entity Mailing Country:** USA

Business Interest in Other State 26

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** MPX Bioceutical ULC **Entity DBA:**

**Entity Description:** Holding Company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 22 Adelaide Street West **Entity Address 2:** Suite 2740

**Entity City:** Toronto, Ontario **Entity State:** Outside US **Entity Zip Code:** M5H 4E3 **Entity Country:** Canada

**Entity Mailing Address 1:** 22 Adelaide Street West **Entity Mailing Address 2:** Suite 2740

**Entity Mailing City:** Toronto, Ontario **Entity Mailing State:** Outside US **Entity Mailing Zip Code:** M5H 4E3 **Entity Mailing Country:** Canada

Business Interest in Other State 27

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** iAnthus New Jersey, LLC **Entity DBA:** Hollistic Center

**Entity Description:** Holding company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 28

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** GTL Holdings, LLC **Entity DBA:**

**Entity Description:** Holding Company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 505 5th Avenue **Entity Address 2:** 23rd Floor

**Entity City:** New York **Entity State:** NY **Entity Zip Code:** 10017 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 29

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** IA CBD, LLC **Entity DBA:**

**Entity Description:** Health and wellness products

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 2 Bridge Avenue **Entity Address 2:** Building 1, 3rd Floor, Suite 131

**Entity City:** Red Bank **Entity State:** NJ **Entity Zip Code:** 07701 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 30

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** iA IT, LLC **Entity DBA:**

**Entity Description:** Applicant for Illinois adult use dispensing organization

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 208 S La Salle St **Entity Address 2:** Suite 814

**Entity City:** Chicago **Entity State:** IL **Entity Zip Code:** 60604 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

Business Interest in Other State 31

**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner

**Owner First Name:** iAnthus Capital Holdings, Inc. **Owner Last Name:** **Owner Suffix:**

**Entity Legal Name:** iAnthus Arizona, LLC **Entity DBA:**

**Entity Description:** Management Company

**Entity Phone:** 416-591-1525 **Entity Email:** julius.kalcevich@ianthuscapital.com **Entity Website:**

**Entity Address 1:** 3800 North Central Ave **Entity Address 2:** Suite 460

**Entity City:** Phoenix **Entity State:** AZ **Entity Zip Code:** 85012 **Entity Country:** USA

**Entity Mailing Address 1:** 505 5th Avenue **Entity Mailing Address 2:** 23rd Floor

**Entity Mailing City:** New York **Entity Mailing State:** NY **Entity Mailing Zip Code:** 10017 **Entity Mailing Country:** USA

## DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

**First Name:** John **Last Name:** Henderson **Suffix:**

**Marijuana Establishment Name:** Cannatech Medicinals, Inc. **Business Type:** Other

**Marijuana Establishment City:** Preparing to submit marijuana cultivator and product manufacturer license applications for facility in Fall River **Marijuana Establishment State:** MA

Individual 2

**First Name:** Randy **Last Name:** Maslow **Suffix:**

**Marijuana Establishment Name:** Cannatech Medicinals, Inc. **Business Type:** Other

**Marijuana Establishment City:** Preparing to submit marijuana cultivator and product manufacturer license applications for facility in Fall River **Marijuana Establishment State:** MA

## MARIJUANA ESTABLISHMENT PROPERTY DETAILS

**Establishment Address 1:** 89 October Hill Road

**Establishment Address 2:**

**Establishment City:** Holliston **Establishment Zip Code:** 01746

**Approximate square footage of the Establishment:** 36000 **How many abutters does this property have?:** 53

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

**Cultivation Tier:** Tier 02: 5,001 to 10,000 sq. ft. **Cultivation Environment:** Indoor

## FEE QUESTIONS

**Cultivation Tier:** Tier 02: 5,001 to 10,000 sq. ft. **Cultivation Environment:** Indoor

## HOST COMMUNITY INFORMATION

Host Community Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Plan to Remain Compliant with Local Zoning | Mayflower_LocalZoning.pdf | pdf | 5b97e7ea8d67cc394b81cfb8 | 09/11/2018 |

| | | | | |
|---|---|---|---|---|
| Certification of Host Community Agreement | Mayflower - Town of Holliston - HCA Certification Form.pdf | pdf | 5ba4518d6897246d10c9a922 | 09/20/2018 |
| Community Outreach Meeting Documentation | Mayflower_CommunityOutreach.pdf | pdf | 5ba4dbb2f081906304afdb4b | 09/21/2018 |

**Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.:** $81920

## PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Plan for Positive Impact | Mayflower_ADI_Final.pdf | pdf | 5c7d8d3bd7a931124ee04311 | 03/04/2019 |

## ADDITIONAL INFORMATION NOTIFICATION

**Notification:** I Understand

## INDIVIDUAL BACKGROUND INFORMATION

### Individual Background Information 1

**Role:** **Other Role:**

**First Name:** John **Last Name:** Henderson **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

### Individual Background Information 2

**Role:** **Other Role:**

**First Name:** Hadley **Last Name:** Ford **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

### Individual Background Information 3

**Role:** **Other Role:**

**First Name:** Randy **Last Name:** Maslow **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

### Individual Background Information 4

**Role:** **Other Role:**

**First Name:** Andrew **Last Name:** Plante **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

### Individual Background Information 5

**Role:** **Other Role:**

**First Name:** Caleb **Last Name:** Johnson **Suffix:**

**RMD Association:** RMD Manager

**Background Question:** no

Individual Background Information 6

**Role:** **Other Role:**

**First Name:** Holly **Last Name:** Alberti **Suffix:**

**RMD Association:** RMD Staff

**Background Question:** yes

## ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

**Role:** Other (specify) **Other Role:** Owner and Capital Contributor

**Entity Legal Name:** iAnthus Capital Management, LLC **Entity DBA:**

**Entity Description:** Owner and Capital Contributor

**Phone:** 416-591-1525 **Email:** info@ianthuscapital.com

**Primary Business Address 1:** 505 5th Avenue **Primary Business Address 2:** 23rd Floor

**Primary Business City:** New York **Primary Business State:** NY **Principal Business Zip Code:** 10017

**Additional Information:**

Entity Background Check Information 2

**Role:** Parent Company **Other Role:**

**Entity Legal Name:** iAnthus Capital Holdings, Inc. **Entity DBA:**

**Entity Description:** Ultimate Parent Company

**Phone:** 416-591-1525 **Email:** info@ianthuscapital.com

**Primary Business Address 1:** 505 5th Avenue **Primary Business Address 2:** 23rd Floor

**Primary Business City:** New York **Primary Business State:** NY **Principal Business Zip Code:** 10017

**Additional Information:**

## MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Bylaws | Mayflower_Bylaws.pdf | pdf | 5b9564a2aa953e3937b5b40f | 09/09/2018 |
| Secretary of Commonwealth - Certificate of Good Standing | Mayflower_GoodStandingSoS.pdf | pdf | 5b9564d837742339413954b6 | 09/09/2018 |
| Department of Revenue - Certificate of Good standing | Mayflower_GoodStandingDoR.pdf | pdf | 5b9564f38d67cc394b81cdd6 | 09/09/2018 |
| Articles of Organization | Mayflower_ArticlesofEntityConversion.pdf | pdf | 5b956518da72283955c61f64 | 09/09/2018 |

Certificates of Good Standing:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Department of Unemployment Assistance - Certificate of Good standing | Unemployment cert of good standing 01.14.2019..pdf | pdf | 5e56d06c813339048c3ff53e | 02/26/2020 |
| Secretary of Commonwealth - Certificate of Good Standing | Mayflower - Secretary of State - COGS.pdf | pdf | 5e5d2ff049038b46abf1c064 | 03/02/2020 |
| Department of Revenue - Certificate of Good standing | Mayflower - DOR COGS.pdf | pdf | 5e6ec5e4bddf0438d21d867b | 03/15/2020 |

**Massachusetts Business Identification Number:** 001339252

**Doing-Business-As Name:** Be

**DBA Registration City:**

## BUSINESS PLAN

Business Plan Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Plan for Liability Insurance | Mayflower - Liability Insurance.pdf | pdf | 5e597d4fd43df3043d4bc508 | 02/28/2020 |
| Business Plan | Mayflower - Business Plan.pdf | pdf | 5e6ecc3fb7c619391b8b5845 | 03/15/2020 |

## OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|---|---|---|---|---|
| Policies and Procedures for cultivating. | Mayflower - Cultivation Policies and Procedures.pdf | pdf | 5e597d7f81ae16046becc49e | 02/28/2020 |
| Restricting Access to age 21 and older | Mayflower - Plan for Restricting Access to Age 21 and Older.pdf | pdf | 5e59801664339304b09029b4 | 02/28/2020 |
| Security plan | Mayflower - Security Plan.pdf | pdf | 5e5980ad1c3b1d04a32b594b | 02/28/2020 |
| Prevention of diversion | Mayflower - Diversion.pdf | pdf | 5e5981497b9883042b3754de | 02/28/2020 |
| Storage of marijuana | Mayflower - Storage.pdf | pdf | 5e59818d81ae16046becc4cb | 02/28/2020 |
| Transportation of marijuana | Mayflower - Transportation.pdf | pdf | 5e5981a369dc9d0456dbc1cf | 02/28/2020 |
| Inventory procedures | Mayflower - Inventory.pdf | pdf | 5e59824b1c3b1d04a32b5965 | 02/28/2020 |
| Separating recreational from medical operations, if applicable | Mayflower - Separating Adult Use.pdf | pdf | 5e59827c813339048c3fff14 | 02/28/2020 |
| Quality control and testing | Mayflower - Quality Control and Testing.pdf | pdf | 5e5982defe55e40432f73b89 | 02/28/2020 |
| Personnel policies including background checks | Mayflower - Personnel.pdf | pdf | 5e5982f502a6e704535300f5 | 02/28/2020 |
| Record Keeping procedures | Mayflower - Recordkeeping.pdf | pdf | 5e59830a7b9883042b3754ee | 02/28/2020 |
| Maintaining of financial records | Mayflower - Financial Records.pdf | pdf | 5e598321d43df3043d4bc542 | 02/28/2020 |
| Qualifications and training | Mayflower - Qualifications and Training.pdf | pdf | 5e59833969dc9d0456dbc1db | 02/28/2020 |
| Diversity plan | Mayflower - Diversity.pdf | pdf | 5e59835afe55e40432f73b95 | 02/28/2020 |

## ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

## ADDITIONAL INFORMATION NOTIFICATION

Notifcation: I Understand

## COMPLIANCE WITH POSITIVE IMPACT PLAN

### Progress or Success Goal 1

Description of Progress or Success: Goal: Mayflower Medicinals, Inc. ("Mayflower") will institute a twelve-week paid fellowship program within its Holliston facility to offer on-the-job skills training to individuals who are past or present residents of the geographic "areas of disproportionate impact", are Social Equity Program participants, maintain marijuana-related convictions, or have parents or spouses with past marijuana related convictions. Mayflower sought to host at least 12 fellows over its first two years of operation, estimating that an average of two fellows would be on site at any given time.

Progress: Mayflower has made significant progress towards hiring its first cohort of fellowship program participants for 2020. Please see the enclosed application for the fellowship program that was made available at Mayflower's recent job fair in January 2020, posted on Mayflower's website (https://www.mayflowermedicinals.com/fellowship-program/) , and otherwise advertised via social media. Additional career events advertising the fellowship program are currently scheduled in Worcester on April 3, 2020, and in Boston on April 17, 2020, but Mayflower anticipates rescheduling such events due to the COVID-19 outbreak. Mayflower intends to hire three cohorts of fellows for Summer 2020, Fall 2021, and Spring 2022. Four fellows will be hired per cohort.

### Progress or Success Goal 2

Description of Progress or Success: Goals: Mayflower will partner with neighborhoods in areas of disproportionate impact to identify and develop gardens and green spaces within their communities. Mayflower intends to measure its progress through sustained management of a garden and green space within the local community through the duration of the program and number of community educational events held, with a goal of hosting three (3) annually.

Progress: Shortly after being awarded its Provisional License, Mayflower was informed by community members in the City of Boston that an opportunity existed to assist in beautifying an underutilized stretch of median along a street proximate to its existing Medical Marijuana Treatment Center. Working collaboratively with the City of Boston, former City Councilor Mark Ciommo, and other community members, Mayflower has entered into an agreement to fund the plantings and engage with a local group of volunteers to complete seasonal plantings at least three times per year. To achieve this goal:

> Mayflower consulted with an architect to design a landscaping plan. Please see the enclosed plan.

> Mayflower obtained a contract with the City of Boston for limited street improvement for two medians. Please see the enclosed contract.

> Mayflower engaged a professional landscape company from a Commission-designated Area of Disproportionate Impact to perform the landscaping work. Please see the enclosed quote.

> Mayflower entered into a partnership with Allston Village Main Streets to engage community volunteers to complete seasonal plantings. Mayflower is coordinating with Alex Cornacchini, Executive Director of Allston Village Main Streets. Plantings are anticipated to occur three times each year, achieving Mayflower's goal.

Progress or Success Goal 3

**Description of Progress or Success:** Goal: Mayflower will partner with local colleges and art schools in communities of disproportionate impact to identify students in art programs who have an interest in graphic design, packaging art, and displaying their art on Mayflower's packaging or in Mayflower's dispensaries. Within two (2) years, Mayflower intends to partner with and display the art of at least eight (8) artists from communities of disproportionate impact and to develop a regular schedule through which to issue artistic requests for information.

Progress: Mayflower has conducted outreach for the pilot portion of its art and packaging program. Please see the enclosed project timeline and draft contract with the initial artist for the pilot program. Mayflower anticipates launching its first product using artwork from this local student on April 24, 2020. Upon the successful completion of its first term, Mayflower will expand the breadth of its project to meet its goal of utilizing artwork form eight artists in two (2) years.

Progress or Success Goal 4

**Description of Progress or Success:** Goal: Mayflower will conduct industry-specific and business-geared educational seminars. Monthly sessions will be held geared towards both industry-relevant and general business topics including accounting, networking, resume writing, technical writing, reading use regulations, and others. These skills seminars will be held at Mayflower's establishment and available public and community spaces in areas of disproportionate impact. Mayflower will use best efforts to host these seminars at locations that are accessible by public transportation. Mayflower intends to host at least 20 skills seminars across the Commonwealth within two (2) years.

Progress: When designing its Fellowship Program, Mayflower determined that the most effective use of time and resources would be to integrate its industry skills seminars as course components of the Fellowship Program described above. Each month, fellows will participate in a skills seminar inside or outside of the facility that will be recorded and made available via a skills training archive on YouTube. Mayflower will make its skills training library available to the public and will seek to publicize it through outreach to advocacy groups, SEO optimization, and links on Mayflower's website. Fellows will also be required to coordinate their own industry training within their communities as a condition of graduation from the program. Through this model, Mayflower anticipates that it will achieve its goal of hosting 20 skills seminars by May 2021.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

**Description of Progress or Success:** Goal: Mayflower Medicinals, Inc. ("Mayflower") obtained its Provisional License prior to the Commission's issuance of updated, detailed guidance relative to Diversity Plans. As such, initial hiring goals were set more broadly to increase the total number of diverse individuals working in its establishment. However, in connection with the submission of additional License applications, Mayflower has internally revised its goal, instead seeking to hire at least 25% of new employees from diverse groups, subject to the suitability of the individual applicants. Mayflower will specifically make best efforts to hire at least 15% of new employees that are women and/or minorities and 10% employees that identify as veterans, LGBTQ, and with a disability.

Progress: Mayflower hired 51 new employees to work at its Holliston Cultivation and Product Manufacturing facility and Boston MTC dispensary between May 2019 – March 2020. As outlined below, Mayflower has had success in achieving its hiring goals.

> 16 women were hired (31% of all hires);
> 13 minorities were hired (24% of all hires)
> Three veterans were hired (6% of all hires)

Diversity Progress or Success 2

**Description of Progress or Success:** Goal: Mayflower sought to host four (4) career fairs annually within the City of Worcester, the City of Lowell, and the City of Boston. Job fairs and employment opportunities were to be advertised in diverse publications including bilingual media, public boards, and networking groups.

Progress: At the time of this License Renewal submittal, Mayflower has made significant progress towards this goal by hosting two job fairs designed for its Worcester and Boston establishments on September 24, 2019 and January 10, 2020, respectively. Additional career fair events are currently scheduled in Worcester on April 3, 2020, and in Boston on April 17, 2020, but Mayflower anticipates rescheduling such events due

to the COVID-19 outbreak. Please see the attached postings.

In addition to traditional career fair advertisements on Indeed and Mayflower's career page on its website, Mayflower sought to reach diverse groups through public postings on EventBrite and targeted advertisements on Facebook, Instagram, and Twitter conducted in full compliance with marketing and advertising regulations set forth within 935 CMR 500.105(4). Mayflower's online advertising to promote its September 2019 fair reached 1,052 unique individuals.

Diversity Progress or Success 3

**Description of Progress or Success:** Goal: Utilization of job boards as well as social media for recruiting efforts.

Progress: Mayflower utilizes JazzHR as a tool to manage postings across a wide variety of human resources platforms to reach as diverse of a range of applicants as possible. Through JazzHR, Mayflower posted each available position across 24 different online job boards in order to reach a vast cross section of diverse applicants. Job boards included Career Builder, Monster, LinkedIn, Glassdoor, ZipRecruiter, Google, Facebook, Adzuna, Neuvoo, Jobcase, Zoek, Indeed, Sercanto, Careerjet Jooble, the Muse, Oodle, Myjobhelper.com, Wowjobs, Trovit, Twitter, Flexjobs, Job.net, and Cbcjobs.

Diversity Progress or Success 4

**Description of Progress or Success:** Goal: Mayflower will host one training annually on cultural sensitivity and recognizing unconscious bias.

Progress: Mayflower held a diversity and inclusion training for managerial staff in October 2019. Please see the enclosed presentation materials. Mayflower will continue developing cannabis-specific trainings for staff over the coming year.

Diversity Progress or Success 5

**Description of Progress or Success:** Goal: Mayflower will encourage employees to refer candidates from diverse groups for employment.

Progress: During the year, Mayflower posts job openings internally. This is to allow for team members to apply internally and to solicit any referrals. Mayflower specifically indicates in internal job postings the following:

"Mayflower encourages applicants for employment without regard to race, color, religion, sex, national origin, age, disability or genetics. We value all team members by embracing their diverse talents, perspectives, and experiences, and fostering inclusion that inspires innovation, encourages respect and promotes unlimited success. Our goal is to attract and sustain a diverse workforce by recruiting, hiring, developing and retaining high-performing employees who work collaboratively to carry out the mission of Mayflower."

Diversity Progress or Success 6

**Description of Progress or Success:** Goal: Mayflower will provide briefings to representatives from recruitment sources tailored to diverse individuals concerning current and future job openings and develop relationships with community programs designed to improve employment opportunities for diverse persons.

Progress: As Mayflower prepares for the opening of other licensed facilities, including a marijuana retailer in Worcester, it has developed initial relationships with workforce development programs seeking to provide re-entry services that it will utilize as a partner to identify individuals for hire in its retail facility or in its Holliston cultivation and product manufacturing facilities.

Diversity Progress or Success 7

**Description of Progress or Success:** Goals: Mayflower will utilize suppliers that value diversity and inclusion.

Progress: Mayflower has not utilized any new suppliers during this permit term as its facility and operations were built out and established under its medical license. When it procures new vendors, it will seek to utilize diverse vendors that maintain a valid certificate issued by a third-party certifying organization (Unified Certification Program (UCP), Woman's Business Enterprise National Council (WBENC), National Minority Supplier Development Council (NMSDC), United States Small Business Administration (SBA) 8(a) Program, or Vets First Verification Program (vetbiz.gov)

or a valid Massachusetts certificate issued by the Supplier Diversity Office to demonstrate the entity is a Diverse Group.

### Diversity Progress or Success 8

**Description of Progress or Success:** Goal: Mayflower will establish a Diversity Committee to assist the executive management team with the implementation and growth of the Diversity Plan. The Diversity Committee will provide annual reports measuring the success of Mayflower's programs and initiatives.

Progress: After identifying target areas for Mayflower's Diversity & Inclusion Plan (Recruitment, Retention and Development), the Diversity and Inclusion Committee determined that it needed a tool to help evaluate how to support and improve retention and development efforts. To create a standard from which to measure success of program actions, the Diversity and Inclusion Committee created a Company Culture Benchmark Survey. Selected portions of this analysis are attached. The goals of this survey were to 1) help inform the creation of objective standards for measurement of company progress, and 2) engage all team members in the process of identifying focus areas and improvement plans. The starting point provided by the Benchmark Survey will show the company where it already succeeds and where we can continue to improve. Active participation and engagement of all team members in conversations about Diversity and Inclusion are essential to program and company success. The responses obtained through the survey directly impacted the program goals and next steps of the Diversity and Inclusion Committee. The Committee has proactively reviewed this feedback and directly incorporated it into its day-to-day operations.

### HOURS OF OPERATION

| | |
|---|---|
| **Monday From:** 8:00 AM | **Monday To:** 7:00 PM |
| **Tuesday From:** 8:00 AM | **Tuesday To:** 7:00 PM |
| **Wednesday From:** 8:00 AM | **Wednesday To:** 7:00 PM |
| **Thursday From:** 8:00 AM | **Thursday To:** 7:00 PM |
| **Friday From:** 8:00 AM | **Friday To:** 7:00 PM |
| **Saturday From:** Closed | **Saturday To:** Closed |
| **Sunday From:** Closed | **Sunday To:** Closed |

# Plan to Remain Compliant with Local Zoning

Mayflower Medicinal, Inc.'s ("Mayflower") cultivation and product manufacturing facility is located at 89 October Hill Road in the Town of Holliston's Industrial Zoning District designated for medical marijuana cultivation and product manufacturing facilities. Mayflower has already been operating a licensed, compliant medical marijuana cultivation and product manufacturing facility at 89 October Hill Road for several months.

The Town of Holliston is currently in the process of amending the Zoning By-Law to allow adult-use marijuana cultivation and product manufacturing establishments to operate in the Town. Since Mayflower received a Provisional Certificate of Registration from the Department of Public Health prior to July 1, 2017, Mayflower's adult use Cultivation and Product Manufacturing facility will be compliant with the zoning provisions for adult use marijuana establishments that the Town will ultimately adopt.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

Mayflower will apply for a Special Permit and/or Site Plan Approval, as applicable, from the local Special Permit Granting Authority. Mayflower will also apply for any other local permits required to operate an adult use cultivation and product manufacturing facility at the proposed location. Mayflower will comply with all conditions and standards set forth in any required local permits.

Mayflower has already met with various municipal officials and boards to discuss Mayflower's cultivation and product manufacturing plans and has executed a Host Community Agreement with the Town of Holliston. Mayflower will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the facility remains compliant with all local laws, regulations, rules, and codes with respect to design, operation, and security.

Finally, Mayflower has retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

# Host Community Agreement Certification Form

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

**Applicant**

I, John Henderson, (*insert name*) certify as an authorized representative of Mayflower Medicinals, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Holliston (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on August 29, 2018 (*insert date*).

Signature of Authorized Representative of Applicant

**Host Community**

I, Jay Marsden, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Holliston (*insert name of host community*) to certify that the applicant and Town of Holliston (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 8/20/18 (*insert date*).

Signature of Contracting Authority or
Authorized Representative of Host Community

Cannabis Control Commission
COMMONWEALTH OF MASSACHUSETTS

# Community Outreach Meeting Attestation Form

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

I, John Henderson, (*insert name*) attest as an authorized representative of Mayflower Medicinals (*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 September 13, 2018 (*insert date*).

2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on September 3, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).*

3. A copy of the meeting notice was also filed on September 4, 2018 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).

4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on September 5, 2018 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

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

# Attachment A
# MetroWest Daily News



## Legal Notices

17 PLEASANT STREET, NATICK, MA
LEGAL NOTICE
Town of Natick
Historic District Commission
Notice of Public Hearing

The Historic District Commission will hold a Public Hearing on Monday September 17th, 2018 at 6:30 p.m. in Study Room 1A on the first floor of Morse Institute Library, 14 East Central Street, Natick, MA on the application by Susan Richards for a Certificate of Appropriateness. The project entails removal and replacement of 24 windows. The property is located at 17 Pleasant Street in the John Eliot Historic District, Natick Assessors Map 63, Parcel 22.

Jeannine Furrer
Clerk

AD#13723011
MWDN 9/3/18

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LEGAL NOTICE

Hazen Street, Cambridge, MA. The Application is available for review at the Department of Land Use, Planning and Permitting at the Town Hall during regular office hours. The Town Hall is handicapped accessible. This legal notice is also posted on the Massachusetts Newspaper Publishers Association (MNPA) website at http://masspublicnotices.org.

Mark Hyman, Chairman

Re: 19-003

AD#13720538
MWDN 8/27, 9/3/18

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MAYFLOWER MEDICINALS, INC. - 9/13/18 MEETING
LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING
MAYFLOWER MEDICINALS, INC.

Notice is hereby given that Mayflower Medicinals, Inc. ("Mayflower") will hold a Community Outreach Meeting on September 13, 2018 at Hollston Public Library, 752 Washington Street, Hollston, MA 01746 between 6:00 - 7:00 PM to discuss the proposed siting of an Adult Use Marijuana Cultivation and Product Manufacturing Establishment at 89 October Hill Road, Hollston, MA 01746 in accordance with M.G.L. c. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Mayflower currently operates a medical marijuana cultivation and product manufacturing facility at the site and seeks to engage in the same type of operations for adult use marijuana within Mayflower's existing commercial space.

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

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

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

AD#13723218
MWDN 9/3/18

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BOA/46 CHURCH STREET
LEGAL NOTICE
TOWN OF HOPKINTON

Sealed bids will be received until 11:00 A.M. September 25, 2018, at Natick Public Works, 75 West Street, Natick, MA 01760, at which time and place all bids will be publicly opened and read. If the Procurement Office is closed due to weather/other emergency, the deadline for receipt of bids shall be extended until A.M. local time the next business day that the Procurement Office is open. All Bids shall comply with the IFB issued by the Town of Natick. The Town reserves the right to waive any informality in or to reject any, any part of, or all bids in the best interest of the Town. Any bid submitted will be binding for forty-five (45) days subsequent to the time of bid opening. Award shall be subject to appropriate vote of the Natick Board of Selectmen.

AD#13722942
MWDN 8/31/18

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40 KINGSBURY DRIVE
LEGAL NOTICE
MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Precision Carpentry Service Corp. to Steven A. Ross, Trustee of Kingsbury Lending Trust, dated February 6, 2017 and recorded with the Middlesex South County Registry of Deeds at Book 68866, Page 429, of which mortgage the undersigned is the present holder, and for which the mortgaged premises consist of a parcel of land with the buildings thereon located in Hollston, MA, known as and numbered 40 Kingsbury Drive for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 10:00AM on the 26th day of September 2018, upon that portion of the mortgaged premises located at 40 Kingsbury Drive, Hollston, Massachusetts, all and singular the premises described in said mortgage.

To wit:

A certain parcel of land with the structures thereon known as 40 Kingsbury Drive in Hollston, MA containing approximately 63,923 sq. ft. of land more or less and being shown as Lot 27-R on a plan entitled "Plan of Land - Hollston, MA" prepared by GLM Engineering Consultants, Inc. dated June 7, 2010 and recorded with the Middlesex South District Registry of Deeds as Plan No. 720 of 2010.

Said premises are conveyed subject to and with the benefit of recorded easements, restrictions and reservations of record.

Said premises are conveyed subject to and together with the right to use the streets and ways laid out and shown on said plan for all purposes for which

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## Legal Notices

REAL ESTATE

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side of Grant Street, so-called, Four hundred and seventy-nine (479) feet Southerly form the Southerly line of Howe Street, formerly known as B Street;

Thence running Westerly by land of John W. Mahoney, one hundred fifty (150) feet;

Thence Northerly by land now or late of Loker Brother fifty (50) feet to land now or formerly of Taylor;

Thence Easterly by said last named land, one hundred fifty (150) feet to said Grant Street;

Thence Southerly by said Grant Street, fifty (50) feet to the place of beginning.

Said premises are conveyed subject to and with the benefit of any and all rights, rights of way, restrictions, reservations, easements or other conditions of record, insofar as the same may be in force and applicable.

AD#13722943
MWDN 8/27, 9/3, 9/10/18

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By virtue of and in execution of the Power of Sale contained in a certain mortgage given by Thomas F. Unger and Vera L. Unger to Mortgage Electronic Registration Systems, Inc. acting solely as a nominee for New England Capitol Mortgage Corporation, dated March 22, 2004 and recorded in Middlesex County (Southern District) Registry of Deeds in Book 42283, Page 488 (the "Mortgage") of which mortgage U.S. Bank National Association, not in its individual capacity but solely as trustee for the RMAC Trust, Series 2016-CTT is the present holder by assignment from Mortgage Electronic Registration Systems, Inc. as nominee for New England Capitol Mortgage Corp. its successors and/or assigns to Nator Istar Mortgage LLC dated August 2, 2013 in recorded Middlesex County (Southern District) Registry of Deeds in Book 62458, Page 438 and assignment from Nationstar Mortgage LLC to U.S. Bank National Association, not in its individual capacity but solely as trustee for the RMAC Trust, Series 2016-CTT dated May 17, 2018 recorded in Middlesex County (Southern District) Registry of Deeds in Book 71030, Page 437, for breach of conditions of said mortgage and for the purpose of foreclosing the same, the mortgaged premises located at 310-312 Grant Street a/k/a 310 Grant Street, Framingham, MA 01701 will be sold at a Public Auction at 11:00 AM on October 11, 2018, at the mortgaged premises more particularly described below, all and singular the premises described in said mortgage, to wit:

A certain parcel of land with the building thereon now known and numbered 310-312 Grant Street, Framingham, Middlesex County, Massachusetts, bounded and described as follows:

Beginning at the Southeasterly corner of the granted premises on the Westerly

Your News
In Print
and
Online



All about you.

WICKED LOCAL

Attachment B

OFFICE OF THE
TOWN CLERK
HOLLISTON, MASS.
2018 SEP -4 PM 2:34

**NOTICE OF COMMUNITY OUTREACH MEETING**
**MAYFLOWER MEDICINALS, INC.**

Notice is hereby given that Mayflower Medicinals, Inc. ("Mayflower") will hold a Community Outreach Meeting on **September 13, 2018** at Holliston Public Library, 752 Washington Street, Holliston, MA 01746 between **6:00 – 7:00 PM** to discuss the proposed siting of an Adult Use Marijuana Cultivation and Product Manufacturing Establishment at 89 October Hill Road, Holliston, MA 01746 in accordance with M.G.L. c. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.* Mayflower currently operates a medical marijuana cultivation and product manufacturing facility at the site and seeks to engage in the same type of operations for adult use marijuana within Mayflower's existing commercial space.

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

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

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

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9-4-18
@ 2:36

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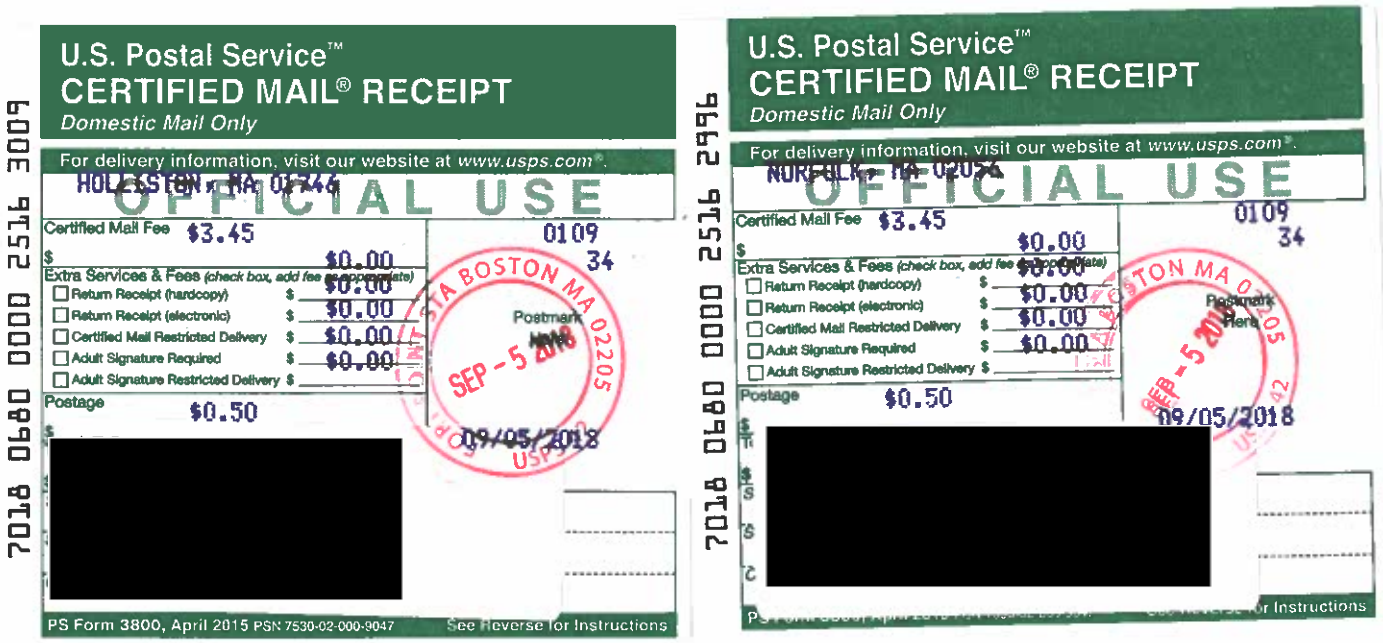
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# PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Mayflower Medicinals, Inc. ("Mayflower") is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. The Cannabis Control Commission ("the Commission") has identified the following as populations falling within areas of disproportionate impact:

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.

It is Mayflower's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use. The objective of Mayflower's Plan to Positively Impact Areas of Disproportionate Impact is to create an integrated program with multiple approaches to promote economic empowerment and community support, with a focus on providing training and skills which will enable individuals to find employment both in the cannabis industry and general hiring markets.

Mayflower's goals include:

1. Reducing barriers to entry in the commercial adult-use cannabis industry;
2. Providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers;
3. Promoting sustainable, socially and economically reparative practices in the cannabis industry in Massachusetts; and
4. Providing business assets (time, organization skills, finances) towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of that community or the community as a whole.

The Mayflower CLONE Program (Cannabis Learning Opportunities New England)

This program is designed with the objectives of providing skills, training and education in industry and business-applicable areas to facilitate in resume building and employment seeking. This program will focus on making such opportunities accessible to individuals facing systemic

barriers and individuals in geographical communities of disproportionate impact. to help tailor its efforts for the greatest positive impacts.

Mayflower believes these objectives will be best accomplished through an integrated program approach with multiple avenues, including:

Mayflower Paid Fellowship Program

Each semester, eligible fellows from the local community will be given an opportunity to gain relevant skills and industry experience in an area(s) of interest as a registered Mayflower agent. To be eligible as a fellow, a candidate must be at least 21 years of age, pass a background check and suitability determination, and meet the other minimum qualifications set forth in 935 CMR 500.000 for Marijuana Establishment Agents.

In addition, individuals will need to meet one or more of the below qualifications to be considered for the fellowship program:

- Past or present residents of the geographic "areas of disproportionate impact," which have been designated by the Cannabis Control Commission and identified in its "Guidance for Identifying Areas of Disproportionate Impact";
- State-designated Social Equity Program participants;
- Massachusetts residents who have past drug convictions; or
- Massachusetts residents with parents or spouses who have past drug convictions.

Areas of focus will include operations, cultivation, product manufacturing, marketing and branding, and business management. Each fellowship will last approximately 3 months, and fellows will receive one-on-one training, training manuals and materials, and regular evaluations. At the end of the fellowship, fellows will be eligible for full-time hiring. Mayflower will also serve as a reference when appropriate.

Mayflower intends to host 12 or more fellows within the first two (2) years of program operation. Within five (5) years, Mayflower intends to host 30 or more fellows, expand the program to additional facility locations, and offer additional length learning opportunities (expansion of time, mini internships for shorter periods).

Fellowship opportunities may be advertised through:

•Advertising fellowship opportunities in diverse publications including bilingual media, local networking groups and public boards;
• Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future fellowship openings;
• Encouraging current fellows to refer applicants from diverse groups for employment;
• Hosting informational sessions about the fellowship program; and
• Developing relationships with
programs designed to improve employment opportunities for diverse persons.

Mayflower Community Gardens

Mayflower will partner with neighborhoods in geographic areas of disproportionate impact to identify and develop gardens and green spaces within their communities, with the intention of providing:

- Cultivation skills and techniques related to gardening and pesticide-free/green processes, which would be applicable both within the cannabis industry and as best practices for other types of cultivation;
- Green eating, and food desert knowledge;
- Sustainable practices;
- Additional community spaces; and
- Potential to cooperate with local farms, farmer's markets and food banks.

Mayflower intends to measure its progress through sustained management of a garden and green space within the local community through the duration of the program and number of community educational events held, with a goal of hosting three (3) annually.

Mayflower Art and Packaging Program

Mayflower will seek to identify fledgling artists in areas of disproportionate impact to identify individuals with an interest in graphic design, packaging art, and displaying their art on Mayflower's packaging or in Mayflower's dispensaries. Opportunities will be advertised in local media, within the facility, and via local community boards.

Program participation will involve art and design submissions to be selected, placed on packaging for promotion (as well as potentially featured on our social media), or working with selected submitters on process of developing compliant packaging. Participants must be 21 years of age or older. Mayflower believes that participants can utilize this program to enhance their artistic portfolio, expand exposure to their craft, and demonstrate proven experience working with clients.

Within two (2) years, Mayflower intends to partner with and display the art of at least eight (8) artists from communities of disproportionate impact and to develop a regular schedule through which to issue artistic requests for information.

Mayflower Skills Seminars

Mayflower will conduct industry-specific and business-geared educational seminars on one or more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training. Monthly sessions will be held with members of our Executive and Management teams and will be geared towards both industry-relevant and general business topics including accounting, networking, resume writing, technical writing, reading use regulations, and others.

These skills seminars will be held at Mayflower's establishment and available public and community spaces in areas of disproportionate impact. Mayflower will use best efforts to host these seminars at locations that are accessible by public transportation. Mayflower intends to

host at least 20 skills seminars across the Commonwealth within two (2) years and at least 50 skills seminars across the Commonwealth within five (5) years.

Skills seminars may be advertised through:

- •Advertising seminars in diverse publications including bilingual media, local networking groups and public boards;
- • Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning upcoming skills seminars; and
- • Developing relationships with programs designed to improve employment opportunities for diverse persons.

Plan Measurement and Accountability

Mayflower will utilize qualitative and quantitative measures to ensure that its goals are achieved.

Mayflower's Community Outreach Associate will be responsible for implementing all plans, measuring plan impact, and preparing quarterly reports for assessment by Mayflower's executive management team.

Mayflower will measure its program implementation by:

- • Paid Fellowship Program: Count the number of fellows each year and measure against goals.
- • Community Gardens: Count the number of events held each year and measure against goals.
- • Art and Packaging Program: Count the number of artists selected each year and measure against goals.
- • Skills Seminar: Count the number of events held each year and measure against goals.

At the end of the fiscal year, Mayflower's Executive Management Team will compare its goals versus actual impact. For each and every missed measure, Mayflower will make a contribution of $2,500 to the Cannabis Control Commission’s Social Equity Training and Technical Assistance Fund.

Acknowledgements

Mayflower 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 Mayflower will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

**BYLAWS OF MAYFLOWER MEDICINALS, INC.**

## Article I
## OFFICES

**Section 1.1. Principal Office**. 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 2.1. 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 2.2. 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 Organization of this Corporation (the "**Articles of Organization**"); (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 2.3. 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, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) 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 2.4. 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-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 2.3 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section 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 2.5. 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 (or, if sent by third class mail, thirty (30) 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 with the consent of the shareholder. 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 2.6. Persons Entitled to Vote.** Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

(a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.

(b) For determining shareholders for any other purpose, the later of (i) the day on which the Board of Directors adopts the resolution relating thereto, or (ii) the sixtieth ($60^{th}$) day prior to the date of such other action.

**Section 2.7. Fixing the Record Date.** The Board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion, or exchange of shares.

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the Board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

**Section 2.8. Quorum of and Action by Shareholders**. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in

the Articles of Organization, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

**Section 2.9. Adjourned Meetings and Notice Thereof.** Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the Board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the Board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

**Section 2.10. 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 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 2.11. Voting of Shares**. Unless otherwise provided by law or in the Articles of Organization, 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 2.12. 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 G.L. c. 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 2.13. Voting by Proxy or Nominee**. Every person entitled to vote or execute consents may do so either in person or by one 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 G.L. c. 156D, § 7.22.

**Section 2.14. Action by Shareholders Without a Meeting**. 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 unanimously given by all shareholders entitled to vote, 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.

## Article III
## DIRECTORS

**Section 3.1. Number of Directors; Identity of Initial Directors**. The authorized number of Directors of the Corporation shall be three (3) 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 John Henderson, Hadley Ford and Randy Maslow.

**Section 3.2. 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 Organization or by these Bylaws. Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

(a) Appoint and remove at pleasure of the Board, all officers, managers, management companies, agents, and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage, and control the affairs and business of the Corporation; make rules and regulations not inconsistent with the Articles of Organization or applicable law or these Bylaws; make all lawful orders on behalf of the Corporation; and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation, and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the Board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend, or repeal these Bylaws; (iv) amend or repeal resolutions of the Board that are expressly non-amendable or repealable; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the Board; (vi) establish other committees of the Board; or (vii) approve any action that in addition to Board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

**Section 3.3. Term of Office**. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

**Section 3.4. Vacancies and Newly Created Directorships**. A vacancy on the Board of Directors exists in case of the occurrence of any of the following events:

(a) The death, resignation, or removal of any Director.

(b) The removal or declaration of vacancy by the Board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.

(c) The Director is a member who is divested from ownership of the marijuana business by a decision of either the state or local licensing authority.

(d) The authorized number of Directors is increased.

(e) At any annual, regular, or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies (other than vacancies created by removal of a Director) may be filled by the approval of the Board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section may be filled by the Board of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

**Section 3.5. 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 or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

**Section 3.6. Resignation**. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

**Section 3.7. 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 at least two Directors. 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 four 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 3.8. 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 3.9. 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 G.L. c. 156D or the Articles of Organization 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 3.10. Compensation**. A Director shall not receive compensation or reimbursement in connection with his or her service as a Director but shall be eligible to receive reimbursement for reasonable out-of-pocket expenses related to Director's performance of duties.

**Section 3.11. Action by Directors Without a Meeting**. Any action required or permitted to be taken by the Board of Directors or any committee thereof under G.L. c. 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 3.12. Committees of the Board of Directors**. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one or more committees, each consisting of two 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) Fix compensation of the Directors for serving on the Board or on any committee.

(d) Amend or repeal bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.

(f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Organization or determined by the Board.

(g) Appoint other committees or Board members.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one 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 4.1. Positions and Election**. The officers of the Corporation shall be elected by the Board of Directors and shall be a chair of the Board or a President or both, a secretary and a treasurer. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one or more vice Presidents or assistant vice Presidents, one or more assistant secretaries, 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 or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the Board of Directors held after each annual meeting of shareholders. 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 4.2. 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 chair, the President, the secretary, or the Board.

**Section 4.3. 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 5.1. Indemnification of Officers or Directors**. 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.

**Section 5.2. 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 Organization 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 6.1. 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 G.L. c. 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 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 chair of the Board, if any, a vice chair, if any, the President, or a vice President and (ii) the chief financial officer, an assistant treasurer, the secretary, or any assistant secretary.

**Section 6.2. 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 6.3. 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 6.4. 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 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 7.1. 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 7.2. 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 7.3. 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 8.1. Checks, Drafts, Etc.** All checks, drafts or other instruments for payment of money or 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 8.2. Fiscal Year**. The fiscal year of the Corporation shall commence on January 1 of each year.

**Section 8.3. Conflict with Applicable Law or Articles of Organization**. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any

applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

**Section 8.4. Invalid Provisions**. If any one 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 8.5. Emergency Management of the Corporation**. In anticipation of or during an emergency, as defined in G.L. c. 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 Organization.

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 or more officers present at a Board meeting is a Director as necessary to achieve a quorum for that meeting.

**Section 8.6. 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 Shareholders or one hundred twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

**Section 8.7. Advisement of Counsel**. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

## Article IX
## AMENDMENT OF BYLAWS

**Section 9.1. Amendment by Shareholders**. Shareholders may adopt, amend or repeal 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 Organization.

**Section 9.2. Amendment by Directors**. Subject to the rights of shareholders as provided in Section 9.1, and the statutory limitations of G.L. c. 156D, the Board of Directors may adopt, amend, or repeal bylaws.

**CERTIFICATE OF SECRETARY**
**OF**
**Mayflower Medicinals, Inc., a Massachusetts corporation**

The undersigned, Randy Maslow, hereby certifies that he/she is the duly elected and acting Secretary of Mayflower Medicinals, Inc., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of July 11 ____, 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 11th day of July, 2018.

MAYFLOWER MEDICINALS, INC.

By: _____
Name: Randy Maslow
Title: Secretary

# The Commonwealth of Massachusetts

## Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: August 01, 2018

To Whom It May Concern :

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

**MAYFLOWER MEDICINALS, INC.**

is a domestic corporation organized on **July 31, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18070535890

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

Processed by:

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

mass.gov/dor

Letter ID: L1724686976
Notice Date: August 17, 2018
Case ID: 0-000-620-205

# CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

MAYFLOWER MEDICINALS INC
33 UNION ST STE 2
BOSTON MA 02108-2414

## *Why did I receive this notice?*

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

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

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

## *What if I have questions?*

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

## *Visit us online!*

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

D

# The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

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

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

FORM MU

Mayflower Medicinal, Inc. is a registrant with the Department of Public Health in accordance with 105 CMR 725.100(C) as of July 25, 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: Mayflower Medicinals, Inc. 001179147

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

Mayflower Medicinals, Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

### ARTICLE I

The exact name of the corporation upon conversion is:

Mayflower Medicinals, Inc.

### ARTICLE II

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

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.

P.C.

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** FORM MUST BE TYPED

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

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P.C.

## 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 | 10,000 | | | |
| | | | | |
| | | | | |

## 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.

None

## 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 Board of Directors and all holders of Common Stock.

## ARTICLE VI

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

See the attached Addendum.

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

**ADDENDUM TO**

**ARTICLES OF ENTITY CONVERSION**

**OF**

**MAYFLOWER MEDICINALS, INC.**

ARTICLE VI

1. Authority of directors to create new classes and series of shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization.

2. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. Personal liability of directors to corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the Massachusetts General Laws, or (d) for any transaction from which the director derived an improper personal benefit.

4. Shareholder vote required to approve matters acted on by shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the Massachusetts General Laws.

5. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the Massachusetts General Laws to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

6. 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 Massachusetts General Laws, 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:
33 Union Street, Suite 2, Boston, MA 02108

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

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: John Henderson

Treasurer: Hadley Ford

Secretary: Randy Maslow

Director(s): John Henderson, Hadley Ford, Randy Maslow

d. The fiscal year end of the corporation:
12/31

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:
33 Union Street, Suite 2, Boston, MA 02108

g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

33 Union Street, Suite 2, Boston, MA 02108 , 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 11 day of July, 2018

1074

# COMMONWEALTH OF MASSACHUSETTS

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

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

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of $ 475.00 having been paid, said articles are deemed to have been filed with me this 31st day of July, 20 18, at 9:09 a.m. p.m.
*time*

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

WILLIAM FRANCIS GALVIN
*Secretary of the Commonwealth*

Filing fee: Minimum $250

Examiner

Name approval

C

M

TO BE FILLED IN BY CORPORATION
Contact Information:

John Henderson

33 Union Street, Suite 2

Boston, MA 02108

Telephone: 617-543-5603

Email: john@mayflowermedicinals.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 JUL 31 AM 9:09
CORPORATIONS DIVISION

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## PLAN FOR OBTAINING LIABILITY INSURANCE

Mayflower Medicinals, Inc. ("Mayflower") has contracted with AON Risk Group 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. Mayflower will consider additional coverage based on availability and cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Mayflower will place in escrow at least $250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. Mayflower will keep reports documenting compliance with 935 CMR 500.105(10).



# MAYFLOWER MEDICINALS, INC.

## Business Plan

## March 2020

# 1. EXECUTIVE SUMMARY

## 1.1 Mission Statement

Mayflower Medicinals is a Massachusetts-based organization that is dedicated to providing high quality cannabis products in a safe, secure, and professionally-managed environment.

We believe in giving back to the community by creating jobs, generating tax revenue, and participating actively in community priorities.

Mayflower currently operates a cultivation and product manufacturing facility in Holliston and a registered marijuana dispensary in Boston.

## 1.2 Product

Mayflower understands that the delivery method by which cannabis is consumed will play a large role in the ensuing experience for the consumer. Because consumers require different options when it comes to delivery methods, Mayflower will offer a variety of product lines within each of the three main product categories – flower, concentrates, and edibles/potables. Mayflower's product offerings will be compliant with all applicable laws and regulations set forth by the Cannabis Control Commission throughout 935 CMR 500.150.

Some of the products that will be offered at Mayflower include:

1. Sativa, Indica, and Hybrid Flower of varying unit sizes
2. Pre-filled, ready-to-use vaporizer cartridges and compatible batteries
3. Topicals such as lotions, massage oils, and salves
4. Tinctures
5. Sublingual/dissolvable tablets
6. Capsules
7. Traditional concentrates such as THC distillate, shatter, and wax
8. "Live" concentrates such as live sugar, live resin, and others
9. Solventless concentrates such as rosin, kief, and bubble hash
10. Various THC and/or CBD infused edible products and beverages

## 1.3 Customers

Mayflower's target customers include adults age 21 or over throughout the Commonwealth.

## 1.4 What Drives Us

### 1.4.1 Our Core Values

- Quality Commitment - We are committed to providing superior marijuana products that meet customer needs.

- Community Outreach - We strive to become an integral member of our communities. We believe our success is directly related to the relationships we build with our community leaders and the trust we earn from our neighbors.
- Respect - We treat everyone with dignity and value the contribution of each person and role within our organization.
- Diversity - We embrace the uniqueness of each individual and celebrate our differences.
- Sustainability - We are focused on our impact on our community and our planet.
- Research - We are dedicated to supporting and expanding research of the therapeutic benefits of cannabis to improve the lives of patients and customers.
- Service - We will provide exceptional and compassionate customer service by building relationships, while listening and understanding customer needs.

### 1.4.2 Cultural Principles

- Consumer Focused - We actively listen, learn, and adapt to exceed the expectations of our customers.
- Growth Driven - We pursue growth and learning as a company, in our teams, and as individuals.
- Innovative - We embrace change, encourage taking calculated risks, and believe ideas come from every area in the company.
- Results-Oriented - We stay focused on business, compliance, and critical regulatory initiatives.
- Passionate - We are committed and highly engaged, demonstrating our passion for our brand, products, and company.
- Collaborative - We work together to share our expertise, debate vigorously, and always support our decisions and each other.
- Accountable - We think and act like owners, taking responsibility for our results.
- Balanced - We work hard but maintain a healthy balance in our daily lives.
- Appreciative - We celebrate our successes, acknowledge, and reward excellence and have fun.
- Humble - We endeavor to acknowledge what we do not know, remain open minded, friendly, gracious, and unpretentious in all our interactions.

### 1.4.3 Team Purpose

We, the MMI team, are passionate about providing excellent customer experiences. We are Brand Ambassadors, who are empowered and confident in sharing our product expertise.

We will work together with personal pride and confidence to consistently deliver compassionate, honest, and respectful service to our customers.

## 2. TEAM

### 2.1 General

Mayflower has put together a team to implement the operations of our Marijuana Establishments, with a commitment to local hiring.

No individual on the Mayflower team is a controlling person over more than three licenses in a particular class of license.

Our team is dedicated to providing top-quality service and a wide range of craft cultivated cannabis products to our patients and consumers. Our team emphasizes cannabis education related to key topics such as proper consumption, dosing, product knowledge and education, as well as regulatory compliance.

Our Cultivation and Manufacturing teams are dedicated to producing craft-quality product in a clean and compliant environment, through a focus on continued training and education, safety and sanitation.

All our teams are supported by the operational expertise and experience of the iAnthus network of cannabis industry operators.

### 2.2 Founders

Mayflower is part of iAnthus Capital Management, a first-in-class operator of cannabis companies. iAnthus has active operations and strategic partnerships in six states – Florida, New York, Vermont, Colorado, New Mexico and Massachusetts.

iAnthus Capital owns and operates licensed cannabis cultivators, processors and dispensaries throughout the United States. Founded by entrepreneurs with decades of experience in operations, capital markets, corporate finance, law and healthcare services, iAnthus provides a unique combination of capital and hands-on operating and management expertise to ensure best-in-class on site operations.

### 2.3 Chief Executive Officer

John Henderson, Chief Executive Officer

John Henderson is a seasoned healthcare and real estate professional with nearly 30 years of operating experience in healthcare operations, real estate and healthcare facilities development. Mr. Henderson served as both Chief Operating Officer and Chief Development Officer at ProCure Treatment Centers, Inc., one of the world's leading developers of advanced proton therapy centers for the treatment of cancer, where he managed the development of a $500 million program to build four state-of the art proton therapy centers around the U.S. John is a native of Massachusetts and resides with his wife in Boston.

## 2.4 Leadership Team

*Andrew Plante, Director of Security and Risk Management*

Andrew Plante is a practical thinker with over 12 years of proven experience in physical security controls and management of personnel directly involved in the design, implementation, operation, and maintenance of physical protection systems, security programs, and site hardening. Prior to joining Mayflower, he served as Director of Security for Penn National Gaming and Hollywood Casinos. Andrew had a long tenure in the defense industry.

*Caleb Johnson, Director of Operations*

Caleb Johnson brings experience from six years working in both Medical and Adult-Use cannabis markets. He began his career in cannabis in the Oregon medical space, and has worked in retail, production and cultivation spaces of the industry.

## 3. COMPANY DESCRIPTION

### 3.1 Structure

Mayflower is a Massachusetts domestic for-profit corporation that also seeks to operate marijuana retailers in Worcester, Lowell, and Boston.

Mayflower will file, in a form and manner specified by the Commission, an application for licensure as a ME consisting of three packets: an Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet.

### 3.2 Operations

Mayflower's Cultivation and Manufacturing facilities are located in Holliston, MA and are already operational as part of the Commonwealth of Massachusetts' Medical Use of Marijuana Program and within the adult use program..

Our retail facilities are designed to be aesthetically pleasing while allowing for optimal customer flow across the facility. The interior of the facility is designed to facilitate a calm, comfortable customer experience. All facilities are developed with security and operations at the forefront.

Mayflower will establish inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana products in the process of cultivation, and finished, stored marijuana; conduct a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

Mayflower will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Mayflower will maintain records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Mayflower will obtain and maintain general liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, and product liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no higher than $5,000 per occurrence.

Mayflower will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

Mayflower and Mayflower agents will comply with all local rules, regulations, ordinances, and bylaws.

### 3.3 Security

Mayflower has contracted with a professional security company to help design, implement, and evaluate a comprehensive security system to ensure that the facility is a safe and secure environment for employees and the local community.

The state-of-the-art security system consists of intrusion detection sensors on all exit and entry points, including windows, as well as duress, panic, and hold-up alarms that are monitored by a primary and backup alarm monitor company. All alarms are received and assessed by security staff in real-time and valid alarms are relayed to local law enforcement to enable a timely response. The security system includes a failure notification system that will immediately alert the executive management team and designated personnel if a failure occurs.

Interior and exterior high-definition video surveillance cameras are employed 24/7 in all areas that contain marijuana and at all entrances, exits, and parking lots and will be made available to the Holliston Police Department and other regulatory bodies upon request.

The security system, including video surveillance, will remain operational at all times even in the event of a power outage.

Trained, uniformed security guards will be present at the facility during all hours of operation to observe, report and prevent on-site consumption of product, unauthorized access, unauthorized parking, and to ensure employee and community safety as well as compliance with state and local regulations.

The facility perimeter and parking lot will remain well-lit and the exterior grounds will be maintained.

Product will be stored in a locked, secure vault room under 24/7 video surveillance. No more than the anticipated inventory required for two days will be stored on-site. Only designated employees will have access to secure storage areas and any other area designated as a ’Limited Access Area’.

### 3.4 Nuisance Prevention

Mayflower will never permit the consumption of marijuana on our site or in the immediate neighborhood, monitored by video surveillance and on-site security. Mayflower’s facility is discrete and resembles an industrial park. Signage is utilized for wayfinding purposes and will not advertise what is grown within the facility . No products are visible from the exterior of the facility.

## 4. MARKET RESEARCH

### 4.1 Industry

Mayflower's facility is located in Holliston, Massachusetts.

### 4.2 Competitors

Mayflower's competitors include local medical marijuana and adult use marijuana cultivators and manufacturers.

### 4.3 Competitive Advantage

Every industry experiences competition. However, the retail cannabis industry is known to be highly competitive. This industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, discounts offered for the products, and to some extent, the branding of the business. Mayflower possesses several strengths which will allow us to stand apart from our competition.

Mayflower's competitive advantages include a network of operational expertise both on the direct Mayflower team and throughout the iAnthus affiliates, a compliant Boston location, and experience in the regulated cannabis industry here in Massachusetts through Mayflower's Registered Medical Dispensary.

### 4.4 Regulations

Mayflower is a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

Mayflower is registered to do business in the Commonwealth as a domestic business corporation in compliance with 935 CMR 500.000 and maintains the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

Mayflower will apply for all state and local permits and approvals required to continue to operate in the facility.

Mayflower will also work cooperatively with various municipal departments to ensure that the facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation and security.

## 5. PRODUCT / SERVICE

### 5.1 Product & Service

**Retail Dispensing**

In accordance with 935 CMR 500.140(3), access to Mayflower's retail facility is limited to individuals 21 years of age and older. Security guards will verify that they have a valid, government-issued photo identification. Identification will be verified again at the point of sale prior to initiating any sale transaction.

Consumers will have access to educational materials during each transaction, as well as verbal guidance provided by dispensary agents on topics such as safe storage, transport and consumption of product. They will be informed about the legal consequences of diverting product to minors. No product will be sampled or consumed on-site at any Mayflower facility.

Storage of all products will be confined to designated Limited Access Areas. All products will be packaged in opaque, resealable, and child or tamper-resistant materials, and labeled in compliance with 935 CMR 500.105(5). Mayflower retail facilities are designed to be aesthetically pleasing and respectful, with compliant signage for wayfinding only.

**Cultivation**

Mayflower will cultivate, process and package marijuana at 89 October Hill Road in Holliston, currently licensed as Mayflower's Registered Marijuana Dispensary cultivation and manufacturing location. Mayflower's 10,000 sq. ft. canopy places it into Tier 2 licensing category. Cultivation processes will comply with all regulatory requirements as set forward by the Cannabis Control Commission and use best practices to limit all contamination including but not limited to mold, mildew, fungus, pest, and any pesticide not in compliance with 935 CMR 500.120(5).

Mayflower utilizes state-of-the-art facilities and best practices learned from a wealth of operational experience. The Cultivation facility consists of eight rooms designed to support just plant cultivation, and eight rooms dedicated to supporting the cultivation rooms. Mayflower's robust health and safety program strives to protect our agents as well as our facility from any ill practice or outside interference. Registered agents of the facility will only have access to the specific areas within the facility related to their specific job functions.

Daily procedures utilizing proper plant care techniques, advanced irrigation systems, pest control prevention, sanitation, as well constant monitoring allow Mayflower to properly identify any pest issues throughout the entire cultivation process. This IPM (Integrated Pest Management) program makes for best practices, used in environmental controls to create the perfect environment for the cultivation of cannabis indoors, and an ideal climate to control pests, mold, mildew, and fungus. Data tracking procedures allow day to day evaluation and improvement of best practices.

Marijuana cultivated under Mayflower's Marijuana Cultivator license will only be transferred to other Marijuana Establishments, and not to consumers. No marijuana product will be transferred or otherwise marketed for adult-use that has not been tested by an independent testing laboratory and deemed to comply with the standards required under 935 CMR 500.160. All soils and environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries*, per 935 CMR 500.160(1). Mayflower will maintain all records for no less than one year.

### 5.2 Pricing Structure

When determining the pricing structure for our products, Mayflower takes many factors into consideration. Specifically, we understand that it is important to strike a balance between prices low enough that they are affordable for consumers, but not so low as to incentivize diversion to the illicit market.

**Mayflower - Proposed Product Offering**

| Category | Product Type | Product Description | Dosage | Proposed Price |
|---|---|---|---|---|
| Flower | Flower | 1 Gram | N/A | $ 15.00 |
| Flower | Flower | 3.5 Grams | N/A | $ 45.00 |
| Flower | Flower | 7 Grams | N/A | $ 85.00 |
| Flower | Flower | 14 Grams | N/A | $ 165.00 |
| Flower | Flower | 28 Grams | N/A | $ 310.00 |
| Joints | Joints | 1 Gram Pre-Roll | N/A | $ 12.00 |
| Joints | Joints | 0.5 Grams Pre-Roll (5-pack) | N/A | $ 27.50 |
| Concentrates | Vape | 0.5 mL Vape Cartridge (Premium Distillate) | N/A | $ 70.00 |
| Concentrates | Vape | 0.5 mL Vape Cartridge (CO2 Oil) | N/A | $ 55.00 |
| Concentrates | Vape | Vape Pen Starter Pack (Refined CO2 Oil) | N/A | $ 60.00 |
| Concentrates | Wax | 0.5 Grams (Various Varieties) | N/A | $ 35.00 |
| Concentrates | Wax | 1 Gram (Various Varieties) | N/A | $ 65.00 |
| Concentrates | Shatter | 0.5 Grams (Various Varieties) | N/A | $ 35.00 |
| Concentrates | Shatter | 1 Gram (Various Varieties) | N/A | $ 65.00 |
| Concentrates | Live Sugar | 0.5 Grams (Various Varieties) | N/A | $ 40.00 |
| Concentrates | Live Sugar | 1 Gram (Various Varieties) | N/A | $ 80.00 |
| Concentrates | Syringe | 1 Gram Applicator | N/A | $ 90.00 |
| Concentrates | Whole Plant Extract | 1 Gram Applicator | N/A | $ 60.00 |
| Edibles | Sugar | 2 oz. Sugar Jar (Various Sugar Varieties) | 5 mg / serving<br>100 mg / jar | $ 60.00 |
| Edibles | Syrups & Kits | Syrup Bottle (Various Flavors) | 5 mg / serving<br>100 mg / bottle | $ 24.00 |
| Edibles | Cookies | Cookies (Various Cookie Types) | 5 mg / cookie<br>20 cookies / jar | $ 30.00 |
| Edibles | Confections | Chocolate Coin | 5 mg / coin<br>100 mg / jar | $ 25.00 |
| Edibles | Pate du Fruit | Pate du Fruit (Various Flavors) | 5 mg / piece<br>50 mg / jar | $ 15.00 |
| Edibles | Pate du Fruit | Pate du Fruit (Various Flavors) | 5 mg / piece<br>100 mg / jar | $ 30.00 |
| Edibles | Beverage | Coconut Lime Elixir | 5 mg / bottle | $ 6.00 |
| Edibles | Tinctures | 100 mg Bottle (Stevia Drops) | 5 mg / 1 mL dropper<br>100 mg bottle | $ 40.00 |
| Edibles | Tinctures | 100 mg Bottle (Various Flavors) | 5 mg / 1 mL dropper<br>100 mg bottle | $ 40.00 |

### 5.3 Intellectual Property Rights

The ability to create, formulate and manufacture medical and recreational cannabis products is a core competency of Mayflower Medicinals. To that end, any such product design, formulation and manufacture is considered Mayflower Intellectual Property. To protect our product development and manufacturing processes all employees, the organization's affiliates and vendors with whom the organization works are required to sign a Non-Disclosure Agreement (NDA). Along with the NDA, Mayflower Employees, its affiliates and its vendors may not post, modify, distribute or reproduce any proprietary material (material may be defined as a recipe, formulation, new product introduction plan) without obtaining prior written consent of the copyright owner of such materials. Mayflower may, in appropriate circumstances and at the organization's discretion, deny access to an individual or an organization who is alleged to have infringed the intellectual property or proprietary rights of another.

### 5.4 Research & Development

Research and development are an essential part of the production cycle. In an effort to drive continuous improvement of the quality, consistency, and diversity of our product offering, Mayflower will regularly conduct research and development initiatives. All R&D initiatives will be done in accordance with applicable state and local laws and regulations with regards to tracking usable marijuana inventory and disposing of marijuana waste.

## 6. MARKETING & SALES

### 6.1 Communication

Mayflower will engage in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) that do 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 face of the advertisement.

All marketing, advertising and branding produced by or on behalf of Mayflower will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(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."

Mayflower will communicate with our customers through social media, the Mayflower website, print and digital ads compliant with 935 CMR 500.105(4), and participation in industry and other events compliant with 935 CMR 500.105(4).

Mayflower 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 store.

### 6.2 Sales

Mayflower will sell its product and service by developing a dispensary team with best in class practices in customer service, product knowledge, dosage and consumer education.

Mayflower will ensure that all marijuana products that are provided for sale to Consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for Consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica or Arial, including capitalization: "INCLUDES MULTIPLE SERVINGS." Mayflower will not sell multiple serving beverages and each single serving of an

edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

### 6.3 Logo

Mayflower has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

**Mayflower Word Logo:**




**Mayflower M Badge Logo:**



**Azuca Logos – Product Branding:**




AZUCA
TM

## PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Mayflower Medicinals, Inc. ("Mayflower") will only be accessible to visitors and agents who are 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Mayflower agent will immediately inspect the person's proof of identification and determine the person's age, in accordance with 935 CMR 500.140(2).

In the event Mayflower 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). Mayflower 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), Mayflower 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. Mayflower 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. Mayflower 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), Mayflower 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. Mayflower'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).

## SEPARATING ADULT USE FROM MEDICAL OPERATIONS

Mayflower Medicinals, Inc. ("**Mayflower**") has developed policies and procedures described below to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, Mayflower will virtually separate medical and adult use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), Mayflower will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. Until Mayflower has established 6 months of sales data, 35% of Mayflower's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

Marijuana products reserved for registered patients will be either: (1) maintained on site at Mayflower's Retailer Establishment in an area separate from marijuana products intended for adult use, or (2) easily accessible at another Mayflower Marijuana Establishment location and transferable to Mayflower's Retailer location within 48 hours. Mayflower will transfer a marijuana product reserved for medical use to its adult use inventory within a reasonable period of time prior to the product's date of expiration.

# QUALITY CONTROL AND TESTING

Quality Control

Mayflower Medicinals, Inc. ("Mayflower") will comply with the following sanitary requirements:

1. Any Mayflower 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 Mayflower 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. Mayflower'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 Mayflower'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. Mayflower's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Mayflower 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. Mayflower's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Mayflower's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Mayflower's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Mayflower 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. Mayflower acknowledges and understands that the Commission may require Mayflower to demonstrate the intended and actual use of any toxic items found on Mayflower's premises;

11. Mayflower 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 Mayflower's needs;
12. Mayflower'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. Mayflower will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Mayflower 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. Mayflower 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.

Mayflower'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).

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

Mayflower 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 Mayflower 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.

Mayflower will process marijuana in a safe and sanitary manner. Mayflower will process the leaves and flowers of the female marijuana plant only, which will be:

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

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, and

any marijuana product that is made to resemble a typical food or beverage product will be packaged and labeled as required by 935 CMR 500.105(5) and 500.105(6).

When selling or otherwise transferring marijuana to another marijuana establishment Mayflower will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: *Testing of Marijuana and Marijuana Products*, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Testing

Mayflower 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 Mayflower 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 Mayflower'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 Mayflower'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.

Mayflower'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. Mayflower acknowledges and understands that the Commission may require additional testing.

Mayflower'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 Mayflower 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.

Mayflower 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. Mayflower 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 Mayflower'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 Mayflower 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.

# PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

## Overview

Mayflower Medicinals, Inc. ("Mayflower") will securely maintain personnel records, including registration status and background check records. Mayflower 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 Mayflower 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.

## Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Mayflower will undergo a detailed background investigation prior to being granted access to a Mayflower facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Mayflower 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, Mayflower 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, Mayflower 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, Mayflower 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 Mayflower or the Commission.

Personnel Policies and Training

As outlined in Mayflower'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 Mayflower agents are required to complete training as detailed in Mayflower's Qualifications and Training plan which includes but is not limited to the Mayflower'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).

Mayflower 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 Mayflower 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.

# RECORDKEEPING PROCEDURES

General Overview

Mayflower Medicinals, Inc. ("Mayflower") 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 Mayflower documents. Records will be stored at Mayflower 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 Mayflower 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 Mayflower's quarter-end closing procedures. In addition, Mayflower'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 Mayflower.

- 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 Mayflower 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 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
  - Mayflower 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
  - Mayflower will use Metrc as the 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
    - Mayflower will maintain records that is 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, Mayflower 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 Mayflower 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 Mayflower'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, Mayflower 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 Mayflower agents present during the disposal or other handling, with their signatures. Mayflower 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 Mayflower is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.

- Transportation Records
  - Mayflower will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)
  - Records that any and all of Mayflower's vehicles are 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
  - Mayflower 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 Mayflower closes, all records will be kept for at least two (2) years at Mayflower's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Mayflower 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 Mayflower'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 Mayflower'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 Mayflower 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 Mayflower, 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 Mayflower's website.
- Policies and procedures for the handling of cash on Mayflower 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
  - Mayflower 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

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

# MAINTAINING OF FINANCIAL RECORDS

Mayflower Medicinals, Inc.'s ("Mayflower") 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 Mayflower.
- 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;
    - Prohibiting the use of software or other methods to manipulate or alter sales data;
    - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
        - If Mayflower determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.

- 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.
- <u>License Renewal Records</u>
  - Mayflower 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.

# QUALIFICATIONS AND TRAINING

Mayflower Medicinals, Inc. ("Mayflower") will ensure that all employees hired to work at a Mayflower 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.

Mayflower will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Mayflower discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent's employment will be terminated, and Mayflower 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 Mayflower'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 Mayflower'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 Mayflower 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".

Mayflower 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. Mayflower'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, Mayflower'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 practice

# Diversity Plan

Mayflower Medicinals, Inc. ("Mayflower") believes in creating and sustaining a robust policy of inclusivity and diversity. Mayflower recognizes that diversity in the workforce is key to the integrity of a company's commitment to its community. Mayflower's diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+. Mayflower will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

## Goals

Mayflower seeks to develop a Diversity Plan that promotes equity among minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+. Mayflower has developed specific goals, including:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment; and
2. Providing tools to ensure the success of individuals falling into the above-listed demographics.

## Diversity Recruitment and Sourcing

Mayflower will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. Mayflower has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve Mayflower customers' needs. Mayflower's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Hosting two career fairs annually within the City of Lowell with preference for hiring qualified diverse individuals in the above-listed demographics (metrics for hiring goals outlined below);
- Advertising employment opportunities in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards;
- Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings; and
- Encouraging employees to refer applicants from diverse groups for employment.

## Employee Retention, Training and Development

Perhaps the most critical element of maintaining a diverse and inclusive workforce is keeping the pathways to professional development and promotion open for all employees. Therefore, Mayflower's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

Mayflower will offer promotions, career counseling, and training to provide all employees with opportunities for growth and to decrease turnover. Mayflower will ensure that all employees receive opportunities for career counseling, counsel employees on advancement opportunities, and provide training programs to assist them in career development. Training programs will be both internal and external to the company and cannabis industry, and may include topics such as: marijuana cultivation techniques, product manufacturing techniques, retail practices, compliance, writing, management training, and industry seminars provided at annual conferences such as MJBizCon.

Mayflower's diversity awareness training emphasizes Mayflower's zero-tolerance commitment against harassment and discrimination and Mayflower's strict adherence to take corrective action should any issues, concerns, or complaints arise. All Mayflower employees are required to complete the diversity awareness training program during employee orientation. Training will begin immediately upon hiring, and all new employees will be required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

Upon completion of the orientation program, new hires will be equipped to describe, discuss, and implement the Diversity Plan. Following successful completion of the general orientation program, employees will undergo additional diversity training that will be tailored to the employee's specific job function. All employees will also be required to undergo ongoing diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Measuring Progress

A comprehensive Diversity Plan audit will take place annually upon PCR renewal and will measure the success of Mayflower's various diversity programs and initiatives during the 12-month period prior to the yearly renewal of Mayflower's license. The audit report will track various data points and metrics to measure the success of the Diversity Plan, including:

- Employment data, including the number of individuals from the above- referenced demographic groups, with a goal of hiring at least 25% of new employees from such groups subject to the suitability of the applicants. Mayflower will specifically make best efforts to hire at least 15% employees that are women and/or minorities and 10% employees that identify as veterans, LGBTQ, and with a disability[1];
- Number of and type of information sessions held or participated in with supporting documentation. At least one information session will be held when a job becomes available;
- Number of postings in diverse publications or general publications with supporting documentation. At least one posting will occur when a job becomes available;
- Number and subject matter of trainings held. At least one training will be held annually; and
- A comprehensive description of all efforts made by Mayflower to monitor and enforce the Diversity Plan. At least one description will be drafted annually.

The results of the annual audit demonstrating proof of the success and progress of Mayflower's Diversity Plan will be made available to the Commission in connection with the yearly renewal of Mayflower's license.

Acknowledgements

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

[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 Mayflower's efforts for hiring a diverse workforce; however, Mayflower is limited in its ability to confirm the ultimate percentages of these demographics in its workforce due to applicable employment and labor laws.