



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281701
Original Issued Date: 06/03/2019
Issued Date: 09/10/2020
Expiration Date: 09/11/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Nature's Medicines, Inc.

Phone Number: 252-864-7405
Email Address: writejigar@gmail.com

Business Address 1: 482 Globe Street
Business City: Fall River
Business State: MA
Business Zip Code: 02724
Business Address 2:
Mailing Address 1: 971 Providence Road
Mailing City: Whitinsville
Mailing State: MA
Mailing Zip Code: 01588
Mailing Address 2: 2nd Floor

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: RP201918

RMD INFORMATION

Name of RMD: Nature's Medicines, Inc. (formerly Xiphias Wellness, Inc.)
Department of Public Health RMD Registration Number: 051
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: 100
Role: Director
Other Role: Sole Member, Director, President, Treasurer, Clerk, CEO, CFO, Capital Contributor

| | | |
|---|----------------------|---------|
| First Name: Jigarkumar | Last Name: Patel | Suffix: |
| Gender: Male | User Defined Gender: | |
| What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese) | | |
| Specify Race or Ethnicity: Asian Indian | | |

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

| | | |
|---|-------------------|---------|
| First Name: Gerry | Last Name: Wilson | Suffix: |
| Describe the nature of the relationship this person has with the Marijuana Establishment: Gerry Wilson is the Chief Operating Officer, Director of Cultivation, and Director of Security for Nature's Medicines, Inc. | | |

Close Associates or Member 2

| | | |
|--|----------------------|---------|
| First Name: Michael | Last Name: Hasenberg | Suffix: |
| Describe the nature of the relationship this person has with the Marijuana Establishment: Michael Hasenberg is the Inventory and Compliance Manager responsible for inventory management, compliance, and seed to sale tracking of all products. | | |

Close Associates or Member 3

| | | |
|--|-------------------|---------|
| First Name: Stephen | Last Name: Borges | Suffix: |
| Describe the nature of the relationship this person has with the Marijuana Establishment: Stephen Borges is the General Manager for all current and future dispensary locations. | | |

Close Associates or Member 4

| | | |
|--|----------------|---------|
| First Name: Globe Street Management | Last Name: LLC | Suffix: |
| Describe the nature of the relationship this person has with the Marijuana Establishment: Globe Street Management, LLC serves as a landlord for Nature's Medicines' facilities and a debt capital contributor. | | |

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

| | | |
|-----------------------------------|------------------------|--|
| First Name: David | Last Name: Brayton | Suffix: |
| Types of Capital: Monetary/Equity | Other Type of Capital: | Total Value of the Capital Provided: \$500000 Percentage of Initial Capital: 100 |
| Capital Attestation: Yes | | |

CAPITAL RESOURCES - ENTITIES

No records found

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: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Aumega Health and Wellness, LLC | | Entity DBA: | |
| Entity Description: Owns a dispensary in Pennsylvania | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |

| | | | |
|---|--------------------------|--------------------------------|--|
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 2

| | | | |
|---|------------------------------------|--------------------------------|--|
| Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner | | | |
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Blazin, LLC | | Entity DBA: | |
| Entity Description: Part owner of cultivation facility in Arizona | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 3

| | | | |
|---|------------------------------------|--------------------------------|--|
| Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner | | | |
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Hanuel, LLC | | Entity DBA: | |
| Entity Description: Part owner of a cultivation in Arizona | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 4

| | | | |
|---|------------------------------------|---------------------------|--|
| Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner | | | |
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Jayara, LLC | | Entity DBA: | |
| Entity Description: Part owner of a cultivation in Arizona | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: | Entity Mailing State: AZ | Entity Mailing Zip Code: | Entity Mailing Country: United States |

| | | |
|----------|-------|------------|
| Chandler | 85249 | of America |
|----------|-------|------------|

Business Interest in Other State 5

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

| | | |
|--|---------------------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: |
| Entity Legal Name: Marvele, LLC | Entity DBA: | |
| Entity Description: Part owner of a cultivation in Arizona | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: |
| Entity Address 1: 4307 E Yellowstone PL | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 |
| | | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 |
| | | Entity Mailing Country: United States of America |

Business Interest in Other State 6

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

| | | |
|--|---------------------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: |
| Entity Legal Name: Rajya, LLC | Entity DBA: | |
| Entity Description: Part owner of a cultivation in Arizona | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: |
| Entity Address 1: 4307 E Yellowstone PL | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 |
| | | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 |
| | | Entity Mailing Country: United States of America |

Business Interest in Other State 7

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

| | | |
|---|---------------------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: |
| Entity Legal Name: Swarna, LLC | Entity DBA: | |
| Entity Description: Owns part of a company that manages cannabis companies across the country | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: |
| Entity Address 1: 4307 E Yellowstone PL | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 |
| | | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 |
| | | Entity Mailing Country: United States of America |

Business Interest in Other State 8

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

Owner First Name: Jigarkumar **Owner Last Name:** Patel **Owner Suffix:**

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

Entity Description: A cultivation facility in Arizona

Entity Phone: 252-864-7405 **Entity Email:** writejigar@gmail.com **Entity Website:**

Entity Address 1: 2935 E Frontage Road **Entity Address 2:**

Entity City: Amado **Entity State:** AZ **Entity Zip Code:** 85645 **Entity Country:** United States of America

Entity Mailing Address 1: 2935 E Frontage Road **Entity Mailing Address 2:**

Entity Mailing City: Amado **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85645 **Entity Mailing Country:** United States of America

Business Interest in Other State 9

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

Owner First Name: Jigarkumar **Owner Last Name:** Patel **Owner Suffix:**

Entity Legal Name: Amma Investment Group, LLC **Entity DBA:**

Entity Description: Provides management services to cannabis companies around the country

Entity Phone: 252-864-7405 **Entity Email:** writejigar@gmail.com **Entity Website:**

Entity Address 1: 2439 West McDowell Road **Entity Address 2:**

Entity City: Phoenix **Entity State:** AZ **Entity Zip Code:** 85009 **Entity Country:** United States of America

Entity Mailing Address 1: 2439 West McDowell Road **Entity Mailing Address 2:**

Entity Mailing City: Phoenix **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85009 **Entity Mailing Country:** United States of America

Business Interest in Other State 10

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

Owner First Name: Jigarkumar **Owner Last Name:** Patel **Owner Suffix:**

Entity Legal Name: MJSJ Developement, LLC **Entity DBA:**

Entity Description: Owns part of a company that manages cannabis companies across the country.

Entity Phone: 252-864-7405 **Entity Email:** writejigar@gmail.com **Entity Website:**

Entity Address 1: 4307 E Yellowstone PL **Entity Address 2:**

Entity City: Chandler **Entity State:** AZ **Entity Zip Code:** 85249 **Entity Country:** United States of America

Entity Mailing Address 1: 4307 E Yellowstone PL **Entity Mailing Address 2:**

Entity Mailing City: Chandler **Entity Mailing State:** AZ **Entity Mailing Zip Code:** 85249 **Entity Mailing Country:** United States of America

Business Interest in Other State 11

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

Owner First Name: **Owner Last Name:** Patel **Owner Suffix:**

Jigarkumar

Entity Legal Name: Tedra Health, LLC

Entity DBA:

Entity Description: Applying for a dispensary license in Connecticut

Entity Phone:

252-864-7405

Entity Email:

writejigar@gmail.com

Entity Website:

Entity Address 1: 2389 Main Street

Entity Address 2: Suite 100

Entity City: Glastonbury

Entity State: CT

Entity Zip Code: 06033

Entity Country: United States of America

Entity Mailing Address 1: 2389 Main Street

Entity Mailing Address 2: Suite 100

Entity Mailing City:

Glastonbury

Entity Mailing State: CT

Entity Mailing Zip Code:

06033

Entity Mailing Country: United States of America

Business Interest in Other State 12

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

Owner First Name:

Jigarkumar

Owner Last Name: Patel

Owner Suffix:

Entity Legal Name: Tedra Health Management, LLC

Entity DBA:

Entity Description: Applying for a dispensary license in Michigan

Entity Phone: 252-864-7405

Entity Email:

writejigar@gmail.com

Entity Website:

Entity Address 1: 4307 E Yellowstone PL

Entity Address 2:

Entity City: Chandler

Entity State: CT

Entity Zip Code: 85249

Entity Country: United States of America

Entity Mailing Address 1: 4307 E Yellowstone PL

Entity Mailing Address 2:

Entity Mailing City:

Chandler

Entity Mailing State: CT

Entity Mailing Zip Code:

85249

Entity Mailing Country: United States of America

Business Interest in Other State 13

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

Owner First Name:

Jigarkumar

Owner Last Name: Patel

Owner Suffix:

Entity Legal Name: J Brothers Investments, LLC

Entity DBA:

Entity Description: Owns part of a company applying for a license in Connecticut

Entity Phone:

252-864-7405

Entity Email:

writejigar@gmail.com

Entity Website:

Entity Address 1: 4307 E Yellowstone PL

Entity Address 2:

Entity City: Chandler

Entity State: AZ

Entity Zip Code: 85249

Entity Country: United States of America

Entity Mailing Address 1: 4307 E Yellowstone PL

Entity Mailing Address 2:

Entity Mailing City:

Chandler

Entity Mailing State: AZ

Entity Mailing Zip Code:

85249

Entity Mailing Country: United States of America

Business Interest in Other State 14

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

Owner First Name: Jigar

Owner Last Name: Patel

Owner Suffix:

Entity Legal Name: Multi Nine, LLC

Entity DBA:

Entity Description: Helps operate a cannabis management company in Maryland

Date generated: 12/03/2020

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| | | | |
|--|--|--|---|
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 15

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

| | | | |
|--|--|--|---|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Six Groove, LLC | | Entity DBA: | |
| Entity Description: Owns part of a company that manages cannabis companies in Massachusetts | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 16

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

| | | | |
|---|--|--|---|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Sixth Street Enterprises, Inc. | | Entity DBA: | |
| Entity Description: Owns two dispensaries in Arizona | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 2439 W McDowell Road | | Entity Address 2: | |
| Entity City: Phoenix | Entity State: AZ | Entity Zip Code: 85009 | Entity Country: United States of America |
| Entity Mailing Address 1: 2439 W McDowell Road | | Entity Mailing Address 2: | |
| Entity Mailing City: Phoenix | Entity Mailing State: AZ | Entity Mailing Zip Code: 85009 | Entity Mailing Country: United States of America |

Business Interest in Other State 17

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

| | | | |
|---|--|------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Trydant, LLC | | Entity DBA: | |
| Entity Description: Applying for a license in Michigan | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |

| | | | |
|---|--------------------------|--------------------------------|--|
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |
| Entity Mailing Address 1: 4307 E Yellowstone PL | | Entity Mailing Address 2: | |
| Entity Mailing City: Chandler | Entity Mailing State: AZ | Entity Mailing Zip Code: 85249 | Entity Mailing Country: United States of America |

Business Interest in Other State 18

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

| | | | |
|--|------------------------------------|--------------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Maryland Health Management, LLC | | Entity DBA: | |
| Entity Description: Provides management services to a dispensary in Maryland | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 2439 W McDowell Road | | Entity Address 2: | |
| Entity City: Phoenix | Entity State: AZ | Entity Zip Code: 85009 | Entity Country: United States of America |
| Entity Mailing Address 1: 2439 W McDowell Road | | Entity Mailing Address 2: | |
| Entity Mailing City: Phoenix | Entity Mailing State: AZ | Entity Mailing Zip Code: 85009 | Entity Mailing Country: United States of America |

Business Interest in Other State 19

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

| | | | |
|---|------------------------------------|--------------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: PA Natural Medicine LLC | | Entity DBA: | |
| Entity Description: Owns a dispensary in Pennsylvania | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 2439 W McDowell Road | | Entity Address 2: | |
| Entity City: Phoenix | Entity State: AZ | Entity Zip Code: 85009 | Entity Country: United States of America |
| Entity Mailing Address 1: 2439 W McDowell Road | | Entity Mailing Address 2: | |
| Entity Mailing City: Phoenix | Entity Mailing State: AZ | Entity Mailing Zip Code: 85009 | Entity Mailing Country: United States of America |

Business Interest in Other State 20

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

| | | | |
|---|------------------------------------|------------------------|--|
| Owner First Name: Jigarkumar | Owner Last Name: Patel | Owner Suffix: | |
| Entity Legal Name: Pure Relief N Union | | Entity DBA: | |
| Entity Description: Owns a dispensary in Michigan | | | |
| Entity Phone: 252-864-7405 | Entity Email: writejigar@gmail.com | Entity Website: | |
| Entity Address 1: 4307 E Yellowstone PL | | Entity Address 2: | |
| Entity City: Chandler | Entity State: AZ | Entity Zip Code: 85249 | Entity Country: United States of America |

Entity Mailing Address 1: 4307 E Yellowstone PL

Entity Mailing Address 2:

Entity Mailing City:
Chandler

Entity Mailing State: AZ

Entity Mailing Zip Code:
85249Entity Mailing Country: United States
of America**DISCLOSURE OF INDIVIDUAL INTERESTS****Individual 1**

First Name: Jigarkumar

Last Name: Patel

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 2

First Name: Jigarkumar

Last Name: Patel

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 3

First Name: Jigarkumar

Last Name: Patel

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Wareham

Marijuana Establishment State: MA

Individual 4

First Name: Gerry

Last Name: Wilson

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 5

First Name: Gerry

Last Name: Wilson

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 6

First Name: Gerry

Last Name: Wilson

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Wareham

Marijuana Establishment State: MA

Individual 7

First Name: Michael

Last Name: Hasenberg

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Cultivator

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 8

First Name: Michael

Last Name: Hasenberg

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 9

First Name: Michael

Last Name: Hasenberg

Suffix:

Marijuana Establishment Name: Nature's Medicines, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Wareham Marijuana Establishment State: MA

Individual 10

First Name: Stephen Last Name: Borges Suffix:
Marijuana Establishment Name: Nature's Medicines, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Uxbridge Marijuana Establishment State: MA

Individual 11

First Name: Stephen Last Name: Borges Suffix:
Marijuana Establishment Name: Nature's Medicines, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Uxbridge Marijuana Establishment State: MA

Individual 12

First Name: Stephen Last Name: Borges Suffix:
Marijuana Establishment Name: Nature's Medicines, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Wareham Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 482 Globe Street
Establishment Address 2:
Establishment City: Fall River Establishment Zip Code: 02724
Approximate square footage of the establishment: 1700 How many abutters does this property have?: 27
Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION

Host Community Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Certification of Host Community Agreement | Xiphias_Fall River HCA Certificate.pdf | pdf | 5c0ec47bcf55121fe9077b27 | 12/10/2018 |
| Community Outreach Meeting Documentation | Xiphias_Community Outreach Documentation.pdf | pdf | 5c0ee7fcc9f8321ffd060419 | 12/10/2018 |
| Plan to Remain Compliant with Local Zoning | XWI_Plan to Remain Compliant with Local Zoning (Fall River - Retailer).pdf | pdf | 5c0ef4e8b8b513176571a28b | 12/10/2018 |

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.: \$-1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

| Document Category | Document Name | Type | ID | Upload Date |
|--------------------------|---|------|--------------------------|-------------|
| Plan for Positive Impact | Nature's Medicines Revised Positive Impact Plan.pdf | pdf | 5c9954e83779161b2a87731f | 03/25/2019 |

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Date generated: 12/03/2020

Individual Background Information 1

Role: Other Role:
First Name: Jigarkumar Last Name: Patel Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: Gerry Last Name: Wilson Suffix:
RMD Association: RMD Manager
Background Question: no

Individual Background Information 3

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

Individual Background Information 4

Role: Other Role:
First Name: Stephen Last Name: Borges Suffix:
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Landlord
Entity Legal Name: Globe Street Management, LLC Entity DBA:
Entity Description: Landlord for Nature's Medicines' facilities and a debt capital contributor
Phone: 252-864-7405 Email: writejigar@gmail.com
Primary Business Address 1: 971 Providence Road Primary Business Address 2: Suite 2
Primary Business City: Whitinsville Primary Business State: MA Principal Business Zip Code: 01588
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Bylaws | Xiphias Wellness - Amended Bylaws (EXECUTED).pdf | pdf | 5bf30a73d912bf0445fe61b1 | 11/19/2018 |
| Articles of Organization | Xiphias_Articles of Organization.pdf | pdf | 5bf30ab5730d5d0462f125d5 | 11/19/2018 |
| Department of Revenue - Certificate of Good standing | Xiphias_DoR Cert.pdf | pdf | 5c0ec61ecf55121fe9077b41 | 12/10/2018 |
| Articles of Organization | Nature's Medicines_Articles of Amendment 12.18.18.pdf | pdf | 5c2a3f736b68fa71e859a899 | 12/31/2018 |

| | | | | |
|--|---|-----|--------------------------|------------|
| Secretary of Commonwealth - Certificate of Good Standing | Nature's Medicines Cert of Good Standing 12.21.18.pdf | pdf | 5c2a3f7ba2404e71ee7e5a2c | 12/31/2018 |
| Articles of Organization | Nature's Medicines_Notice of Change of Name.pdf | pdf | 5c2a3f848f456971f84519c2 | 12/31/2018 |

Certificates of Good Standing:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Secretary of Commonwealth - Certificate of Good Standing | Nature's Medicines_SoC Certificate of Good Standing.pdf | pdf | 5f3d80f7233f7b0865381b1c | 08/19/2020 |
| Department of Revenue - Certificate of Good standing | Nature's Medicines_DOR Certificate of Good Standing.pdf | pdf | 5f3d80f87116b407de6538fc | 08/19/2020 |
| Department of Unemployment Assistance - Certificate of Good standing | Nature's Medicines_DUA Certificate of Good Standing.pdf | pdf | 5f3d80f93a4447086ca97426 | 08/19/2020 |

Massachusetts Business Identification Number: 001179000

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|------------------------------|--|------|--------------------------|-------------|
| Business Plan | NMI_Business Plan.pdf | pdf | 5f3d8be63595ff084fed48eb | 08/19/2020 |
| Plan for Liability Insurance | NMI_Plan for Obtaining Liability Insurance.pdf | pdf | 5f3d8bedf6d8f5082e446e4b | 08/19/2020 |
| Proposed Timeline | NMI_Proposed Timeline_Fall River.pdf | pdf | 5f3ff2b587ec2b07e9c514e6 | 08/21/2020 |

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Diversity plan | Nature's Medicines Revised Diversity Plan.pdf | pdf | 5c58c4bc3779161b2a870dec | 02/04/2019 |
| Separating recreational from medical operations, if applicable | NMI_Separating Recreational from Medical_Retailer.pdf | pdf | 5f3d8c1f94381908409245c3 | 08/19/2020 |
| Restricting Access to age 21 and older | NMI_Restricting Access_Retailer.pdf | pdf | 5f3d8c28f6d8f5082e446e4f | 08/19/2020 |
| Security plan | NMI_Security Plan_Retailer.pdf | pdf | 5f3d8c319fd04f085a97703f | 08/19/2020 |
| Prevention of diversion | NMI_Prevention of Diversion_Retailer.pdf | pdf | 5f3d8c3e3595ff084fed48f1 | 08/19/2020 |
| Storage of marijuana | NMI_Storage of Marijuana.pdf | pdf | 5f3d8c4cf6d8f5082e446e53 | 08/19/2020 |
| Transportation of marijuana | NMI_Transportation of Marijuana.pdf | pdf | 5f3d8c5adaa09e087b89e5cd | 08/19/2020 |
| Inventory procedures | NMI_Inventory Procedures.pdf | pdf | 5f3d8c61233f7b0865381b86 | 08/19/2020 |
| Quality control and testing | NMI_Quality Control and Testing.pdf | pdf | 5f3d8c6d971c7c07c04352b8 | 08/19/2020 |
| Dispensing procedures | NMI_Dispensing Procedures.pdf | pdf | 5f3d8c7f5330a107b966c55e | 08/19/2020 |
| Personnel policies including | NMI_Personnel Policies.pdf | pdf | 5f3d8c8b5fa28707f4580f9d | 08/19/2020 |

background checks

| | | | | |
|----------------------------------|---|-----|--------------------------|------------|
| Record Keeping procedures | NMI_Recordkeeping Procedures.pdf | pdf | 5f3d8c954fa1b607d3b60513 | 08/19/2020 |
| Maintaining of financial records | NMI_Maintaining Financial Records.pdf | pdf | 5f3d8ca01e17f807ff969e88 | 08/19/2020 |
| Qualifications and training | NMI_Qualifications and Training.pdf | pdf | 5f3d8caadaa09e087b89e5d1 | 08/19/2020 |
| Energy Compliance Plan | NMI_Energy Compliance Plan_Retail Fall River.pdf | pdf | 5f3ffd835330a107b966cc25 | 08/21/2020 |

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|-------------------|---|------|--------------------------|-------------|
| | NMI_Maintaining Adequate Patient Supply.pdf | pdf | 5f3d96f47116b407de6539a3 | 08/19/2020 |

Reasonable Substitutions of Marijuana Types and Strains Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|-------------------|---|------|--------------------------|-------------|
| | NMI_Reasonable Substitutions for Medical Products.pdf | pdf | 5f3d96fe5330a107b966c58e | 08/19/2020 |

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

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: While Nature's Medicines is not currently operational for adult use and has had to significantly scale back its workforce over the past year as a result, Nature's Medicines was still able to support residents of Fall River in conformance with its Positive Impact Plan. An overview of those efforts is attached and includes the following:

- Collection drives in support of Citizens for Citizens in Fall River;
- Participation in community clean-up initiatives; and

- Local educational seminars regarding medical cannabis.

As per Nature's Medicines Positive Impact Plan, Nature's Medicines will further support past or present residents of the City of Fall River upon receipt of Commence Operations, including through Nature's Medicines local hiring initiatives.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Nature's Medicines is not currently operational for adult use and has had to significantly scale back its workforce over the past year as a result. As Nature's Medicines moves forward through licensing and inspections processes, it will expand its efforts to promote equity in its operations through hiring initiatives and educational seminars for minorities and women.

Notwithstanding the foregoing, Nature's Medicines contributed \$5,000.00 to the New Bedford branch of the NAACP \$5,000.00 on January 9, 2020 to help support the NAACP's mission of securing the political, educational, social, and economic equality of rights in order to eliminate race-based discrimination and ensure the health and well-being of all persons.

HOURS OF OPERATION

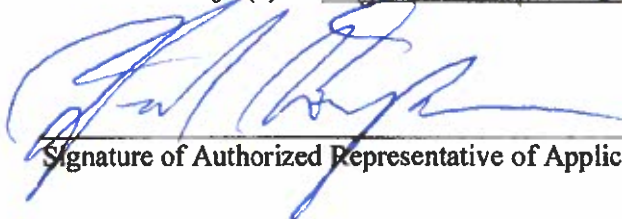
| | |
|-------------------------|-----------------------|
| Monday From: 8:00 AM | Monday To: 8:00 PM |
| Tuesday From: 8:00 AM | Tuesday To: 8:00 PM |
| Wednesday From: 8:00 AM | Wednesday To: 8:00 PM |
| Thursday From: 8:00 AM | Thursday To: 8:00 PM |
| Friday From: 8:00 AM | Friday To: 8:00 PM |
|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

Host Community Agreement Certification Form

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

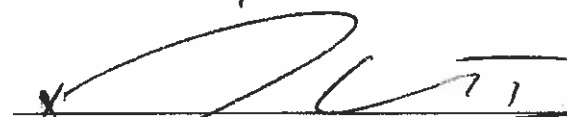
Applicant

I, David Brayton, (insert name) certify as an authorized representative of Xiphias Wellness Inc (insert name of applicant) that the applicant has executed a host community agreement with Fall River (insert name of host community) pursuant to G.L.c. 94G § 3(d) on June 26, 2018 (insert date).


Signature of Authorized Representative of Applicant

Host Community

I, Isabel F. Correia II, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for Fall River (insert name of host community) to certify that the applicant and City of Fall River (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on June 26, 2018 (insert date).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

David A. Brayton, III, (insert name) attest as an authorized representative of Xiphias Wellness, Inc. (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on July 23, 2018 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on July 12, 2018 (insert date) which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on July 10, 2018 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on July 10 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.

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Fall River
Downtown area 1 BR, 3rd flr, 1st, last mo rent. refs req'd. No pets. \$600/mo. 508 561-8698

Fall River Large
2 BR dble parlors, 2nd floor, no utils, pets or laundry. \$800. 1st month and security. (508) 676-0614

Legal Notices

Legal Notices

482 GLOBE STREET, FALL RIVER
LEGAL NOTICE
NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday 07/23/2018, at 6:00 PM at VFW Post 486 Pvt. Joseph Francis Post, 486 Bedford Street, Fall River, MA 02724. The proposed Recreational Retail Location is anticipated to be located at 482 Globe Street, Fall River, MA 02724. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

- 1.The type(s) of Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the location will be maintained securely;
3. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Notice of this meeting was published in a local newspaper of general circulation and filed with the Fall River City Clerk, the Planning Board, and the Fall River Mayor's Office at least seven (7) calendar days prior to the meeting.

Notice of this meeting was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and to abutters within 300 feet of the property line of the proposed location as they appear on the most recent applicable tax list.

David Brayton
Founder, Owner Xiphias Wellness

AD#13707671
FRHN 7/12/18

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Friday edition.....3 p.m. Wednesday
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Xiphias Wellness, Inc.



David Brayton

Founder, Owner Xiphias Wellness

2018 JUL 10 PM 1:56
MAYOR'S OFFICE
CITY OF FALL RIVER

NOTICE OF COMMUNITY OUTREACH MEETING

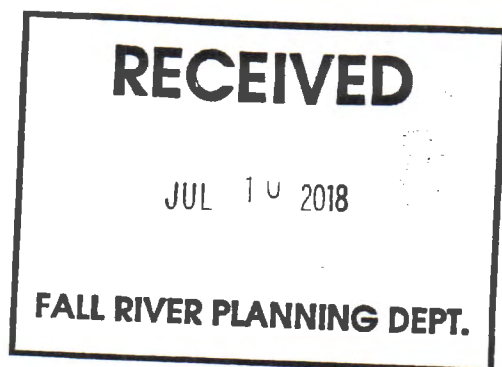
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Xiphias Wellness Inc.

David Brayton

Founder, Owner Xiphias Wellness

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Xiphias Wellness Inc.



David Brayton

Founder, Owner Xiphias Wellness

RECEIVED

2018 JUL 10 P 1:52

CITY CLERK
FALL RIVER, MA

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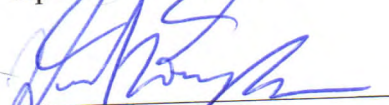
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Xiphias Wellness Inc.



David Brayton

Founder, Owner Xiphias Wellness

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING (FALL RIVER)

Xiphias Wellness, Inc. (“XWI”) will remain compliant at all times with the local zoning requirements set forth in the Town of Fall River’s Zoning Bylaws. In accordance with Fall River’s Zoning Bylaws, XWI’s proposed adult use retail operation is located in the Industrial B Zoning District, where a marijuana establishment is an allowed use. In further compliance with Fall River’s Zoning Bylaws, the property is not located within 750 feet from the nearest school providing education for grades K-12.

XWI will apply for any other local permits required to operate a co-located cultivator and product manufacturer facility at the proposed location. XWI will comply with all conditions and standards set forth in any local permit required to operate a marijuana establishment at XWI’s proposed location.

XWI has already attended several meetings with various municipal officials and boards to discuss XWI’s plans for a proposed co-located cultivator and product manufacturer facility and has executed a Host Community Agreement with Fall River. XWI will continue to work cooperatively with various municipal departments, boards, and officials to ensure that XWI’s marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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

As Nature's Medicines is not yet operational for adult use at this location, the municipality has not borne any costs reasonably related to the operation of the adult-use establishment.

Plan to Positively Impact Areas of Disproportionate Impact

Overview

Nature's Medicines, Inc. ("Nature's Medicines")¹ is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, Nature's Medicines has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") and has identified and created a goal and programs to positively impact the City of Fall River.

Goals

In order for Nature's Medicines to positively impact the City of Fall River. Nature's Medicines has established the following goal:

- Providing access for and assisting individuals in the City of Fall River to achieve their goal of entering the adult-use marijuana industry.

Programs

Nature's Medicines has developed specific programs to effectuate its stated goal to positively impact residents of Fall River. Such programs will include the following:

- Instituting a preferential hiring program for Fall River residents, whereby qualified candidates for open job postings with equal qualifications will be selected if they self-identify as a resident of Fall River; and
- Creating a community service program in which each employee must dedicate at least sixteen (16) work hours per year to support Citizens for Citizens, Inc., which will include assistance with youth mentoring/tutoring programs, senior assistance, and food assistance programs in Fall River.

Measurements

The Diversity Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure Nature's Medicines continues to meet its commitments. Such

¹ Formerly Xiphias Wellness, Inc.

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

- Ensuring that at least 5% of the staff is from Fall River by providing regular staffing audits of employees hired, retained, and promoted who come from Fall River;
- Documenting compliance for each employee with the community service requirements, which will be tracked by the Human Resources Manager and will include the date when the community service was performed and the Citizens for Citizens program or initiative that was supported.

Beginning upon receipt of Nature's Medicines first "Commence Operations" designation from the Commission to operate a marijuana establishment in the Commonwealth, Nature's Medicines will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Diversity Manager will review and evaluate Nature's Medicines' measurable outcomes no less than quarterly to ensure that Nature's Medicines is meeting its commitments. Nature's Medicines is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

In the event that Nature's Medicines is not meeting its commitments, Nature's Medicines will donate an additional \$2,500.00 a year to Citizens for Citizens, Inc. Nature's Medicines will document such donation in accordance with its recordkeeping policies and generally accepted accounting principles.

Acknowledgements

- As identified above, Nature's Medicines—in the event that Nature's Medicines does not meet its commitments above—intends to donate to Citizens for Citizens, Inc. and acknowledges that Citizens for Citizens has been contacted and will receive the donation described herein.
- Nature's Medicines 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 Nature's Medicines will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

AMENDED BY-LAWS OF XIPHIAS WELLNESS, INC.
A MASSACHUSETTS NON-PROFIT CORPORATION

ARTICLE I: General

Section 1. Name and Purposes. The name of the Corporation is Xiphias Wellness, Inc. The purpose of the Corporation shall be as set forth in the Corporation's Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the "*Articles of Organization*") pursuant to Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law ("*Chapter 180*"). In compliance with 105 CMR 725.100(A)(1), the DPH "*Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance*," and the Provisional Certificate of Registration, the Corporation, a Registered Marijuana Dispensary ("*RMD*"), shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the RMD is used solely in furtherance of its non-profit purpose.

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

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

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

Section 5. Location of Offices of Corporation. The principal office of the Corporation shall be 408 Douglas Street Uxbridge, Massachusetts 01569. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as the Board of Directors may determine.

ARTICLE II: Members

Section 1. Identity of Initial and Sole Member. The initial and sole member of the Corporation shall be David A. Brayton, III, a resident of Tiverton, Rhode Island (hereinafter referred to herein as the "*Original Member*"). In the event the Original Member dies or becomes incapacitated and, at that time, there are no other Members (as defined below), the legal representative of the estate of the Original Member shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including terms and conditions with respect to voting rights, as such legal representative may determine to be appropriate at the time of such appointment.

Section 2. Additional and Substitute Members. The Original Member may increase the number of members of the Corporation and may appoint additional members and substitute members on such terms and conditions, including terms and conditions related to voting rights, as the Original Member may from time to time determine ("*Additional Members*"). Rights conferred upon an Additional Member by the Original Member, including voting rights, need not be uniform for all Additional Members. As used in these Bylaws, the term "*Member*" shall refer only to the Original Member (including his substitute Member described in Section 1 of this Article), unless and until the Original Member acts to designate one or more Additional Members as specified in these Bylaws, at which time the term "*Member*" shall refer to the Original Member and the Additional Members collectively.

Section 3. Tenure. Unless a different term is designated at the time an Additional Member is admitted by the Original Member, for so long as a Member continues to comply with the qualifications, rules and regulations applicable to Membership as shall be established from time to time by the Member, each such Member shall continue to be a Member in good standing until such Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified.

Section 4. Resignation. Any Member may resign by delivering a written resignation to the President or Clerk of the Corporation, to the Board of Directors, or to the principal office of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective; *provided, however*, that the non-resigning Members may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Member in his, her, or its resignation.

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

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

Section 7. Notice. A written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Clerk (or by any other officer) at least seven calendar (7) days before the meeting to the Member. The Member may waive notice either before or after a meeting.

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

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

- (a) Amend or amend and restate the Articles of Organization;
- (b) Adopt, amend or repeal these Bylaws;
- (c) Appointment, removal or suspension of any Director of the Corporation;
- (d) Change in the number of members of the Board of Directors of the Corporation;
- (e) Approval of any sale or other disposition of all, or substantially all, of the assets or operations of the Corporation;
- (f) Approval of any merger or consolidation of the Corporation;
- (g) Approval of any plan of dissolution of the Corporation, or other action related to dissolution or liquidation of the Corporation; and
- (h) Appointment, suspension or removal of a Member of the Corporation; and
- (i) Authorize the Corporation to enter into any agreement to do any of the foregoing.

ARTICLE III: Directors

Section 1. Enumeration; Qualifications. The Corporation shall have a Board of Directors that shall serve as the governing body of the Corporation and shall have all the powers and duties of a board of directors under Massachusetts law, subject to Section 9 of Article II and Section 7 of this Article. The Board of Directors shall consist of such number of Directors as shall be

determined initially by the incorporator, and thereafter by the Member (but not less than the minimum number required by law). Directors shall possess such qualifications as may be determined by the Member.

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

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

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

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

Section 6. Powers. The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, except those powers reserved to the Member by law, the Articles of Organization or these Bylaws. The Board of Directors, in its discretion, may from time to time establish committees, appoint individuals to serve as members of any such committee, define or limit the powers and duties of any such committee, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions

under Massachusetts law that require action by the Board of Directors including, without limitation, the Board may not delegate the power to:

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

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

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

ARTICLE IV: Meetings of the Board of Directors

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

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

Section 3. Notice. Unless otherwise required by law, the Articles of Organization or these Bylaws, notice of each meeting of the Board of Directors shall be given, not later than two (2)

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

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

Section 5. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting and without notice if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

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

ARTICLE V: Officers and Agents

Section 1. Enumeration. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents, if any, as the Board of Directors may

appoint from time to time and each shall have such powers as may be designated from time to time by the Board of Directors.

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

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

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

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

Section 6. Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of not less than a majority of the total number of Directors then in office at any regular meeting or special meeting of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. Each agent appointed by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the President or such other persons as may be authorized

from time to time by the Board of Directors. The President shall also have such other powers and duties as customarily belong to the office of the chief executive or as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued by the Board of Directors from time to time, or by any committees of the Board to which the authority for such action has been specifically delegated.

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

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

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

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

ARTICLE VI: Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any Director for any proper purpose during the usual hours of business. The original, or attested copies, of the Articles of Organization, these Bylaws and records of all meetings and

actions of the Member, the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation.

ARTICLE VII: Execution of Instruments; Evidence of Authority

Section 1. Checks, Notes, Drafts and Other Instruments. Unless the Board of Directors shall otherwise generally or in any specific instance authorize: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments shall be signed in the name and on behalf of the Corporation by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors, and such person or persons so signing such instrument may also seal, acknowledge, and deliver the same. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two (2) officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

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

ARTICLE VIII: Conflict of Interest; Transactions with Interested Parties

Section 1. Conflict of Interest Policy. All Directors, officers and other persons in a position of significant authority designated by the Board of Directors or the President of the Corporation shall adhere to such policies on conflicts of interest as may be adopted from time to time by the Directors and the Member.

Section 2. Transactions with Interested Parties. Nothing shall prevent the Corporation from entering into any contract or transaction between the Corporation and one or more of its Member(s), Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest. In addition, no contract or transaction between the Corporation and one or more of its Member(s), Directors or officers, or between the Corporation and any other corporation,

limited liability company, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because the votes of such Member, Director or officer are counted for such purpose, if:

- (a) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Member (provided that the Member is disinterested), and the contract or transaction is specifically approved by vote of the Member; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Member.

ARTICLE IX: Personal Liability; Indemnification

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

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of his or her being or having been an Indemnified Person.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for

said payment shall be provided unless such compromise and indemnification therefor shall be approved:

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

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

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

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

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

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

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

criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.

- (d) *“Related Entity”* means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the Corporation is in any way interested in, or as to which an Indemnified Person is serving or shall have served at the Corporation’s request or on its behalf, as a director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.
- (e) *“Independent Legal Counsel”* means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for indemnification hereunder. Notwithstanding the foregoing, the term *“Independent Legal Counsel”* shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation’s obligations or such Indemnified Person’s rights hereunder.
- (f) *“Person,” “director,” “officer,” “employee,” “agent”* and *“Indemnified Person”* shall include their respective heirs, executors and administrators, and an *“interested”* director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

Section 4. Enforceability. It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons shall vest upon the date of adoption of these Bylaws. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute or common law) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal

of this Article or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

ARTICLE X: Advisory Boards or Committees

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

ARTICLE XI: Nondiscrimination Policy

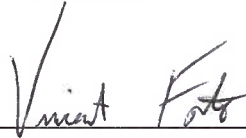
Persons of all races, religions, genders, sexual orientations and national origins shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts, and the Corporation shall not discriminate on the basis of race, religion,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

ARTICLE XII: Amendments

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

* * * *

I, Vincent Forte, the duly elected Clerk of Xiphias Wellness, Inc. do hereby attest that the foregoing is a true copy of the Amended By-Laws of the Non-Profit Corporation and that said Amended By-Laws were duly adopted on November 1, 2016.



Vincent Forte, Clerk
Xiphias Wellness, Inc.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001179000

ARTICLE I

The exact name of the corporation is:

XIPHIAS WELLNESS, INC.

ARTICLE II

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

TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 180 §4.

ARTICLE III

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

MAY BE SET FORTH IN BY-LAWS.

ARTICLE IV

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

(If there are no provisions state "NONE")

1. MEETINGS OF DIRECTORS AND OFFICERS ARE AUTHORIZED TO TAKE PLACE ANYWHERE WITHIN THE UNITED STATES. 2. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS REQUIRE ACTION BY THE DIRECTORS. 3. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW; A. FOR ANY BREACH OF THE DIRECTORS DUTY OF LOYALTY TO THE CORPORATION. B. FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND C. FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

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

ARTICLE V

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

ARTICLE VI

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

06/25/2015

ARTICLE VII

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

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

No. and Street: 408 DOUGLAS STREET
City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

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

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code | Expiration of Term |
|-----------|--|--|-----------------------|
| PRESIDENT | DAVID A BRAYTON III | 68 WILLIAM BARTON DRIVE TIVERTON, RI 02878 USA 68 WILLIAM BARTON DRIVE TIVERTON, RI 02878 USA | 2016 |
| TREASURER | STEVEN J CROTEAU | 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA | 2016 |
| CLERK | VINCENT FORTE | 93 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA 93 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA | 2016 |
| DIRECTOR | NICOLE R CROTEAU | 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA | 2016 |
| DIRECTOR | JOHN FARIA | 330 SOUTH CHRISTOPHER AVENUE TIVERTON, RI 02878 USA 330 SOUTH CHRISTOPHER AVENUE TIVERTON, RI 02878 USA | 2016 |
| DIRECTOR | STEVEN J CROTEAU | 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA 408 DOUGLAS STREET UXBRIDGE, MA 01569 USA | 2016 |
| DIRECTOR | VINCENT FORTE | 93 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA 93 RHODE ISLAND AVENUE NEWPORT, RI 02840 USA | 2016 |
| DIRECTOR | JOANNE LEPPANEN | 81 STATE STREET APT 1S NEW BEDFORD, MA 02740 USA 81 STATE STREET APT 1S NEW BEDFORD, MA 02740 USA | 2016 |
| DIRECTOR | JAMIE DESOUSA | 528 COTTAGE STREET | 2016 |

| | | | |
|----------|---------------------|--|------|
| | | PAWTUCKET, RI 02861 USA 528 COTTAGE STREET PAWTUCKET, RI 02861 USA | |
| DIRECTOR | DAVID A BRAYTON III | 68 WILLIAM BARTON DRIVE TIVERTON, RI 02878 USA 68 WILLIAM BARTON DRIVE TIVERTON, RI 02878 USA | 2016 |

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

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

Name: STEVEN CROTEAU
No. and Street: 119 NORTH MAIN STREET
City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 25 Day of June, 2015. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

DAVID A. BRAYTON, III, PRESIDENT/DIRECTOR

THE COMMONWEALTH OF MASSACHUSETTS

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

June 25, 2015 10:23 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

mass.gov/dor

Letter ID: L2000920704
Notice Date: April 2, 2018
Case ID: 0-000-544-308



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



XIPHIAS WELLNESS, INC.
408 DOUGLAS ST
UXBRIDGE MA 01569-1114

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

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

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Identification Number: 001179000

We, DAVID A BRAYTON III ☒ President ☐ Vice President,

and JIGARKUMAR PATEL ☒ Clerk ☐ Assistant Clerk ,

of XIPHIAS WELLNESS, INC.

located at: PO BOX D 482 GLOBE STREET FALL RIVER , MA 02724 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 10/19/2018 , by vote of: 1 members, 3 directors, or 0 shareholders,
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation, **as amended**, is:
(Do not state Article I if it has not been amended.)

NATURE'S MEDICINES, INC.

ARTICLE II

The purpose of the corporation, **as amended**, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

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

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its

directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later Effective Date:

**Signed under the penalties of perjury, this 18 Day of December, 2018, DAVID A BRAYTON III ,
its , President / Vice President,
JIGARKUMAR PATEL , Clerk / Assistant Clerk.**

THE COMMONWEALTH OF MASSACHUSETTS

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

December 18, 2018 03:20 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 21, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
NATURE'S MEDICINES, INC.

is a domestic corporation organized on **June 25, 2015**

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



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18120406040

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

Processed by:

VICENTE SEDERBERG

BOSTON | DENVER | JACKSONVILLE | LOS ANGELES LLC

2 SEAPORT LANE, 11TH FLOOR
BOSTON, MA 02210
TEL: 617.934.2121

December 31, 2018

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

Re: Change of Name from Xiphias Wellness, Inc. to Nature's Medicines, Inc.

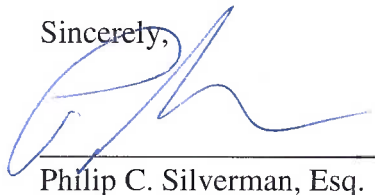
To Whom It May Concern:

Please be advised that Xiphias Wellness, Inc. ("Xiphias") has changed its corporate name to Nature's Medicines, Inc. ("Nature's Medicines"). Nature's Medicines filed a Change of Name Application with the Medical Use of Marijuana Program (the "Program") on December 14, 2018 and received approval from the Program on December 18, 2018 to change the corporation's name to Nature's Medicines. Nature's Medicines subsequently amended its name with the Secretary of the Commonwealth on December 18, 2018 and submitted a Certificate of Good Standing to the Program as evidence of the amendment on December 24, 2018 (as per the requirements of the Change of Name Application).

A copy of the Certificate of Good Standing has been separately uploaded into the MassCIP as evidence of this change.

Please do not hesitate to contact our office if anything further is required in this matter.

Sincerely,



Philip C. Silverman, Esq.

PCS/tc

NATURE'S MEDICINES, INC.

BUSINESS PLAN

EXECUTIVE SUMMARY

MISSION STATEMENT AND MESSAGE FROM THE CEO

Nature's Medicines, Inc. ("Nature's Medicines") is a holder of Marijuana Establishment Licenses in the Commonwealth that is committed to creating a safe and clean community environment and that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

LICENSE TYPES

Nature's Medicines currently holds following Licenses from the Massachusetts Cannabis Control Commission (the "Commission") to operate Marijuana Establishments in Massachusetts:

- Marijuana Cultivator at 1045 Quaker Highway, Uxbridge;
- Marijuana Retailer at 1045 Quaker Highway, Uxbridge;
- Marijuana Retailer at 482 Globe Street, Fall River; and
- Marijuana Retailer at 3119 Cranberry Highway, Wareham.

Nature's Medicines additionally holds MTC licenses and also intends to apply for an adult-use Product Manufacturer license.

WHAT DRIVES US

Nature's Medicines' goals include:

1. Providing customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of Nature's Medicines' operations within its communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been disproportionately impacted by the war on drugs;
5. Having a diverse and socially representative pool of employees;
6. Empowering the next generation of entrepreneurs and leaders through hiring, training and teaching; and
7. Running an environmentally friendly Marijuana Establishment.

COMPANY DESCRIPTION

STRUCTURE

Nature's Medicines is a Massachusetts nonprofit corporation that holds Licenses from the Commission to operate Marijuana Establishments in the Commonwealth.

OPERATIONS

Nature's Medicines 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.

Nature's Medicines will tag and track all marijuana seeds, clones, plants, and marijuana products using Metrc and in a form and manner approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that has not first been tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Nature's Medicines will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles and maintained for at least 12 months or as specified and required by 935 CMR 500.000.

Nature's Medicines holds 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. The deductible for each policy is no higher than \$5,000 per occurrence.

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

All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements.

Nature's Medicines will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan.

Prior to commencing operations, Nature's Medicines will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund. The bond will ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of Nature's Medicines. If Nature's Medicines is unable to secure a surety bond, it will place in escrow a sum of no less than \$5,000 or such other amount approved by the Commission, to be expended for coverage of liabilities. The escrow account will be replenished within ten business days of any expenditure required under 935 CMR 500.105: *General Operational Requirements for Marijuana Establishments* unless Nature's Medicines has

ceased operations. Documentation of the replenishment will be promptly sent to the Commission.

Nature's Medicines and Nature's Medicines agents will comply with all local rules, regulations, ordinances, and bylaws.

SECURITY

Nature's Medicines will maintain, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

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

Only Nature's Medicines' registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and Nature's Medicines will maintain a current list of individuals with access. Nature's Medicines will have security personnel on-site during business hours.

On-site consumption of marijuana by Nature's Medicines' employees and visitors will be prohibited.

BENEFITS TO HOST COMMUNITIES

Nature's Medicines looks forward to working cooperatively with its host communities to ensure that Nature's Medicines operates as a responsible, contributing member of those host communities. Nature's Medicines has established a mutually beneficial relationship with its host communities in exchange for permitting Nature's Medicines to site and operate.

Nature's Medicines' host communities stand to benefit in various ways, including but not limited to the following:

1. Jobs: A Marijuana Establishment facility will add a number of full-time jobs, in addition to hiring qualified, local contractors and vendors.
2. Monetary Benefits: A Host Community Agreement with significant monetary donations will provide the host community with additional financial benefits beyond local property taxes.

3. Access to Quality Product: Nature's Medicines will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
4. Control: In addition to the Commission, the Police Department and other municipal departments will have oversight over Nature's Medicines' security systems and processes.
5. Responsibility: Nature's Medicines is comprised of experienced professionals who will be thoroughly background checked and scrutinized by the Commission.
6. Economic Development: Nature's Medicines' operation of its facilities will help to revitalize its host communities and contribute to the overall economic development of the local community.

MARKET RESEARCH

CUSTOMERS

Nature's Medicines will only sell marijuana and marijuana products to other licensed Marijuana Establishments, customers ages 21 years and older that provide valid identification, and individuals that possess an active medical registration card issued by the Commission.

COMPETITIVE ADVANTAGE

Nature's Medicines' competitive advantages over their competition include the extensive experience of its executive management team in the cannabis industry, including operational experience in other states.

Nature's Medicines possesses several strengths that separate Nature's Medicines from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the services offered, the location of the dispensary, the prices offered for the products, and the branding of the business.

REGULATIONS

Nature's Medicines is a Massachusetts nonprofit corporation. Nature's Medicines will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth, the Department of Revenue, and the Department of Unemployment Assistance. Nature's Medicines will apply for all state and local permits and approvals required to build out and operate the facility.

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

PRODUCTS & SERVICES

In addition to traditional sativa, indica, and hybrid cannabis flower, Nature's Medicines will offer a wide range of products that will allow Nature's Medicines to serve customers with a wide variety of needs. Products Nature's Medicines eventually intends to offer may include, but will not be limited to:

1. Concentrates
2. Topical Salves
3. Creams and Lotions
4. Patches
5. Oral Mucosal and Sublingual Dissolving Tablets
6. Tinctures
7. Sprays
8. Inhalation Ready to Use CO2 Extracted Hash Oils
9. Pre-Dosed Oil Vaporizers
10. Ingestion Capsules
11. Infused Food and Beverages

PRICING STRUCTURE

Nature's Medicines' pricing structure will vary based on market conditions. Nature's Medicines plans to provide products of superior quality and will price accordingly.

MARKETING & SALES

GROWTH STRATEGY

Nature's Medicines' plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. An exemplary customer in-store experience; and
4. A caring and thoughtful staff made of consummate professionals.

Nature's Medicines plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

COMMUNICATION

Nature's Medicines will engage in reasonable marketing, advertising, and branding practices 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 Nature's Medicines 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.”

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

Nature’s Medicines will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discovery networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter, and Snapchat; and
5. Opt-in direct communications.

Nature’s Medicines 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.

SALES

Nature’s Medicines will sell its products and services by engaging customers with knowledgeable personnel.

Nature’s Medicines 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 to 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.” Nature’s Medicines 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. In no instance will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

CLOSING REMARKS

Nature's Medicines has the experience and know-how to safely and efficiently provide high quality, consistent, laboratory-tested cannabis and derivatives. Nature's Medicines hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. Nature's Medicines' security systems and comprehensive security measures will also help ensure a safe and secure environment that will help deter and prevent diversion.

In Massachusetts adult-use sales eclipsed \$250 million in the first eight months of 2019, and as more Marijuana Establishments become operational, the sales growth rate continues to expand month after month. Nature's Medicines is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures and growth strategies. In doing so, Nature's Medicines looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits that this market will yield.

PLAN FOR OBTAINING LIABILITY INSURANCE

Nature's Medicines, Inc. ("Nature's Medicines") currently contracts with USI Insurance Services 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 is no higher than \$5,000 per occurrence. Nature's Medicines will consider additional coverage based on availability and cost-benefit analysis.

Diversity Plan

Overview

Nature's Medicines, Inc. ("Nature's Medicines")¹ is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

To support such populations, Nature's Medicines has created the following Diversity Plan (the "Plan") and has identified and created the following goal and programs to promote equity in Nature's Medicines' operations.

Goal

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

- Providing access for and assisting individuals falling into the above-listed demographics to achieve their goal of entering the adult-use marijuana industry.

Programs

Nature's Medicines has developed specific programs to effectuate its stated goal to promote diversity and equity in its operations, which will include the following:

1. Hold training sessions specifically for minorities regarding the cannabis industry every six months – April and October;
2. Hold training sessions specifically for women regarding the cannabis industry every six months – January and July;
3. Distribute monthly internal workplace newsletters that encourage current employees to recommend individuals falling into the above-listed demographics for employment; and
4. During our hiring processes, advertise employment opportunities tailored to individuals falling into the above-listed demographics with career centers.

Measurements

The Diversity Manager will administer the Plan and will be responsible for developing measurable outcomes to ensure Nature's Medicines continues to meet its commitments. Such measurable outcomes, in accordance with Nature's Medicines' goal and programs described above, include:

- Ensuring that at least 15% of employees are minorities;
- Ensuring that at least 50% of new hires are women;
- Documenting that the minimum of four training sessions a year for women and minorities have been held.

¹ Formerly Xiphias Wellness, Inc.

The Diversity Manager, who will report to the Chief Operating Officer and work in-hand with the Chief Financial Officer, will review and evaluate Nature's Medicines' measurable outcomes no less than once a quarter to ensure that Nature's Medicines is meeting its commitments. Such evaluation will include a staffing analysis, which will include a comprehensive review of Nature's Medicines human resources files. Such staffing analysis will include the number of individuals from the above-referenced demographic groups who were hired and retained for a period of no less than six months. Furthermore, Nature's Medicines will document and keep on file the number and subject matter of training sessions held and the number of individuals falling into the above listed demographics in attendance at those training sessions. Nature's Medicines is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

In the event that Nature's Medicines evaluates that it is not meeting its commitments, Nature's Medicines will donate \$2,500 to the NAACP on a yearly basis.

Acknowledgements

- As identified above, Nature's Medicines—in the event that Nature's Medicines does not meet its commitments above— intends to donate to the NAACP and acknowledges that the NAACP has been contacted and will receive the donation described herein.
- Nature's Medicines 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 Nature's Medicines will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Nature's Medicines, Inc. ("Nature's Medicines") has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 502.000.

Prior to the point of sale or at the point of sale, Nature's Medicines will designate whether marijuana and/or Marijuana Products are intended for sale for adult use or medical use through Metrc. All marijuana and Marijuana Products will be transferred to the appropriate license within Metrc prior to sale. After the point of sale, Nature's Medicines will reconcile that inventory in Metrc.

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

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

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

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. A registered patient/caregiver 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue, so long as the transaction can be recorded in accordance with 935 CMR 501.105.

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

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

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Nature's Medicines, Inc. ("Nature's Medicines") will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. At Nature's Medicines' co-located retail operations, for any individual who is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the Medical Use of Marijuana Program. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Nature's Medicines 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 Nature's Medicines 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). Nature's Medicines 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), Nature's Medicines 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. Nature's Medicines 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. Nature's Medicines 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), Nature's Medicines 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. Nature's Medicines' 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).

QUALITY CONTROL AND TESTING

Quality Control

Nature's Medicines, Inc. ("Nature's Medicines") will comply with the following sanitary requirements:

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

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

Nature's Medicines' 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).

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

Nature's Medicines 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 Nature's Medicines to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

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

Testing

Nature's Medicines 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 Nature's Medicines 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 Nature's Medicines' 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 Nature's Medicines' 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.

Nature's Medicines' 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. Nature's Medicines acknowledges and understands that the Commission may require additional testing.

Nature's Medicines' 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 Nature's Medicines 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.

Nature's Medicines 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. Nature's Medicines 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 Nature's Medicines' 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 Nature's Medicines 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

Nature's Medicines, Inc. ("Nature's Medicines") will securely maintain personnel records, including registration status and background check records. Nature's Medicines 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 operating 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 Nature's Medicines 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 Nature's Medicines will undergo a detailed background investigation prior to being granted access to a Nature's Medicines facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Nature's Medicines 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, Nature's Medicines 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, Nature's Medicines 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, Nature's Medicines 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 Nature's Medicines or the Commission.

Personnel Policies and Training

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

Nature's Medicines 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 Nature's Medicines 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

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

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

- Incident Reporting Records

- Within ten (10) calendar days, Nature's Medicines 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 Nature's Medicines 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 Nature's Medicines' 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, Nature's Medicines 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 Nature's Medicines agents present during the disposal or other handling, with their signatures. Nature's Medicines 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 Nature's Medicines is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.

- Transportation Records
 - Nature's Medicines 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 Nature's Medicines' 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
 - Nature's Medicines 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 Nature's Medicines closes, all records will be kept for at least two (2) years at Nature's Medicines' expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Nature's Medicines 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 Nature's Medicines' 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 Nature's Medicines' 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 Nature's Medicines 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 Nature's Medicines, 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 Nature's Medicines' website.
- Policies and procedures for the handling of cash on Nature's Medicines 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
 - Nature's Medicines 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

Nature's Medicines 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

Nature's Medicines, Inc.'s ("Nature's Medicines") 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 Nature's Medicines.
- 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 data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - If Nature's Medicines 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.
- License Renewal Records
 - Nature's Medicines 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

Nature's Medicines, Inc. ("Nature's Medicines") will ensure that all employees hired to work at a Nature's Medicines 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.

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

Nature's Medicines 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. Nature's Medicines' 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, Nature's Medicines' agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

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

LED NATURE'S MEDICINES, INC.

FALL RIVER RETAILER ENERGY COMPLIANCE PLAN

Nature's Medicines, Inc. ("Nature's Medicines") has developed the following Energy Compliance Plan to ensure that its Retailer facility located in Uxbridge remains in compliance with the energy efficiency and conservation regulations codified in 935 CMR 500.105(1)(q) and 500.105(15).

Potential Energy-Use Reduction Opportunities

Nature's Medicines has identified the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

Natures Medicines uses only high efficiency current generation LED lighting with dimming technology. These lighting circuits are not only connected through motion sensors but also photometric controls. This allows the light to be dimmed or in the complete off position during the day time store operation hours if there is adequate natural light in the space for operation. All other specified equipment and appliances are also energy star approved to improve to the efficiency of the facility. Along with this the facility has 7 day and night programmable thermostats on a WiFi controller to operate all internal HVAC equipment. This will insure it is operating to manufacturer specification and the unit has not been set outside of its preprogrammed parameters.

Renewable Energy Generation Opportunities

Nature's Medicines has considered the following opportunities for renewable energy generation.

Natures Medicines has considered implementing wind turbines in the rear parking lot area of the building shielded from public view. However with lots of heavy wooded areas surrounding the property and harsh winter climates. This opportunity is still being researched with the energy efficiency program, cost and lifespan capabilities.

Strategies to Reduce Electric Demand

Nature's Medicines has identified the following strategies to reduce electric demand.

Natures Medicines has implemented a man trap entry and exit door strategy to not only insure employee safety. But to also reduce electrical demand on the heating and cooling systems. This is a double door entry style system to insure that at no given time the outside air temperature can come rushing into the space. This system allows for a more maintained and constant air temperature resulting in the HVAC system having to operate less while maintaining set temperatures.

Opportunities for Engagement with Energy Efficiency Programs

Nature's Medicines has considered the following opportunities for engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, s. 21, or through municipal lighting plants.

Natures Medicines has considered engagement with the local electrical utility. However this engagement consideration is still in proceedings with very minor impact as the retail facility was designed to such great energy efficiency standards and is very little in size.