



## Massachusetts Cannabis Control Commission

### Marijuana Cultivator

#### General Information:

License Number: MC282507  
Original Issued Date: 10/16/2020  
Issued Date: 10/16/2020  
Expiration Date: 10/16/2021

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Other Side Agronomy, Inc.

Phone Number: 646-772-2587 Email Address: othersideagronomy@gmail.com

Business Address 1: 14 Ferry Lots Lane

Business Address 2:

Business City: Salisbury

Business State: MA

Business Zip Code: 01952

Mailing Address 1: 14 Ferry Lots Lane

Mailing Address 2:

Mailing City: SALISBURY

Mailing State: MA

Mailing Zip Code: 01952

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Minority-Owned Business

### PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 49

Percentage Of Control: 49

Role: Owner / Partner

Other Role:

First Name: Emmett

Last Name: McMahon

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

#### Person with Direct or Indirect Authority 2

Percentage Of Ownership: 26

Percentage Of Control:

26

Role: Other (specify)

Other Role:

First Name: Randolph

Last Name: Borbon

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)

Specify Race or Ethnicity:

#### Person with Direct or Indirect Authority 3

Percentage Of Ownership: 25

Percentage Of Control:

25

Role: Owner / Partner

Other Role:

First Name: Xyroibma

Last Name: Nieves

Suffix:

Gender: Female

User Defined Gender:

What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)

Specify Race or Ethnicity: Dominican

#### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: Custom Services Contracting of NY, Inc.

Entity DBA:

Email:

Phone: 646-772-2587

xyroibmanieves@hotmail.com

Address 1: 350 Bayside Ave.

Address 2:

City: Oceanside

State: NY

Zip Code: 11572

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided:

Percentage of Initial Capital:

\$175000

100

Capital Attestation: Yes

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

##### Individual 1

First Name: Randolph

Last Name: Borbon

Suffix:

Marijuana Establishment Name: Other Side Agronomy, Inc.

Business Type: Marijuana Product Manufacture

Date generated: 12/03/2020

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

#### Individual 2

First Name: Xyrobma

Last Name: Nieves

Suffix:

Marijuana Establishment Name: Other Side Agronomy, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

#### Individual 3

First Name: Emmett

Last Name: McMahon

Suffix:

Marijuana Establishment Name: Other Side Agronomy, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Worcester

Marijuana Establishment State: MA

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1451 Grafton Street

Establishment Address 2:

Establishment City: Worcester

Establishment Zip Code: 01604

Approximate square footage of the Establishment: 14500

How many abutters does this property have?: 35

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

Cultivation Tier: Tier 01: up to 5,000 square feet

Cultivation Environment: Indoor

#### FEE QUESTIONS

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	COM Documentation.pdf	pdf	5e23a21ac1912d0730a536a7	01/18/2020
Plan to Remain Compliant with Local Zoning	OSA Plan to Remain Compliant with Local Zoning_.pdf	pdf	5eb491f1f16b5934c591a15e	05/07/2020
Certification of Host Community Agreement	OSA HCA Certification.pdf	pdf	5f35d2ee3595ff084fed380f	08/13/2020

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

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	OSA Plan for Positive Impact_V2.pdf	pdf	5f36f90e233f7b0865380d84	08/14/2020

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### INDIVIDUAL BACKGROUND INFORMATION

Date generated: 12/03/2020

Page: 3 of 6

### Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Randolph

Last Name: Borbon Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### Individual Background Information 2

Role: Executive / Officer

Other Role:

First Name: Xyroibma

Last Name: Nieves Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### Individual Background Information 3

Role: Executive / Officer

Other Role:

First Name: Emmett

Last Name: McMahon Suffix:

RMD Association: Not associated with an RMD

Background Question: no

### ENTITY BACKGROUND CHECK INFORMATION

#### Entity Background Check Information 1

Role: Investor/Contributor

Other Role:

Entity Legal Name: Custom Services Contracting of NY, Inc.

Entity DBA:

Entity Description: Capital Contributor

Phone: 347-598-0898

Email: xyroibmanieves@hotmail.com

Primary Business Address 1: 350 Bayside Ave.

Primary Business Address 2:

Primary Business City: Oceanside

Primary Business State: NY

Principal Business Zip Code: 11572

Additional Information:

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR Cert. of Good Standing.pdf	pdf	5dd9b4350f35e05798b38971	11/23/2019
Secretary of Commonwealth - Certificate of Good Standing	COGS SOS.pdf	pdf	5dd9b989bcb01253152f771b	11/23/2019
Articles of Organization	Articles of Organization.pdf	pdf	5dd9b9f574bb15534cd4de4f	11/23/2019
Department of Revenue - Certificate of Good standing	OSA DUA Certificate.pdf	pdf	5eba0ff00f6f0d34840b33c7	05/11/2020
Bylaws	BY Laws Other Side Agronomy - Signed by Xyroibma Nieves.pdf	pdf	5f35d371233f7b0865380a95	08/13/2020

No documents uploaded

Massachusetts Business Identification Number: 001329714

Doing-Business-As Name:

DBA Registration City:

Date generated: 12/03/2020

Page: 4 of 6

## BUSINESS PLAN

### Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	OSA Timeline for Cultivation.pdf	pdf	5eb49dc7502f482d4898f240	05/07/2020
Plan for Liability Insurance	OSA Liability Insurance Plan.pdf	pdf	5eba1044502f482d4898fa23	05/11/2020
Business Plan	Business_PlanR1.pdf	pdf	5f35d4399fd04f085a975f69	08/13/2020

## OPERATING POLICIES AND PROCEDURES

### Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	OSA Policy for Separating Recreational from Medical Operations.pdf	pdf	5e23a5237a1a100702175ada	01/18/2020
Restricting Access to age 21 and older	OSA Cultivation_Policy for Limiting Access to Age 21 and Older.pdf	pdf	5e23a55e3824dd075849ecbe	01/18/2020
Prevention of diversion	OSA Prevention of Diversion SOP.pdf	pdf	5e23a616c1912d0730a536b4	01/18/2020
Storage of marijuana	OSA Storage SOP.pdf	pdf	5e23a81a7a1a100702175ae0	01/18/2020
Transportation of marijuana	OSA Transportation of Marijuana SOP.pdf	pdf	5e23a83349a38606cba83e64	01/18/2020
Inventory procedures	OSA Inventory of Marijuana.pdf	pdf	5e23a859b846d306c4443a41	01/18/2020
Quality control and testing	OSA Quality Control and Product Testing.pdf	pdf	5e23a861bcf9aa06f38981c7	01/18/2020
Personnel policies including background checks	OSA Personnel Policies.pdf	pdf	5e23a881c1912d0730a536b8	01/18/2020
Record Keeping procedures	OSA Record Keeping Procedure .pdf	pdf	5e23a88c3cc4ba0742ce57cf	01/18/2020
Maintaining of financial records	OSA Maintenance of Financial Records Policy and Procedure .pdf	pdf	5e23a89ec72d2d074d8e2448	01/18/2020
Qualifications and training	OSA Qualifications and Training Policy and Procedure.pdf	pdf	5e23a8a74121de06bd3dd8c5	01/18/2020
Policies and Procedures for cultivating.	OSA Cultivation SOP.pdf	pdf	5eb49fd90f6f0d34840b2bcc	05/07/2020
Security plan	OSA Security Plan.pdf	pdf	5eb4a457cb1edf34af2dd569	05/07/2020
Diversity plan	OSA Diversity Plan_V3.pdf	pdf	5f37033a5330a107b966b7c1	08/14/2020

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

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

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

**ADDITIONAL INFORMATION NOTIFICATION**

**Notification:** I Understand

**COMPLIANCE WITH POSITIVE IMPACT PLAN**

No records found

**COMPLIANCE WITH DIVERSITY PLAN**

No records found

**HOURS OF OPERATION**

Monday From: 8:00 AM	Monday To: 6:00 PM
Tuesday From: 8:00 AM	Tuesday To: 6:00 PM
Wednesday From: 8:00 AM	Wednesday To: 6:00 PM
Thursday From: 8:00 AM	Thursday To: 6:00 PM
Friday From: 8:00 AM	Friday To: 6:00 PM
Saturday From: 8:00 AM	Saturday To: 6:00 PM
Sunday From: 8:00 AM	Sunday To: 6:00 PM

## 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, Randolph Borbon, (*insert name*) attest as an authorized representative of Other Side Agronomy, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on November 20, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on November 6, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on November 4, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on November 5, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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



[Home](#)

Saturday, November 23, 2019

**NOTICE OF COMMUNITY OUTREACH MEETING**

Notice of Community Outreach Meeting Notice is hereby given that a Community Outreach Meeting for Other Side Agronomy, Inc. a proposed Marijuana Establishment, is scheduled for Wednesday November 20th, 2019 at 6:30 PM at 1451 Grafton Street Worcester MA. OSA is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing Establishment at its anticipated location at 1451 Grafton St. Worcester, MA 01604. OSA is not proposing a retail facility at this location. Any person wishing to participate or provide comment is strongly encouraged to attend where there will be an opportunity for the public to ask questions. Otherside Agronomy, Inc.

Appeared in: **Worcester Telegram & Gazette** on Wednesday, 11/06/2019

[Printer-friendly version](#)[E-mail to a friend](#)

---

[Home](#) | [Privacy Policy](#) | [Terms of Use](#) | [About Us](#) | [Contact Us](#)

---

© Copyright 2001-2019 Legacy.com All Rights Reserved

**americannabiscc@gmail.com**

---

**From:** americannabiscc@gmail.com  
**Sent:** Monday, November 4, 2019 4:26 PM  
**To:** council@worcesterma.gov; planning@worcesterma.gov; clerk@worcesterma.gov; CityManager@worcesterma.gov; SandersJ@worcesterma.gov; WallyM@worcesterma.gov  
**Cc:** 'Emmett McMahon'; 'Randolph Borbon'  
**Subject:** Community Outreach Meeting Notice- Other Side Agronomy, Inc.  
**Attachments:** Community Outreach City Officials Public Notice.pdf

Good Afternoon,

Other Side Agronomy, Inc. will be holding a Community Outreach Meeting for our proposed Marijuana Cultivation and Product Manufacturing Facility which will be located at 1451 Grafton Street in Worcester on Wednesday November 20, 2019 at 6:30 PM at our proposed location at 1451 Grafton Street. This meeting is required by the Massachusetts Cannabis Control Commission and the City of Worcester.

Attached you will find a copy of the notice, we have also sent a notice to all abutters within 300' of our proposed facility.

We invite any and all public officials to this meeting where we will outline of plans to operate our cultivation and product manufacturing facility. Topics discussed at the meeting will include, but not be limited to:

- Location of the proposed Marijuana Establishment.
- What type(s) of Marijuana Establishment will be sited at the location
- Zoning Compliance
- Special Permit and Site Plan Review
- Local Licensing
- Compliance with buffer zone from existing public or private school buildings (K-12) and local buffer zone requirements
- Security requirements set forth in 935 CMR 500
- What steps will be taken by the Marijuana Establishment to prevent diversion to minors
- Information demonstrating how the applicant intends to ensure that the location will not constitute a nuisance to the community as defined by law
- A plan for how the Marijuana Establishment will positively impact the community

There will also be an opportunity for attendees to ask questions.

After the Community Outreach Meeting is complete we will submit our Request for Interest materials to the City.

Please let us know if you have any questions regarding this meeting or our plans to operate a marijuana establishment in the City of Worcester.

Best,

Other Side Agronomy, Inc.



Other Side Agronomy, Inc.

**Community Outreach Public Notice**

Edward M. Augustus, Jr., City Manager  
Worcester City Council  
Susan M. Ledoux, City Clerk  
Stephen S. Rolle, P.E., Assistant Chief Development Officer  
John Vigliotti, Vice Chair Planning Board  
Worcester City Hall  
455 Main Street  
Worcester, MA 01608

November 4, 2019

Notice is hereby given that a Community Outreach Meeting for Other Side Agronomy, Inc. (“OSA”), a proposed Marijuana Establishment, is scheduled for Wednesday November 20, 2019 at 6:30 PM at 1451 Grafton St. Worcester, MA. OSA is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing Establishment at its anticipated location at 1451 Grafton Street. Worcester, MA 01604. **OSA is not proposing a retail facility at this location.**

For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

There will be an opportunity for the public to ask questions.

Thank You,

Other Side Agronomy, Inc.

# 1451 GRAFTON STREET: PROPOSED MARIJUANA ESTABLISHMENT FOR OTHER SIDE AGRONOMY, INC.

## EVENT DETAILS

PREVIOUS

NEXT

### Description

This is a hearing to site a Marijuana Establishment at 1451 Grafton Street, Worcester, MA. Please be aware this meeting is not sponsored by the City of Worcester and is a privately organized hearing.

### Time

Wednesday, November 20, 2019 · 6:30 PM

### Where?

1451 Grafton Street - [Map It](#)



Worcester is known as the "Heart of the Commonwealth". Named after the city of Worcester, England, the town was incorporated on June 14, 1722 and chartered as a city on February 29, 1848.

Share

Tweet



Other Side Agronomy, Inc.

## Community Outreach Public Notice

November 5, 2019

Notice is hereby given that a Community Outreach Meeting for Other Side Agronomy, Inc. ("OSA"), a proposed Marijuana Establishment, is scheduled for Wednesday November 20, 2019 at 6:30 PM at 1451 Grafton Street, Worcester, MA. OSA is proposing to locate a Licensed Marijuana Cultivation and Product Manufacturing Establishment at its anticipated location at 1451 Grafton Street. Worcester, MA 01603.

**OSA is not proposing a retail facility at this location.**

For more information regarding Marijuana License types go to: <http://mass-cannabis-control.com/wp-content/uploads/2018/04/Guidance-License-Types.pdf>

There will be an opportunity for the public to ask questions.

Thank You,

Other Side Agronomy, Inc.



## **Plan to Remain Compliant with Local Zoning**

---

### **Purpose**

The purpose of this plan is to outline how Otherside Agronomy, Inc. will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Marijuana Establishment at 1451 Grafton Street in Worcester which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

### **Background**

The City of Worcester enacted a Zoning Ordinance that established zoning restrictions for Adult-Marijuana Establishments.

Under Article IV, Section 15 of the Zoning Ordinance eligible zones for adult use Cultivation and Product Manufacturing Establishments may be allowed by Special Permit issued by the SPGA in the MG 0.5 Zoning District. A special permit grant under this section shall lapse if not exercised within one year of issuance.

Additionally, Marijuana Establishments may not be located within 500 feet of a:

1. public or private, primary or secondary school;
2. licensed daycare center;
3. public library; or
4. public park or playground.

Our location at 1451 Grafton Street is located in the MG 0.5 Zoning District and is compliant with all required setbacks.

Other than a Business License, the City of Worcester does not have any specific licensing requirements for Marijuana Establishments.

### **Plan:**

Otherside Agronomy, Inc. is currently fully compliant with all of the requirements outlined in the Ordinance.

We will apply for our Special Permit in June of 2020. Once we receive a Provisional License from the Commission and our Certificate of Occupancy from the City of Worcester we will apply for our Business License from the City.

It is the intention of Other Side Agronomy to remain compliant with all relevant local codes, and ordinances.

In addition to Otherside Agronomy, Inc. remaining compliant with the existing Worcester Zoning Ordinance, our executive management team will continually engage with the City of Worcester to remain up to date with local codes zoning ordinances and by-laws, to remain fully compliant.

## Host Community Agreement Certification Form

### Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

### Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Other Side Agronomy Inc.

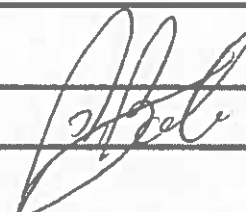
2. Name of applicant's authorized representative:

Randolph Borbon

3. Signature of applicant's authorized representative:

Randolph Borbon

I hereby certify that I am the authorized representative of the applicant and that I am signing this document on behalf of the applicant.

 7/19/20

4. Name of municipality:

City of Worcester

5. Name of municipality's contracting authority or authorized representative:

Edward M. Augustus Jr., City Manager




6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):



8. Host community agreement execution date:





## **Other Side Agronomy, Inc. Plan for Positive Impact**

Other Side Agronomy, Inc. is committed to do our part in positively impacting areas of disproportionate impact. Our plan focuses on employment and the use of suppliers, contractors and donations to organizations that make a positive impact to those that have been historically harmed by marijuana prohibition.

The Other Side Agronomy Cultivation and Product manufacturing establishment is located in Worcester which has 14 separate census tracts that are designated as “Area of Disproportionate Impact” by the Commission. It is our plan to engage employees, suppliers, and contractors from these areas. (732302, 732400, 731800 and 731700)

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

### **I. Program Populations**

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

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

### **II. GOALS**

1. Create jobs for people from areas of disproportionate impact with a progressive compensation structure, employee benefits and growth opportunities that provide a living wage and encourage consumer spending. Specifically, our goal is to have the following workforce demographic:
  - 30-35% Past or present residents of “areas of disproportionate impact,” which have been defined by the Commission, specifically those census tracts in the City of Worcester (732302, 732400, 731800 and 731700)
  - 10-15% Massachusetts residents who have past drug convictions or whose parents or spouses have drug convictions.

2. Create opportunities for individuals and businesses to participate in the industry by utilizing qualified contractors, suppliers and vendors who have been negatively impacted from marijuana prohibition. Our goal is to include as our suppliers, contractors and wholesale partners businesses owned by individuals or whose employee demographic is at least 50% and meet the criteria of the Program Population. Specifically, our goal is to have the following contractor, supplier, and wholesale partner demographic:
  - 20-25% of our contractors and suppliers will be Past or present residents of “areas of disproportionate impact,” which have been defined by the Commission, specifically those census tracts in the City of Worcester (732302, 732400, 731800 and 731700)
  - 5-10% of our contractors and suppliers will be Massachusetts residents who have past drug convictions or whose parents or spouses have drug convictions.
  - 5-10% of our wholesale partners will be Commission-designated Economic Empowerment Priority applicants or Commission-designated Social Equity Program participants;

### **III. EMPLOYMENT PROGRAM**

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

1. Hiring Preference will be given to individuals who meet the Program Populations outlined in Section I of this plan.
2. Job postings will be listed with the MassHire Worcester Career Center. This organization is a One Stop Career Centers that serves Worcester.
  - a. Our job postings will clearly promote our hiring preference that is outlined in this plan.
  - b. Initial postings will occur within 6 months of our receipt of Provisional License;
  - c. Second postings will occur within 1 month of commencing operations; and
  - d. Subsequent postings will occur as needed.
3. Participation in job fairs that are targeted towards populations from areas of disproportionate impact, specifically the census tracts that are designated areas of disproportionate impact in the City of Worcester.
  - a. Other Side Agronomy will hold its first job fair approximately 120 days after receipt of our Provisional License from the Commission.
  - b. Second and subsequent job fairs will be held as needed.
4. Additional outreach and engagement will be made to the following organizations for the purpose of posting jobs:
  - a. Worcester Regional Chamber of Commerce
  - b. Worcester Telegram
  - c. Careers of Substance
5. To provide residents from areas of disproportionate impact, or who otherwise meet the program populations, with a benefit package that enhances the employees and their family's

quality of life through affordable healthcare and paid time off, Other Side Agronomy will offer to these employees who work at least 30 hours per week or 130 hours per month, with the option to participate in an employer-sponsored health plan. Employees who work 30 or more hours a week will also receive paid vacation and sick benefits.

This Program will be implemented approximately 120 days after we receive our Provisional License from the Commission.

#### **IV. SUPPLIER AND CONTRACTOR PROGRAM**

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

1. Priority will be given to suppliers and contractors who are individuals that meet the Program Populations and/or businesses whose ownership or workforce demographics meet the Program Population criteria.
2. Other Side Agronomy will advertise opportunities for vendors, suppliers and contractors on our website and with the local media outlets in Worcester (Careers of Substance, Worcester Telegram and The Worcester Patch). These advertisements will include the priority outlined in this plan.
3. Wholesale Marijuana partners who are Commission-designated Economic Empowerment Priority applicants or Social Equity Program participants will be given priority in sourcing of marijuana products.

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

#### **V. MEASURING AND REPORTING POSITIVE IMPACT ON COMMUNITY**

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

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

1. Number and percentage of employees hired, retained, or promoted that come from populations identified in Section I;
2. The demographics of all employees, applicants, new hires and promotions;
3. Number and types of jobs created in the adult-use cannabis industry in geographic areas of disproportionate impact;
4. Recruitment and hiring data including job postings, advertising, sourcing of candidates, offers of employment, and actual hires;
5. Data on the use of suppliers, vendors and contractors from the populations identified in Section I;



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

mass.gov/dor

Letter ID: L1093857152  
Notice Date: October 10, 2019  
Case ID: 0-000-421-622



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



OTHER SIDE AGRONOMY INC  
14 FERRY LOTS LN  
SALISBURY MA 01952-2305

### *Why did I receive this notice?*

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

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

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

### *What if I have questions?*

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

### *Visit us online!*

Visit [mass.gov/dor](http://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



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

mass.gov/dor

Letter ID: L0581160832  
Notice Date: October 9, 2019  
MA Taxpayer ID: 18993838



## MASTER ADMINISTRATOR CONFIRMATION



OTHER SIDE AGRONOMY INC  
14 FERRY LOTS LN  
SALISBURY MA 01952-2305

### *Why did you receive this notice?*

We have created a Master Administrator (MA) account in MassTaxConnect for your tax accounts.

Your MA now serves as the primary administrator for managing your tax accounts online. In addition to electronically filing any required taxes, your MA can manage access to your MassTaxConnect account. Your MA can create and update additional account access profiles that may be used by tax professionals or others who are authorized to work on your behalf.

### *What steps should you take?*

Review the following information for accuracy:

Administrator's Name: EMMETT MCMAHON

Administrator's Phone Number: (917) 846-7588

Administrator's Email: emcmahon@benchmark-ny.com

MA Taxpayer ID: 18993838

Legal Name: OTHER SIDE AGRONOMY INC

Address: 14 FERRY LOTS LN  
SALISBURY MA 01952-2305

If any information in this notice is incorrect, call us immediately at (617) 887-6367.

### *Where can you find additional information?*

Visit our website at mass.gov/dor for one-stop access to taxpayer information. You can learn more about state tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights and the appeals process.

You can file most tax returns, make payments and manage your account at mass.gov/masstaxconnect. You may also contact us by phone 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.

000357





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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: September 24, 2019

To Whom It May Concern :

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

**OTHER SIDE AGRONOMY INC.**

is a domestic corporation organized on **May 27, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 19090523430

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

Processed by:

**D**

# The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

## Articles of Organization (General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

FORM MUST BE TYPED

### ARTICLE I

The exact name of the corporation is:

OTHER SIDE AGRONOMY 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:

AGRICULTURAL ENDEAVORS AND ANY AND ALL ACITIVITIES INCIDENTAL THERETO.

### 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	200			

*\*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*



**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.

**ALL SHARES SHALL HAVE VOTING RIGHTS**

**ARTICLE V**

The restrictions, if any, imposed by the articles of 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.

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

**ARTICLE VII**

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

**ARTICLE VIII**

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
14 FERRY LOTS LANE, SALISBURY, MA 01952
- b. The name of its initial registered agent at its registered office:  
STEPHEN CHAISSON
- c. The names and street 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: Emmet McMahon, 27-21 44th Dr., Apt. 2501, Long Island City, NY 11101

Treasurer: Randolph Borbon, 33 Partridge Run, Montvale, NJ 07645

Secretary: Xyrobma Nieves, 181 Maple Avenue, #117, Rockville Centre, NY 11570

Director(s): Emmet McMahon, 27-21 44th Dr., Apt. 2501, Long Island City, NY 11101  
Randolph Borbon, 33 Partridge Run, Montvale, NJ 07645  
Xyrobma Nieves, 181 Maple Avenue, #117, Rockville Centre, NY 11570

- 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:  
AGRICULTURAL ENDEAVORS
- f. The street address of the principal office of the corporation:  
44 DEPOT STREET, BELCHERTOWN, MA 01007
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

44 DEPOT STREET, BELCHERTOWN, MA 01007, 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 this 24TH day of MAY, 2018 by the incorporator(s):

Signature: Lawrence A. Kirsch

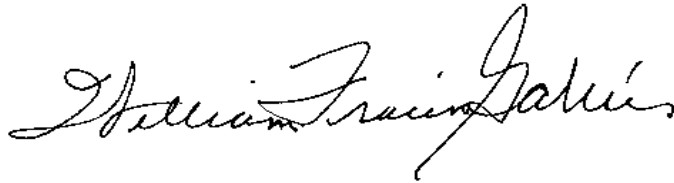
Name: LAWRENCE A. KIRSCH

Address: 90 STATE STREET, SUITE 815, ALBANY, NY 12207

THE COMMONWEALTH OF MASSACHUSETTS

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

May 27, 2018 10:06 AM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

LIMMITED LIABILITY CORPORATION  
CERTIFICATE

May 11, 2020

The undersigned certifies that Other Side Agronomy, Inc. ("Company") is a Massachusetts Domestic Profit Corporation, and further certifies the following:

1. The Company has not, and is not yet, producing goods, delivering services, and/or otherwise operating, pending approval of its licensing request to the CCC.
2. The Company has not hired, and is not yet hiring, any employees.
3. Randolph Borbon, Xyroibma Nieves and Emmett McMahon own one hundred percent (100%) of the interest of the Company.
4. Randolph Borbon, Xyroibma Nieves and Emmett McMahon are, and since the date of organization of the Company has been, the only Members of the Company.
5. The Company has not engaged in any active business operations, pending approval of the Company's license request from the CCC.
6. The Company has not paid any person(s) as employees for services.
7. Randolph Borbon, Xyroibma Nieves and Emmett McMahon are not and have never been employees of the Company.
8. As the Company has no employees, it has not registered with the Department of Unemployment Assistance (the "Department").
9. The Company shall register with the Department prior to, and upon hiring and employing, any employees of the Company.

WITNESS the signature of the undersigned as of the date first set forth above. A facsimile, portable document form (PDF) and/or otherwise electronic signature to this Certificate will be given the same force and effect as an original.

**Other Side Agronomy, Inc.**

By:



\_\_\_\_\_  
Other Side Agronomy, Inc., by its President,  
Emmett McMahon

**BYLAWS  
OF  
OTHER SIDE AGRONOMY INC.**

**ARTICLE I  
SHAREHOLDERS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

**Section 3. Notice.** Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

**Section 5. Quorum.** A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

## **ARTICLE II DIRECTORS**

**Section 1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of 3 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken

without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Resignation.** Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 11. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

### **ARTICLE III OFFICERS**

**Section 1. Number of Officers.** The officers of the corporation shall be a President, a Treasurer, and a Secretary.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of the corporation's finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.



**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

#### **ARTICLE VI INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

#### **ARTICLE VII STOCK CERTIFICATES**

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

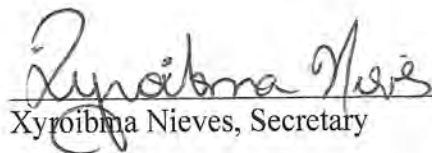
#### **ARTICLE VIII DISSOLUTION**



The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

### **Certification**

Xyroibma Nieves, Secretary of Other Side Agronomy Inc. hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on April 10, 2019.

  
Xyroibma Nieves, Secretary



## **Other Side Agronomy Plan for Obtaining Liability Insurance**

### **I. Purpose**

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

### **II. Plan**

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

**Please see below business plan. Since the licensing has not yet been received, we do not have either invoices or marketing materials.**



## **BUSINESS PLAN**

**Other Side Agronomy Inc.**

**Emmett McMahon, Randolph Borbon, Xyroibma Nieves,  
Owners**

**April 5, 2019**

# **1. EXECUTIVE SUMMARY**

## **1.1 Product**

Other Side Agronomy Inc. is an adult use recreational marijuana cultivation business. We will operate a fully licensed, 14,500 square foot cultivation facility in Worcester, Massachusetts for the production of retail cannabis flower and cannabis infused products in full compliance with the regulations set forth by both the local municipality and the Massachusetts Cannabis Control Commission (CCC). Through stringent quality standards, the Other Side Agronomy, Inc. intends to produce high quality marijuana and marijuana products based on retail and consumer demand and feedback. We plan on first cultivating flower in about half of the available floor space. In a second phase of construction, we plan to build out the balance of the square footage for product development including cannabis concentrates and tinctures.

### **Phase 1 Development Products include:**

- Raw high quality flower free from pesticides and contaminants
- Pre-rolls

### **Phase 2 Development Product include:**

- Concentrates – including oil and extracts
- Tinctures – alcohol infused liquids containing marijuana or CBD for use under the tongue
- Potential other products include edibles

## **1.2 Customers**

Target customers are legally certified retail venues in Massachusetts. We will focus on marketing our product to retailers in the state and partnering with them to create desired products. By focusing on consistently high quality product, retailers will experience high customer satisfaction and short shelf life. We will continue to update our products through both in house research and development and creating partnerships with advisors and branding/marketing specialists.

## **1.3 What Drives Us**

Our vision is to build an adult use recreational cultivation and product manufacturing location in Massachusetts that will utilize best practices and strategic retail partnerships to secure and offer high

quality product lines available to the public throughout the state. The Other Side Agronomy team is determined to create a successful cultivation business that can work with and become a valuable partner to the adjacent community and disadvantaged youth.

- Our principles are anchored by our commitment to redefine social stigma surrounding the therapeutic benefits of recreational cannabis
- We feel an obligation, as a member of the emerging recreational cannabis industry and cannabis reform movement, to act as responsible stewards and promoters to the local, national and worldwide cannabis community by educating the public and helping to shape policy while holding ourselves to the highest standards of excellence in our own operations
- Our team will produce high quality cannabis free from contaminants and pesticides for sale through legal retail venues in Massachusetts

## **1.4 Goals and Objectives**

One of The Other Side Agronomy's primary objectives will be the product development research efforts that will help target flower strains and products that are in high demand in both local markets and statewide. Our philosophy is to keep our thumb on the market, review new products to see what people are interested in and to provide a forum for feedback as to what products our clientele prefers and adapt as required. We will visit other states and attend conferences to review new products and see what products are selling.

We also believe that our research efforts will help us to offer consistently high quality products to ensure that each consumer's experience can be replicated. Consumers will come to expect the same quality and standards from the products at any dispensaries carrying The Other Side Agronomy's products. We will work closely with marketing/branding so that our products are easily identifiable in retail locations.

The timeline for completion of our company goals is as follows:

- Design and development of architectural and engineering plans, permitting, hiring a General Contractor to build Phase 1 square footage
- Begin and complete Phase 1 construction of facilities
- Interview and Hire Master Grower and other staff and begin training, from both a legal and operational perspective
- During Phase 1 construction of facilities, we will hire a marketing consultant to design packaging and branding
- During Phase 1 construction of facilities, we will reach out to local and statewide retailers and research what types of flower are in demand, ease and timeline for growing, and consistency of product. We will work with our operations manager to determine which strain or strains we will focus on
- Begin marketing and selling of product. We will continue to monitor the market and the consistency and quality of our product to decide whether to modify our product inventory
- Begin researching product offerings and the associated equipment required to manufacture said offerings
- Design and development of architectural and engineering plans, permitting, hiring a General Contractor to build Phase 2 square footage

- Begin and complete Phase 2 construction of facilities
- Purchasing and installation of equipment for phase 2 manufacturing
- Hire required staff for Phase 2 products including for research and development
- Potentially diverge into other products such as oils, extracts, edibles, etc.

## **2. COMPANY DESCRIPTION**

### **2.1 Mission Statement**

Our goal is to cultivate and market high quality marijuana to the Massachusetts market and to work with the adjacent community to create employment opportunities. Since two of our members are minorities, another side of our mission is to redefine social stigma around the therapeutic benefits of cannabis while focusing on reducing the negative impact on those most adversely affected by cannabis prohibition among disadvantaged communities. The Other Side Agronomy team is determined to create a successful business that can work with and become a valuable partner to the adjacent community and disadvantaged youth. We believe it is our obligation, as a members of such groups and the emerging cannabis industry and cannabis reform movement, to be responsible stewards and promoters to the local, national and worldwide cannabis community by educating the public and helping to shape policy while holding ourselves to the highest standards of excellence in our operations.

### **2.2 Principal Members**

President: Emmett McMahon

Emmett graduated from Loyola University, MD with a Bachelor's Degree in Business Management. He started his career in technology sales, before transitioning to the construction industry as a Project Manager in 2013. He also serves as Vice President of his Condo Board in Long Island City, Queens, where he manages staff, budgets/costs, and contractors.

Treasurer: Randolph Borbon

Randolph has been working in the construction industry since the age of 12 in New York City. He and his sister, Xyroibma, grew up in the Bronx during the crack epidemic during the 1980's, and as such, have a vested interest in the growth of a safe and legal alternative that can be regulated by the state. His background includes working with and marketing a small business to various clients and understanding how building systems work.

Secretary: Xyroibma Nieves

A visionary and entrepreneur, Xyroibma is the owner of a cleaning, labor, and flooring company. She has extensive experience in running a business, managing and hiring personnel, marketing her business and creating personal relationships with clients, and keeping a close eye on finances and insurance.

Operations Manager: Howard Chang

Howard graduated with an architectural degree from City College of New York, worked as an architect for 7 years then move to the construction side. With over 19 years of combine architectural and construction experience working with all sides of the construction field. He will oversee the

construction and design of the facility in conjunction with the master grower in order to create a functional and efficient space. His primary goal is to be the operations manager for the cultivation facility and the point person of contact for the day to day activities including staff, financing, research, and sales. He has done extensive research on available manufactured goods and flower and would work closely with the master grower to create high quality products and market them to retailers.

## **2.3 Industry Consultants**

The Other Side Agronomy has recruited AC3, a regulated cannabis-industry consulting firm that offers advisory and consultation services related to establishing compliant cannabis business operations, for the implementation and execution of the cultivation operating plan, staff training, compliance, and other critical operational needs. The company has a particular expertise in cannabis cultivation, the application process, and operations. As the Other Side Agronomy's consultants, AC3 will help ensure that management has the knowledge and expertise necessary to establish compliant cultivation operations, hire competent staff, and train them to be efficient and create a great product for our customers. Through their retail connections, they will also help with targeting in demand products and finding markets for them as well as creating connections with retailers.

## **2.3 Legal Structure**

The Other Side Agronomy is currently registered as a C-Corp, in good standing as issued by the Secretary of State. A copy of the Other Side Agronomy's certificate of good standing, operating agreement, and any applicable business documents governing company operations and the administration of the business can be provided upon request.



# 3. MARKET RESEARCH

## 3.1 Industry

The recreational marijuana industry in Massachusetts is a newly legal one. After the legalization in 2012 of medical marijuana and the removal of civil and criminal penalties for possession of a personal supply for registered users, in 2016, Massachusetts voters passed a ballot initiative to legalize recreational marijuana for individuals 21 and older. However, a significant number of towns banned recreational marijuana dispensaries and cultivation facilities, and there is still a moratorium in a number of other markets.

According to the Marijuana Business Factbook, retail sales of medical and recreational cannabis in the United States are on pace to pass \$12 billion by the end of 2019, an increase of approximately 35% over 2018. By the end of 2023, this figure could rise to as high as \$30 billion.<sup>1</sup> Existing markets, such as California, have had slow starts due to bureaucratic difficulties, high taxes, and local licensing restrictions. Recreational sales in other legal markets, such as Colorado, Oregon and Washington are still growing even though they have been open for several years. Nationwide, other state legislatures are considering legalization, such as New York, New Jersey, Delaware, Illinois, New Hampshire, Rhode Island and Vermont.

There are many opportunities for new businesses to enter this market considering the high demand for legal recreational marijuana and the relatively low supply at this juncture. The Other Side Agronomy opened in 2017 looking to capitalize on this business opportunity. We have been stalled while negotiating leases, approaching a number of towns, and failing to achieve both permitting and a host agreement since bans have been set in place. Barriers to entry in Massachusetts include finding a host town, high capital costs, consumer acceptance, branding and marketing, and the stringent requirements for the application process. The same barriers that we have encountered have kept the market from becoming oversaturated so that even with the delay in finding an acceptable location and obtaining approvals, the market remains profitable.

In addition, there are few laboratory testing agencies and retail locations open. Two years after Massachusetts voters legalized marijuana, the illegal market continues to operate. According to the Boston Globe, approximately 75% of cannabis sold in the state is through the black market. This is due to the lack of legal retail and cultivation facilities currently operational. Researchers say that at the current roll out rate, it could take another 3 plus years before enough stores are open to capture a majority of the market share. As additional locations open, the demand for legal recreational product through licensed retailers will continue to grow.<sup>2</sup>

---

<sup>1</sup>Eli McVey, "Exclusive: US retail marijuana sales on pace to rise 35% in 2019 and near \$30 billion by 2023,"

<https://mjbizdaily.com/exclusive-us-retail-marijuana-sales-on-pace-to-rise-35-in-2019-and-near-30-billion-by-2023/> (May 30, 2019).

<sup>2</sup>Naomi Martin, "Why most Mass. Marijuana sales are on the black market, two years after legalization," <https://www.bostonglobe.com/news/marijuana/2019/02/02/illicit-pot-market-remains-stubbornly-robust/Fqq5baxLvgrTB1ABJRbEL/story.html> (February 2, 2019).

## **3.2 Customers**

Our target market is retailers who legally dispense cannabis to adults 21 or older in the state of Massachusetts as well as any visitors to the state from either other states or from out of the country. All sales would be through legal means, including testing of products and registered and licensed delivery methods.

## **3.3 Competitors**

Our competitors are other adult use recreational marijuana cultivation facilities in Massachusetts. At this point, it is not legal to cross state borders with product. There are relatively few facilities that have passed the Massachusetts Cannabis Control Commission application process and are up and running at this point. Most of the approved facilities have been built by companies with experience selling medical marijuana. We do not plan to apply for a medical marijuana license at this time.

## **3.4 Competitive Advantage**

The Other Side Agronomy and has retained strategic consultants with vast experience in cannabis production, retail, research and market development including AC3. We intend to utilize the connections of AC3 to find retail locations to sell our products. We will also continually research cutting edge products in order to keep ahead of the competition. This includes maintaining good relationships with our customers and using services provided by companies such as BDS Analytics that can give us information about in demand flower strains and products.

The Other Side Agronomy intends to produce and sell high-quality cannabis products that will always have a market regardless of supply. As supply increases, branding, marketing and consistency of supply will become increasingly important. Research and development of new products will also become more important as the price of flower decreases over time. In more aged markets such as Colorado, while the price of flower has fallen, some other product pricing, like tinctures and extracts, has been more stable.

Because of the difficulties in obtaining licensing, we will have an excellent advantage if our application is processed relatively early. The market is new and most of the competition is not yet operating, so the demand is still much higher than the supply. In addition, we have experienced consultants with significant knowledge of growing marijuana and designing marijuana facilities. We have done extensive research into which marijuana strains will be most profitable, including grow time, ease of growth, and cost so we can hit the ground running once the facility is built.

## **3.5 Regulation**

Our company is subject to Massachusetts laws for Registered Marijuana Dispensaries. This includes

signing a Community Host Agreement with the city/town where our facility would be located, community meetings, and a final application to the state. We are also subject to federal laws which state that marijuana is an illegal substance.

The Other Side Agronomy will ensure compliance with all Massachusetts state and local laws and regulations during all business operations and activities. All books, records, and production and dispensing facilities will be made available to the state of Massachusetts or its authorized representatives for monitoring, audits, and on-site inspections at any time upon request.

**Registered Employees** — All employees hired and retained will be free of any criminal felony convictions and their hiring will be conditioned upon successfully passing a background check and comprehensive drug screen.

**Visitors and Activity at a Licensed Facility** — All visitors at any registered facility must adhere to the visitor protocol prior to entering the facility. Visitors will be required to adhere to a visitor procedure and check in and out with a registered employee. A designated registered employee will escort and maintain visual contact with visitors at all times and will not permit the consumption of cannabis or extracted cannabis products at any registered facility.

### **Packaging and Labeling**

We will package all cannabis products on site at the cultivation location within opaque, child resistant packaging that will protect the product from contamination and does not impart any toxic or harmful substance to the cannabis or extracted cannabis product. All cannabis products will be packaged in child resistant packaging prior to dispensing said product to a qualified, registered consumer or caregiver. Child-resistant packaging is special packing used to reduce the risk of children unintentionally ingesting cannabis.

**Labeling** — All extracted cannabis products will be labeled as required by Massachusetts-state law. The Other Side Agronomy will not label any cannabis product or extracted cannabis product as organic, unless or until certification is obtained. All labels will use only black lettering on a white background with no pictures or graphics. We will utilize the inventory control and POS system to generate all product and qualified consumer labels. The inventory control and POS system will be able to automatically generate both the product-specific and consumer-specific labels as required by Massachusetts regulations. We will ensure that every extracted cannabis product package will be affixed with the required labels containing all required information on said label.

### **Waste Disposal**

The Other Side Agronomy will utilize cannabis industry best practices to properly dispose of cannabis waste. Adherence to all applicable Massachusetts-state and county laws pertaining to the destruction and disposal of cannabis waste within the facility is very important to ensure no cannabis waste products are being diverted. All cannabis waste, byproducts, and undesired products will be destroyed and disposed of per all applicable state and county law. Facility management will ensure proper training and implementation of destruction and disposal procedures and protocols. Documentation will be recorded and maintained at the facility location for a period determined by state law. All required information will be recorded on a *Cannabis Waste Log Sheet*.

**Disposal** — Disposal of any cannabis waste product will be rendered unusable and unrecognizable through grinding and incorporating the cannabis waste with non-consumable, solid wastes listed below, such that the resulting mixture is at least fifty (50%) percent non-cannabis waste:

- Paper waste
- Plastic waste

- Cardboard waste
- Food waste
- Grease or other compostable oil waste
- Bokashi, or other compost activators
- Other wastes approved by the State Licensing Authority that will render the cannabis waste unusable and unrecognizable as cannabis
- Soil

### **Hours of Operation**

Hours of operation within the facility may vary depending on the numerous factors such as types of operations being performed, the time of year, environmental factors such as weather and temperatures, etc. Hours of operation will fall within the state allowed hours of operation per regulations.

### **Adverse Events and Product Recall Policy**

The Other Side Agronomy will liaise with its retained cannabis industry consultants, in the event of the emergence of an adverse event or the need for a product recall. Our consulting team has developed previous adverse event and product recall policies and standard operating procedures to educate, train and guide businesses how to handle such situations. Together with our consulting team, we will develop an adverse event and product recall policy customized for the state..

### **Education and Training**

All cultivation facility employees will receive training prior to beginning work within the facility. A continuing education program will aid in developing staff members and preparing them for further advancement within the company. It is the responsibility of the operations manager to ensure training takes place for all team members prior to commencing work within the cultivation facility. Education and Training are more detailed in the SOP's.

### **Security Measures and Protocols Training**

All cultivation employees will receive extensive training detailing facility security measures in place and security protocols. Security measures and protocols are explained in more detail within the Standard Operating Procedures manual.

### **Inventory Management**

Inventory management is a critical factor at every facility within the organization. The tracking of all cannabis from seed to sale will be performed by management with template log sheets. Physical inventory counts will be done on a daily, weekly, and monthly basis at the retail facility. Inventory management is explained in more detail in the SOP's.

## **4. PRODUCT/SERVICE LINE**

### **4.1 Product or Service**

Our product will be adult use recreational marijuana for wholesale to retail locations. The Other Side Agronomy's goal is to legally cultivate high quality cannabis strain varieties that are specifically geared to meet a range of desired affects for the entire customer base throughout the state and surrounding regions. All cannabis flower and extract products will be free of any residual contaminates or pesticides and will pass all required Massachusetts state testing standards.

We intend to produce connoisseur quality cannabis products that unlock the palliative properties of the plant and deepen the understanding of the endocannabinoid system and its role in human health. While initially we are developing flower only, after the Phase 2 build out, we plan to offer additional products with stringent quality standards. We will select cultivars / genetics with targeted efficacy for desired affects to use in the production of cannabis-infused products. Through production and product strategies coupled with rigorous testing the Other Side Agronomy and AC3 will overcome one of the most significant hurdles for the legal cannabis industry, which is consistency of dosage and cannabinoid profile.

The extraction process for the cannabis flower will include a wide variety of cannabis cultivars; all cultivars will be unique and have different values and benefits. Cannabis-infused products will include different cannabis flower produced from indica, sativa, hybrid and CBD dominant genetics. We intend to offer desirable products in various dosage forms that customers can choose from so that they can achieve their desired ends.

### **4.2 Pricing Structure**

Pricing will be based on current market value for the strains that are grown and products that are produced. Market rate could fluctuate considerably based on when our cultivation begins and what quality strain we are initially producing. Currently market rate of flower is at approximately \$4,500 - \$5,000 per pound after a vape ban. Our financial model uses \$2,500 - \$3,500 per pound since we do not anticipate starting cultivation for another year. As more facilities come on line, this price is expected to drop.

### **4.3 Product/Service Life Cycle**

We are in the application stage in order to begin the build out of the cultivation facilities. Once design and build out of the facilities are completed, we can begin growing product.

The life cycle for flower is between 8 weeks and 7 months from seed to harvest. This depends on a number of factors including strain, lighting, and how large the plant is allowed to grow. The average grow takes 3-5 months. More harvests a year means more product to sell, so it is in our best interest to shorten the life cycle as much as possible. After the buds are harvested, they are dried in a drying room

for about a week and cured for another two weeks to enhance the taste, smell and potency of the cannabis.

One of the ways we can shorten the life cycle is to have a seed and vegetative room. After germination, the plants grow just stems and leaves. The longer the seedlings are allowed to vegetate the bigger the yields tend to be. Less space is required during this stage since the plants are smaller. We can move the plants to a flowering room after they vegetate for an ideal amount of time to continue growing.

In order to efficiently use our resources, we will have a revolving set of plants in various stages of growth. This will keep our staff busy trimming, curing, and caring for early plants instead of waiting for an entire crop to be harvested at the same time. After completing the harvest, we will send products for testing at a licensed laboratory and then package them for sale. For the sake of the financial model, we assumed 4 harvests based on the square footage of the facility per year. There are a wide range of strains that can be harvested within a 3 month period.

## **4.4 Intellectual Property Rights**

We will purchase seeds from another vendor for whichever strains we choose to cultivate. If we choose to create a hybrid strain, specific edibles, or extracts at some point, we might copyright it. Our branding will be the most important thing to copyright in order to maintain our reputation for quality.

## **4.5 Research & Development**

Research and development will be critical to creating products with high demand in Massachusetts. During Phase 1, we will need to research the best type of construction for growing including LED vs fluorescent lighting, size of seed and flowering rooms, etc. Cost will be weighted against quality concerns. Since our model is to produce high and consistent quality products, we may need to spend more on mechanical and lighting systems on the front end to produce the best cannabis on the back end. We will research along with a master grower and our consultants the most efficient strains of flower to grow, balancing on the one hand ease of growth and timeline and on the other demand and price.

After we recoup initial investment costs, our goal is to build out the Phase 2 balance of our space. Depending on current market demand, we may create more flowering space, or we may dedicate the space to manufacturing other products. We will review existing products on the market and determine which we are interested in creating. We will partner with our retailers and our consultant AC3 to see what goods are selling well. Equipment costs, hiring experienced employees or training our own, and wholesale price will need to be estimated to determine what products will be most profitable, be easiest to sell to retailers, and move off shelves the quickest.

## 5. MARKETING & SALES

### 5.1 Growth Strategy

The Other Side Agronomy has several plans to grow our company. Phase 1 of construction will include a build out of only one third of our leased space to begin operations. Depending on product demand and profits, we will continue to build out the other two thirds of the space. After Phase 2 is complete, we may expand our operations to other types of recreational products including extraction. As more competition enters the market, the cost of loose leaf marijuana will fall. In other markets, such as California and Colorado, product extraction has been proven to remain profitable over a longer period of time. We may look into edibles, oils, and other products that are doing well in the market.

The Other Side Agronomy will continuously promote their cannabis flower products and create promotional materials to be on display within the state-licensed dispensary space to gain market awareness with licensed retail cannabis customers throughout New England. With our retail customer relationships established, brand recognition of such high standards will create continuous demand for purchase.

- Management will create and maintain a company website to communicate product location and availability to the public, including dosage information, taste, and experience for those products
- The Other Side Agronomy will utilize specific search engines such as WeedMaps and various Social Media platforms as a key communication and marketing resource
- Retail promotional efforts will be heavy prior to launching the product lines creating brand awareness and recognition
- Promotional efforts will be hands-on, meeting with potential business partners and retail organizations to discuss available product lines
- Cold-calling and direct calling to secure retail partnerships and arrangements
- All marketing efforts will fully comply with all applicable state and local regulations

The Other Side Agronomy will provide sustainably produced, affordable retail cannabis products to Massachusetts customers as dictated by market dynamics and internal financial considerations.

- Pricing will be computed to ensure continued operations and growth strategies are pursued
- Various pricing structures and strategies will be utilized for determining pricing on cultivated cannabis and processed, extracted cannabis-infused products
- Pricing structures will be identified upon deployment of operations to ensure all cost associated with the cannabis product or the extracted cannabis products are captured to, at a minimum, be able to recoup production cost

### 5.2 Communication

Our communication with our retail customers will generally be via sales calls. There are a limited number of retail venues that have received licenses so far, so our target audience at this point is small,

but the demand is great. Through this communication, we will review what products are selling best and how we can modify our operations as required to meet final customer demand.

We will also communicate with the end user, legal adults of verified age in Massachusetts as well as visitors to the state. The platform for this will generally be a combination of print and online materials describing and marketing products to customers. Branding will be especially important as more supply comes into the market. Customers need to know that our products are consistently of high quality and associate the company name with a desirable product. We will create and maintain a website that will show users what products are available, what the experience of those products is like, and where they can be found.

Social media is also an important marketing tool amongst younger legal users. Various platforms will display current and updated product information and product availability within the state. The Other Side Agronomy's social media pages will be monitored frequently, and any inappropriate comments will be removed immediately.

### **5.3 Prospects**

Products will be sold direct to retail venues after testing by licensed laboratories. Initially the company will use third party cannabis industry transportation companies that are properly registered and licensed with the state of Massachusetts. The companies chosen to provide these services are established in the industry with good track records for on time delivery with minimal issues. As the business matures company management will evaluate and consider adding transportation services for a more complete internal business model.



## 6. FINANCIAL PROJECTIONS

### 6.1 Profit & Loss

	Year 1	Year 2	Year 3
Sales	\$4,200,000	\$6,300,000	\$8,400,000
Construction, Fixture, Equipment, Design Costs	\$1,100,000	\$1,100,000	\$1,100,000
<b>GROSS PROFIT</b>	\$3,100,000	\$5,200,000	\$7,300,000
<b>OPERATING EXPENSES</b>			
Salary (Office & Overhead)	\$250,000	\$400,000	\$400,000
Payroll (taxes, etc.)	\$19,125	\$30,600	\$30,600
Outside Services	\$0	\$0	\$0
Supplies (Office & Operation)	\$1,000	\$1,000	\$1,000
Repairs & Maintenance	\$50,000	\$75,000	\$75,000
Advertising	\$15,000	\$10,000	\$10,000
Car, Delivery & Travel	\$30,000	\$50,000	\$50,000
Accounting & Legal	\$40,000	\$75,000	\$75,000
Rent	\$123,250	\$123,250	\$123,250
Telephone	\$500	\$500	\$500
Utilities	\$120,000	\$180,000	\$180,000
Insurance	\$50,000	\$75,000	\$75,000
Taxes (Real Estate, etc.)	\$30,000	\$50,000	\$50,000
Interest	\$0	\$0	\$0
Depreciation	\$0	\$0	\$0
Other Expenses (Building Maintenance, Snow Removal, etc.)	\$5,000	\$5,000	\$5,000
<b>TOTAL EXPENSES</b>	\$733,875	\$1,075,350	\$1,075,350
<b>NET PROFIT BEFORE TAXES</b>	\$2,366,125	\$4,124,650	\$6,224,650
Income Taxes	\$828,144	\$1,443,628	\$2,178,628
<b>NET PROFIT AFTER TAX</b>	\$1,537,981	\$2,681,023	\$4,046,023
Owner Draw/Dividends	\$400,000	\$1,500,000	\$3,000,000
<b>ADJUSTED TO RETAINED</b>	\$1,137,981	\$1,219,004	\$1,165,027

## 6.5 Financial Assumptions

The Other Side Agronomy financial model focuses on Phases 1 and 2 of construction. The financial model assumes that year 1 will be Phase 1 construction including a 1/3 build out of the leased space. Phase 2 build out will occur over years 2 and 3, with a 1/3 space assumption included for each year. Construction costs may vary based on what type of product is being manufactured. For instance the equipment for extraction is more expensive than equipment for flowering, but takes up less space. Lease costs are based on the actual costs of the selected jobsite.

### 6.5.1 Assumptions for Profit and Loss Projections

The major assumptions for profit and loss are:

- 1) Number of grow cycles for marijuana flower – for the sake of the model we have assumed 4 cycles per year with 300 pounds of flower per cycle. The average yield per square foot is around 40 grams per harvest. When using a micro grow system, or smaller grow rooms, yield can be upwards of about 50% more and can utilize shorter growing cycles (60 vs 90 days). Micro grow rooms also allow production of different types of strains as well as optimizing humidity light, temperature, CO2, and air circulation for said strains.
- 2) Cost of construction – We assumed the cost of construction based on our expertise in interior construction build outs. We need a no frills space that can meet mechanical requirements for humidity and temperature controls.
- 3) Cost of product at time of construction completion – We have assumed for the sake of the model \$3,500 per pound. Right now, marijuana is running about \$4,500 - \$5,000 per pound. The assumption is low because we are unsure of where the market will be a year from now.
- 4) Utility cost – utilities are one of the highest costs of marijuana production. We are assuming high costs based on high electrical loads. We hope to utilize high efficiency systems, especially for recapturing water, that will lower these costs.
- 5) Salaries – We are assuming salary costs based on the fact that our employees will need training. These costs may rise to hire more experienced workers.



Other Side Agronomy  
Policy for Separating Recreational from Medical  
Operations

**Not Applicable**

(Other Side Agronomy is not a Medical Marijuana Treatment Center)



## Other Side Agronomy

### Policy for Restricting Access to Age 21 and Older

Other Side Agronomy, Inc operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency.

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

Other Side Agronomy management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of the facility are over the age of 21.

#### Definitions

---

**Law Enforcement Authorities** means local law enforcement unless otherwise indicated.

**Marijuana Establishment Agent** means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

**Visitor** means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old**.

#### Access to the Facility

---

Other Side Agronomy cultivation facility allows only the following individuals access to our facility. For the purposes of this Policy the term “facility” also refers to any vehicle owned, leased, rented or otherwise used by Other Side Agronomy, Inc for the transportation of Marijuana:

1. Other Side Agronomy Agents (including board members, directors, employees, executives, managers, or volunteers) must have a valid Agent Registration Card issued by the Commission and all of Other Side Agronomy Agents will be verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.

2. All Other Side Agronomy visitors (including outside vendors and contractors) prior to being allowed access to the facility or any Limited Access Area must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older. If there is any question as to the visitor's age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access. After the age of the visitor has been verified, they will be given a Visitor Identification Badge. Visitors will always be escorted by a marijuana establishment agent authorized to enter the limited access area. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exiting the facility. The visitor log will always be available for inspection by the Commission.
3. Other Side Agronomy will ensure that access to the Marijuana Establishment or Marijuana Establishment transportation vehicle will consist of the following:
  - a. Agents of the Commission;
  - b. Commission Delegates;
  - c. State and Local Law enforcement Authorities acting within their lawful jurisdictions;
  - d. Police and Fire departments, and emergency medical services acting in the course of their official capacity.These individuals described above will be granted immediate access to the facility.



## Other Side Agronomy

# Policy for Quality Control and Testing of Marijuana and Marijuana Products

Other Side Agronomy is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency. This policy has been created to provide clear and concise instructions for all our employees to maintain Quality Control and Testing procedures that are in compliance with the Regulations.

### Definitions

**Cultivation Batch** means a collection of cannabis or marijuana plants from the same seed or plant stock that are cultivated and harvested together, and receive an identical propagation and cultivation treatment including, but not limited to: growing media, ambient conditions, watering and light regimes and agricultural or hydroponic inputs. Clones that come from the same plant are one batch. The marijuana licensee shall assign and record a unique, sequential alphanumeric identifier to each cultivation batch for the purposes of production tracking, product labeling and product recalls.

**Independent Testing Laboratory** means a laboratory that is licensed by the Commission and is:

- (a) Accredited to the International Organization for Standardization 17025 (ISO/IEC 17025: 2017) 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;
- (b) Independent financially from any Medical Marijuana Treatment Center (RMD), Marijuana Establishment or licensee for which it conducts a test; and
- (c) Qualified to test cannabis or marijuana in compliance with 935 CMR 500.160 and M.G.L. c. 94C, § 34.

**Marijuana** means all parts of any plant of the genus *Cannabis*, not excepted in (a) through (c) and whether growing or not; the seeds thereof; and resin extracted from any part of the plant; clones of the plant; and every compound, manufacture, salt, derivative, mixture or preparation of the plant, its seeds or resin including tetrahydrocannabinol as defined in M.G.L. c. 94G, § 1; provided that cannabis shall not include:

(a) the mature stalks of the plant, fiber produced from the stalks, oil, or cake made from the seeds of the plant, any other compound, manufacture, salt, derivative, mixture or preparation of the mature stalks, fiber, oil, or cake made from the seeds of the plant or the sterilized seed of the plant that is incapable of germination;

(b) hemp; or

(c) the weight of any other ingredient combined with cannabis or marijuana to prepare topical or oral administrations, food, drink or other products.

**Marijuana Products** means cannabis or marijuana and its products unless otherwise indicated. These include products have been manufactured and contain cannabis or marijuana or an extract from cannabis or marijuana, including concentrated forms of marijuana and products composed of marijuana and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils and tinctures.

**Process or Processing** means to harvest, dry, cure, trim and separate parts of the cannabis or marijuana plant by manual or mechanical means, except it shall not include manufacture as defined in 935 CMR 500.002.

**Production Batch** means a batch of finished plant material, cannabis resin, cannabis concentrate or marijuana-infused product made at the same time, using the same methods, equipment and ingredients. The licensee shall assign and record a unique, sequential alphanumeric identifier to each production batch for the purposes of production tracking, product labeling and product recalls. All production batches shall be traceable to one or more cannabis or marijuana cultivation batches.

Other Side Agronomy is committed to cultivating healthy, high quality, and disease-free marijuana. Contaminants such as mold, fungus, bacterial diseases, rot, pests, pesticides not in compliance with 500.120(5) for use on marijuana and mildew are the biggest threat to a marijuana cultivation facility and its products. Other Side Agronomy is committed to utilizing Best Management Practices ("BMP") for the prevention and treatment of possible contaminants using the safest and least invasive means.

Other Side Agronomy will also implement an industry standard Integrated Pest Management ("IPM") program focusing on preventing pest problems. Preventing pest problems in our cultivation facility will entail minimizing pest access to the facility and the food and shelter available to it. Consequently, IPM relies heavily on the cooperation and participation of all employees. Also, quality control and the testing of marijuana products are essential for the operation of Other Side Agronomy' cultivation facility. Other Side Agronomy will utilize best industry practices when it comes to quality control and product testing.

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

All products that Other Side Agronomy will sell or transfer to other Marijuana Establishment will be tested in accordance with the regulations and this policy. Other Side Agronomy will not sell or otherwise market marijuana for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Any testing results indicating noncompliance with M.G.L. c.132B and

the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

Other Side Agronomy will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license under 935 CMR 500.103(2). Other Side Agronomy will adopt and use additional best management practices as determined by the Commission, in consultation with the working group established under section 78(b) of St. 2017, c. 55, to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and shall provide energy and water usage reporting to the Commission in a form determined by the Commission. These energy efficiency and equipment standards include:

1. The building envelope for our facility will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
2. The Lighting Power Densities (LPD) for our cultivation space will not exceed an average of 36 watts per gross square foot of active and growing space canopy, unless otherwise determined in guidelines issued by the Commission.
3. Our Heating Ventilation and Air Condition (HVAC) and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
4. We will establish documented safety protocols to protect workers and consumers (e.g., eye protection near operating grow light).
5. Other Side Agronomy understands and acknowledges that the Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.

## **Quality Control – Sanitation Standard Operating Procedure (SOP)**

### **Facility**

Other Side Agronomy cultivation facility (“the facility”) will be designed and constructed with safe food handling and sanitation in mind. All equipment in the facility will comply with the design and construction standards of appropriate nationally recognized standards and/or code requirements and bear the certification mark of an ANSI accredited organization (e.g. NSF, UL, ETL).



1. All product contact surfaces will be smooth, durable and easily cleanable. The walls, ceiling and floors of all cultivation, processing and storage areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair. There must be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
2. The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the production of safe marijuana products.
3. Floor drains and floors are effectively sloped and designed prevent pooling water. Drains have proper grating to prevent blockage and stopping of drains.
4. Overhead fixtures, ducts and pipes are designed as to prevent drips or condensate from potential contamination of marijuana products or marijuana products-packaging materials. Piping and conduit is at least 25 mm (2.5 cm) from the walls and ceilings.
5. Aisles or working spaces are provided between equipment and walls and are adequately unobstructed and of adequate width to permit employees to perform their duties and to protect against contaminating infused or marijuana products or infused or marijuana products- contact surfaces with clothing or personal contact.
6. Lighting and light fittings will be shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over cultivation, processing or storage areas or otherwise protect against marijuana product contamination in case of glass breakage. Suspended lighting is constructed from non- corrodible and cleanable assemblies. Adequate lighting will be installed in hand-washing areas, dressing and locker rooms, and toilet rooms and in all areas where infused or marijuana products are examined, processed, or stored and where equipment or utensils are cleaned. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers. Other Side Agronomy will ensure adequate safety lighting in all production, processing and storage areas, as well as areas where equipment or utensils are cleaned.
7. Buildings, fixtures, and other physical facilities will be constructed in such a manner that allow them to be maintained in a sanitary condition.
8. Adequate ventilation or control equipment will be installed to minimize odors and vapors (including steam and noxious fumes) in areas where they may contaminate marijuana products. Fans and other air-blowing equipment shall be operated in a manner that minimizes the potential for contaminating infused or marijuana products, infused or marijuana products-packaging materials, and infused or marijuana products-contact surfaces.
9. Handwashing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature. Handwashing will be located in all production and processing areas and where good sanitary practices require employees to wash and sanitize their hands. Other Side Agronomy will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
10. The facility water supply comes from the City of Worcester municipal water supply and is sufficient for necessary operations. The facilities plumbing will be of adequate size and design,

and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility. Plumbing shall properly convey sewage and liquid disposable waste from the facility. There will be no cross-connections between the potable and wastewater lines. The facility will provide its employees with adequate, readily accessible toilet facilities that will be maintained in a sanitary condition and in good repair.

11. All storage areas will be constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

### **Contamination Control**

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

### **Sanitation**

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

- The sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*;
- The sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*; and

- The requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*

1. Storage- Separate storage rooms will be utilized for finished marijuana products.
2. Hand Washing- The facility will have a separate handwashing sink; hand drying device, or disposable towels; supply of hand cleaning agent; and waste receptacle for each processing, production, utensil washing area, and toilet room.
  - a. Sinks used for product preparation or for washing equipment or utensils shall not be used for handwashing.
  - b. Each handwashing sink will be provided with hot and cold water tempered by means of a mixing valve or a combination faucet to provide water at a temperature of at least 110 degrees Fahrenheit.
  - c. Handwashing sinks will be of sufficient number and conveniently located for use by all employees in the production, processing and utensil washing areas. Handwashing sinks will be easily accessible and may not be used for purposes other than handwashing.
3. Toilet Room- A toilet room shall be available for use by all workers. Ventilation will be provided by mechanical means. A soap dispenser and disposable towels shall be provided for hand washing in toilet rooms.
4. Manual Cleaning and Sanitizing- For manual cleaning and sanitizing of equipment and utensils, a stainless steel three-compartment sink will be used.
  - a. The sink compartments shall be large enough to hold the largest pot, pan or piece of equipment.
  - b. Each compartment will be supplied with adequate hot and cold potable running water.
  - c. Integral drainboards of adequate size shall be provided on both sides of the sink for cleaned and soiled utensils.
  - d. A floor drain will be located in the immediate vicinity of the sink in areas where wet pots, utensils and equipment are air-drying.
  - e. Stainless Steel racks, shelves or dish tables are to be provided adjacent to the warewash sink.
  - f. An approved chemical test kit for determining sanitizer strength will be available and used.
  - g. Manual Warewashing Procedure
    - i. Rinse, scrape, or soak all items before washing.
    - ii. Record the date, sanitizer water temperature or test strip results, and initial record on Manual Warewashing Monitoring Form.
    - iii. Wash items in the first sink in a detergent solution. Water temperature should be at least 110°F. Use a brush, cloth, or scrubber to loosen remaining soil. Replace detergent solution when suds are gone or water is dirty.

- iv. Immerse or spray-rinse items in second sink. Water temperature should be at least 110°F. Remove all traces of food and detergent. If using immersion method, replace water when it becomes cloudy, dirty, or sudsy.
- v. Immerse items in third sink filled with hot water or a chemical-sanitizing solution.
  1. If hot water immersion is used, the water temperature must be at least 180°F. Items must be immersed for 30 seconds. Proper personal protective equipment should be worn.
  2. If chemical sanitizing is used, the sanitizer must be mixed at the proper concentration. (Check at regular intervals with a test kit.) Water must be correct temperature for the sanitizer used.
    - a. The strength of the sanitizer must be measured in accordance with manufacturer's instructions.
- vi. To avoid recontamination of clean and sanitary items:
  1. Air dry all items on a drainboard.
  2. Wash hands prior to returning to storage.

### Warewashing Sink Setup

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

Chemical Solution	Concentration Level	Minimum Temperature	Minimum Immersion Time
Chlorine Solution	25mg/l minimum	120°F	10 seconds
	50mg/l minimum	100°F	10 seconds
	100mg/l minimum	55°F	10 seconds
Iodine Solution	12.5-25.0mg/l	75°F	30 seconds
Quaternary Ammonium Solution	200 ppm maximum	75°F	30 seconds

- h. Equipment Cleaning and Sanitizing Procedure
  - i. Disassemble removable parts from equipment.
  - ii. Use the three-sink method to wash, rinse, and sanitize all parts. Verify sanitizer concentration for each meal period and as necessary per policy.
    1. Quaternary ammonia –200 ppm and immerse for 30 seconds

2. Iodine –12.5-25.0 ppm and immerse for 30 seconds
3. Chlorine –50-99ppm and immerse for 7 seconds
- iii. Wash, rinse, and sanitize all food contact surfaces of the equipment that are stationary.
- iv. Allow all parts of the equipment to air dry.
- v. After being rinsed and sanitized, equipment and utensils should not be rinsed before air-drying, unless the rinse is applied directly from a ware washing Machine or the sanitizing solution calls for rinsing off the sanitizer after it has been applied in a commercial ware washing Machine.
- vi. Re-assemble the equipment.
- i. Product Preparation Surfaces- These surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions.
  - i. Prescrape surface to remove gross soils.
  - ii. Wash surface with recommended strength solution of pot & pan detergent.
  - iii. Rinse with water and wipe dry.
  - iv. Using trigger sprayer bottle and a different wiping cloth, apply sanitizing solution of sanitizer.
    1. Per label directions, use appropriate test papers to determine correct concentration of the sanitizer solution. Surfaces must remain wet for 60 seconds and allow to air dry.

## **Personnel**

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination by which there is a reasonable possibility of marijuana products, production or processing surfaces, or packaging materials becoming contaminated, shall be excluded from any operations which may be expected to result in such contamination until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
  - a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Board of Health.
  - b. Other Side Agronomy will voluntarily comply with any and all isolation and/or quarantine orders issued by the Board of Health or the Department of Public Health.
  - c. Other Side Agronomy Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition.

- i. Agents may be re-assigned to activities so that there is no risk of transmitting a disease through food/product.
2. Other Side Agronomy Agents shall conform to sanitary practices while on duty, including
  - a. Maintain adequate personal cleanliness:

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
  - ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
    - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
  - iii. Wash hands (including under fingernails) and up to forearms vigorously and thoroughly with soap and warm water for a period of 20 seconds:
    - When entering the facility before work begins.
    - Immediately before preparing or processing products or handling equipment.
    - As often as necessary during cultivation or product preparation when contamination occurs.
    - In the restroom after toilet use and when you return to your work station.
    - When switching between working areas.
    - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
    - After cleaning duties.
    - Between each task performed and before wearing disposable gloves.
    - After eating or drinking.
    - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, picking up a dropped item, etc.
  - a. Wash hands only in hand sinks designated for that purpose.
  - b. Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- i. Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or leather tennis shoes) that are comfortable for standing and working on floors that can be slippery.
  - ii. Wear apron or lab coat on site, as appropriate.

- Do not wear apron or lab coat to and from work.
  - Take off apron or lab coat before using the restroom.
  - Remove apron or lab coat when leaving the production or processing area.
  - Change apron or lab coat if it becomes soiled or stained.
- iii. Wear disposable gloves with any cuts, sores, rashes, or lesions.
  - iv. Wear gloves when handling products or product ingredients that will not be heated-treated.
  - v. Wear gloves when packaging products.
  - vi. Change disposable gloves as often as handwashing is required. Wash hands before donning and after discarding gloves.

Hair Restraints and Jewelry:

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

Cuts, Abrasions, and Burns:

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

Smoking, eating, and gum chewing:

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

## **HACCP- Hazard Analysis and Critical Control Point**

Other Side Agronomy will implement a HACCP plan in accordance with *the HACCP Principles & Application Guidelines* issued by the FDA. This HACCP plan will address the processing, production and packaging of all marijuana products that Other Side Agronomy will manufacture. Once operational Other Side Agronomy will:

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

## **Training**

Other Side Agronomy will provide training and training opportunities to all of its employees. In addition to required training, Other Side Agronomy will encourage advanced training to all employees in the areas of Plant Safety, Safe Cultivation Processes, Good Manufacturing Practices and HACCP.

1. All employees will be trained on basic plant safety prior to or during the first day of employment.
  - a. Include basic product safety training as part of new employee orientation.
  - b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;
  - c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
  - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
2. All employees engaging in the trimming or packaging will be trained and certified in;
  - a. A nationally accredited Food Handler Program (i.e. ServSafe)
3. Provide staff with at least bi-annual training on plant safety, Good Manufacturing Practices and HACCP.



4. Monthly in-service training.
5. Require all managers to be Certified Food Protection Managers (CFPM) by completing a SERVSAFE or similar nationally accredited food safety certification course.
6. Use outside resources, such as Extension specialists, vendors, health department inspectors, or qualified trainers to provide plant safety and HACCP training.
7. Observe staff to ensure they demonstrate plant safety knowledge each day in the workplace.
8. Document the content of all training sessions and attendance.
9. File documentation in HACCP records.

### **Testing of Marijuana and Marijuana Products**

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the 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 environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

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

Other Side Agronomy will contract with a Licensed Independent Testing Laboratory to test all marijuana batches prior to packaging to ensure contaminant-free purity and correct dosage and potency. We have begun discussions with several Marijuana Testing laboratories which are Accredited to International Organization for Standardization (ISO) 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement. Any Laboratory that Other Side Agronomy contracts with will be Licensed by the Commission prior to Other Side Agronomy contracting them for testing services.

1. This testing lab will pick up and transport our testing samples to and from their lab. This transportation will comply with Other Side Agronomy policies and procedures and 935 CMR 500.105(13) if applicable.
2. Other Side Agronomy will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
3. Any and all excess Other Side Agronomy marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Other Side Agronomy facility for disposal or by the Independent Testing Laboratory disposing of it directly.

Other Side Agronomy will not sell or otherwise market for adult use any Marijuana Product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Pursuant to 935 CMR 500.130(4) Other Side Agronomy will provide documentation of our compliance, or lack thereof, with the testing requirements of 935 CMR 500.160, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect Marijuana Products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation to all marijuana establishments that we sell or otherwise transfer marijuana to.

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
  - a. Mold
  - b. Mildew
  - c. Heavy metals
  - d. Plant-Growth Regulators and
  - e. Pesticides

Other Side Agronomy will maintain the results of all testing for no less than one year. All testing results shall be valid for one year.

All testing will be conducted in accordance with the frequency required by the Commission.

### **Policy for Responding to Laboratory Results that Indicate Contaminant Levels are Above Acceptable Limits**

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

1. Immediately segregate the cultivation or production batch and evaluate next steps.
  - a. Using the flow chart below (*Actions in Response to Laboratory Analytical Results*), the Cultivation Manager and CEO will determine whether to:
    - i. Retest the Cultivation/Production Batch
    - ii. Remediate the Cultivation/Production Batch
    - iii. Dispose of Cultivation/Production Batch
2. If the test result indicates has a contaminant level for Pesticides that is above the acceptable limits the Production Batch will be immediately disposed of.
3. If it is determined that the Production Batch cannot be remediated, it will be disposed of.
  - a. Other Side Agronomy Cultivation Manager or CEO will:

- i. Notify the Commission within 72 hours of the laboratory testing results indicating that the contamination cannot be remediated and is being disposed of;
  - ii. Notify the Commission of any information regarding contamination as specified by the Commission or immediately upon request by the Commission
  - iii. This notification to the Commission will describe the proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.
4. In the case of any test result that indicates that a Other Side Agronomy marijuana product sample has contaminant levels above the acceptable limits, the Cultivation Manager and CEO will conduct an assessment of the source of the contamination.
  - a. This extensive assessment will include investigating all possible sources of contamination including water, media, nutrients, environmental conditions and employee factors.
  - b. The assessment should include a corrective action plan and be shared as a training tool with all Other Side Agronomy Agents.
5. Marijuana and 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.

#### **Miscellaneous Marijuana Testing Requirements**

1. Clones are subject to these testing provisions but are exempt from testing for metals.
2. All transportation of Marijuana to and from Independent Testing Laboratories providing Marijuana testing services will comply with 935 CMR 500.105(13).
3. All storage of Marijuana at a laboratory providing Marijuana testing services shall comply with 935 CMR 500.105(11).
4. All excess Marijuana must be disposed of in compliance with 935 CMR 500.105(12) by the Independent Testing Laboratory disposing of it directly.
5. Other Side Agronomy will not sell or otherwise market Marijuana or Marijuana Products for adult use that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
6. Single-servings of Marijuana Products tested for potency in accordance with 935 CMR 500.150(4)(a) are subject to a potency variance of no greater than plus/minus ten percent (+/-10%).

#### **Environmental Media Testing**

1. All source soils and solids shall be sampled and analyzed prior to use in cultivation.
2. All source soils and solids shall be sampled and analyzed whenever a new source material is utilized (e.g., different source soil location or different source solid manufacturer).
3. All source soils and solids for initial use must be sampled at the rate of one (1) sample per cubic yard of solid environmental media/soil.

4. Source soils and solids passing initial testing requirements may be stockpiled for later use without requiring re-analysis unless;
  - a. The stockpile has been contaminated or altered while stored.
5. Situations for re-analysis may include but are not limited to soils that have been;
  - a. Amended;
  - b. Mixed with other source soils/solids;
  - c. Subject to pesticide application;
  - d. Used for other purposes; or
  - e. Inundated by flood waters.

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

### **Sampling of Environmental Media for Testing**

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

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

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

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

1. Label
  - a. Label each Ziploc bag with the sample ID, date and time of sampling, and sampler's initials.
2. Fill out the Chain of Custody
  - a. List the same info on the chain of custody
  - b. One sample ID goes on one line
  - c. Check the appropriate boxes
  - d. Make sure date and time stamp are filled in
3. Sampling
  - a. Fill the Ziploc sample bag with 8 oz. of soil/media
  - b. Tightly seal the sample bag

4. Storing Sample
  - a. Store samples in a cool, dry location until samples are picked up by a NET Lab courier.
5. Quality Assurance will perform routine audits and analysis of report from the testing lab.

## **VII. Sampling of Water for Testing**

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

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

Samples will be taken at the location closest to cultivation area prior to any water treatment and immediately following any treatment systems.

We will test our water for the following contaminants;

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

### **Collecting Water Samples**

1. Samples should not be collected during any periods of unusual activity such as draining of water lines, immediately after changing treatment cartridges or replenishing of hydroponic nutrient solutions.
2. Prior to Sample Collection. The QA Manager or designee will assemble all equipment and information needed before beginning.
  - a. Items to assemble before sampling include, but are not limited to, the following:
    - i. Sample collection plan or diagram of locations to ensure representative sample collection
    - ii. Logbook or sample collection forms
    - iii. Chain-of-custody forms (COCs) (See below)
    - iv. Disposable gloves
    - v. Clean, decontaminated plastic sheeting or other clean, non-porous surface for sample processing;
    - vi. Sample containers appropriate for the analyses required;

1. These will be supplied by the lab.
    - vii. Container labels and pen with indelible ink; and
    - viii. Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples;
  - b. Sample collection personnel will create a new entry for each sampling event in the sample collection logbook.
  - c. Sample collection documentation should identify the sample collection date and start time, participating personnel and locations sampled, relevant environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used.
  - d. Sample collection personnel shall identify or determine the number and location of water samples to be collected
    - i. Sample locations must be recorded in the sample collection logbook. Record the sample location identifier (location ID) for each sample so that it can be utilized to identify the physical location of the sample location within the facility.
    - ii. Location identifiers should be consistent across sampling events to allow tracking of repeated sample locations. The location IDs will be included on sample labels (unless the grab samples are used in a composite sample).
    - iii. In addition to the location ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the location and sample IDs in the sample collection logbook or forms as well as the volume of the sample, preservation, and associated sample containers.
  - e. Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. In addition, all tools that come in contact with the sample media should be rinsed with deionized water between samples to reduce potential cross contamination.
  - f. Preparing sample labels and affixing them to sample containers immediately before sampling.
    - i. Information to include on the label includes at a minimum the location and sample ID and date/time of collection. Additional information that must be recorded in documentation if not on the label includes sample collector's name, environmental media type, collection method, whether the sample is a grab or composite sample, and preservation (if applicable).
3. Sample Collection. Collect the planned samples from each sample location one at a time:
- a. Don gloves to mitigate potential for contamination of samples.
  - b. Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.

- c. Prepare the sample location by removing faucet aerators if connected. Note the location of any water treatment systems and remove if required to represent pre-treatment location.
- d. For sample collection of water lines, purge the lines of standing water and note purge time in sample collection documentation. Generally, for frequently used water 15 minutes run time is considered sufficient but actual time for purge depends on pipe volume and frequency of use.
- e. Open the pre-labeled sample containers appropriate for the analyses taking care to not allow errant drips or splashes off other surfaces to enter the caps or containers.
- f. Samples for all analyses may be collected directly into sample containers or into a larger, inert vessel then poured into containers. During sample collection, make sure that the tap or spigot does not contact the sample container.
- g. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
- h. Samples should be refrigerated or maintained on ice until shipped to the analytical laboratory.
- i. Chain-of-custody paperwork should be completed immediately prior to shipment.

#### 4. Sample Handling

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

#### 5. Sample Storage

- a. Samples should be refrigerated or maintained on ice ( $4^{\circ}\text{C} \pm 2^{\circ}\text{C}$ ) until they are shipped to the analytical laboratory.
- b. Placing the samples in airtight containers with minimal headspace preserves samples by minimizing moisture loss and chemical exchange between the sample medium and air.
- c. In addition, protect the samples from excessive light exposure to minimize photochemical degradation. Samples can be protected from light by using an amber

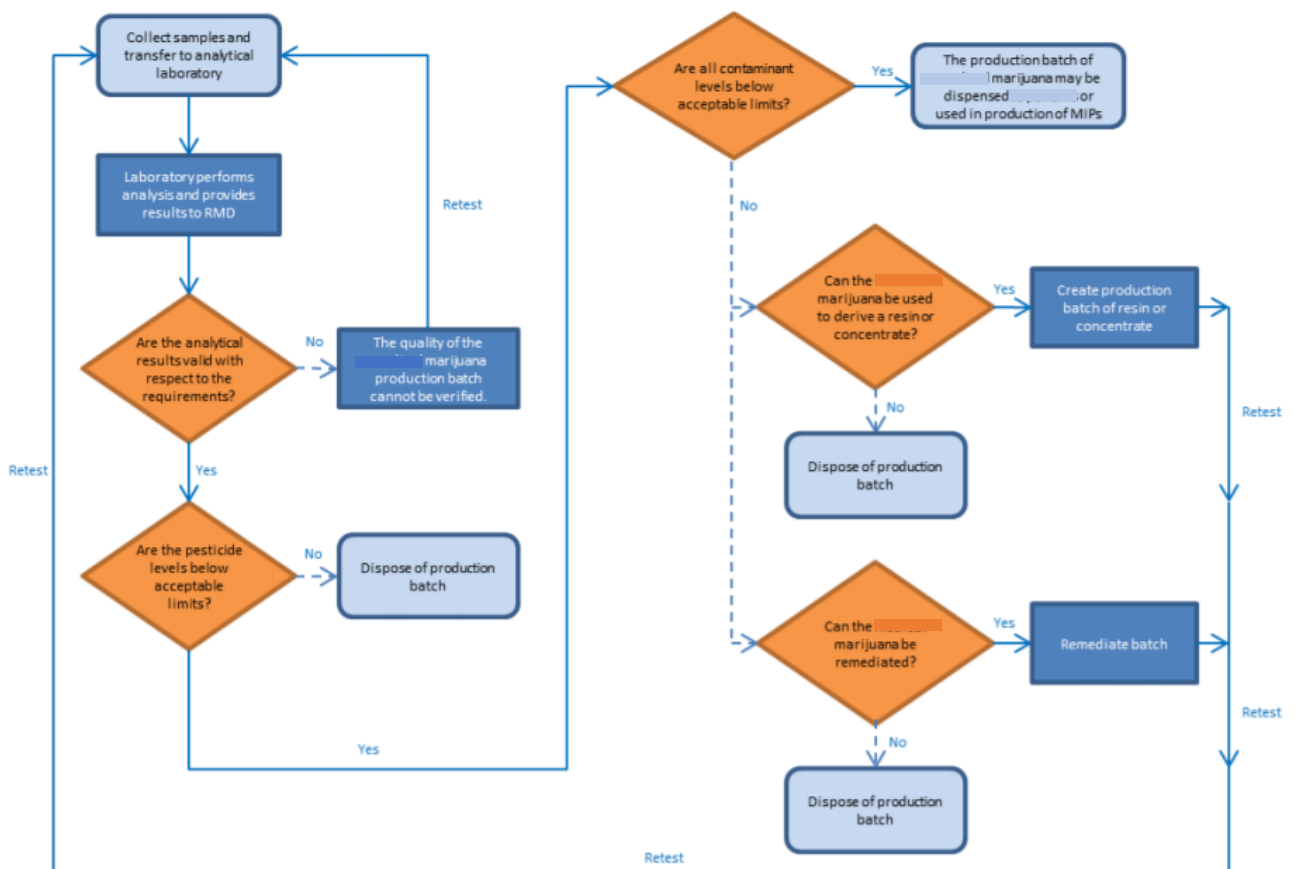
sample container, storing the samples in a closed box or other amber container, or in a dark storage location.

- d. To be considered valid, all samples must be analyzed prior to expiration of the technical holding time as defined in each analytical method. Note that the holding time for some biological components is very short; 24 to 48 hours from the time of collection.

### Quality Control (QC)

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

### Actions in Response to Laboratory Analytical Results







# Other Side Agronomy Personnel and Background Check Policy

---

## **Intent**

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

To provide clear and concise instructions for Other Side Agronomy employees regarding Personnel Policies that are in compliance with the Regulations

## **Purpose**

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

## **Personnel Records**

Other Side Agronomy will Maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Other Side Agronomy agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with Other Side Agronomy and shall include, at a minimum, the following:
  - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
  - b. Documentation of verification of references;
  - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
  - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
  - e. Documentation of periodic performance evaluations;

- f. A record of any disciplinary action taken; and
  - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe manufacturing & processing conditions;
  4. Personnel policies and procedures; and
  5. All background check reports obtained in accordance with M.G.L c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00: Criminal Offender Record Information (CORI).

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

#### **Other Side Agronomy Agents**

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

All Other Side Agronomy Agents shall:

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

Other Side Agronomy will submit to the Commission an application for every Other Side Agronomy Agent, this application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant’s driver’s license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;

6. Background information, including, as applicable:

- a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
- b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
- c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
- d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant; and

7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and

8. Any other information required by the Commission.

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

Other Side Agronomy will notify the Commission no more than one business day after an Other Side Agronomy agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

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

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

All Agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

## **Background Checks**

Other Side Agronomy will comply with all Background Check requirements in the Regulations and any other sub-regulatory guidance issued by the Commission.

1. **Application Process-** During the application process Other Side Agronomy will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;
  - a. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings);
  - b. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
    - i. The individual's full legal name and any aliases;
    - ii. The individual's address;
    - iii. The individual's date of birth;
    - iv. A photocopy of the individual's driver's license or other government-issued identification card;
    - v. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
    - vi. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
  - c. Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
    - i. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or an Other Jurisdiction, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing Marijuana for medical- or adult-use purposes, in which those individuals either owned shares of stock or served as board member, Executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
    - ii. A description and the relevant dates of any civil action under the laws of the Commonwealth, or an Other Jurisdiction including, but not limited to, a complaint relating to any professional or occupational or fraudulent practices;
    - iii. A description and relevant dates of any past or pending legal or enforcement actions in the Commonwealth or any other state against an entity whom the applicant served as a Person or Entity Having Direct or Indirect Control, related to

the cultivation, Processing, distribution, or sale of Marijuana for medical- or adult-use purposes;

- iv. A description and the relevant dates of any administrative action with regard to any professional license, registration, or certification, including any complaint, order, stipulated agreement or settlement, or disciplinary action, by the Commonwealth, or like action in an Other Jurisdiction including, but not limited to, any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
- v. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by an Other Jurisdiction with regard to any professional license, registration, or certification, held by any Person or Entity Having Direct or Indirect Control, if any;
- vi. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any Person or Entity Having Direct or Indirect Control that is part of the applicant's application, if any; and
- vii. Any other information required by the Commission.

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

2. **Background Checks not included in the Application Process-** For all Marijuana Establishment Agent Registrations not included in the application process Other Side Agronomy will submit Marijuana Establishment Agent applications for all required individuals. Other Side Agronomy will perform its own due diligence in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in 935 CMR 500.802.

### **Equal Employment Policy**

It is the policy of Other Side Agronomy to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

Other Side Agronomy expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Other Side Agronomy will make reasonable accommodations for employees' observance of religious

holidays and practices unless the accommodation would cause an undue hardship on Other Side Agronomy operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with Other Side Agronomy in seeking and evaluating alternatives.

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

### **Anti-Harassment and Sexual Harassment Policy**

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

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

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. Other Side Agronomy will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

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

Other Side Agronomy will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

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

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

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

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

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

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

### **Americans with Disability Act**

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

### **Drug Free Workplace**

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

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

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

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

### **Smoke Free Workplace**

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

### **Employee Assistance Policy**

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

### **Employee Diversion of Marijuana**

If an Other Side Agronomy Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The CEO will immediately be notified. The CEO will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

### **Employee Handbook**

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

1. Other Side Agronomy Mission and Vision
2. Organizational Structure
3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Hours of Work
9. Compensation
10. Benefits
11. Code of Conduct
12. Discipline
13. Training







# Other Side Agronomy Record Keeping SOP

---

## **Intent**

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

To provide clear and concise instructions for Other Side Agronomy employees regarding Record Keeping that are in compliance with the Regulations

## **Purpose**

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

## **Access to the Commission**

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

## **Access to the Massachusetts Department of Revenue (“DOR”)**

Other Side Agronomy books, records, papers and other data will be made available upon request by the DOR Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period

for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

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

**1. Point of Sale (POS) Systems (Not Applicable)**

- a. Other Side Agronomy is not a Marijuana Retailer, we will not utilize any point of sales system.

**2. Types of Records**

The following records will be maintained and stored by Other Side Agronomy and available to the Commission upon request:

- a. Operating procedures as required by 935 CMR 500.105(1)
  - i. Security measures in compliance with 935 CMR 500.110;
  - ii. Employee security policies, including personal safety and crime prevention techniques;
  - iii. A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - iv. Storage of marijuana in compliance with 935 CMR 500.105(11);
  - v. 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;
  - vi. Price list for Marijuana and Marijuana Products and any other available products, and alternate price lists for patients with documented Verified Financial Hardship, as defined in 935 CMR 501.002, as required by 935 CMR 501.100(1)(f);
  - vii. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
  - viii. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
  - ix. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
  - x. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - xi. Alcohol, smoke, and drug-free workplace policies;
  - xii. A plan describing how confidential information will be maintained;
  - xiii. A policy for the immediate dismissal of any marijuana establishment agent who has:
    - 1) Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;

- 2) Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
    - 3) 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.
  - xiv. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
  - xv. Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
  - xvi. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
  - xvii. Policies and procedures for energy efficiency and conservation that shall include:
    - 1) Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
    - 2) Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
    - 3) Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
    - 4) Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
  - xviii. 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.
- b. Operating procedures as required by 935 CMR 500.120(12)
- i. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);

- ii. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
  - iii. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
  - iv. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
  - v. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
  - vi. Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.
- c. Inventory records as required by 935 CMR 500.105(8);
- d. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
- e. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
  - i. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
  - ii. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
    - 1) All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - 2) Documentation of verification of references;
    - 3) The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
    - 4) 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;
    - 5) Documentation of periodic performance evaluations;
    - 6) A record of any disciplinary action taken; and
    - 7) Notice of completed responsible vendor and eight-hour related duty training.

- iii. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - iv. Personnel policies and procedures; and
  - v. All background check reports obtained in accordance with 935 CMR 500.030
- f. Business records, which shall include manual or computerized records of:
  - i. Assets and liabilities;
  - ii. Monetary transactions;
  - iii. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
  - iv. Sales records including the quantity, form, and cost of marijuana products; and
  - v. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- g. Waste disposal records as required under 935 CMR 500.105(12); and
- h. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- i. Responsible vendor training program compliance records.
- j. Vehicle registration, inspection and insurance records. (If Applicable)
- k. Host Community records of any cost to a city 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.
- l. Records of monthly analysis of sales equipment and 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.

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



# Other Side Agronomy

## Maintenance of Financial Records Policy and Procedure

---

### **Intent**

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

To provide clear and concise instructions for Other Side Agronomy employees regarding the Maintenance of Financial Records that are in compliance with the Regulations

### **Purpose**

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

### **Policy**

Other Side Agronomy financial records will be kept and maintained according to generally accepted accounting principles. The CFO is responsible for all accounting responsibilities and will engage the services of external Accountants and Tax Professionals to ensure proper accounting compliance. Once operational Other Side Agronomy will hire or engage as a contractor a bookkeeper with experience in business accounting to assist in the maintaining of these records.

All Other Side Agronomy financial/business records will be available for inspection to the Commission upon request.

Other Side Agronomy will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment.

In relation to the maintenance of financial records Other Side Agronomy will incorporate the following into our business operations;

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

#### **Access to the Commission**

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

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

Other Side Agronomy books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as



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

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

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

### **Point of Sale (POS) Systems (Retail Only)**

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

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

- f. method of payment, and
  - g. POS terminal number and POS transaction number.
- 3. Other Side Agronomy will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
  - a. Internal sequential transaction numbers;
  - b. Records of all POS terminal activity; and
  - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
  - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
  - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
  - f. Any and all changes in the setup of the system.
- 4. Other Side Agronomy will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
  - a. Other Side Agronomy will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
  - b. Other Side Agronomy may utilize a sales recording module approved by the DOR.
  - c. Other Side Agronomy will not utilize software or other methods to manipulate or alter sales data.
  - d. Other Side Agronomy will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Other Side Agronomy will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Other Side Agronomy determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
    - i. We will immediately disclose the information to the Commission;
    - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
    - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
  - e. Other Side Agronomy will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
  - f. Other Side Agronomy will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.

- g. Other Side Agronomy will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

#### **Cash Handling and Transportation**

Pursuant to 935 CMR 500.110(7) 6 bricks with a contract to deposit funds with a financial institution that conducts any transaction in cash shall establish and implement adequate security measures and procedures for safe cash handling and cash transportation to financial institutions or DOR facilities to prevent theft and loss, and to mitigate associated risks to the safety of employees, customers and the general public. These security measures include:

1. An on-site secure locked vault maintained in an area separate from retail sales areas used exclusively for the purpose of securing cash;
2. Video cameras will be directed to provide images of areas where cash is kept, handled and packaged for transport to financial institutions or DOR facilities, these cameras may be motion-sensor activated cameras and provided, further, that all cameras be able to produce a clear, still image whether live or recorded;
3. Other Side Agronomy will have a written process for securing cash and ensuring transfers of deposits to the Marijuana Establishment's financial institutions and DOR facilities on an incremental basis consistent with the requirements for deposit by the financial institution or DOR facilities; and
4. We will utilize an armored transport provider that is licensed pursuant to M.G.L. c. 147, § 25 (watch, guard or patrol agency) and has been approved by the financial institution or DOR facility.



# Other Side Agronomy

## Qualifications and Training Policy and Procedure

---

### **Intent**

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

To provide clear and concise instructions for Other Side Agronomy employees regarding the qualifications for employment and agent training that are in compliance with the Regulations

### **Purpose**

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

### **Qualifications for Other Side Agronomy Marijuana Establishment Agent**

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

All Other Side Agronomy Agents must;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of Other Jurisdictions; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.801 or 935 CMR 500.802

Other Side Agronomy will develop a job description for all positions with the company. While all Agents must meet the qualifications listed above, several of our positions will require additional qualifications depending on the required duties.

### **Required Training for Other Side Agronomy Agents**

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

1. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
  - a. Code of Conduct;
  - b. Verifying Identifications;
  - c. Marijuana Regulations;
  - d. Security and Safety;
  - e. Emergency Procedures/Disaster Plan;
  - f. Diversion of Marijuana;
  - g. Terminatable Offences;
  - h. Confidential Information;
  - i. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
    - i. Alcohol, smoke and drug-free workplace;
    - ii. Equal Employment Policy;
    - iii. Anti-Harassment and Sexual Harassment Policy;
    - iv. Americans with Disability Act;
    - v. Employee Assistance Policy; and
    - vi. Diversity Plan
2. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training ("OJT") or through external training platforms.
3. All Other Side Agronomy Agents will receive a minimum of 8 hours of training annually.
4. Other Side Agronomy will record, maintain and store documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters. These records will be stored in the Agents Personnel File. Training records will be retained by Other Side Agronomy for at least one year after agents' termination.
5. Within 90 days of hire, Other Side Agronomy will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor."
  - a. After the responsible vendor designation is applied each Other Side Agronomy owner, manager, and employee involved in the handling and sale of marijuana for adult use will

successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”

- b. Other Side Agronomy will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.
6. All Other Side Agronomy Agents responsible for tracking and entering product into the Seed-to-sale SOR (Metrc) will receive training in a form and manner determined by the Commission.

### **Additional Training**

Other Side Agronomy will provide training and training opportunities to its employees. In addition to required training, Other Side Agronomy will require advanced training to our employees in the areas of Safety and Security, Marijuana Science or other areas then enhance the Company’s, our Agents and our customers safety. These training will include:

1. All Agents who handle marijuana or marijuana products will be trained on basic food safety prior to or during the first day of employment.
  - a. Include basic food safety training as part of new employee orientation.
  - b. The sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food;
  - c. The sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments; and
  - d. The requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements
2. All employees engaging in the processing or packaging of Marijuana will be trained and certified in;
  - a. SERVSAFE Massachusetts Allergen Training Program
  - b. SERVSAFE Food Handler Program
3. Cultivation staff will receive bi-annual in-service training on food safety, including food allergy awareness and HACCP.
4. All Managers in cultivation, processing and packaging will be trained as a Certified Food Protection Manager (CFPM) by completing a SERVSAFE or similar nationally accredited food safety certification course.
5. File documentation in HACCP records.



## **Otherside Agronomy, Inc.**

### **Diversity Plan**

Otherside Agronomy goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. We are committed to maintaining a workforce and environment which is diverse with regard to Minorities, Women, Veterans, People with disabilities; and People who are LGBTQ+.

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

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

#### **I. Diversity Plan Populations ("Program Populations")**

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

##### **Program Populations:**

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who are LGBTQ+ (Lesbian, Gay, Bisexual, Pansexual, Transgender, Genderqueer, Queer, Intersexed, Agender or Asexual)

#### **II. Goals**

The goals that Otherside Agronomy is committed to achieving through this plan and our vision include:

1. Make the Otherside Agronomy workplace and management team as diverse as possible to include qualified employees with no regard to race, gender, age, disability, religion, sexual orientation, or any other non-merit factor. Our goal is to have the following workforce demographic:
  - 50% female;
  - 25-30% will be a minority;

- ~5% will be a veteran;
  - ~5% will be persons with a disability; and/or
  - ~5-10% will be persons who are LGBTQ+.
2. Make the Otherside Agronomy workplace a safe, accepting, respectful, welcoming, comfortable and supportive place to work. Our Goal is to have a 75% retention rate among all employees and a 90% job satisfaction rate.
  3. Include as our suppliers, contractors and wholesale partners businesses owned by individuals or whose employee demographic is at least 50% and meet the criteria of the Program Population.
    - 50% female;
    - 20-25% will be a minority;
    - ~5% will be a veteran;
    - ~5% will be persons with a disability; and/or
    - ~5-10% will be persons who are LGBTQ+.

### **III. Recruitment and Hiring Program**

Otherside Agronomy looks to recruit and hire diverse employees and plans to promote equity among minorities, veterans, people with disabilities and LGBTQ+ in the operation of our company to the extent possible. To promote diversity and equity Otherside Agronomy will;

1. The Otherside Agronomy hiring plan gives preference to individuals who are identified in the Program Populations.
2. Institute a “blind hiring” policy in which the personal information of the candidate is hidden from the hiring manager during the application review process that can lead to unconscious (or conscious) bias about the candidate.
3. Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity.
  - This training will be completed within 60 days of hire or promotion and annually thereafter.
4. Promote our Diversity Hiring preferences on recruitment websites (i.e. Indeed, Monster.com) and on our social media presence (i.e. our website, LinkedIn, Facebook etc.)
5. Use job descriptions that are catered to and appeal to diverse candidates.
6. Engage with Industry trade groups, training companies and recruitment companies that promote diversity and inclusion, these include Mass CBA and Elevate NE. Engagement with these groups will include education for our hiring team, leads on candidates that fit our Program Populations and job postings that highlight our diversity hiring preference.
  - Initial engagement with these groups will begin within 6 months of receipt of Provisional License. Subsequent engagement with these groups will occur during our



second round of hiring (30 days after opening) and any other time we will be hiring.

This program will be implemented in its entirety within 6 months of our receipt of Provisional License.

#### **IV. Inclusion Program**

Otherside Agronomy is determined to provide a work environment that is a diverse and inclusive workplace. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal, which must be met, is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace Otherside Agronomy will;

1. Provide training to all employees regarding inclusion in the workplace
  - This training will be completed during onboarding and annually thereafter.
  - Topics will include:
    - How culture impacts our perceptions, beliefs, behaviors, and responses
    - Recognizing and responding effectively and appropriately to diversity and inclusion dynamics
    - Knowing how to be an actively inclusive leader
    - Understanding the primary source of unconscious bias, micro inequities, and micro advantages
    - Conducting dialogues about unconscious bias with peers, managers, and subordinates to improve communication, services to clients, and team collaboration
    - Developing the Company's vision and plan for an inclusive workplace and teams
2. Provide advanced training to managers in their roles in fostering an inclusive workplace environment.
  - This training will be completed within 60 days of hire or promotion and annually thereafter.
3. Implementation of our Non-Discrimination, Harassment and Retaliation Policy. This policy includes provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
4. Conduct annual surveys of all employees to compile information on job satisfaction, inclusion and the workplace environment.
  - The first survey will be completed 6 months after receiving Provisional License.
5. Conduct detailed exit interviews with all employees who leave the company to compile information on job satisfaction, inclusion and the workplace environment.

#### **V. Supplier Diversity Program**

Otherside Agronomy is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, LGBT+ owned and businesses owned by persons with disabilities as our suppliers and

contractors. Otherside Agronomy recognizes that sourcing products and services from previously under-used suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the community in which it operates by recording transactions with diverse suppliers. To that end, Otherside Agronomy will give preference to these individuals and companies.

1. Otherside Agronomy will compile data on all suppliers and contractors as to the demographics of the ownership and employees.
2. When sourcing services with suppliers and contractors we will clearly promote the preference outlined above.

Our goal is to have the following demographics for our suppliers, and contractors.

- 50% female;
- 20-25% will be a minority;
- ~5% will be a veteran;
- ~5% will be persons with a disability; and/or
- ~5-10% will be persons who are LGBTQ+.

#### **VI. Measurement and Reporting**

Quarterly, the executive management team along with the Human Resources Director will meet and review the progress of this plan and to make adjustments and changes if necessary.

60 days prior to our license renewal date, and annually thereafter Otherside Agronomy will produce a comprehensive report that will be made available to the Commission for review during the renewal process.

This report will include the following metrics that will be used to measure the progress or success of the Plan. At a minimum this data will include:

1. All attempts to hire;
2. Actual hires;
3. Demographics of all employees and applicants;
4. Employee training, pay, benefits and advancement;
5. Data compiled from the annual employee survey and from exit interviews;
6. Training records for employees, managers and hiring managers;
7. The number and percentage of suppliers, contractors and other partners that meet the criteria identified in the Program Population; and
8. A comprehensive ledger on all expenses, contracts and agreements that includes whether or not the expense is a qualifying one under this plan's goals.

This report to be made available to the Commonwealth of Massachusetts and the City of Worcester. Otherside Agronomy Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.