



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Cultivator

General Information:

License Number: MC281482

Original Issued Date: 04/11/2019

Issued Date: 04/09/2020

Expiration Date: 04/11/2021

Payment Received: \$7500 Payment Required: \$20000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Nature's Remedy of Massachusetts, Inc.

Phone Number: 603-231-1991

Email Address: Brittany@naturesremedyma.com

Business Address 1: 69 Milk Street

Business Address 2: Suite 110

Business City: Westborough

Business State: MA

Business Zip Code: 01581

Mailing Address 1: 69 Milk Street

Mailing Address 2: Suite 110

Mailing City: Westborough

Mailing State: MA

Mailing Zip Code: 01581

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: RPA201923

RMD INFORMATION

Name of RMD: Nature's Remedy of Massachusetts, Inc.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

Date generated: 09/28/2020

Person with Direct or Indirect Authority 1

Percentage Of Ownership:	Percentage Of Control: 50	
Role: Board Member	Other Role: President, Treasurer, Secretary, Director, and CEO of Nature's Remedy of Massachusetts, Inc.	
First Name: Robert	Last Name: Carr	Suffix: Jr.
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 50	
Role: Board Member	Other Role: Director	
First Name: Michael	Last Name: Scott	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese), White (German, Irish, English, Italian, Polish, French), American Indian or Alaska Native		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Sammartino Investments, LLC	Entity DBA:	DBA City:
Entity Description: LLC owning 100% of Nature's Remedy of Massachusetts, Inc. Stock		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website:
Entity Address 1:	Entity Address 2:	
Entity City:	Entity State:	Entity Zip Code:
Entity Mailing Address 1:	Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description: Sammartino Investments, LLC owns 100% of stock in Nature's Remedy of Massachusetts; Sammartino Investments is also serving as the capital contributor for Nature's Remedy of Massachusetts.		

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Stuart	Last Name: Bernstein	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Chief Financial Officer of Sammartino Investments, LLC and Chief Financial Officer of Nature's Remedy of Massachusetts, Inc.		

Close Associates or Member 2

First Name: Keenan	Last Name: Mahoney	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Cultivation Manager of Nature's Remedy of Massachusetts, Inc.		

Close Associates or Member 3

First Name: Brittany	Last Name: Casey	Suffix:
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Describe the nature of the relationship this person has with the Marijuana Establishment: Compliance Manager of Nature's Remedy of Massachusetts, Inc.

Close Associates or Member 4

First Name: Justin

Last Name: Lundberg

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Board Member of Sammartino Investments, LLC.

Close Associates or Member 5

First Name: Danny

Last Name: Wadhvani

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Board Member of Sammartino Investments, LLC.

Close Associates or Member 6

First Name: John

Last Name: Brady

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Chief Operating Officer of Nature's Remedy of Massachusetts and Board Member of Sammartino Investments, LLC.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Sammartino Investments, LLC

Entity DBA:

Email: Bob@naturesremedyma.com

Phone: 603-231-1991

Address 1: 110 Turnpike Road

Address 2: Suite 114

City: Westborough

State: MA

Zip Code: 01581

Types of Capital: Debt, Land, Buildings,

Other Type of Capital:

Total Value of Capital Provided:

Percentage of Initial Capital:

Other

Equipment

\$1000000

100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 310 Kenneth Welch Drive

Establishment Address 2:

Establishment City: Lakeville

Establishment Zip Code: 02347

Approximate square footage of the Establishment: 50000

How many abutters does this property have?: 4

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

Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft

Cultivation Environment:

Indoor

FEE QUESTIONS

Cultivation Tier: Tier 04: 20,001 to 30,000 sq. ft Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Date generated: 09/28/2020

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Nature's Remedy - Host Community Agreement Certification Form.pdf	pdf	5bd08b07730d5d0462f10e8a	10/24/2018
Community Outreach Meeting Documentation	Nature's Remedy - Lakeville Community Outreach Meeting Documentation.pdf	pdf	5bfc0c49e18b8a04881de270	11/26/2018
Plan to Remain Compliant with Local Zoning	Nature's Remedy - Plan to Remain Compliant with Local Zoning (Lakeville).pdf	pdf	5bfd57f6fe03b20d5f695ab6	11/27/2018

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	Plan to Positively Impact Areas of Disproportionate Impact revised for RFI 1-16-2019.pdf	pdf	5c3fa133635d511b3474b8a1	01/16/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Robert Last Name: Carr Suffix: Jr.

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 2

Role: Other Role:
First Name: Michael Last Name: Scott Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Stuart Last Name: Bernstein Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Other Role:
First Name: Keenan Last Name: Mahoney Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: Other Role:

First Name: Brittany Last Name: Casey Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 6

Role: Other Role:

First Name: Justin Last Name: Lundberg Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 7

Role: Other Role:

First Name: Danny Last Name: Wadhwani Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 8

Role: Other Role:

First Name: John Last Name: Brady Suffix:

RMD Association: RMD Owner

Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:

Entity Legal Name: Sammartino Investments, LLC

Entity DBA:

Federal Tax Identification Number EIN/
TIN: [REDACTED]

Entity Description: Sammartino Investments, LLC owns 100% of Nature's
Remedy of Massachusetts, Inc.

Phone: 603-231-1991

Email: Bob@naturesremedyma.com

Primary Business Address 1: 110 Turnpike Road

Primary Business Address 2: Suite 114

Primary Business City: Westborough

Primary Business State: MA

Principal Business Zip
Code: 01581

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Nature's Remedy Department of Revenue Certificate of Good Standing 4-4-2018.pdf	pdf	5b16fa3da6220743bfd9c788	06/05/2018

Secretary of Commonwealth - Certificate of Good Standing	Nature's Remedy Secretary of State Certificate of Good Standing 4-2-2018.pdf	pdf	5b16fa505617f143c98ba577	06/05/2018
Articles of Organization	Nature's Remedy - Articles of Entity Conversion - FILED.pdf	pdf	5bd095d06906170d8793799a	10/24/2018
Bylaws	Nature's Remedy - For Profit Bylaws - EXECUTED.pdf	pdf	5bd096124287b10d4f36df0d	10/24/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Natures Remedy Mass Sec of State Good Standing.pdf	pdf	5e3040ccd29b0704447d4729	01/28/2020
Department of Revenue - Certificate of Good standing	Natures Remedy Mass DOR Certificate of Good Standing.pdf	pdf	5e3040cd02a6e70453529c67	01/28/2020
Department of Unemployment Assistance - Certificate of Good standing	Natures Remedy Mass DUA Certificate of Good Standing.pdf	pdf	5e3040cf81ae16046bec6052	01/28/2020

Massachusetts Business Identification Number: 001323893

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Nature's Remedy - Business Plan.pdf	pdf	5bd096634088250d697fc02c	10/24/2018
Plan for Liability Insurance	NR_Plan for Obtaining Liability.pdf	pdf	5e440dbd81ae16046bec8dd9	02/12/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Storage of marijuana	STORAGE OF MARIJUANA 4822-5806-9172 v.pdf	pdf	5e3c94f6d43df3043d4b7f42	02/06/2020
Transportation of marijuana	TRANSPORTATION OF MARIJUANA 4820-7338-9492 v.pdf	pdf	5e3c94fefe55e40432f6f677	02/06/2020
Policies and Procedures for cultivating.	POLICIES AND PROCEDURES FOR CULTIVATING 4843-3418-4372 v.pdf	pdf	5e3c951e69dc9d0456db7c2f	02/06/2020
Security plan	SECURITY PLAN 4815-0853-3940 v.pdf	pdf	5e3c952e4fa2b004756a0a81	02/06/2020
Record Keeping procedures	RECORDKEEPING PROCEDURES 4831-0826-8468 v.pdf	pdf	5e3c95377225f00469657d28	02/06/2020
Quality control and testing	QUALITY CONTROL AND TESTING 4847-6049-6564 v.pdf	pdf	5e3c956261c9e9045a79163b	02/06/2020
Prevention of diversion	PREVENTION OF DIVERSION 4820-3741-0228 v.pdf	pdf	5e3c956b81ae16046bec7ebb	02/06/2020
Separating recreational from medical operations, if applicable	PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS 4815-1626-8468 v.pdf	pdf	5e3c958a813339048c3fb9a8	02/06/2020

Personnel policies including background checks	PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS 4848-9956-4468 v.pdf	pdf	5e3c959b02a6e7045352baf7	02/06/2020
Maintaining of financial records	MAINTAINING OF FINANCIAL RECORDS 4830-8926-3028 v.pdf	pdf	5e3c95c9fe55e40432f6f67f	02/06/2020
Restricting Access to age 21 and older	PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER.pdf	pdf	5e3c95d14fa2b004756a0a89	02/06/2020
Qualifications and training	QUALIFICATIONS AND TRAINING 4837-7562-1556 v.pdf	pdf	5e3c961661c9e9045a791641	02/06/2020
Inventory procedures	INVENTORY PROCEDURES 4849-2374-5972 v.pdf	pdf	5e3c96d9d43df3043d4b7f50	02/06/2020
Dispensing procedures	DISPENSING PROCEDURES 4826-7166-8148 v.2.pdf	pdf	5e3c975761c9e9045a79164a	02/06/2020
Diversity plan	Nature's Remedy_Diversity Plan 4844-3324-2036 v.pdf	pdf	5e42c71302a6e7045352c616	02/11/2020

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: Nature's Remedy has successfully completed our goal to recruit and maintain a staff comprised of at least 20% of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Nature's Remedy has also strives to recruit and maintain a staff comprised of at least 5% of individuals that have a drug-related CORI, but are otherwise legally employable in a cannabis-related enterprise. Nature's Remedy Lakeville location has employed 23% of individuals that currently reside in an area of disproportion. Nature's Remedy Millbury location has employed 18% of individuals that currently reside in an area of disproportionate impact and Nature's Remedy Westborough location has 13% of individuals that currently reside in an area of disproportionate impact. Please see the attached supporting evidence. Nature's Remedy does not currently employ any agents with drug-related iCORI records; however, encouraged individuals with drug-related CORI to apply for open positions and will continue to do so in an effort to reach our goal. In addition, Nature's Remedy is currently amending our hiring practices to increase its outreach efforts to individuals with drug-related CORI.

Progress or Success Goal 2

Description of Progress or Success: Nature's Remedy has at least four (4) one-hour industry-specific educational seminars scheduled annually across one or

more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training. Nature's Remedy will be hosting these series of one-hour seminars to educate the local community on the cannabis industry from February to April. Nature's Remedy will ensure that individuals who attend this seminar are 21 years of age or older and have a valid form of ID present.

Progress or Success Goal 3

Description of Progress or Success: Nature's Remedy has partnered with and supported organizations that provide jail diversion and restorative justice programs. One organization that has been identified, contacted, and has agreed to accept financial support from Nature's Remedy is New England Innocence Project. Nature's Remedy has provided an email chain that states the New England Innocence Project will accept our donations. The New England Innocence Project "is an independent social justice non-profit that fights to correct and prevent wrongful convictions and ensures justice within the criminal legal system for innocent people imprisoned for a crime they did not commit in Massachusetts, Connecticut, Maine, New Hampshire, Rhode Island, and Vermont." Nature's Remedy has also donated to Canal District Alliance. Canal District Alliance is a not-for-profit organization dedicated to revitalization of the City of Worcester, positively impacting people and businesses in and around the Canal District.

Progress or Success Goal 4

Description of Progress or Success: Nature's Remedy has been able to provide a transportation support option for employees in areas of disproportionate impact. Nature's Remedy has successfully offered any necessary accommodations to individuals coming from areas of disproportionate impact. Nature's Remedy is committed to providing transportation for employees who do not have transportation available. We provide our employees with a transportation template to execute so that we can accommodate any transportation needs.

Progress or Success Goal 5

Description of Progress or Success: Nature's Remedy was able to meet our goal of instituting a hiring practice that prioritizes the hiring of individuals from areas of disproportionate impact. Nature's Remedy has done so by employing a targeted recruiting strategy utilizing local media that specifically serves Taunton, New Bedford, Fall River and Worcester. Nature's Remedy advertised for employment in the Taunton Gazette, which serves Taunton and New Bedford among other areas, the Herald News that serves Fall River and the Worcester Telegram.

Progress or Success Goal 6

Description of Progress or Success: Nature's Remedy is dedicated to supporting local organizations assisting those in areas of disproportionate impact, specifically Worcester. One such organization that has been identified is Friendly House, Inc. at 36 Wall Street in Worcester, MA. The Friendly House has been contacted and has accepted donations from Nature's Remedy and will allow Nature's Remedy to host job fairs.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Nature's Remedy was able to accomplish our goal of providing diversity awareness training at least two times per year in accordance with the diversity plan on cultural sensitivity and recognizing unconscious bias. Nature's Remedy has trained the Management team on diversity and unconscious bias using a video by Kantola Productions titled, Harassment and Diversity, Respecting Differences. The training's were held on 04/18/2019, 04/20/2019, 04/23/2019, 04/29/2019, 05/06/2019, 05/13/2019, 05/23/2019, 05/31/2019, 06/03/2019, 06/05/2019, 06/23/2019, 09/12/2019, 09/19/2019, 09/24/2019, 12/04/2019, 12/05/2019, 12/18/2019 and 12/20/2019.

Diversity Progress or Success 2

Description of Progress or Success: Nature's Remedy currently utilizes suppliers who are committed to diversity and inclusion. Nature's Remedy is partnering with eQuest, which posts jobs to a variety of sites and focuses on diversity. Nature's Remedy has provided a diversity report to reflect employee data.

Diversity Progress or Success 3

Description of Progress or Success: Nature's Remedy has been able to develop relationships with organizations serving minorities, women, people identifying as LGBTQ+, veterans, and persons with disabilities for employment referrals. Nature's Remedy developed a relationship with Friendly House, Inc and Cannabis Community Care and Research Network (C3RN). Both serve minorities, women, people identifying as LGBTQ+, veterans, and persons with disabilities.

Diversity Progress or Success 4

Description of Progress or Success: Nature's Remedy has been able to utilize Zip Recruiter to reach over 100 online career and job websites, as well as social media. Nature's Remedy also listed the attached job postings through the Diversity Network. The Diversity Network offers the most powerful network of diversity job boards available to employers today. The network consists of some of the top niche job boards including:

DiversityWorking.com

Latpro.com

Diversity-Job.com

RetirementJobs.com

Diversity Progress or Success 5

Description of Progress or Success: Nature's Remedy offers promotions, career counseling, and training to decrease turnover. Nature's Remedy has just started to post open positions internally and will start utilizing email to send all opening to employees before posting them externally. Nature's Remedy has informally provided career counseling; however, will develop a more formal communication in Q2 of 2020.

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: 6:30 AM	Saturday To: 11:00 PM
Sunday From: 6:30 AM	Sunday To: 11:00 PM



NATURE'S REMEDY

Business Plan

Enclosed is a summary of the business plan for Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy"). The content is not the Company's plan for business in its entirety.

Business Plan Summary

To achieve the planning objectives for Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy"), our business plan is predicated on the foundation of the "Triple Bottom Line" approach to business. This method measures success in a holistic manner by evaluating the company's impact in totality on the Community, the Environment and its Profits. Nature's Remedy believes that as an organization we must have a positive influence on all three facets in order to be a successful company. The following is a summary of our business plan:

Customer-Centric Dispensary Locations

We have used population, target customer concentrations, and usage data from existing cannabis markets to forecast the total Massachusetts cannabis customer population while incorporating a conservative ramp up period. The assumption of a conservative ramp up period in the financial model is a key fundamental to prudent financial planning. By starting with conservative forecasts, we ensure the financial strength of the entire program by making sure we have enough initial capital to cover any 'downside scenario'.

Cultivation with Highest Yields

We are implementing an industry-leading cultivation approach with high yields and a reliable supply in order to service the maximum number of customers. A hallmark of our cultivation technique is superior gram per square foot of canopy versus industry averages. This allows us to keep capital and operating costs low due to our reduced need for floor space in our build out.

Cost Effective Operations

Our team has extensive experience in the cannabis industry and other industries with realization of project timelines ahead of schedule and under budget. This results in lower start-up costs and less overall need for expensive working capital. We have built an "off-the-electric-grid" cultivation facility which allows us to be environmentally sustainable while dually producing at an industry low cost per pound.

Socially Responsible Employment Practices

Nature's Remedy is a firm believer in hiring a diverse and inclusive work force that is paid a "Living Wage" with both health and dental benefits (refer to the diversity plan from operating P&P). Our employee partners are the backbone of Nature's Remedy's success. We strongly believe compensation should allow employees to live successfully in their local community. The following are some of the benefits Nature's Remedy will be offering to our employee partners:

- A "Living Wage" starting at \$16 per hour and rising to \$20.00 per hour over the course of the first year of employment. In a two-person household both employed by Nature's Remedy at \$20.00 per hour their household income would exceed the average Massachusetts Household income by approximately \$7,000.
- Health and Dental insurance. All employee partners will be offered the opportunity to enroll in the company subsidized health and dental insurance programs.
- Paid time off and sick leave
- Annual paid vacation time
- Continuing education classes in the cannabis industry
- Eventually Nature's Remedy will offer a 401K retirement plan



Dispensary Population and Utilization Data

Nature's Remedy performed an extensive population density analysis to determine the optimal sites for each of its dispensary locations. Using established cannabis markets as benchmarks, we established a series of algorithms that forecast cannabis usage based on populations of potential host municipalities. These algorithms are also able to predict the amount of dispensaries a given town can support.

Based on established usage data in Colorado, a city with a population of approximately 100,000 people would consume 20,000 lbs. of cannabis annually (demonstrated in the table below). Taking these metrics and inserting them into a formula, we are able to determine how viable each town/city in Massachusetts would be for a dispensary operation based on the number of dispensaries allowed in that given town/city.

For example, a city with a population of 100,000 people with 5 dispensaries would be a favorable host for a dispensary. However, the same size city with 10 dispensaries would fall into the unfavorable category. We also peel back the data deeper by analyzing age, household income and density in certain parts of the city to further determine the optimal siting profile.

	<u>Population</u>	<u>Lbs. consumed</u>	<u>Avg selling \$/lbs.</u>	<u>Dispensaries Supported Rev/Disp (MIL\$)</u>				
				<u>\$6</u>	<u>\$7</u>	<u>\$8</u>	<u>\$9</u>	<u>\$10</u>
CO	100,000	20,000	\$4,000	13	11	10	9	8
MA	100,000	20,000	\$6,000	20	17	15	13	12

It is Nature's Remedy's plan to open 2 adult use, 2 medical, and 1 dual medical/adult use dispensaries in 2019. The dispensaries will be professionally laid out and comprised of high quality materials that effectuate the environment of a high-end retail store. Security personnel will be located in the parking lot as well as the interior of the facility (please refer to the detailed security plan from P&P section).

Cultivation with the optimal yield/cost ratio: Tri-generation

Nature's Remedy's objective is to make our products as cost effectively as possible. The cultivation approach and resulting yields are an integral part of achieving these strategic goals.

A hallmark of our cultivation technique is superior cultivated grams per square foot of flowering canopy. Nature's Remedy's world class Cultivation Facility, located in Lakeville, Massachusetts, provides environmental conditions mirroring that of a clean room, optimizing the plants' genetic capability.

Nature's Remedy is a firm believer in minimizing the company's environmental foot print. To address the concerns of environmental impact on the community, Nature's Remedy is proud to showcase our 100% off-the-grid facility, which will be operated by a tri-generation system. These systems have won accolades throughout the world in multiple areas of business, from European hotels to Australian hospitals, and stand at the forefront of modern innovation and technology in the green energy space. We are excited to bring the State of Massachusetts into the international spotlight as a location utilizing this energy source in large scale production of a commodity.



Tri-generation is the simultaneous production of electricity and heat with the additional transfer of thermal energy to provide both heating and cooling at virtually no tax to the local power grid. We are proud to mention that the State of Massachusetts has designated this tri-generation system a “Clean Resource” per the Green Communities Act of 2008.

Through our tri-generation, we will initially generate all of the facility’s electricity from natural gas generators. The heat from the generators is captured and run through a lithium bromide (salt water) absorber that converts the heat into chilled water which is used for cooling the individual grow rooms. The heat not used in the water cooling process is recycled into the facility to heat the rooms during colder months.

In phase 2 of our build out, the Cultivation Facility will capture the CO2 from the generators and utilize it in the flowering rooms to aide in the plants’ photosynthesis processes. By generating these items in-house and off-the-grid, we are able to produce our product in both an environmentally sound and economically sustainable cost structure.

Ensuring Continuous Supply

Nature’s Remedy’s cultivation facility is comprised of approximately 50,000 square feet with a capacity to produce approximately 20,000 pounds of cannabis annually. We will utilize a technique that involves staggering our plantings and closely monitoring consumer demand and the maturity of our plants; this will ensure that we are able to have a “rolling harvest”. A rolling harvest creates a consistent supply of cannabis to our customers. The nature of this method also ensures less product will be stored for great lengths of time resulting in higher quality products while also ensuring we will have product available at all times.

Employee and Community Partners

Areas of Disproportionate Impact

Nature’s Remedy is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is Nature’s Remedy’s intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

One of Nature’s Remedy’s founding Partners is John Brady. In John’s capacity as COO of Anderson Clayton, at the time the world’s largest vertically integrated cotton processing company, he implemented a wide-ranging disadvantaged hiring and education program to provide job training and educational benefits to individuals from Black, African American, Hispanic or Latino descent. John initiated and led the team that consummated one of the first commercial contracts with a Native American Tribe whereby the tribe waived its right of Sovereign Immunity. In that joint venture John established a program of exclusively hiring tribal members to manage and operate the facility and incorporated a management training program and college education scholarship program for the tribal members. John brings the same passion for helping the disadvantaged to Nature Remedy.



As Nature's Remedy expands, Nature's Remedy's goal will be to maintain a proportionate ratio of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Nature's Remedy will also strive to maintain a staff comprised of at least a proportionate ratio to the community of individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise. In alignment with Nature's Remedy's Diversity Plan, Nature's Remedy will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent.

Plan Administration

The Chief Operating Officer will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The COO will be responsible for developing measurable outcomes and ensure Nature's Remedy continues to meet its commitment to the community. The COO will also be responsible for forming philanthropic partnerships in the community to implement and enhance the Plan.

Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, Nature's Remedy is committed to programming, restorative justice, jail diversion, workforce development, industry-specific technical assistance, and mentoring services in areas of disproportionate impact. Nature's Remedy is committed to hosting and participating in events that will support areas of disproportionate impact, such as community service days, charity events, and educational seminars. Nature's Remedy will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact.

Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting at least four one-hour industry-specific educational seminars annually across one or more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training;
- Providing financial mentoring services or hosting organizations that provide such services;
- Holding monthly informational sessions regarding the process for sealing and expunging criminal records;
- Partnering with and supporting organizations that provide jail diversion and restorative justice programs;
- Providing transportation support for employees in these areas;
- Instituting hiring practices, in alignment with Nature's Remedy's Diversity Plan, that prioritize the hiring of individuals from these areas;
- Offering any necessary accommodations to individuals coming from areas of disproportionate impact;
- Having quarterly in-store donation drives, including direct giving and ongoing food and clothing drives; and
- Placing donation jars in Nature's Remedy's facilities where customers can donate directly to the Social Equity Training and Technical Assistance Fund.



Financial

Projected 3 Year Income Statements			
	2019	2020	2021
Revenues	72,000,000	99,000,000	87,000,000
COGS	10,000,000	11,000,000	11,000,000
Gross Profit	62,000,000	88,000,000	76,000,000
Selling Expenses	8,000,000	10,000,000	11,000,000
Employee Profit Sharing	2,000,000	2,000,000	2,000,000
General Expenses	3,000,000	4,000,000	5,000,000
Interest/Deprec.	3,000,000	3,000,000	3,000,000
Local Host Agreements	2,000,000	3,000,000	3,000,000
Local/State/Federal Tax	20,000,000	29,000,000	24,000,000
Net Income	24,000,000	37,000,000	28,000,000

As evidenced by the above financial statement, Nature's Remedy is forecasting robust revenues of the ensuing 3 years. This is largely attributable to the measured approach in town/site selection, our state-of-the-art cultivation facility, and tightly managed cost controls all of which are bolstered by a highly trained and efficient staff.

Triple Bottom Line

Nature's Remedy adheres to a holistic "Triple Bottom Line" method of business whereby success is measured by evaluating our impact on "Community, Environment and Profits." As evidenced by the prior sections in this document our commitment to these principals is evident.

Plan for obtaining Liability Insurance

Nature's Remedy has secured general liability insurance coverage of \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. Additionally, Nature's Remedy has both builders risk insurance to cover construction of our properties as well as coverage for its machinery. The company will consider additional coverage based on availability & cost-benefit analysis. Nature's Remedy will maintain reports documenting compliance with 935 CMR 500.105(10).





PLAN FOR OBTAINING LIABILITY INSURANCE

Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy") has general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Nature's Remedy will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Nature's Remedy will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. Nature's Remedy will keep reports documenting compliance with 935 CMR 500.105(10).

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

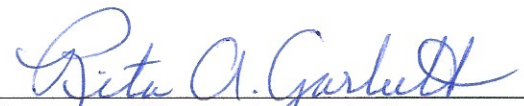
I, STUART BERNSTEIN, (*insert name*) certify as an authorized representative of NATURE'S REMEDY OF MASSACHUSETTS, INC. (*insert name of applicant*) that the applicant has executed a host community agreement with LAKEVILLE, MASSACHUSETTS (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on OCTOBER 1, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Rita A. Garbitt, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Lakeville (*insert name of host community*) to certify that the applicant and the Town of Lakeville (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on September 25, 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

I, RENÉE PERAUD, (insert name) attest as an authorized representative of NATURES REMEDY OF MA. (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 NOVEMBER 15TH, 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 NOVEMBER 8TH, 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 NOVEMBER 5, 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 NOVEMBER 2, 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.

NEWS BRIEFS

Fuel assistance available to local residents in need

MIDDLEBORO — A Community Resource Fair will be held on the topic of fuel assistance November 13 from 6:00 to 8:00 pm at Middleboro Town Hall, second Floor.

Town Hall is located at 10 Nickerson Avenue in Middleboro and is handicapped accessible. The program is open to anyone.

This resource will be shared with the general public, for Middleboro and surrounding towns. Given to the general public for free, this program will offer the various knowledge of resources available to the general population. If you need help with heating and utility bills, and support such as child and elder services, housing, food, and safety, than consider meeting with fuel assistant providers and other members of the Middleboro Area Assistance Coalition. Middleboro Area Assistance Coalition was founded to provide resource availability for those around that may need some assistance.

Town Manager's Office, Middleborough Town Hall, 10 Nickerson Avenue, Middleborough, MA 02346 or via email to TownManagerWeb@middleborough.com by December 1, 2018.

Nature's Remedy to host Community Outreach Meeting

LAKEVILLE — Nature's Remedy of Massachusetts, Inc. will host a Community Outreach Meeting for a proposed marijuana establishment is scheduled for Thursday, November 15 at 6pm at 310 Kenneth Welch Dr, Lakeville. The proposed marijuana establishment is anticipated to be located at 310 Kenneth Welch Dr, Lakeville. There will be an opportunity for the public to ask questions.

State Representative Keiko Orrall to hold office hours in Lakeville

LAKEVILLE — State Representative Keiko Orrall will host office hours to give constituents an opportunity to meet with her or a staff member and discuss events and issues.



Former Rotary Club Vocal award recipient Sue Oko

Middle Middle



October 5, 2018

Notice is hereby given by Nature's Remedy of Massachusetts, Inc. that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 15th at 6pm at 310 Kenneth Welch Drive, Lakeville. The proposed marijuana establishment is anticipated to be located at 310 Kenneth Welch Drive, Lakeville. There will be an opportunity for the public to ask questions.

Received on: _____

Received by: Justine Berry, ATC

RECEIVED
LAKEVILLE TOWN CLERK

2018 NOV -5 PM 2:05

CMV clerk



October 5, 2018

Notice is hereby given by Nature's Remedy of Massachusetts, Inc. that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 15th at 6pm at 310 Kenneth Welch Drive, Lakeville. The proposed marijuana establishment is anticipated to be located at 310 Kenneth Welch Drive, Lakeville. There will be an opportunity for the public to ask questions.

Received on: 11/5/18

Received by: Tina Cy-McNee

Contracting Auth.



October 5, 2018

Notice is hereby given by Nature's Remedy of Massachusetts, Inc. that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 15th at 6pm at 310 Kenneth Welch Drive, Lakeville. The proposed marijuana establishment is anticipated to be located at 310 Kenneth Welch Drive, Lakeville. There will be an opportunity for the public to ask questions.

Received on: 11/5/18

Received by: Trenie C. Marz
for Lakeville Planning Board

Planning Board



October 5, 2018

Notice is hereby given by Nature's Remedy of Massachusetts, Inc. that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 15th at 6pm at 310 Kenneth Welch Drive, Lakeville. The proposed marijuana establishment is anticipated to be located at 310 Kenneth Welch Drive, Lakeville. There will be an opportunity for the public to ask questions.

Received on: 10/5/18

Received by: Lori Canedy



NATURE'S
REMEDY

2 November, 2018

Dear Sir/Madam:

Please be advised that as an abutter of Nature's Remedy, 310 Kenneth Welch Drive, Lakeville, you are being notified that a Community Outreach Meeting for a proposed marijuana establishment is scheduled for Thursday, November 15th, 2018 at 6:00pm at our facility at 310 Kenneth Welch Drive, Lakeville. There will be an opportunity for the public to ask questions.

You are not required to attend the public hearing unless there are issues you wish to address. If you have any questions, please call Ashley Esper from Nature's Remedy at 508.320.3618.

Thank you,
The Nature's Remedy Team



PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy") will remain compliant at all times with the local zoning requirements set forth in the Town of Lakeville's Zoning By-Law. In accordance with By-Law Section 4.1.3, Nature's Remedy's proposed Cultivation and Product Manufacturing facility located at 310 Kenneth Welch Drive is in the Industrial Zoning District designated for Adult Use Marijuana Establishments and Registered Marijuana Dispensaries by Special Permit.

Nature's Remedy currently holds a Provisional Certificate of Registration ("PCR") from the Department of Public Health ("DPH") to operate a vertically-integrated Medical Marijuana Treatment Center at 310 Kenneth Welch Drive in Lakeville.

In compliance with 935 CMR 500.110(3) and Lakeville Zoning By-Law Section 7.4.6, the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

As required by the Zoning By-Law, Nature's Remedy will apply for a Special Permit and Site Plan Approval from the Lakeville Planning Board. Nature's Remedy will also apply for any other local permits required to operate an adult use cultivation and product manufacturing facility at the proposed location. Nature's Remedy will comply with all conditions and standards set forth in any local permit required to operate a cultivation and manufacturing facility at Nature's Remedy's proposed location.

Nature's Remedy has already attended several meetings with various municipal officials and boards to discuss Nature's Remedy's plans for a proposed cultivation and product manufacturing establishment and has executed a Host Community Agreement with the Town of Lakeville. Nature's Remedy will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Nature's Remedy's marijuana cultivator and product manufacturing establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Nature's Remedy of Massachusetts, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of April 19, 2018.

Bryan Harter
Bryan Harter

Director

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

FORM MUST BE TYPED

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

FORM MI

- (1) Exact name of the non-profit: Nature's Remedy of Massachusetts, Inc. 001191139
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Nature's Remedy of Massachusetts, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Nature's Remedy of Massachusetts, Inc.

ARTICLE II

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

The corporation is organized: (1) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis and products that enable persons to consume cannabis in different forms and other related products, for both medicinal and recreational uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (2) to engage in all activities incidental thereto; and (3) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	10,000			

ARTICLE IV

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

Each owner of record of Common Stock shall be entitled to one vote for each share of Common Stock. Subject to applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation may determine, declare, or order to be paid and pay in its discretion. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed pro rata to the owners of Common Stock, subject to applicable law.

ARTICLE V

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

ARTICLE VI

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

See the attached Continuation Sheet Article VI.

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

ARTICLE VI: CONTINUATION SHEET

- A. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
- B. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
- C. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
- D. **Minimum Number of Directors.** The board of directors may consist of two or more individuals, notwithstanding the number of shareholders.
- E. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.
- F. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the Bylaws requires action by the shareholders.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
3 Cedar Hill Road, Grafton, MA 01519
- b. The name of its initial registered agent at its registered office:
Ashley Esper
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Robert C. Carr, Jr., 17 Vassar Street, Manchester, NH 03104

Treasurer: Robert C. Carr, Jr., 17 Vassar Street, Manchester, NH 03104

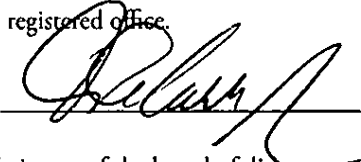
Secretary: Robert C. Carr, Jr., 17 Vassar Street, Manchester, NH 03104

Director(s): Robert C. Carr, Jr., 17 Vassar Street, Manchester, NH 03104
Michael Scott, 110 Turnpike Road, Suite 114, Westborough, MA 01581

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute cannabis and related products.
- f. The street address of the principal office of the corporation:
3 Cedar Hill Road, Grafton, MA 01519
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

3 Cedar Hill Road, Grafton, MA 01519, which is
(number, street, city or town, state, zip code)

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

Signed by: 
(signature of authorized individual)

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

on this 6 day of February, 2018

COMMONWEALTH OF MASSACHUSETTS

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

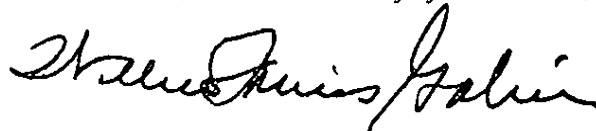
2509

1309469

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 20 day of April, 2018, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

4B
Examiner
PC
Name approval

Filing fee: Minimum \$250

SECRETARY OF THE
COMMONWEALTH
2018 APR 20 PM 2:34
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Robert C. Carr, Jr.

17 Vassar Street

Manchester, NH 03104

Telephone: (603) 231-1991

Email: bob@naturesremedy.life

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

BYLAWS OF NATURE'S REMEDY, INC.

ARTICLE I OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the board of Directors, and if no place is fixed by the board of Directors, such place as shall be fixed by the President.

ARTICLE II SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the board of Directors. Absent such designation, meetings shall be held at the principal office. The board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the board of Directors, and subject to any guidelines and procedures adopted by the board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law, provided, however, that, unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm, or association in which a Director has an interest; (ii) amend the Articles of Organization of this Corporation (the "**Articles of Organization**"); (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the board of Directors, or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the board of Directors) may make a written request to the chair of the board (if any), President, vice President, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by

such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting, provided, however, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the “**Proposing Shareholder**”) must have given written notice of the Proposing Shareholder’s nomination or proposal, either by personal delivery or by the United States mail to the secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the secretary of the Corporation no earlier than one hundred-twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year’s meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year’s annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder’s notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section simultaneously with the written request for the meeting submitted to the secretary or within ten (10) calendar days after delivery of the written request for the meeting to the secretary.

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

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business, and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.

(d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day, and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the secretary, assistant secretary, transfer agent, or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

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

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

(a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.

(b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.

(c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.

(d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving

such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

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

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

Section 2.07 Fixing the Record Date. The board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion, or exchange of shares.

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

Section 2.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in

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

Section 2.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

Section 2.10 Conduct of Meetings. The board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the board of Directors shall serve as the presiding officer. The secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

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

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver, notice, or consent need not specify the business transacted or purpose of the meeting, except as required by G.L. c. 156D. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting is filed with the secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to G.L. c. 156D, § 7.22.

Section 2.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be two (2) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be Robert C. Carr, Jr. and Michael Scott.

Section 3.02 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

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

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

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

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

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

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

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. A vacancy on the board of Directors exists in case of the occurrence of any of the following events:

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

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

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

(d) The authorized number of Directors is increased.

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

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

Section 3.05 Removal. The board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

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

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

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

(b) Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by at least two Directors. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery, or orally. If notice is mailed, it shall be deposited in the United States mail at least four days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

(d) Deadlock. In the event the Directors reach a deadlock regarding a decision or action, and such deadlock cannot be resolved by the Directors for a period of thirty (30) days, the Directors shall call a meeting of the shareholders at the earliest available date for the purposes of breaking the deadlock. The decision or action shall be presented to the shareholders at the meeting, and the affirmative vote of the majority of the shareholders represented at the meeting at which a quorum is present, shall be the deciding vote to break the deadlock.

Section 3.08 Electronic Participation. Members of the board may participate in a meeting through conference telephone, electronic video screen communication, or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of

the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. Individuals serving as Directors may not receive, whether in connection with the role of Director, officer, employee, or contractor, compensation greater than \$250,000.00 annually until the company realizes an effective annual revenue of at least \$10,000,000.00, calculated by multiplying the past three months' revenue by four. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the secretary to be filed with the minutes of the proceedings of the board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The board of Directors, by resolution adopted by a majority of authorized Directors, may designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the board and to exercise the authority of the board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the board of Directors and its members.

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

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

- (g) Appoint other committees or board members.

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

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

ARTICLE IV OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the board of Directors and shall be a chair of the board or a President or both, a secretary and a treasurer. At the discretion of the board of Directors, the Corporation may also have other officers, including but not limited to one or more vice Presidents or assistant vice Presidents, one or more assistant secretaries, a chief financial officer, and a chief operations officer, as may be appointed by the board of Directors, with such authority as may be specifically delegated to such officers by the board of Directors. Any two or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the board of Directors held after each annual meeting of shareholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the board of Directors may be removed with or without cause by the affirmative vote of the majority of the board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the board of Directors or by direction of an officer authorized by the board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the board of Directors.

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Organization or any action taken by the Directors or shareholders of the Corporation.

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

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences, and privileges regarding classified shares or a class of shares with two or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i) the chair of the board, if any, a vice chair, if any, the President, or a vice President and (ii) the chief financial officer, an assistant treasurer, the secretary, or any assistant secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence

of succession, assignment, or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts, or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen, or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen, or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors at its principal office, or such other location as shall be designated by the board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, board of Directors, and committees of the board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders, and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the board of Directors.

Section 8.02 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year.

Section 8.03 Conflict with Applicable Law or Articles of Organization. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

Section 8.04 Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.05 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting, and designation of additional or substitute Directors; provided that such modifications may not conflict with the Articles of Organization.

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

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the emergency.
- (b) Relocate the principal office, or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.06 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier the annual meeting of Shareholders or 120 days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.07 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws, or the Articles of Organization.


Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the board of Directors may adopt, amend, or repeal bylaws.

**CERTIFICATE OF SECRETARY
OF
NATURE'S REMEDY, INC., A MASSACHUSETTS CORPORATION**

The undersigned, Robert C. Carr, Jr., hereby certifies that he is the duly elected and acting Secretary of Nature's Remedy, Inc., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of February 6, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 6th day of February, 2018.

NATURE'S REMEDY, INC.

By: 
Name: Robert C. Carr, Jr.
Title: Secretary



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

mass.gov/dor

Letter ID: L0067004160
Notice Date: April 3, 2018
Case ID: 0-000-367-292



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



NATURES REMEDY OF MASSACHUSETTS
109 STATE ST STE 404
BOSTON MA 02109-2909

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 02, 2018

To Whom It May Concern :

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

NATURE'S REMEDY OF MASSACHUSETTS, INC.

is a domestic corporation organized on **September 28, 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: 18040036240

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

Processed by:



DISPENSING PROCEDURES

In accordance with 935 CMR 500.140(2), access to Nature's Remedy of Massachusetts, Inc.'s "Nature's Remedy" facility is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Medical Use of Marijuana Program ID Card. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer's entry into Nature's Remedy's premises, a Nature's Remedy agent will immediately inspect the customer's proof of identification and determine the individual's age. An individual will not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual's proof of identification. At the door, a designated staff member will collect valid customer identification and confirm a minimum age of 21 years old; failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

Once inside the retail area, customers will enter a queue to obtain individualized service where they may select any of the products available to them with the help of a Nature's Remedy agent. Point of sale stations for adult-use and medical sales will be physically separated as described below. Upon checkout, customers will be required to confirm their identities and age a second time. Check out also activates Metrc and Nature's Remedy's seed-to-sale tracking system that is compliant with 935 CMR 500.105(8) and does not allow for transactions in excess of daily sales limitations or potency level violations.

Per M.G.L. c. 94G § 7, sales are limited to one ounce of marijuana flower or its combined dry weight equivalent in Marijuana concentrate or edible Marijuana Products to a retail customer per day.

One ounce of Marijuana flower shall be equivalent to five grams of active tetrahydrocannabinol (THC) in Marijuana concentrate, including but not limited to Tinctures. One ounce of Marijuana flower shall be equivalent to five hundred milligrams of active tetrahydrocannabinol (THC) in edible Marijuana Products. Topicals and ointments shall not be subject to a limitation on daily sales. Nature's Remedy will not sell Marijuana or Marijuana Products in excess of the potency levels established by 935 CMR 500.150(4). All required taxes will be collected at the point of sale. Nature's Remedy will adopt separate accounting practices at the point-of-sale for Marijuana and Marijuana Product sales, and non-Marijuana sales. In accordance with 935 CMR 500.140(4)(d)-(e), Nature's Remedy will not sell marijuana products containing nicotine or alcohol if the sale of such alcohol would require licensure pursuant to M.G.L. c. 138.

Once a customer has selected a product for purchase, a Nature's Remedy agent will collect the chosen items from the designated product storage area. A Nature's Remedy agent will then scan each product barcode into the point of sale system. Nature's Remedy will only utilize a point-of-sale system approved by the Commission in consultation with the Department of Revenue and will not utilize software or other methods to manipulate or alter sales data. In the event of a flower sale, staff will weigh the chosen amount of flower and then place it in a tamper-resistant/child-resistant, resealable package that is compliant with 935 CMR 500.105(6). A Nature's Remedy agent will affix a label, as generated by the point of sale system, indicating the date, strain name, cannabinoid profile, and all applicable warnings detailed in 935 CMR 500.105.

In the event a Nature's Remedy agent determines an individual would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. This includes, but is not limited to, a Consumer engaging in daily transactions that exceed the legal possession limits or that create a risk of diversion.

Nature's Remedy will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection. Nature's Remedy will not acquire or record a consumer's personal information, other than information typically required in a retail transaction, which can include identifying information to determine a consumer's age. Nature's Remedy will not record or retain any additional personal information from a consumer without the Consumer's voluntary written permission.

Pursuant to 935 CMR 500.140(5)(d), Nature's Remedy will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, Nature's Remedy will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. Nature's Remedy will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, Nature's Remedy will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. Nature's Remedy will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products.

Nature's Remedy will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical and adult-use sales areas. Nature's Remedy will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. Nature's Remedy will provide for separate queues for sales of marijuana products for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card may use either line and will not be limited only to the medical use queue. Nature's Remedy retail locations will provide an area that is separate from the sales floor to allow for confidential patient consultation.

Nature's Remedy will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

Nature's Remedy places a premium on cleanliness, hygiene, and proper product storage to achieve and maintain successful operation of the business. In addition to regularly sanitizing surfaces with products kept separately and away from marijuana products, Nature's Remedy staff will ensure personal hygiene including washing hands throughout the day and before handling or dispensing any marijuana products. All products available for sale and consumption will be tested for impurities and subjected to Nature's Remedy's policies governing quality control per 935 CMR 500.105.

In compliance with 935 CMR 500.140(6), Nature's Remedy will make educational materials available to consumers (in adequate supply) in commonly spoken languages, which will include but not be limited to appropriate materials for the visually and hearing impaired designed to assist in the selection of marijuana and marijuana products. Nature's Remedy's educational materials will describe the varying types of products available at Nature's Remedy, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosage; information to assist in the selection of marijuana; the delayed effects of edible marijuana products; and facts regarding substance abuse signs and symptoms and related treatment programs, marijuana tolerance, dependence, and withdrawal. Consumers will be provided a material that will enable them to track the strains used and the associated effects. Nature's Remedy agents will be available to discuss the associated effects of specific strains and products at the dispensary, by telephone and via email. The consumer education materials will include the following:

- A warning that marijuana has not been analyzed or approved by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children;
- A warning that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, § 24, and machinery should not be operated;
- A statement that consumers may not sell marijuana to any other individual; and
- Information regarding penalties for possession or distribution of marijuana in violation of Massachusetts law.



DIVERSITY PLAN

Overview

Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy") 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.¹

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

Goals

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

1. Promote equitable hiring initiatives with the goal that at least 40% of staff are women and at least 15% of staff are minorities

Programs

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

1. Participating in at least two (2) career fairs per year in underrepresented and minority communities;
2. Advertising employment opportunities, as they become available but not less than quarterly, that are tailored to individuals falling into the above-listed diverse populations in diverse job boards, such as DiversityJobs.com;
3. Holding annual, mandatory diversity awareness and unconscious bias trainings for all of its employees to ensure they are more sensitive to biases and help them learn how to avoid bias in recruitment and training; and
4. When bidding out proposals for third-party contractors, Nature's Remedy will utilize the Supplier Diversity Office's database to identify contractors registered as MBEs, WBEs, VBEs, DOBEs or LGBTBEs.

Measurements

The Human Resources Manager—in consultation with the Diversity Committee—will administer the Plan and will be responsible for developing measurable outcomes to ensure Nature's Remedy continues to meet its commitments. Such measurable outcomes, in accordance with Nature's Remedy's goals and programs described above, include:

¹ As per 935 CMR 500.101(1)(c)(8)(k) as promulgated on 11/1/19 and the Commission's *Guidance on Required Positive Impact Plans and Diversity Plans* as revised 2/25/19. For purposes of this Diversity Plan, Nature's Remedy is interpreting "[p]eople of all gender identities and sexual orientations" to mean people identifying as LGBTQ+.

- Employment data, including information on minority and women representation in the workforce in all job classifications; average salary ranges; recruitment and training information (all job categories); and retention and outreach efforts;
- The total number and value of all contracts and/or subcontractors awarded for goods and services;
- An identification of each subcontract actually awarded to a member of a diverse group and the actual value of such subcontract;
- Documentation of any career fairs hosted or participated in in underrepresented or minority communities;
- Documentation of any mandatory diversity awareness and unconscious bias trainings held, the topics discussed during such trainings, and evidence of participation by all Nature's Remedy employees.

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

Acknowledgements

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



MAINTAINING OF FINANCIAL RECORDS

Nature's Remedy of Massachusetts, Inc.'s "Nature's Remedy" 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 Remedy.
- 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 Remedy 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 Remedy 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.



PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Nature's Remedy of Massachusetts, Inc, "Nature's Remedy" will securely maintain personnel records, including registration status and background check records. Nature's Remedy will keep, at a minimum, the following personnel records:

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

Job Descriptions

Director of Security: Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for Nature's Remedy, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties

- Provide general training to Nature's Remedy agents during new hire orientation or recurrent trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team—follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the Nature's Remedy facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the Nature's Remedy facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of Nature's Remedy agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security-related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of Security Agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with local law enforcement authorities.

Security Agent: Security Agents monitor Nature's Remedy's security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the Nature's Remedy facility by verifying appropriate ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

- Investigate, communicate, and provide leadership in the event of an emergency such as an intrusion, fire, or other threat that jeopardizes customers, authorized visitors, and Nature's Remedy agents;
- Respond and investigate security situations and alarm calls; clearly document the incident and details surrounding the incident in a written report for the Director of Security;
- Oversee the entrance to the facility and verify credentials of each person seeking access to the Nature's Remedy facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort Nature's Remedy agents from the facility during non-business hours and perform security checks at designated intervals.

Inventory Manager: The Inventory Manager is responsible for inventory on a day-to-day basis as well as the weekly and monthly inventory counts and waste disposal requirements. The inventory manager will perform the comprehensive annual inventory in conjunction with the executive management team. Additional duties include, but are not limited to:

- Implementing inventory controls to track and account for all dispensary inventory;
- Implementing procedures and notification policies for proper disposal;
- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal, and pending inventory; and
- Proper storing, labeling, tracking, and reporting of inventory.

Inventory Associate: Inventory Associates support the Inventory Manager during day-to-day operations. Responsibilities include, but are not limited to:

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records.
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and pending inventory;
- Ensuring products are properly stored, labeled, and recorded in the POS software system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring Nature's Remedy's policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at Nature's Remedy will support the executive management team on a day-to-day basis to effectively implement all personnel policies and procedures for Nature's Remedy, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of Nature's Remedy agents;
- Review and revise Nature's Remedy personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for Nature's Remedy agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies with the Cultivation Facility;
- Coordinate space assignments;
- Receive and review work requests;
- Coordinate repairs and maintenance;
- Supervise and train agents in an ongoing capacity;
- Provide mandatory training for new agents;
- Maintain a record of space allocations;
- Work with Cultivation Technicians to promote successful operations in the Cultivation Facility;
- Program and monitor the Direct Digital Control (DDC).
- Maintain a database of environmental controls and conditions;
- Adjust DDC for optimum efficiency of operation;
- Provide pesticide recommendations and ensure IPM Program is sufficient.

Cultivation Manager: The Cultivation Manager supervises and participates in all aspects of daily Cultivation Facility tasks. The Cultivation Manager operates under the supervision of the Director of Cultivation and will:

- Instruct Cultivation Technicians on operation procedures;
- Train and supervise Cultivation Technicians;
- Assist with the activities performed by all Cultivation Technicians;
- Instruct agents or apply pesticides with guidance from the Director of Cultivation;
- Perform routine maintenance;
- Maintain inventory of all cultivation supplies and order such supplies;
- Report daily to Director of Cultivation; and
- Coordinate with relevant staff regarding harvest schedules.

Cultivation Technician: Cultivation Technicians are responsible for all daily tasks in their assigned areas within the Cultivation Facility. Cultivation Technicians report directly to Cultivation Manager and/or Director of Cultivation. Responsibilities include, but are not limited to:

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;
- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

Production Manager: The Production Manager is responsible for all post-harvest handling of marijuana. The Production Manager coordinates directly with the Cultivation Manager regarding harvest schedules. Production Manager reports directly to the Director of Cultivation and is responsible for the following:

- Transitioning harvested plant material from cultivation rooms to the Trim Room where marijuana is trimmed via machine and manually;
- Overseeing Trim Technicians and delegates daily tasks to production agents;
- Ensuring quality control of finished marijuana flowers;
- Monitoring the status of the Dry Room and of marijuana flowers that are in the process of drying;
- Entering wet and dry weights of all product including flowers and trim into the POS software;
- Working with Cultivation Technicians to ensure prompt transfer of marijuana trim to relevant room within the Cultivation Facility;
- Overseeing bulk packaging and storing in dedicated vault; and
- Relaying information to the Inventory Manager for sales purposes.

Trim Technicians: Trim Technicians are responsible for post-harvest trimming of marijuana plants, both mechanical and manual. Trim Technicians report directly to the Production Manager and are responsible for:

- Receiving daily tasks from the Production Manager;
- Assisting in the harvest of marijuana;
- Trimming marijuana plants;
- Maintaining a sterile environment in the Trim Room; and
- Cleaning and maintaining scissors and trim machines.

Production Manager: Responsible for production of all concentrates and marijuana products created by Nature's Remedy. This includes, but is not limited to:

- Managing inventory and par-levels of all concentrate and marijuana products, including
- integration into the POS software system;
- Creating raw Super Critical CO₂ (SCCO₂) concentrate;

- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;
- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

Lab/Production Assistant: Responsible for supporting the Production Manager during day-to-day operations. This includes, but is not limited to:

- Drying and grinding cultivated material in preparation for SCCO₂ extraction;
- Unpacking and cleaning the SCCO₂ extractor;
- Cleaning and sanitization of all lab glassware;
- Cleaning and sanitization of all kitchen cookware and utensils;
- Cleaning and sanitization of the distillation still;
- Routine scheduled maintenance of all equipment; and
- Assisting with packaging of all concentrate and marijuana products to be sold.

Retail Manager: Responsible for overseeing all Member Services Agents and managing day-to-day operations of the retail facility. This includes, but is not limited to:

- Implementing inventory tracking;
- Training retail staff;
- Ensuring customer satisfaction through feedback tools;
- Reporting all incidents and complaints to the executive team; and
- Working with bookkeeping to ensure precise data flow.

Member Services Agent: Member Services Agents ensure that each customer is treated with respect while at a Nature's Remedy facility and that each customer receives the appropriate amount of individualized attention in order to address his/her specific needs and questions.

Member Services Agent responsibilities include, but are not limited to:

- Maintaining a clean, safe, healthy, and productive environment ensuring that customers have a positive experience at a Nature's Remedy facility;
- Answering customer questions regarding products including, but not limited to, flowers, concentrates, tinctures, and edibles;
- Being knowledgeable of strains and various types of products offered by Nature's Remedy;
- Properly setting up product displays pursuant to Nature's Remedy policies and procedures;
- Executing and enforcing compliance with Commission regulations and Nature's Remedy policies and procedures;
- Understanding sales transactions using a POS software system;
- Understanding individual customer goals;

- Reconciling cash from sales transactions, sales reports, and other forms of task management daily; and
- Participating in ongoing education and professional development as required.

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 Remedy 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.

Standards of Conduct

Nature's Remedy is committed to maintaining an environment conducive to the health and wellbeing of customers and employees. It is Nature's Remedy's mission to provide a professional workplace free from harassment and discrimination for employees. Nature's Remedy will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to Nature's Remedy's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at Nature's Remedy employees or customers is also condemned and will be promptly addressed.

Violence and Weapons in the Workplace

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted to be brought on site by employees, customers, or other parties. Any employee found carrying a weapon on the premises of a Nature's Remedy facility will be immediately terminated, and any customer found carrying a weapon on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

The required attire for registered agents at Nature's Remedy varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

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.

Overview of Personnel Policies and Procedures

Standard Employment Practices

Nature's Remedy values the contributions of its management and staff positions. Nature's Remedy will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Written Policies

Nature's Remedy's written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime,

performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations

Nature's Remedy will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et seq.

Designated Outside Counsel

Nature's Remedy may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Job Status

Job Classifications

Positions at Nature's Remedy are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage

Mandatory Meetings and Community Service Days

There will be a mandatory, reoccurring company-wide meeting on a monthly basis. All personnel will be notified if their attendance is required. Certain personnel, such as housekeeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at six-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews

must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect an employee's overall performance.

Leave Policies

Nature's Remedy's leave policies will comport with all state and federal statutes.

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least two weeks in advance and approved by the employee's department manager. Nature's Remedy will determine which holidays will be observed and which departments will not be required to work. Nature's Remedy will offer unpaid parental leave for eligible employees. Please see Employment Handbook regarding additional leave policies.

Nature's Remedy anticipates observing the following holidays:

- New Year's Day
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving; and
- Christmas Day

Disciplinary Policies

Purpose

Nature's Remedy's progressive discipline policies and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Nature's Remedy's progressive discipline policies and procedures have been designed consistent with Nature's Remedy's organizational values, best practices, and state and federal employment laws.

Nature's Remedy reserves the right to combine or skip steps depending upon the facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the employee's performance, conduct and/or attendance issues have on Nature's Remedy as an organization.

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue.

The supervisor should discuss with the employee the nature of the problem and/or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of a Step 1 meeting. The employee will be asked to sign the written documentation. The employee's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Nature's Remedy recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal performance improvement plan (PIP) requiring the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of the progressive discipline policies and procedures are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to an employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedures is a recommendation to terminate employment. Generally, Nature's Remedy will try to utilize the progressive steps of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, Nature's Remedy reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense, and an employee may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Manager and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between Nature's Remedy and its employees.

Appeal Process

Any employee subject to a disciplinary action will have the opportunity to present information on their own behalf that may challenge information management relied upon in making the decision to issue the disciplinary action. The purpose of this appeal process is to provide insight into extenuating circumstances that may have contributed to the employee's performance, conduct and/or attendance issues, while allowing for an equitable solution.

If an employee does not present information on their own behalf during a step meeting, they will have five business days after the meeting to present such information to the supervisor who conducted the meeting.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from Nature's Remedy, the employee's supervisor must contact the Human Resources Manager to schedule an exit interview, which will typically take place on the employee's last workday.

Types of Separation

1. Resignation

Resignation is a voluntary act initiated by the employee to end employment with Nature's Remedy. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire. The resignation date must not fall on the day after a holiday.

2. Retirement

An employee who wishes to retire is required to notify their department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of Nature's Remedy to give special recognition to employees at the time of their retirement.

3. Job Abandonment

An employee who fails to report to work or contact their supervisor for two (2) consecutive workdays will be considered to have abandoned their job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the Human Resources Manager at the expiration of the second workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible for rehire.

4. Termination

Employees of Nature's Remedy are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce

An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision through the appeal process.

6. Release

Release is the end of temporary or seasonal employment. The Human Resources Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be held on the employee's last day of work or another day, as mutually agreed upon.

Return of Property

The separating employee must return all company property at the time of separation, including but not limited to, uniforms, cell phones, keys, computers, and identification cards. Failure to return certain items may result in deductions from the employee's final paycheck. All separating employees will be required to sign a Wage Deduction Authorization Agreement, allowing Nature's Remedy to deduct the costs of such items from their final paycheck.

Termination of Benefits

An employee separating from Nature's Remedy is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the Human Resources Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation

As an employer, Nature's Remedy believes that it is in the best interest of both the organization and Nature's Remedy's employees to fairly compensate its workforce for the value of the work provided. It is Nature's Remedy's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Section Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at Nature's Remedy, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by Nature's Remedy.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonuses, variable based or incentive-based pay, and all other related expenses, including benefit plans.
3. The CEO is charged with ensuring that Nature's Remedy is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.

4. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
5. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Nature's Remedy will undergo a detailed background investigation prior to being granted access to a Nature's Remedy facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Nature's Remedy 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 Remedy 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 Remedy 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 Remedy 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.
- Upon adverse determination, Nature's Remedy will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
 - a. After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Nature's Remedy along with any legal notices required.
- 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 Remedy or the Commission.

Personnel Policies and Training

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

Nature's Remedy 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 Remedy operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.



QUALIFICATIONS AND TRAINING

Nature's Remedy of Massachusetts, Inc., "Nature's Remedy" will ensure that all employees hired to work at a Nature's Remedy 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 Remedy 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 Remedy 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 Remedy 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 Remedy's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Training Program and eight (8) hours of on-going training annually.

All of Nature's Remedy's current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a "Responsible Vendor". Once Nature's Remedy 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 Remedy 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 Remedy's records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

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

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



QUALITY CONTROL AND TESTING

Quality Control

Nature's Remedy of Massachusetts, Inc. "Nature's Remedy" will comply with the following sanitary requirements:

1. Any Nature's Remedy 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 Remedy 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 Remedy's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Nature's Remedy's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Nature's Remedy's 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 Remedy 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 Remedy's 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 Remedy's 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 Remedy's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Nature's Remedy 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 Remedy acknowledges and understands that the Commission may require Nature's Remedy to demonstrate the intended and actual use of any toxic items found on Nature's Remedy's premises;
11. Nature's Remedy 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 Remedy's needs;
12. Nature's Remedy's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. Nature's Remedy will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Nature's Remedy 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 Remedy 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 Remedy's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

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

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

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

Nature's Remedy's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both Nature's Remedy 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 Remedy 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 Remedy 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 Remedy's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Nature's Remedy for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.



RECORDKEEPING PROCEDURES

General Overview

Nature's Remedy of Massachusetts, Inc., "Nature's Remedy" 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 Remedy documents. Records will be stored at Nature's Remedy 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 Remedy 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 Remedy quarter-end closing procedures. In addition, Nature's Remedy 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 Remedy.

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

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



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Nature's Remedy of Massachusetts, Inc. "Nature's Remedy" 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. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Nature's Remedy 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 Remedy 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 Remedy 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 Remedy 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 Remedy 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 Remedy 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 Remedy 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 Remedy's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Nature's Remedy of Massachusetts, Inc. "Nature's Remedy" 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.

Using a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, Nature's Remedy will virtually separate medical and adult-use marijuana and Marijuana Products in its operations by using separate medical and adult-use plant and/or package tags in Metrc.

Prior to the point of sale or at the point of sale, Nature's Remedy 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 Remedy will reconcile that inventory in Metrc.

In compliance with 935 CMR 502.140, Nature's Remedy 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 Remedy's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, Nature's Remedy 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 Remedy 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 Remedy will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at Nature's Remedy's retailer or easily accessible at another Nature's Remedy location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. Nature's Remedy will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. Nature's Remedy 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 Remedy 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 Remedy's agents will prioritize patient and caregiver identification verification and physical entry into the retail area.

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

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



PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Nature's Remedy of Massachusetts, Inc. ("Nature's Remedy") is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is Nature's Remedy's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Goals

Using the "Guidance for Identifying Areas of Disproportionate Impact" to identify areas of disproportionate impact, Nature's Remedy's goal will be to recruit and maintain a staff comprised of at least 20% of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Nature's Remedy will also strive to recruit and maintain a staff comprised of at least 5% of individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise.

Hiring Initiatives

Nature's Remedy will employ a targeted recruiting strategy utilizing local media that specifically serves areas of disproportionate impact as indicated by the commission Guidance for Identifying Areas of Disproportionate Impact. Specifically, advertising for employment in the Taunton Gazette which serves Taunton and New Bedford among other areas, and the Fall River Herald News that serves Fall River will be utilized to reach these markets. Other sources may be used as identified.

Plan Administration

The Human Resources Director will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The Director will be responsible for developing measurable outcomes and ensuring Nature's Remedy continues to meet its commitment to the community to meet and maintain the staffing goals. A minimum of two times per year, the Director will evaluate and issue a report to the Board with specific statistics regarding current staff as compared to goals. In addition, the Director will present recommendations for continuing success or additional initiatives if goals are not met. The Director will also be responsible for forming philanthropic partnerships in the community to implement and enhance the Plan.

Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, Nature's Remedy is committed to programming, restorative justice, jail diversion, workforce development, industry-specific technical assistance, and mentoring services in areas of disproportionate impact. Nature's Remedy is committed to hosting and participating in events that will support areas of disproportionate impact, such as community service days, charity events, and educational seminars.

Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting at least four (4) one-hour industry-specific educational seminars annually across one or more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training;
- Providing financial mentoring services or hosting organizations that provide such services;
- Partnering with and supporting organizations that provide jail diversion and restorative justice programs;
- Providing transportation support for employees in these areas;
- Instituting hiring practices that prioritize the hiring of individuals from these areas;
- Offering any necessary accommodations to individuals coming from areas of disproportionate impact; and
- Holding annual fundraising drives dedicated to supporting local organizations dedicated to assisting those in areas of disproportionate impact. One such organization that has been identified is Friendly House, Inc. at 36 Wall Street in Worcester. The Friendly House has been contacted and will accept donations from Natures Remedy.

Nature's Remedy of Massachusetts, Inc. 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 the applicant will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws