



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283322
Original Issued Date: 07/02/2022
Issued Date: 07/02/2022
Expiration Date: 07/02/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: ACMJ, Inc.

Phone Number: 516-672-3684 Email Address: font22@gmail.com

Business Address 1: 532 Main St.

Business Address 2:

Business City: Holyoke

Business State: MA

Business Zip Code: 01040

Mailing Address 1: 532 Main St.

Mailing Address 2:

Mailing City: Holyoke

Mailing State: MA

Mailing Zip Code: 01040

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

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: 30

Percentage Of Control: 30

Role: Owner / Partner

Other Role:

First Name: Steven

Last Name: Fontana

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: 30	Percentage Of Control: 30	
Role: Owner / Partner	Other Role:	
First Name: William	Last Name: Monaghan	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 30	Percentage of Ownership: 30		
Entity Legal Name: Indigold LLC	Entity DBA:	DBA City:	
Entity Description: REAL PROPERTY			
Foreign Subsidiary Narrative:			
Entity Phone: 413-540-9663	Entity Email: dirk@dirkauferoth.com	Entity Website:	
Entity Address 1: 532 Main Street	Entity Address 2:		
Entity City: Holyoke	Entity State: MA	Entity Zip Code: 01040	
Entity Mailing Address 1: 532 Main Street	Entity Mailing Address 2:		
Entity Mailing City: Holyoke	Entity Mailing State: MA	Entity Mailing Zip Code: 01040	
Relationship Description: Landlord. Indigold LLC has leased the space necessary for this facility to ACMJ,Inc.			

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Steven	Last Name: Fontana	Suffix:
Marijuana Establishment Name: ACMJ, Inc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Holyoke	Marijuana Establishment State: MA	

Individual 2

First Name: William	Last Name: Monaghan	Suffix:
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Marijuana Establishment Name: ACMJ, Inc Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Holyoke Marijuana Establishment State:
MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 532 Main Street

Establishment Address 2:

Establishment City: Holyoke Establishment Zip Code: 01040

Approximate square footage of the Establishment: 13000 How many abutters does this property have?:
5

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

Cultivation Tier: Cultivation Environment:

FEE QUESTIONS

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	ACMJ - HCA Certification.pdf	pdf	600c71ef91465f076d75c9cb	01/23/2021
Plan to Remain Compliant with Local Zoning	ACMJ, Inc - Plan to remain compliant.pdf	pdf	600c73079a7da608237ac619	01/23/2021
Community Outreach Meeting Documentation	Abutters Letter - Attachment C.pdf	pdf	600c835a134ce60848756012	01/23/2021
Community Outreach Meeting Documentation	City Clerk notification - Attachment B.pdf	pdf	600c835d9b156e07a06312db	01/23/2021
Community Outreach Meeting Documentation	COM advertisement - Attachment A.pdf	pdf	600c8361a4d1c4079996a2a7	01/23/2021
Community Outreach Meeting Documentation	COM attestation.pdf	pdf	600c836408a18c07fbbd5003	01/23/2021

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	Positive Impact Plan - ACMJ - 012321.pdf	pdf	600c845238f3c9077bbcb428	01/23/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Date generated: 08/01/2022

Role: Owner / Partner	Other Role:
First Name: William	Last Name: Monaghan Suffix:
RMD Association: Not associated with an RMD	
Background Question: no	

Individual Background Information 2

Role: Owner / Partner	Other Role:
First Name: Steven	Last Name: Fontana Suffix:
RMD Association: Not associated with an RMD	
Background Question: no	

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Partner	Other Role:
Entity Legal Name: Indigold LLC	Entity DBA:
Entity Description: Real Property	
Phone: 917-783-8948	Email: dirk@dirkaferoth.com
Primary Business Address 1: 532 Main Street	Primary Business Address 2:
Primary Business City: Holyoke	Primary Business State: MA Principal Business Zip Code: 01040
Additional Information:	

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization.pdf	pdf	6015b571fade7a35e9f2caab	01/30/2021
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing SOC - 012821.pdf	pdf	6015b5974dba6f360b67cf4a	01/30/2021
Bylaws	Corporation Bylaws.pdf	pdf	602283c010e86b36bb895ee8	02/09/2021
Department of Revenue - Certificate of Good standing	DoR Certificate of Good Standing.pdf	pdf	605096e993274435ba9e3dc7	03/16/2021
Secretary of Commonwealth - Certificate of Good Standing	DoUA waiver - ACMJ.pdf	pdf	60509711c997b43574a1cefa	03/16/2021

No documents uploaded

Massachusetts Business Identification Number: 001471360

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan - ACMJ - 020221.pdf	pdf	60198a8b65c0d035fcc4b603	02/02/2021
Proposed Timeline	Proposed Timeline - ACMJ 0 020221.pdf	pdf	60198b4dfade7a35e9f2d3ac	02/02/2021
Plan for Liability Insurance	ACMJ LLC Insurance quote_compressed.pdf	pdf	6052194593274435ba9e42e2	03/17/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Dispensing Procedures - Cultivation - 111220.pdf	pdf	60198bc2238c3036b0f83e72	02/02/2021
Energy Compliance Plan	Energy Compliance Plan - Cultivation - 111220.pdf	pdf	60198bc465c0d035fcc4b60d	02/02/2021
Inventory procedures	Inventory procedures - Cultivation - 111220.pdf	pdf	60198bc772b5633675941ec2	02/02/2021
Maintaining of financial records	Maintaining Financial Records - Cultivation - 111220.pdf	pdf	60198bcd4cfbf7366ef3c67a	02/02/2021
Diversity plan	Diversity Plan - ACMJ - 092220.pdf	pdf	60198c2c6902113684c6cf95	02/02/2021
Personnel policies including background checks	Personnel Policies - ACMJ - 092220.pdf	pdf	60198c6265c0d035fcc4b617	02/02/2021
Restricting Access to age 21 and older	Plan to restrict access 21 - ACMJ - 091020.pdf	pdf	60198c6472b5633675941ecb	02/02/2021
Prevention of diversion	Prevention of diversion - ACMJ - 091020.pdf	pdf	60198c676902113684c6cf9b	02/02/2021
Qualifications and training	Qualifications and Training - Cultivation_Manufacture - 092220.pdf	pdf	60198c691681d1368fdb2d91	02/02/2021
Quality control and testing	Quality control and testing - ACMJ - 091020.pdf	pdf	60198c9c1681d1368fdb2d9d	02/02/2021
Record Keeping procedures	Record keeping procedures - ACMJ - 091020.pdf	pdf	60198c9e4dba6f360b67d818	02/02/2021
Security plan	Security Plan - ACMJ - 092220.pdf	pdf	60198ca0238c3036b0f83e86	02/02/2021
Storage of marijuana	Storage of Marijuana - ACMJ - 091020.pdf	pdf	60198ca210e86b36bb8948fe	02/02/2021
Transportation of marijuana	Transportation of marijuana - ACMJ - 091020.pdf	pdf	60198ca74cfbf7366ef3c690	02/02/2021
Policies and Procedures for cultivating.	Cultivation Plan - Operating Policies and Procedures - ACMJ - 091020.pdf	pdf	60198cdf4cfbf7366ef3c699	02/02/2021

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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

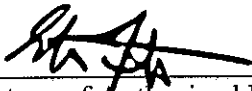
Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours

Host Community Agreement Certification Form

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

Applicant

I, Steve Fontana, (*insert name*) certify as an authorized representative of ACMJ, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Holyoke, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on August 24, 2020 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Alex B. Morse, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Holyoke, MA (*insert name of host community*) to certify that the applicant and the City of Holyoke, MA (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August, 24, 2020 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

ACMJ, Inc; Plan to Remain Compliant with Local Zoning, Holyoke, MA

ACMJ, Inc attests that it will, through its operation of a cultivation, and manufacturing establishment in the city of Holyoke, MA, follow and remain compliant with all local zoning requirements under the Holyoke Zoning Bylaws pertaining to, but not limited to:

Use regulations

Signs and signage

Off Street Parking and Loading Regulations

Adult Use Marijuana Bylaw

ACMJ, Inc has been granted a host agreement by the city of Holyoke, and intends to follow the use regulations for permitted use at our 532 Main Street location, as well as performance standards for security and fire, and special provisions for parking, loading, signs, etc.

As all Marijuana Establishments in the city of Holyoke require Special Permit approval, we will ensure compliance with all local laws. The duration of the special permit, once granted, lasts in perpetuity or until the establishment moves or closes. We will also continue to communicate with the town on a regular basis to remain updated and compliant with any changes or additions to local zoning.

ATTACHMENT 'C'

ACMJ, LLC
532 Main Street
Holyoke, MA 01040

9/21/20

Licensed Cannabis Facility

Dear Abutter,

ACMJ LLC plans on creating a small, licensed cannabis establishment at 532 Main Street, Holyoke comprising a cultivation, and manufacturing facility. We shall be hosting a Community Outreach Meeting at 7pm on Monday 5 October to share details of our plans, to which all abutters are invited.

In light of current COVID-19 restrictions we shall be observing strict social-distancing guidelines. All attendees are respectfully requested to wear a face mask.

Many thanks,

Mark Jarvis

p.p. Steve Fontana

Subject: Community Outreach Meeting - ACMJ LLC
From: Mark Jarvis <mark@greenglove.cc>
Date: 9/23/2020, 12:57 PM
To: Brenna McGee <mcgeeb@holyokey.org>
CC: ezra@greenglove.cc, John Dyjach <dyjachj@holyokey.org>
BCC: Will M <will@bethnalgreens.com>, steven fontana <font22@gmail.com>

Dear Ms McGee,

Our client, ACMJ LLC will be hosting a Community Outreach Meeting at 7pm on Monday 5 October at 532 Main Street to share with abutters and residents their plans for the creation of a licensed cannabis establishment at that location. Out of consideration for the current Covid-19 emergency we shall be observing strict social-distancing requirements and shall insist that all participants wear appropriate face coverings. Please accept this email as formal notice of our meeting.

Many thanks,

Mark Jarvis

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Cell: 413-695-9327

Greenglove Consulting LLC
139 Damon Road, Ste #5
Northampton, MA 01060

www.greenglove.cc

The contents of this email are for informational purposes only and do not constitute medical, financial, or legal advice.

— Attachments: —

Abutters ACMJ(1).pdf

38.1 KB

COUNCIL, from page 1

recent hiring of Rory Casey for a logistics position in the city. The job is temporary, and Casey was Morse's campaign treasurer during his congressional run.

The council approved the order without referring it to a subcommittee.

Morse lost to U.S. Rep. Richard Neal, D-Massachusetts, in the Democratic primary on Sept. 1.

Since the loss, the call for investigations into Morse's behavior has continued and the same councilors who filed

the order seeking more transparency on the city's hires, also filed multiple orders regarding the recent controversy involving Morse and his alleged questionable behavior at the University of Massachusetts, where he served as an adjunct lecturer.

The councilors filed an order seeking the results of that investigation in order to determine whether an investigation by the city will be necessary.

A week before the election, Morse received an apology from the College Democrats of Massachusetts for the timing of the letter detailing Morse's behavior.

Morse decried the accusations as an invasion of personal life and said he did not violate any UMass policies when he engaged in encounters with students at the school.

In association with the order, Sullivan, Vacon, and Councilors David Bartley and Howard Greaney, Jr., have filed an order asking for the Massachusetts General Court to enact legislation to have a process of recalling elected officials in the city.

Currently, there is no provision for holding recall elections in Holyoke, which means a mayor or other elected

official cannot be removed from office by that process.

The proposal states 250 voters could file an affidavit and a statement of grounds to recall the official. The proposal includes an opportunity for a recalled official to resign or an election would be held.

In a recall election, the official being recalled has the ability to run for the same office, but would face competition in all likelihood. The situation occurred when citizens attempted to remove the mayor of Fall River due to criminal activity.

HERITAGE, from page 1

The City of Holyoke has a rich and beautiful history of Hispanic people making profound contributions across all sectors of the community, and that tradition continues today. Holyoke Public Schools proudly serves nearly 4,200 students (about 81% of our enrollment) who identify as Hispanic or Latino/a/x. We also are proud that our staff includes so many Hispanic and Latinx individuals leading, educating, and supporting our students throughout the school district. As a Hispanic myself, who came to the mainland U.S. from Puerto Rico at a young age as an English Learner, I join our Hispanic and Latino/a/x students, families, and staff in celebrating our experiences and journeys during this

month and beyond.

Over the next four weeks, we will share with the community through our website and social media platforms some of the creative ways that our schools showcase and celebrate Hispanic heritage and the innovative ways that our teachers incorporate the history of Hispanics in America into their lessons in art, literature, music, social studies, world languages, and more.

I invite you to join us in celebrating this month. Additionally, I encourage you to visit our website to discover activities to help you explore Hispanic history with your student and affirm our district's commitment to honoring the rich diversity of the Holyoke Public Schools. ¡Celebra con orgullo el Mes de la Herencia Hispana!

LUNCH, from page 1

Arena and Victor will present "Comfortable in Your Own Skin, Finding Your Voice" from 12 noon to 1 p.m. over Zoom.

The series, postponed from spring because of COVID-19, is sponsored by Holyoke Community College and Training and Workforce Options - TWO - a collaboration between HCC and Springfield Technical Community College.

Each of four lunch-time events features two presenters leading discussions on different topics.

For the final session on Oct. 28, Colleen Loveless, president and CEO of Revitalize Community Development Corporation, and Nicole Palange, vice

president of V&F Auto, will lead a discussion titled, "Women Leaders in Non-Traditional Businesses."

HCC president Christina Royal and Amanda Shriccia, HCC vice president of Institutional Advancement, led off the reimagined monthly Women's Leadership Luncheon Series on July 29 with a session on "Leading Through Change."

"Empowering Women in the Workplace" was the theme of the second session, led by Denise Jordan, executive director of the Springfield Housing Authority, and Julie Quinn, managing partner of Burkhart, Pizzanelli PC.

Each session is \$20 and advance registration is required. To register, please go to: hcc.edu/womens-leadership.

Public Notices

Community Outreach Meeting
ACMU LLC plan to develop a licensed cannabis cultivation, and manufacturing facility at 532 Main Street, Holyoke.
A community outreach meeting will take place at the above address on 5th October, 2020 at 7pm.
All are welcome. We will respect Covid-19 social distancing recommendations and require that all attendees wear a face mask.
Please direct any questions to: mark@greenglove.cc
9/18/2020

Commonwealth of Massachusetts
The Trial Court
Hampden Probate and Family Court
50 State Street
Springfield, MA 01103
(413)748-7758
Docket No. HD20P1478EA
Estate of:
Lionel Boucher
Date of Death: 11/11/1968
CITATION ON PETITION FOR FORMAL ADJUDICATION
To all interested persons:
A Petition for Formal Adjudication of Intestacy and Appointment of Personal Representative has been filed by Jeffrey Boucher of Easthampton MA requesting that the Court enter a formal Decree and Order and for such other relief as

requested in the Petition.
The Petitioner requests that: **Jeffrey Boucher** of Easthampton MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.
IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: **10:00 a.m. on the return day of 09/29/2020.**
This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Hon. Barbara M Hyland, First Justice of this Court.
Date: September 08, 2020
Suzanne T. Seguin
Register of Probate
9/18/2020

filed to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.
WITNESS, Hon. Barbara M Hyland, First Justice of this Court.
Date: September 01, 2020
Suzanne T. Seguin
Register of Probate
9/18/2020

Community Outreach Meeting
Green Highland LLC plan to develop a licensed cannabis cultivation, manufacturing, and retail facility at 26 Hadley Mill Road, Holyoke.
A community outreach meeting will take place at the above address on 5th October, 2020 at 6 p.m.
All are welcome. We will respect Covid-19 social distancing recommendations and require that all attendees wear a face mask.
Please direct any questions to: mark@greenglove.cc
9/18/2020

Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Hampden Division
50 State Street
Springfield, MA 01103
(413)748-8600
Docket No. HD20P1508EA
Estate of:
Brandon Alexander Reyes Brown
Date of Death: 04/07/2018
INFORMAL PROBATE PUBLICATION NOTICE
To all persons interested in the above captioned estate, by Petition of Springfield, Julia I Brown of Springfield, MA.
Julia I Brown of Springfield, MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.
The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the

Petition and Will, if any, can be obtained from the Petitioner.
9/18/2020

Commonwealth of Massachusetts
The Trial Court
Hampden Probate and Family Court
50 State Street
Springfield, MA 01103
(413)748-7758
Docket No. HD20P1532EA
Estate of:
Martin M Tkacz
Date of Death: 08/15/2020
CITATION ON PETITION FOR FORMAL ADJUDICATION
To all interested persons:
A Petition for Formal Probate of Will with Appointment of Personal Representative has been filed by Eric M Tkacz of Buzzards Bay MA requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that: **Eric M Tkacz** of Buzzards Bay MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.
IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: **10:00 a.m. on the return day of 10/06/2020.**
This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.
WITNESS, Hon. Barbara M Hyland, First Justice of this Court.
Date: September 08, 2020
Suzanne T. Seguin
Register of Probate
9/18/2020

PUBLIC NOTICES ARE NOW ONLINE

- 1 Email all notices to notices@turley.com
- 2 Access archives and digital tear sheets by newspaper title.
- 3 Find a quick link to the state of Massachusetts' public notice web site to search all notices in Massachusetts newspapers.

Public notice deadlines are Mondays at noon, Fridays noon for Monday holidays.

visit www.publicnotices.turley.com

The Sun
OBITUARY POLICY

Turley Publications offers two types of obituaries.

One is a free, brief **Death Notice** listing the name of deceased, date of death and funeral date and place.

The other is a **Paid Obituary**, costing \$120, which allows families to publish extended death notice information of their own choice and may include a photograph. **Death Notices & Paid Obituaries** should be submitted through a funeral home to: obits@turley.com.

Exceptions will be made only when the family provides a death certificate and must be pre-paid.

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s): 10/5/2020
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as "Attachment A."

- a. Date of publication: 9/18/20
b. Name of publication: Holyoke Sun

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as "Attachment B."

- a. Date notice filed: 9/21/20

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant's proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as "Attachment C." Please redact the name of any abutter or resident in this notice.

- a. Date notice(s) mailed: 9/23/20

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
 - d. A plan by the ME or MTC to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.

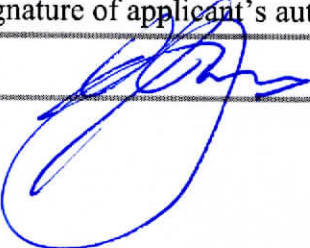
Name of applicant:

ACMJ, LLC

Name of applicant's authorized representative:

Mark Jarvis

Signature of applicant's authorized representative:



The ACMJ Positive Impact Program

Introduction

This direct mentor-to-mentee program will be hosted in Holyoke, MA, a community that is an Area of Disproportionate Impact (ADI) as defined by the Commission. ACMJ, Inc has committed to funding the services of a Business Development Consultant to assist selected applicants in their business development efforts. Execution of this program will commence at the receipt of a provisional Marijuana Establishment license. Access to this program will be promoted and advertised through print media, social media, poster campaigns, and any other means.

Acknowledgements

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

No actions taken, or programs instituted by the applicant will violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

No donation or program to support any specifically named organizations or the furtherance of their goals have been proposed as this is a direct mentor-to-mentee program.

Goals:

This program will meet the spirit and objectives of state law M.G.L. Ch. 94G §4 that requires Licensed Marijuana Establishments to, *"...engage in processes and policies that promote and encourage full participation in the regulated cannabis industry by people from communities that have previously been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities."*

The Commission has identified the groups this plan is intended to impact as the following:

- Past or present residents of the geographic ADI, which have been defined by the Commission and identified in its *Guidance for Identifying Areas of Disproportionate Impact*.
- Commission-designated Economic Empowerment Priority applicants;
- Commission-designated Social Equity Program participants;
- Massachusetts residents who have past drug convictions; and
- Massachusetts residents with parents or spouses who have drug convictions.
- The above persons are hereinafter be referred to as the **Primary Target Group (PTG)**.

The goal of the program is to provide ADI communities access to the following training, educational and mentorship resources, with a goal of identifying and supporting the business development, and license application of three candidates from the PTG described above:

- Access to **weekly** training conferences
 - applicants will acquire or adapt some of the tools and skills necessary to achieve success as an entrepreneur within the licensed marijuana industry.
 - applicants will be empowered to better understand and recognize if, and where, their interest within the licensed marijuana industry lies.
- Provide applicants open access to expert, proactive, ongoing mentorship and counseling, a resource center providing documents and information of use to both PTG entrepreneurs and

those seeking employment in the licensed marijuana industry, and access to weekly group and individual conference calls with leading industry consultants and ancillary professionals.

Programs:

The *ACMJ Positive Impact Program* comprises three main elements:

Weekly training conference - This free, weekly conference will be conducted online. The goal of these conferences is to directly assist members of the PTG by providing participants with knowledge, resources, tools and guidance to strengthen, promote and empower their successful participation in this industry as an entrepreneur, and business owner.

Conference Content:

- Introduction
- A brief history of Marijuana regulation
- Federal Law, State Law, Regulations and Administrative Decisions
- The Cannabis Control Commission
- Developing your vision
- Developing your business plan
- Community Resources for Economic Development
- The Application Process - Threading the needle
- Home-Grown Cannabis regulations
- Open Forum
- Next steps

Mentorship and Counseling - Conference participants will be offered free, ongoing and direct access to an industry professional who provides access to knowledge, experience and professional expertise in Business Development, Marijuana Licensing, Federal and State law, and Federal and State accounting. This facility will assist and guide applicants by providing the following:

- Exclusive access to licensing, compliance and regulatory resources that provides access to documents, state and local resources, service providers and articles that will benefit the PTG participant.
- Exclusive access to FAQ sessions, where applicants may pose questions and receive answers to Marijuana industry related issues.
- A **weekly** conference that comprises a 60-minute check-in with applicants, with a Q&A session, followed by a number of, 30-minute, pre-booked individual calls that allow applicants to pose or discuss business sensitive or confidential questions and matters without fear of disclosure.

Measurements:

Program Progress and Success - The success and impact of this program will be measured through the following means:

- **Attendance** - The program must identify and engage at least three teams or individuals from the above PTG that desire assistance and choose to participate in the program.
- **Feedback** - All participants will be asked to complete feedback surveys on the content and delivery of this program. Our feedback goals will be achieved if 65% of participants provide feedback and that feedback rating is at least 3.5 out of 5.
- **Achievements** - At least one of the program participants should achieve pre-approval for delivery or complete a provisional license for submission.
- **License Renewal:** A comprehensive annual report that shows the progress or success of this plan will be provided to the CCC prior to renewal of the license.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001449477

1. The exact name of the limited liability company is: ACMJ LLC

2a. Location of its principal office:

No. and Street: 532 MAIN STREET
 City or Town: HOLYOKE State: MA Zip: 01040 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 532 MAIN STREET
 City or Town: HOLYOKE State: MA Zip: 01040 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

APPLYING FOR A LICENSE WITH THE CANNABIS CONTROL COMMISSION.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: EZRA PARZYBOK
 No. and Street: 139 DAMON ROAD
 City or Town: NORTHAMPTON State: MA Zip: 01060 Country: USA

I, EZRA PARZYBOK resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	STEVEN FONTANA	532 MAIN STREET HOLYOKE, MA 01040 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	STEVEN FONTANA	532 MAIN STREET HOLYOKE, MA 01040 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 23 Day of July, 2020,

DANIEL VAILLANT

(The certificate must be signed by the person forming the LLC.)

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:

July 23, 2020 03:59 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: January 27, 2021

To Whom It May Concern :

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

is a domestic corporation organized on **November 19, 2020** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21011030010

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

Processed by: Bod

BY-LAWS

of

ACMJ, INC.

ARTICLE I

Articles of Organization

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These ByLaws, the powers of the corporation and its Directors and stockholders, and all matters concerning the conduct and regulation of the business of the corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these ByLaws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Director(s), the fiscal year of the corporation shall end each year on December 31st.

ARTICLE III

Meetings of Stockholders

Section I. Annual Meetings.

The annual meeting of the stockholders shall be held on the second Tuesday in March of each year (or if it be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 o'clock A.M. unless a different hour is fixed by the Board of Directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these ByLaws, may be

specified by the Board of Directors of the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have for the purposes of these ByLaws or otherwise all the force effect of an annual meeting.

Section 2. Special Meetings.

A special meeting of the stockholders may be called at any time by the president, or by majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the stockholders shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more stockholders who hold at least onetenth part in interest of the stock entitled to vote at the meeting. Such call shall state the time, place, and purposes of the meeting.

Section 3. Place of Meetings.

All meetings of the stockholders shall be held at the principal office of the corporation in Massachusetts, unless a different place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting of the stockholders shall be held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

Section 4. Notice of Meetings.

A written notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who is otherwise entitled by law of by the Articles of Organization to such notice, by leaving such notice with him or at his residence or

usual place of business, or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person designated either by the Secretary, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a stockholder under any provision of law, of the Articles of Organization, or of these ByLaws, a written waiver thereof, executed before or after the meeting by such stockholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5. Quorum.

At any meeting of the stockholders, a quorum shall consist of a majority in interest of all stock issued and outstanding and entitled to vote at the meeting; except that if two or more classes or series, then in the case of each such classes or series a quorum for that matter shall consist of a majority in interest of all stock of that class or series issued and outstanding; and except when a larger quorum is required by law, by the Articles of Organization or by these ByLaws. Stock owned directly or indirectly by the corporation, if any, shall not be deemed outstanding for this purpose. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice, providing that a quorum is present at said adjourned time.

Section 6. Action by Vote.

When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any

question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these ByLaws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 7. Voting.

Stockholders entitled to vote shall have one vote for each share of stock entitled to vote held by them or recorded according to the records of the corporation and a proportionate vote for a fractional share, unless otherwise provided by the Articles of Organization. The corporation shall not, directly or indirectly, vote any share of its own stock.

Section 8. Action by Consent.

Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies.

Stockholders entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Secretary or the person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be

executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE IV

Directors

Section 1. Powers.

The business of the corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise reserved to the stockholders by law, by the Articles of Organization or by these ByLaws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Enumeration, Election and Term of Office.

The Board of Directors shall consist of not less than three (3) Directors, until such time as the stockholders agree unanimously, or until the death or disability of a Director. The number of the Directors shall be as determined from time to time by the stockholders and may be enlarged by vote of a majority of the Directors then in office. The Directors shall be chosen at the annual meeting of the stockholders by such stockholders as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. No Director need be a stockholder.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is

absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the stockholders may be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 4. Special Meetings.

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or the Treasurer or by two or more Directors, reasonable notice thereof being given to each director by the Secretary or an Assistant Secretary, or, if there be none by the Secretary or an Assistant Secretary, by the officer or one of the Directors calling the meeting.

Section 5. Notice.

It shall be reasonable and sufficient notice to a Director to send notice by mail at least fortyeight hours or by telegram at least twentyfour hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twentyfour hours before the meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 6. Quorum.

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of all of the Directors then in office. Whether or not a quorum is present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these ByLaws.

Section 7. Action by Consent.

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

Section 8. Committees.

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these ByLaws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these ByLaws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of

Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE V

Officers and Agents

Section 1. Enumeration; Qualification.

The officers of the corporation shall be a President, Treasurer, a Secretary, and such other officers, if any, as the incorporators at the initial meeting, or the Directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any officer may be, but none need be a Director or stockholder. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amounts and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

Section 2. Powers.

Subject to law, to the Articles of Organization and to the other provisions of these ByLaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Directors may from time to time designate.

Section 3. Election.

The President, the Treasurer and the Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the stockholders. Other officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

Section 4. Tenure.

Except as otherwise provided by law or by the Articles of Organization or by these ByLaws, the President, the Treasurer and the Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

Section 5. President and VicePresidents.

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside, when present, at all meetings of stockholders and of the Board of Directors.

Any VicePresident shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 6. Treasurer and Assistant Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 7. Secretary and Assistant Secretaries.

The Secretary shall keep a record of the meetings of stockholders and directors. In the absence of the Secretary from any meeting of stockholders or directors, an Assistant Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VI

Resignations, Removals and Vacancies

Section 1. Resignations.

Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof.

Section 2. Removals.

Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed with or without assignment of cause by unanimous vote of the holders of the shares entitled to vote in the election of Directors, provided that the Directors of a class elected by a particular class of stockholders may be removed only by the vote of the holders of a majority of

the shares of the particular class of stockholders entitled to vote for the election of such Directors.

The Directors may by vote of a majority of the Directors then in office remove any Director for cause.

The Director may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposed to remove him.

The Directors may by unanimous vote terminate or modify the authority of any agent or employee.

Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise, provided, however, that the foregoing provisions shall not prevent such Director or officer from obtaining damages for breach of any contract of employment legally binding upon the corporation.

Section 3. Vacancies.

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office or, in the absence of such election by the Directors, by the stockholders at a meeting called for the purpose; provided, however, that any vacancy resulting from action by the stockholder may be filled by the stockholder at the same meeting at which such action was taken by them.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by unanimous vote.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII

Indemnification of Directors and Others

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the corporation owns shares or of which it is a creditor against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) Such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:
 - (i) by a disinterested majority of the Directors then in office; or

- (ii) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or officer; or
- (b) In the absence of action by disinterested directors or stockholders, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

Expenses including counsel fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, Trustee, Employee or Agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article, the terms "Director", "Officer", "Trustee", "Employee" and "Agent" include their respective heirs, executors and administrators, and an "interested" Director, Officer, Trustee, Employee or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

ARTICLE VIII

Stock

Section 1. Stock Authorized.

The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue, and if more than one class is authorized, a description of each class with the preferences, voting powers, qualifications and special and relative rights and privileges as to each class and any series thereof, shall be as stated in the Articles of Organization.

Section 2. Issue of Authorized Unissued Capital Stock.

Any unissued capital stock from time to time authorized under the Articles of Organization may be issued by vote of the Directors. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus.

Section 3. Certificates of Stock.

Each stockholder shall be entitled to a certificate in form selected by the Board of Directors stating the number and the class and the designation of the series, if any, of the shares held by him. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the corporation.

Every certificate for shares of stock subject to any restriction or transfer pursuant to the Articles of Organization, these ByLaws, or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction

and a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text or the preferences, voting powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Section 4. Transfers.

Subject to the restrictions, if any, imposed by the Articles of Organization, these ByLaws or any agreement to which the corporation is a party, shares of stock shall be transferred on the books of the corporation only by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign, or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these ByLaws. It shall be the duty of each stockholder to notify the corporation of his post office address.

Section 5. Lost, Mutilated, or Destroyed Certificates.

Except as otherwise provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. It may, in its discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost, mutilated or destroyed stock certificate.

Section 6. Transfer Agent and Registrar.

The Board of Directors may appoint a transfer agent or a registrar or both for its capital stock or any class or series thereof and require all certificates for such stock to bear the signature or facsimile thereof of any such transfer agent or registrar.

Section 7. Setting Record Date and Closing Transfer Records.

The Board of Directors may fix in advance a time not more than sixty days before (i) the date of any meeting of the stockholders or (ii) the date for the payment of any dividend or the making of any distribution to stockholders or (iii) the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice and to vote at such meeting, or the right to receive such dividend or distribution, or the right to give such consent or dissent. If a record date is set, only stockholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the corporation for all or any part of such sixty day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, and the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

ARTICLE IX

Miscellaneous Provisions

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by this corporation, and may appoint any person or persons to act as proxy or attorney in fact for the corporation, with or without power of substitution, at any meeting thereof.

Section 3. Corporate Seal.

The seal of the corporation shall be a circular die with the name of the corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 4. Corporate Records.

The original, or attested copies, of the Articles of Organization, ByLaws and records of all meetings of the Incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent or of its Secretary or of its Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any stockholder for any proper purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 5. Evidence of Authority.

A certificate by the Secretary or Assistant Secretary as to any matter relative to the Articles of Organization, ByLaws, records, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

ARTICLE X

Amendments

These ByLaws may be amended or repealed in whole or in part by the unanimous vote of the holders of the shares of each class of the capital stock at the time outstanding and entitled to vote at any annual or special meeting of stockholders, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors by unanimous vote may make, amend or repeal the ByLaws, in

whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the ByLaws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any ByLaw, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the ByLaws. No change in the date fixed in these ByLaws for the annual meeting of stockholders may be made within sixty days before the date fixed in these ByLaws, and in case of any change in such date, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting.

Any ByLaw adopted, amended or repealed by the Directors may be repealed, amended or reinstated by the stockholders entitled to vote on amending the ByLaws.

ARTICLE XI

Repayment Arrangement

Any payment paid to an officer of the corporation such as a salary, commission, bonus, interest, or rent, for entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments, until the amount owed to the corporation has been recovered.



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0063167808
Notice Date: March 8, 2021
Case ID: 0-001-118-547



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ACMJ, INC
532 MAIN ST # 201
HOLYOKE MA 01040-5596

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, ACMJ, 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, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

ACMJ, Inc
532 Main Street
Holyoke, MA 01040

3/2/21

Certificate of Good Standing - DoUA

Dear Cannabis Control Commission:

This letter is to certify and attest that at the present time ACMJ, Inc is unable to obtain a Certificate of Good Standing from the Department of Unemployment Assistance as the Company cannot register with the department until hiring employees.

If you have any questions, please feel free to contact me at the above number.

Sincerely,

Steve Fontana

President,
ACMJ, Inc

BUSINESS PLAN

ACMJ Inc

Holyoke, MA

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Disclaimer

This business plan summarizes certain information about ACMJ Inc, a Massachusetts-based, licensed cannabis cultivation, processing, and manufacturing company. Except where the context requires otherwise, “ACMJ”, “Company”, “We”, and “Our”, refer to the company ACMJ Inc.

This business plan is confidential and proprietary. It has been furnished by ACMJ Inc to prospective investors for the sole purpose of evaluation of the transaction. In accepting and studying this document, the reader agrees that they will not release this document, or make a reproduction of, or use this business plan for any other purpose without the prior written permission of ACMJ,. Prospective investors should not assume that this business plan is complete and should conduct their own analysis and investigation of ACMJ and consult with their own financial, legal, tax and other business advisors before investing in ACMJ. Prospective investors agree that they are responsible for conducting their own due diligence investigation to verify to their satisfaction any information, opinions, or estimates in this document. Prospective investors in ACMJ and any other persons who receive this business plan agree that they will hold its contents, and all related documents in confidence and that they will not utilize such information to the detriment of ACMJ. Distribution or reproduction of this business plan or related materials, whole or in part, is prohibited. ACMJ makes no representations or warranties as to the accuracy or completeness of the information presented herein. Nothing contained herein is, or should be relied on, as a promise or representation as to the future performance of the company.

Forward-looking statements

Certain statements in this business plan constitute forward-looking statements, which may be identified by words such as, will, expect, plan, intend,. Anticipate, and other words indicating that the statements are forward-looking. Such forward-looking statements are expectations only and are subject to known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance or achievements of the company, or industry results, to differ materially from any future results, performance or achievements implied by such forward-looking statements. All of the financial information in this business plan is unaudited.

1. Executive Summary

Company Summary

As cannabis emerges from the shadow of prohibition, its obvious popularity and ubiquity shows it to be a widely popular herb second only to alcohol and nicotine in North America. Our facility plans to grow choice sativa-dominant, indica-dominant, and hybrid cultivars to meet market demand. These selected genetics are the result of over four generations of consistent growing in the New England climate and offer a sought after prized product. Our master growers have chosen the superior current and future stars of the cannabis constellation.

We further benefit from our range of mature, and thoroughly market-tested products developed through many years of large-scale production, and free-market sales. While for many users the world of cannabis focuses largely on eating and smoking, we intend to achieve a significant market share by focusing our efforts on pure flower (as popular as ever following the recent “vape” scare), high-grade extracts, kief, rosin, edibles, and the ever popular topicals. This “shotgun” approach will allow us to capture a broad spectrum of customer groups and demographics, identify trends, and rapidly pivot to meet market needs.

Mission

ACMJ will develop a state-of-the-art, year-round, indoor cultivation, extraction and production facility to create a range of expertly crafted, high-quality cannabis products serving all permissible legal cannabis markets.

Key Objectives

- Secure Capex and Opex investment
- Secure Property
- Secure State and City Licensing
- Fit-out and equip cultivation, extraction, and manufacturing facilities
- Commence operations
- Effective management of revenues and working capital
- Reinvestment to maintain competitive edge and market share

Products and Services

ACMJ will grow and transform a selection of high quality and popular cannabis strains using green production practices and proven genetics that strike a balance between the high yield pricing and outstanding quality that end-users value. Our facility will yield around 3,250lbs of pure flower (or bud), and a further 3,583 lbs of trim per year.

Trim, which generally includes a quantity of smaller waste, or popcorn buds, is processed to create cannabis extract, our bulk extract product, and the THC component of our manufactured products. All products will be sold to licensed distributors and retailers with an estimated 25% of output going to distributors, and the remaining 75% going to licensed retail outlets.

Product descriptions

Flower - While careful strain selection and obsessive cultivation practices will create the ideal plant at the point of harvest, the curing process is a critical determinant of the final quality of the cannabis product. While all cultivators and manufacturers understand the importance of curing it is often the first victim in the battle for speed and convenience. While some cultivators do take the time to cure their product sympathetically, their efforts are often thwarted by woefully inadequate dispensing methods that see the product deteriorating rapidly pre-sale. We address this problem by hand-selecting flower buds, curing them correctly, and creating standardized weight portions that allow retailers to offer them directly to consumers in sealed packages that preserve freshness, quality, and flavor.

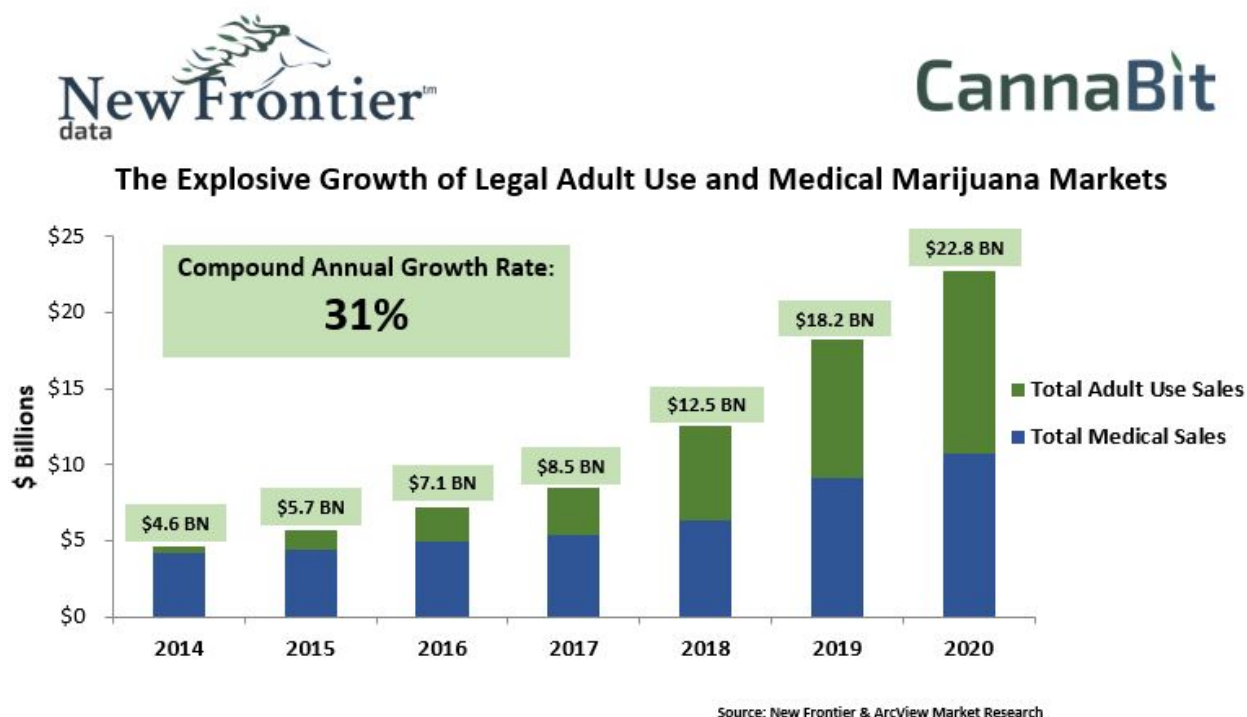
Cannabis Oil Extract - Cannabis oil extract is a derivative of cultivation waste that lies at the heart of our product range. With the exception of cannabis flower, the THC component of all other products is derived from cannabis extract in its various guises. Indeed, the vast majority of cannabis products contain some form of cannabis extract, a market commodity in its own right. We can choose to use this derivative extract in the products we produce, or sell it to others for use in products that they produce. We can even convert eventual lower quality flower into cannabis extract.

Topicals - These are external applications of cannabis that are used by some to treat body pain, skin or health conditions. Infused with THC, and other cannabinoid extracts, topicals include lotions, creams, balms, and oils. As they are generally non-psychoactive, topicals are often chosen by individuals who need the therapeutic benefits of cannabis without the cerebral euphoria associated with other delivery methods.

THC-infused Edibles - Cannabis edibles are preferred by some consumers because ingesting cannabinoids through the GI tract provides a different and often more therapeutic effect than inhaling. Future plans include offering a range of attractive, appetizing, and appealing, adult-use edible products. Our product range will only be limited by the imaginations of our in-house development team.

Market Opportunities

Over 60% of the U.S. population now lives in states that have legalized cannabis use in some form or another, underscoring the rising acceptance of cannabis nationwide and highlighting the industry's immense potential for future growth. According to the report *The Road Map to a \$57 Billion Worldwide Market*¹, the overall cannabis market for legal adult-use and medical sales in North America to reach 24.5 billion by 2021 with the Compound Annual Growth Rate at almost 28% (31% according to the Women's Cannabis Chamber of Commerce.)



The North America legal cannabis market amounted to \$12 billion in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled \$10.4 billion, followed by Canada with \$1.6 billion. (No data is available for Mexico.) Currently, 33 U.S. states and the District of Columbia have legalized cannabis use in some form (medical or adult-use). The majority of these states have allowed sales for medical use, and 11 states, including Massachusetts, have legalized recreational or adult-use. Since 60% of the U.S. population resides in states that have legalized the use of cannabis in some form, this indicates immense possibilities for the future. According to New Frontier data, combined medical and adult-use sales exceeded \$8 billion in 2017, \$12.5 billion in 2018, with adult-use sales alone estimated to have exceeded \$12.5 billion annually by 2020, making cannabis the fastest growing industry in the U.S.

¹ <https://arcviewgroup.com/research/reports/>

Startup Summary

ACMJ is a Massachusetts-registered Limited Liability Corporation, established to achieve the legalized cultivation, processing, and manufacture of high-quality cannabis plants and products. The main facility will consist of a 8,000 sq ft production facility divided into propagation, vegetation and flowering zones, and extraction room, manufacturing, packaging, and administration spaces, and offering a total canopy of 5,000 sq ft.

This state-of-the-art facility will include advanced, environmentally-focused, and cost-effective technologies using natural light and supplemental lighting for the perfect balance of economy and efficiency. Our automated production system will allow remote, real-time access to all control and diagnostic systems in the facility. The production output will provide licensed retailers and wholesale distributors with high quality flower, cannabis extract-based products, and bulk extract.

Financial Summary

Capital requirements: The capital requirements for the successful execution of phase one of this business plan are \$5,000,000, of which \$1,343,080 represents turn-key investments, \$200,000 represents contingency funding for the first year of operations, and \$3,456,920 represents working capital.

Construction and Fit-out	565,925
Cultivation Equipment	699,540
Extraction Equipment	27,420
Manufacturing Equipment	27,420
Permits, Licenses, and Applications	22,775
Contingency Operational Funds	200,000
Working Capital	3,456,920
TOTAL	\$5,000,000

Direct and Indirect Community Benefits

ACMJ hopes to bring a number of benefits to the Holyoke community. The City of Holyoke will receive a state-mandated community impact fee of up to 3% of gross revenues. This fee serves to compensate the city for additional costs incurred as a result of ACMJ's operations. We will create up to 20 well-paid, full-time, job opportunities, to which Holyoke residents will, in accordance with our Host Community Agreement, be given priority.

In addition, ACMJ, as a condition of our licenses, will execute a Positive Impact Plan, designed to create pathways to participation in the licensed cannabis industry for those adversely affected by the War on Drugs through personal or parental incarceration, or through residence in the state-defined Area of Disproportionate Impact; and a Diversity Plan, a staffing strategy to ensure mindful hiring practices with regards minorities, veterans, women, and the LGBTQ+ community.

Market Overview

Global Cannabis Market

The global legal cannabis market amounted to **\$19.5 billion** in 2017, growing by 37 percent on the year, according to the report *The Road Map to a \$57 Billion Worldwide Market*². Spending on legal cannabis worldwide is expected to hit **\$57 billion** by 2027, with the cannabis market in the United States and Canada estimated to answer for about **\$46.5 billion** and the remaining **\$10.5 billion** going to other markets. The largest growth rate is predicted within the rest-of-world markets with the **\$52 million** spent in 2017 rising to a projected **\$2.5 billion** in 2027. The market as a whole is anticipated to be divided between adult-use and medical, with the recreational cannabis market comprising 67% and the medical market comprising 33% of the total market.

According to a report provided by *Energias Market Research*³, the global medical cannabis market is projected to increase in value from **\$8.28 billion** in 2017 to **\$28.07 billion** in 2024, with an estimated Compound Annual Growth Rate of 19% from 2018 to 2024.

Key Global Trends:

- The initial decision by many U.S. states and Canada to create medical-only cannabis regulations prompted many other countries to act similarly while legalization of adult recreational use in California and Canada triggered a second wave of legalizing laws internationally to increase access to medical cannabis.
- South America countries have the most liberal medical cannabis programs. Led by Brazil, Argentina, Peru and Uruguay, the South American medical cannabis market may grow from \$125 million in 2018 to \$776 million in 2027.
- Germany is ready to become a leader of the European cannabis market, and Italy is expected to be second with \$1.2 billion in sales by 2027. Some form of medical cannabis is now legal in 22 countries in Europe.
- Australia's legal cannabis market is forecast to grow from \$52 million in 2018 to \$200 million in 2027, representing the 5th largest cannabis market in the world.
- Israel has a small population and a long history of legal medical cannabis use. It continues to be a leader over the years in the development of cannabis pharmaceuticals.

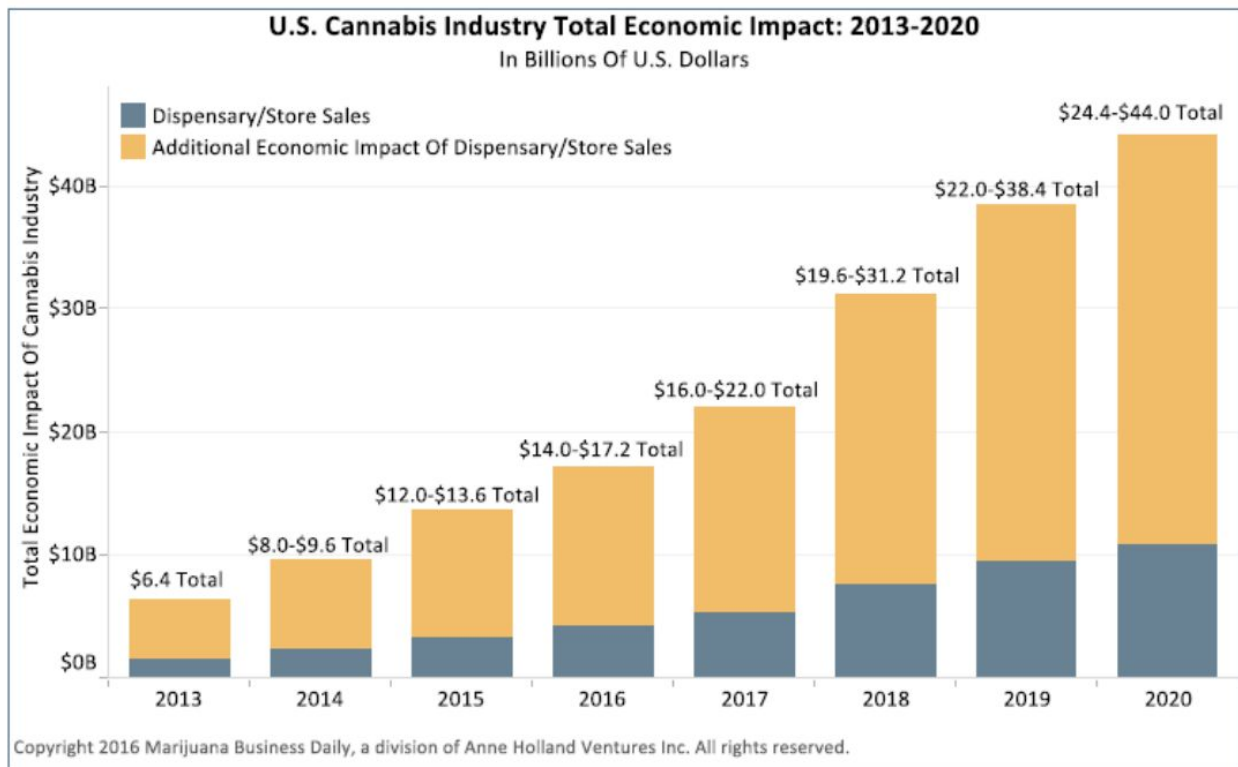
² <https://arcviewgroup.com/research/reports/>

³ <https://energiasmarketresearch.com/global-medical-marijuana-market-outlook/>

North America Cannabis Market

The North America legal cannabis market amounted to **\$12 billion** in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled **\$10.4 billion**, followed by Canada with **\$1.6 billion**. While little data is available, Mexico saw the possession of small amounts of cannabis decriminalized in 2009, and medical use for low-THC cannabis legalized in 2017. The law prohibiting its use was declared unconstitutional by the Supreme Court of Mexico on October 31, 2018 making this law generally unenforceable.

A report from cannabis industry analysts *Arcview Market Research*, in partnership with *BDS Analytics*⁴, forecast that the entire legal cannabis market in North America will reach **\$24.5 billion** in sales - a 28% annual growth rate by 2021 - as more countries and states legalize cannabis for recreational use and existing markets mature, and will grow to **\$47.3 billion** by 2027.



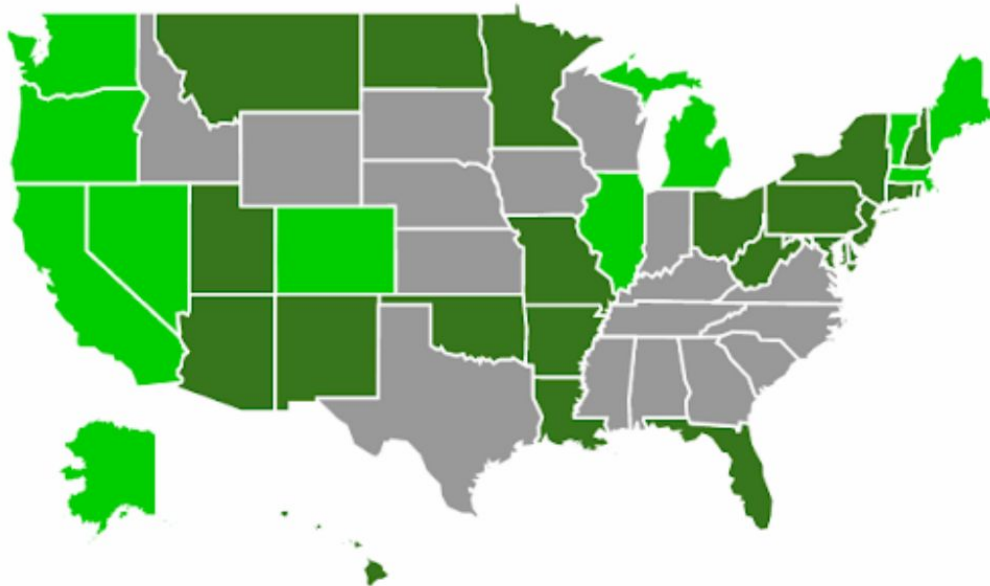
⁴ <https://bdsanalytics.com>

U.S. Cannabis Market

In 2018, 62% of Americans reported supporting cannabis legalization, double the 2000 figure of 31%. Although the use of cannabis is illegal under federal law and the Controlled Substances Act of 1970 which classes cannabis as a schedule I drug, more than 60% of U.S. states have legalized it in some form. Most states legalized it only for medical purposes, but eleven states - Alaska, California, Colorado, Illinois, Maine, Massachusetts, Michigan, Nevada, Oregon, Vermont, and Washington - have gone further, legalizing cannabis for recreational use. As a result, 33 states, the District of Columbia, Puerto Rico, Guam, the Northern Mariana Islands, and the U.S. Virgin Islands have effective medical cannabis laws, and 11 states and the District of Columbia now allow cannabis for adult use.

According to *Statista*⁵ there are about 10,000 active cannabis business licenses for cannabis businesses in the U.S., including cultivation, extraction, manufacturing, retail, distribution, and testing licenses. The industry employed 121,000 persons in 2017 and 259,000 persons in 2018. If the cannabis market sustains its current growth trend, the number of people engaged in that industry could reach about 500,000 by 2022 according to *New Frontier Data*.

States where cannabis has been legalized.



⁵ <https://www.statista.com/statistics/596641/us-cannabis-number/>

U.S. Wholesale Pricing Benchmarks

The U.S. Spot fell by 21.8% from the opening to the closing week of 2018. Additionally, for Q4, the national composite rate averaged \$1,094 per pound, off by 32.8% compared to the quarterly average price of \$1,417 per pound, documented in the same period in 2017. Yet Q4 2018's mean going rate is off by only 2.2% from Q3's quarterly average price of \$1,119 per pound. Rising rates in California, Colorado, and Oregon in the wake of the fall harvest period worked to mitigate the quarter-over-quarter downturn. The current Massachusetts wholesale spot price is estimated to be \$2,000.

- 2016 U.S. Spot Index average = \$1,789
- 2017 U.S. Spot Index average = \$1,562
- 2018 U.S. Spot Index average = \$1,194
- 2019 U.S. Spot Index average = \$1,411
- 2020 U.S. Spot Index average = \$1.422 (YTD)

Massachusetts Cannabis Market

With the passing of new legislation, legalized cannabis is the fastest growing U.S. Industry. According to *ArcView Market Research*, the U.S. national legal cannabis market value is now assessed at \$6.7 billion, comprising all states that have active and open sales of cannabis to people legally allowed to possess it under state law. The national market is projected to grow from current levels to \$24.1 billion by 2025 according to *New Frontier Data's* 2017 Executive Summary. On November 8, 2016, Massachusetts voters approved the adult recreational use of cannabis. In 2017, an eight-person Cannabis Control Commission (CCC) was appointed by the Massachusetts state government to write the draft regulations for the law. The final regulations were released in April 2018, outlining the requirements for cultivation, production, security, transport, and retail sale of cannabis to consumers over 21 years of age. The opening and legalization of the Massachusetts adult-use cannabis market have seen a great many players of all sizes looking to claim their share of the market. The initial phases of this liberalization will likely witness much innovation, novelty, and social exploration. Data shows that many retailers have applied for licenses and that successful applicants will naturally need products to sell. The initial "novelty-factor" of legalized cannabis will (if legalization in other states is anything to go by) likely lead to an initial surge in sales leading to shortages of supply, followed by a modest downward trend towards stabilization in sales on the market as a whole.

Sales & Marketing Strategy

Marketing Plan

As cannabis is illegal under federal law, state governments and online advertising platforms are placing strict rules on how companies can market their products. Google, Facebook, and Twitter all have advertising policies that restrict the promotion of the sale of cannabis. Google's policy prohibits ads that promote "substances that alter a person's mental state for the purpose of recreation." And Twitter bans "illegal drugs" as well as substances that cause "legal highs." Instagram and Facebook have decided to go a step further by removing pages of cannabis related businesses. Similarly, local mainstream media and advertising channels are reluctant to expose themselves to the divisiveness that cannabis continues to excite.

The most effective strategies for legal cannabis companies are direct marketing at industry conferences and other events, and building communities around cannabis-related concerns such as health and wellness. Our marketing and sales strategy will be based on generating long-term, personalized relationships with manufacturers and adult-use stores.

Our marketing and advertising campaign activities will include:

- Meeting with distributors and retailers
- Email Marketing
- Advertisements and articles in thematic magazines
- Business events and conferences
- Business and industry associations
- Brand development Brochures and collateral
- Website development with search engine optimization
- Cannabis business directories and platforms such as;
 - WeedMaps offering 7,750 listings throughout the U.S., Canada, and Europe. WeedMaps has 7.96 million visits each month.
 - Leafly is a cannabis information resource that connects consumers with their desired strains and products. Leafly has 10 million monthly visitors.
 - Both Cannasaver and Cannabis Coupon Codes are websites that offer cannabis and cannabis-related coupons. These sites enjoy visitor numbers of 120,000 per month, and an estimated 80,000 per month, respectively.

Competitive Landscape

Companies in the cannabis industry typically compete on product type, quality, volume, and reliability. As a result of the maturity of a once illicit market, price competition, while an important factor, has widely recognized norms and expectations. While these historical conditions may, superficially, appear to make competing on the price a somewhat lower expectation, the volume of potential cultivators makes price point pressures a genuine possibility. We will counter this with a robust pricing strategy that ensures the Cost of Goods Sold is carefully balanced against a potentially variable sales price providing revenue stability and continued profitability. We will produce a variety of high-quality strains and unique product profiles in a quantity and frequency that will allow us to carve ourselves a substantial niche in the promising pure flower and THC edible markets. While the major players in the market may be expected to exert some form of price pressure, their growing and production techniques are geared towards a mass-market product that many consumers feel does not retain sufficient integrity for sophisticated cannabis use and can strip essential flavors and benefits from the product. We will counter the pressure from the major players with the outstanding quality of our flower and THC-infused products.

Direct Competition

Our direct competition will, unsurprisingly, come from cultivators, manufacturers that grow, produce and sell similar products with the same (or higher) quality and volume. The exact nature of such competition is difficult to quantify as the state of Massachusetts is in the early stages of issuing adult-use cannabis licenses. At the same time, many towns in Massachusetts have implemented outright bans on the cultivation and sale of cannabis, or have introduced moratoria to keep the cannabis industry at arms length and allow themselves greater time to adopt appropriate bylaws. These actions serve to limit competition and reduce the number of available locations.

Competitive advantages:

- A well-rounded executive team with extensive business experience
- Sufficient volume to become a market force
- Premium product quality
- Competitive pricing
- Year-round growth
- Timing of entry into the marketplace

Target Market

The broad thrust of the Massachusetts cannabis market will aim to serve men in the 21-40 years age group primarily. While this is a market our retail and wholesale customers will undoubtedly intend to exploit, anecdotal evidence suggests that the real growth market lies elsewhere. We aim to direct our products, marketing, and branding at three additional groups that we see as the emerging market;

- **Consumers over 40 years old** – Those over 40 years old are statistically the highest earners in the household. They are more likely to have mature, sophisticated tastes, more aches and pains, a greater appreciation for high-quality products, and a willingness to pay for this higher quality.
- **Adult women consumers** – With a tendency for the industry to aim marketing at men in the 21-40 years age group, women struggle to find products with which they can readily identify. Our products will be presented, packaged and branded in a manner that women will find attractive, and that will demonstrate that cannabis is a product for them rather than a male-dominated culture to which they must adapt.
- **Independent medical consumers** – While medical cannabis dispensaries will undoubtedly continue to thrive in one form or another, many current medical cannabis patients are simply adult-use consumers leveraging medical cannabis as a means to legitimize their purchase and use of cannabis. The advent of adult-use retail outlets will effectively eliminate the need for such “patients” to visit dispensaries in order to meet their cannabis needs. Genuine medical consumers, with a good understanding of which form of cannabis offers them the benefits that they seek, and new medical consumers, who prefer to explore the benefits of cannabis through anecdotal advice or recommendations, will probably do so through retail outlets rather than medical dispensaries.

Target Sales Market

Wholesale sales of cannabis are strictly limited to licensed retail outlets, manufacturers, distributors, and, in the future, cannabis cafes and smoke clubs. The location, presence, and licensing status of these establishments will be publicly available through a single online source. Regulations currently preclude opportunities for online purchases as the transportation of cannabis products is strictly regulated. Similarly, home delivery licenses, once permitted, will be heavily regulated.

As a cultivation and manufacturing facility, our target sales market must include all legitimate sales channels with our focus on the market sectors that offer the greatest opportunities for returns. We intend to sell our products to all of the above groups as appropriate.

There are currently 50 medical cannabis outlets in the state, all of which will likely make a rapid transition to selling recreational cannabis or supplying cannabis to retail outlets. There are 31 retail stores, 21 cultivators, 20 manufacturers, and 3 distributors licensed for adult-use business in the Commonwealth of Massachusetts. It is anticipated that a further 57 retail stores, 46 cultivation facilities, 38 manufacturers, and 3 distributors will commence operations within the next eight months

Financial Snapshot:

Annual Revenues (E)	Year One	Year Two	Year Three	Year Four	Year Five
Wholesale Flower Sales	-	6,767,770	9,691,514	11,232,000	11,232,000
Wholesale Product Sales	-	4,662,618	6,676,916	7,738,225	7,738,225
TOTAL	\$-	\$11,430,388	\$16,368,430	\$18,970,225	\$18,368,225

Operating Plan

Cultivation Facility

ACMJ Inc will create an indoor cultivation facility with a 10,000 sq/ft of canopy in a multi-level configuration. This space will be subdivided to create zones for cloning, propagation, vegetative and flower growth. Our cultivation and processing areas will include:

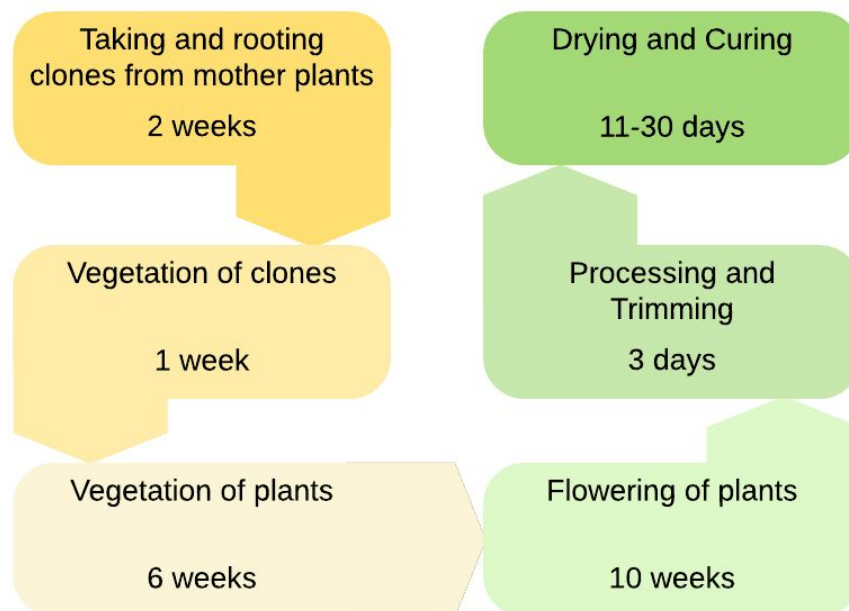
- Mother and Cloning room - This is the space in which “mother” plants are cared for, and from which “cuttings” are derived to create rooted clones.
- Vegetative growth room - It is here that each plant will be cultivated, trimmed, and nurtured to develop the optimal size prior to triggering the flowering cycle.
- Flowering room - The plants are placed in a dedicated flowering room that operates in a light cycle designed to trigger and promote the growth of flowers, or bud.
- Drying & trim room - Harvested flowers will be trimmed and hung to dry. Plant waste or “trim” will be passed on to the extraction process. The high-grade flower, once correctly dried, will move on for curing.
- Curing room - The correctly trimmed and dried flower will now be allowed to cure, or mature, in an environment that offers optimal temperature and humidity. Once perfectly cured the flower may be packed, either in bulk packages, or in individual, shelf-ready weights of one eighth, one quarter, and one half ounce.
- Extraction Room - This space will be equipped to facilitate the extraction of cannabis oils and tinctures from the cultivated popcorn bud, trim, and plant waste. Our environmentally-friendly process offers superior yields of food-grade cannabis extract while maintaining the distinctive flavor profiles that define our high-quality strains.
- Manufacturing Room - This space will be fitted and equipped to accommodate a commercial kitchen, preparation, and mixing equipment.
- Packaging Room - Here the final product will be prepared for transportation and delivery. This room will be equipped with state-of-the-art packaging and labelling equipment.

Design and Layout

The light industrial nature of our chosen location provides an ideal space in which to create a properly designed cultivation space that provides the required environment to produce reliable, consistent cannabis crops. Indoor cultivation facilities inherently depend on intelligent grow lights that closely replicate the full spectrum of natural light that the plants require for optimal growth at each stage of their development. Air filtration and circulation systems are essential for controlling temperature and exhaust odors. The choice of systems will be closely dependent upon the lighting system chosen as these are the primary source of heat.

A variety of irrigation systems are typically employed for growing cannabis in an indoor environment, including hydroponic flood benches, and trough benches. Our facility will use drip irrigation as this offers extremely low water consumption and precision nutrient application. Nutrients are supplied through a fertigation system that feeds into the irrigation system. Careful nutrient management helps ensure the maximum production yield.

The ideal humidity is achieved and maintained through the carefully balanced application of commercial dehumidifiers, and air circulation. CO2 levels are carefully maintained and ensured by a centralized CO2 emission and monitoring system. Environmental automation lies at the heart of the operation. A computerized control system controls and monitors all the nutrient, light, air circulation, humidity, and irrigation needs of the plants.



Physical Security Plan

The Building

Our cultivation facility will be located on the 2nd floor of 532 Main Street, Holyoke in Massachusetts. Our chosen location lies in a correctly-zoned, light industrial complex and has recently undergone extensive refurbishment with the replacement of the entire roof, a state-of-the-art fire and life safety systems, and the scheduled installation of an elevator serving all floors. The first floor of the building will contain two cannabis retail stores and a planned coffee shop together with a number of non-cannabis tenants. The building lies two blocks from the Holyoke Police Department and enjoys excellent intrinsic security features that make it ideal for the stringent security requirements of local and state regulations. Access to the 2nd floor may only be made via the elevator or the two stairwells. Use of these entrances requires a swipe-card or key. All approaches, both inside and outside of the building are monitored by security cameras at all times. The City of Holyoke prefers that an external video camera with a direct feed to the Holyoke Police Department together with an armed, external guard, be placed and provided by all licensed cannabis establishments in the municipality.

The Cannabis Control Commission requires extensive, remotely-monitored video surveillance and alarm systems. All deliveries and shipments are loaded or unloaded within a secure sally port offering additional security for facility staff. Security systems will be provided by American Alarm, a leading provider with direct experience of the challenges of the licensed cannabis industry. All security plans will be approved by the Holyoke Police Department and the Commission prior to execution and following commissioning.

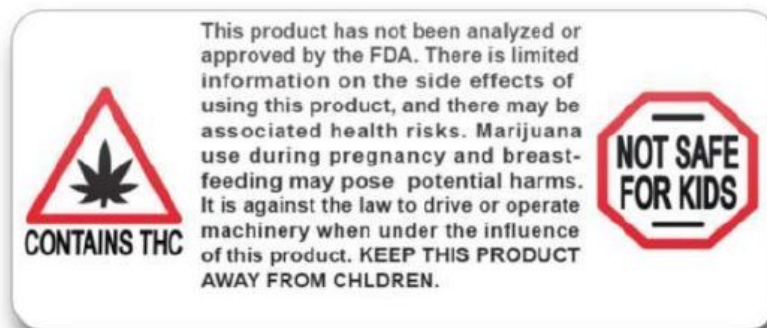
Transportation

Transportation of cannabis between licensed Marijuana Establishments may only be carried out by registered Marijuana Establishment Agents using specially equipped and inspected vehicles. Each vehicle will have a climate control system which provides adequate temperature and humidity control. For security reasons, all transportation vehicles are unmarked. Each vehicle contains a lockable, purpose built, security cage that is securely fitted to the vehicle. All vehicles are equipped with a permanently mounted GPS tracking device and two, two-way communication systems.

Packaging and Labeling

The Cannabis Control Commission has outlined strict regulations for packaging and labeling of cannabis products. This labeling includes information that clearly identifies the source, batch, type, and quantity of product together with a number of use warnings including the following statements:

1. Schedule 1 Controlled Substance
2. Keep out of reach of children and animals
3. The intoxicating effects of this product may be delayed by up to two hours
4. The product may impair the ability to drive or operate machinery. Please use extreme caution.



Testing Requirements

No cannabis product may be sold wholesale, or at retail without first being tested by a CCC-licensed testing laboratory. ProVerde Laboratories, Inc. (PVL) in Medford, MA, will fulfill all laboratory testing requirements for the Company as per state regulations.

PVL can advise on:

- Production Facility design
- Strain selection and blending of strains to meet desired composition of material for production
- Development of delivery systems consistent with the regulations
- Develop a variety of dosing levels for the selected product line
- Develop a staffing plan for the lab and production quality control supervision for products being developed and produced in the facility

Organizational Structure

Leadership

Chief Executive Officer - Jawed Halepota Jawed is a serial entrepreneur, established Chef, and advocate for the benefits of Cannabis. Since founding his first venture, HSH Culinary LLC in 2015, he has worked with, and developed relationships with, NBA and NFL players through connecting professional athletes with Chefs. Jawed is currently involved with Baller Food, ACMJ, and the Ripe App. Jawed earned his B.S. from St. John's University and graduated from the Institute of Culinary Education with Highest Honors.

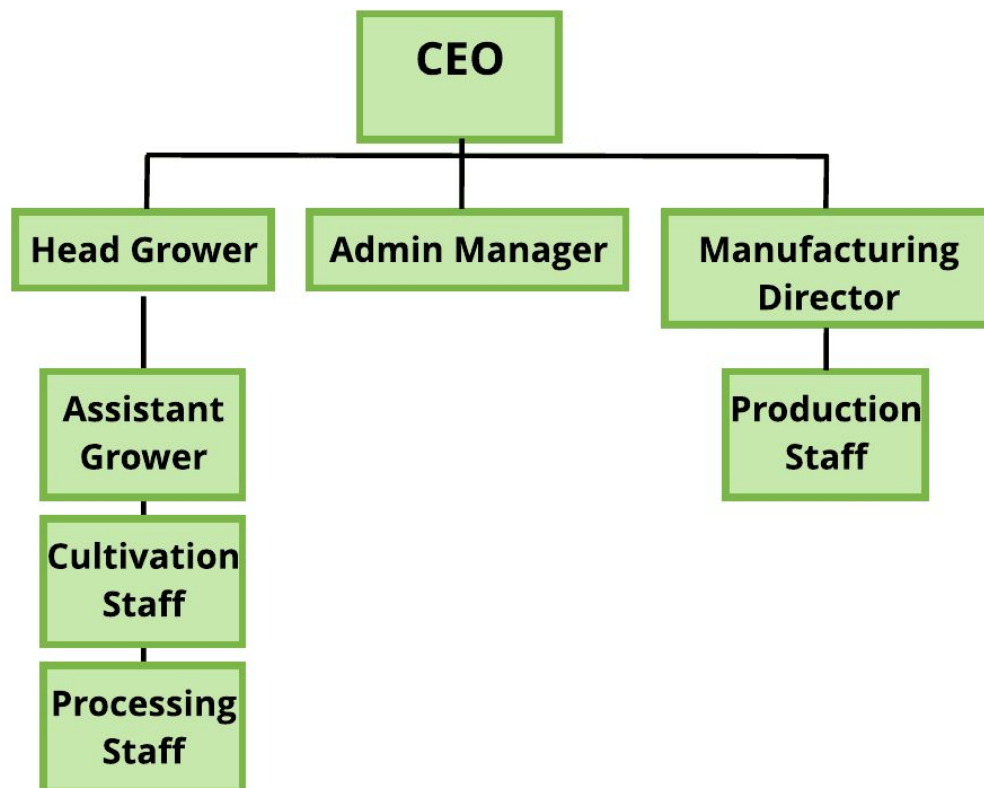
Head Grower - Steve Fontana Steven Fontana has almost two decades of medium-scale marijuana cultivation in the unregulated free market and enjoys an enviable reputation for both quality and yield. Aply assisted by Eric Ortiz, his passion for marijuana is in part supported by the medical benefits realized following a diagnosis of ulcerative colitis in 2006. Steven graduated from SUNY Farmingdale in 2006 with a BS in applied mathematics. His career to date has provided broad opportunities and found him working in the healthcare, legal, and financial industries.

Compliance and Operations Support - Greenglove Consulting, LLC Ezra Parzybok, and Mark Jarvis, Principal Consultants at Greenglove will provide compliance and operations management support services during the initial phases of start-up with an initial hands-on approach tapering off to a purely advisory role as the final operations and management team coalesces. Ezra is an acknowledged advisor on the medical uses of marijuana and the author of the book, *"Cannabis Consulting: Helping Patients, Parents, and Practitioners Understand Medical Marijuana"*. Mark has extensive experience in operational management and the development of start-ups and fledgling enterprises, specializing in workflow management, systems management, administration, and compliance.

Board of Advisors

Others to be determined

Richard M. Evans, a western Massachusetts lawyer, figured prominently in the statewide effort to legalize marijuana. In 1981, he authored the first comprehensive regulation/taxation plan to be introduced as legislation in any state. As a member of NORML's board of directors in the 90s, he was the moving force behind their Principles of Responsible Cannabis Use, now adopted worldwide, and was awarded NORML's Lifetime achievement Award in 2011. His numerous op-eds and other writings helped shape and propel the counter-prohibitionist narrative. In 2016, he chaired the Yes on 4 initiative campaign committee, and served on the drafting committee.



Personnel Plan

Despite the management staff providing the essential knowledge and experience, cannabis cultivation is still relatively labor-intensive. When estimating the number of additional staff certain unknowns have been preemptively accounted for, including taking into account staffing needs against the background of everyday life. We have accordingly made allowances for sickness, personal days, vacations, and the like. The following positions will be filled to meet needs at full operation. The hiring schedule will be timed to meet production needs and is expected to roll out in accordance with the headcount table below:

Staffing Headcount

	Yr 1	Yr 2	Yr 3	Yr 4	Yr 5
Chief Executive Officer	1	1	1	1	1
Chief Product Specialist	1	1	1	1	1
Master Grower	1	1	1	1	1
Asst Master Grower	2	2	2	2	2
Manufacturing Director	1	1	1	1	1
Warehouse Manager	1	1	1	1	1
Admin Manager	1	1	1	1	1
Cultivation Staff	4	4	8	8	8
Processing Staff	4	4	8	8	8
Production Staff	4	4	8	8	8
Edible Production Staff	2	2	4	4	4
Transportation Staff	1	1	1	1	1
Maintenance Staff	2	2	2	2	2

Ownership

Ownership and equity in ACMJ Inc will be divided among the principal shareholders in, as yet, undecided manner.

Financial Plan

Licensing

Capex/Opex Capital

Our business plan demonstrates a need for \$1,334,080 in capital expenditure for space preparation, fit-out, systems, and equipment, \$565,920 to meet initial operational expenditure, and an additional \$100,000 of contingency operational funds with the expectation of establishing a strategic cash reserve of \$500,000

License Application

The process for license application is divided into three "packets." These packets may be submitted simultaneously or sequentially. Each packet must be approved before the next will be considered. However, all packages must be submitted before any review commences. All three packages must be fully approved before a provisional license will be granted. Once a provisional license has been granted the state will verify the approval of the relevant municipality. Subsequently, the state will perform specific inspections before issuing a full license. No cultivation or manufacture may begin before a full license has been granted.

Construction, Fit-out and Systems Acquisition

The state of Massachusetts imposes substantial demands regarding systems and administration for Marijuana Establishment operators. State law provides powers to impose fines for violations of these regulations. Accordingly, it is essential that we ensure that our systems, policies, and administrative routines are robust, compliant and efficient before any state inspection and the subsequent commencement of operations.

ACMJ facilities and equipment will be constructed, installed and commissioned under the supervision of an expert indoor grow system vendor. The "breaking ground" to "ribbon-cutting" timeline is estimated to be 6 months. Order and acquisition of the technical systems must be done as early in the process as possible to mitigate potential lead-time conflicts.

First Seed and First Sales

Once the above steps have been taken propagation of our first batch of cannabis may begin. Initial crops will use selected strains with shorter growing times that will allow us to rapidly harvest and generate revenue. Once harvested, the plants will be divided into flower, popcorn bud, and trim. All of the flower will be trimmed, dried, and cured for use in our pure flower product, while the popcorn bud and trim will be macerated and used in the extraction process for our THC-infused products. Finished products will be packaged and prepared for delivery to our retail outlets or to be sold wholesale to other vendors in "shelf-ready" packaging.

Price/Profitability Projections

It's important to note a few keys to this plan and how pro forma projections have been calculated. Our yields are conservatively based on known standards in the industry which this plan has rounded down by approximately 10-20%. For example, we have calculated a yield of 40g of flower per sq/ft of canopy in the flowering sections of the facility. We know, based on experience, that we can produce closer to 50g per sq/ft., however. We have chosen to adopt a conservative approach to yield estimation as a form of contingency. Similarly, we intend to use a portion of our concentrate to make edibles. Concentrate used in this manner will create a product that offers a 2-3 times greater profit margin than sales of concentrate alone. It is both challenging and speculative to estimate the likely sales of edibles at this stage. Therefore, for the purposes of this business plan, we have chosen to demonstrate projections based on sales of concentrate alone rather than sales of edibles. This, again, allows us to demonstrate a conservative default position as a form of contingency.

Sales price points have been estimated following a study of the sales patterns and trends in the states of Colorado, California, Washington, and Oregon. Since these states have a longer cannabis sales history than Massachusetts, their pricing trends over the past 2-3 years are useful and relevant to our projections. We have also considered current black-market pricing in Massachusetts along with the Cannabis Benchmark.

Assumptions

The following pro forma financial statements are based upon a number of financial assumptions:

- An average Massachusetts wholesale cannabis price of \$2,000
- 3% inflation year-on-year
- 3% increase in market prices year-on-year
- Anticipated yield yield around 3,250 lbs of pure flower (or bud), and a further 3,583 lbs of trim per year (increasing in year three to 6,500 lbs of flower, and 7,166 lbs of trim per year).

IRS Code 280E

ACMJ's profit and loss projection includes several idiosyncratic factors associated with a cannabis cultivation operation. Firstly, revenue fluctuations are a result of harvest cycle timing. Management will work to refine these cycles to normalize revenues as efficiently as possible. Our corporation tax forecast takes into consideration the impact of IRS 280E on marijuana-related businesses. In summary, certain operating expenses are deemed non-deductible for federal income tax purposes. These expenses are identified as "SG&A" expenses in our forecast (see Assumption Summary). **Our forecast assumes that on average 34% of total operating expenses are deemed "non-deductible".** If and when the federal government passes legislation such that these expenses become tax-deductible, ABL's bottom line will improve significantly.

Summary Pro Forma Profit & Loss Statement

Revenue	Year One (12k)	Year Two (12k)	Year Three (24k)	Year Four (24k)	Year Five (24k)
Wholesale Flower Sales	-	3,970,425	6,621,525	9,496,658	9,984,000
Wholesale Product Sales	-	8,206,208	13,685,590	19,628,013	20,635,268
Net Sales	\$-	\$12,176,633	\$20,307,115	\$29,124,672	\$30,619,268
COGS (Deductible)					
Grow room consumables	117,500	336,436	561,079	804,705	846,000
Cultivation Utilities	219,144	627,471	1,046,441	1,500,816	1,577,834
Cultivation Testing	45,300	162,134	270,392	387,799	407,700
Manufacturing Extraction	18,117	79,119	131,948	189,241	198,953
Product Packaging	10,152	48,447	80,795	115,877	121,824
Manufacturing Consumables	515,882	1,136,244	1,894,928	2,717,725	2,857,191
Manufacturing Testing	33,975	162,134	270,392	387,799	407,700
COGS (Deductible) TOTAL	\$960,069	\$2,551,985	\$4,255,975	\$6,103,963	\$6,417,201
COGS%	0.00%	20.96%	20.96%	20.96%	20.96%
Expenses (Non-deductible)					
Lease + NNN	97,308	194,616	389,232	389,232	389,232
Startup & Expansion Costs	2,003,233	2,003,233	22,775	22,775	22,775
Cultivation/Production Mgmt	563,500	1,220,505	1,359,504	1,471,960	1,452,839
Labor	82,524	640,698	1,319,838	1,359,433	1,526,183
Security & Surveillance Monitoring	7,800	8,060	8,463	8,547	8,547
General Utilities	30,000	30,999	61,998	61,998	61,998
Banking & Payment Processing	12,000	365,299	503,252	873,740	918,578
Permits, Licenses & Applications	-	15,000	17,500	17,500	17,500
Software	4,000	12,400	24,799	25,047	25,047
Waste Disposal	12,000	12,400	37,199	37,199	37,199
Insurance	24,000	24,799	49,598	49,598	49,598
Professional Fees	18,000	18,599	55,798	55,798	55,798
General Admin Overhead	4,000	18,599	55,798	55,798	55,798
General Distribution	5,000	21,699	65,098	65,098	65,098
Expenses (Non-deductible) TOTAL	\$2,863,365	\$4,586,906	\$3,970,853	\$4,493,724	\$4,686,192
Income from Operations	(\$3,823,434)	\$5,037,743	\$8,548,254	\$18,526,985	\$19,515,875
Community Impact Fee @ 3%	-	365,299	503,252	873,740	918,578
Other expenses TOTAL	\$-	\$365,299	\$503,252	\$873,740	918,578
EBITDA	(\$3,823,434)	\$4,307,145	\$7,541,749	\$16,779,504	\$17,678,719

Summary Pro Forma Cashflow Statement

	Year 1 (12k)	Year 2 (12k)	Year 3 (24k)	Year 4 (24k)	Year 5 (24k)
Beginning Cash Balance	-	1,434,507	3,827,184	6,368,933	6,569,318
Startup Capital	5,000,000	-	-	-	-
Cash Receipts		-	-	-	-
Cash Sales	-	10,058,742	16,775,082	24,058,994	25,293,634
Beginning Cash Balance + Cash Sales	\$5,000,000	\$11,493,249	\$20,602,266	\$30,427,927	\$31,862,952
Cash Paid Out					
Cost of Goods Sold	960,069	2,551,985	4,255,975	6,103,963	6,417,201
Lease + NNN	97,308	194,616	389,232	389,232	389,232
Cultivation/Production Management	563,500	1,220,505	1,380,873	1,471,960	1,452,839
Labor	82,524	640,698	1,319,838	1,359,433	1,526,183
Security & Surveillance Monitoring	7,800	8,060	8,463	8,547	8,547
General Utilities	30,000	30,999	61,998	61,998	61,998
Banking & Payment Processing	12,000	365,299	609,213	873,740	918,578
Permits, Licenses & Applications	-	15,000	17,500	17,500	17,500
Software	4,000	12,400	24,799	25,047	25,047
Waste Disposal	12,000	12,400	37,199	37,199	37,199
Insurance	24,000	24,799	49,598	49,598	49,598
Professional Fees	18,000	18,599	55,795	55,798	55,798
General Admin Overhead	4,000	18,599	55,798	55,798	55,798
General Distribution	5,000	21,699	65,098	65,098	65,098
Hard Startup & Expansion Costs	1,980,458	1,980,458	-	-	-
Soft Startup Costs	22,775	22,775	22,775	22,775	22,775
Other Expenses	-	365,299	609,213	873,740	918,578
TOTAL	\$3,823,434	\$7,504,190	\$8,730,081	\$11,471,427	\$12,021,971
Cash Paid Out (non P&L)					
Community Impact Fee @ >3%	-	365,299	609,213	873,740	918,578
Owners withdrawal	-	-	5,000,000	12,000,000	12,000,000
TOTAL	-	365,299	5,609,213	12,873,740	\$12,918,578
Total Cash Paid Out	\$3,823,434	\$7,869,489	14,572,585	\$24,345,167	\$24,940,549

CANNABIS INSURANCE PROGRAM

COVERAGE PROPOSAL

Please find your approved quote per your submission. If you have any questions, please contact your underwriter.



- | | |
|---------------------|-------------------------------|
| Section I: | Premium Summary |
| Section II: | Location & Operations Summary |
| Section III: | Coverage Summary |
| Section IV: | Coverage Form Summary |
| Section V: | Binding Requirements |

Section I

QUOTE

Quote Prepared: ACMJ, LLC

Date Prepared 03/16/2021

Broker of Record: Cannabis Insurance Consultants, Inc.

Producer: Tony Carastro

Occidental Firespecialty Insurance Company

Coverages

Quote

Rating Basis:

Coverages	Quote													
<ul style="list-style-type: none">• General Liability• Property• Product Liab	<table><tr><td>Total Premium</td><td>\$69,580.00</td></tr><tr><td>Underwriting Fee</td><td>\$1,500.00</td></tr><tr><td>Inspection Fee</td><td>\$625.00</td></tr><tr><td>Stamping Fee</td><td>\$22.41</td></tr><tr><td><u>Surplus Lines Tax</u></td><td><u>\$2,503.64</u></td></tr><tr><td>Grand Total</td><td>\$72,781.05</td></tr></table>	Total Premium	\$69,580.00	Underwriting Fee	\$1,500.00	Inspection Fee	\$625.00	Stamping Fee	\$22.41	<u>Surplus Lines Tax</u>	<u>\$2,503.64</u>	Grand Total	\$72,781.05	<ul style="list-style-type: none">• General Liability – Gross Revenue• Gross Revenue: \$2,500,000• Property – Property Values
Total Premium	\$69,580.00													
Underwriting Fee	\$1,500.00													
Inspection Fee	\$625.00													
Stamping Fee	\$22.41													
<u>Surplus Lines Tax</u>	<u>\$2,503.64</u>													
Grand Total	\$72,781.05													

Section II

Scheduled Operations:

Recreational Cannabis Cultivation & Manufacturer

Scheduled Locations:

Loc #1/Bldg #1 532 Main Street holyoke MA 01040

Section III

Coverage Summary

General Liability Coverage Limits		Occurrence Form		Premium
General Aggregate				\$2,000,000.00
Each Occurrence				\$1,000,000
Products Completed Operations				Excluded
Personal & Advertising Injury				\$1,000,000
Damage to Premises Rented to You				\$100,000
Pesticide Endorsement				\$50,000
Medical Payments				\$1,000
Stop Gap Coverage-WA Only				\$1,000,000
Hired and Non-Owned Auto Endorsement				\$0
Deductible				\$2500 (Per Occurrence)
Additional Insured Certificate	(Fully Earned)	#1		\$50.00
Primary Wording		#0		\$0.00
Waiver of Subrogation		#0		\$0.00

Property		Occidental Specialty Insurance Company (A.M. Best Rated A X)		Coverage Limits	Premium
Building		RCV, 90% Coinsurance		\$000,000.00	
		Wind and Hail Excluded			
Loss of Income		90% Coinsurance		\$100,000.0	
Cannabis Inventory/Finished Stock	ACV			\$500,000.00	
*Cannabis Finished Stock on Display is limited to				\$500,000.00	
*Cannabis Finished Stock on Display is limited to				(LOC 1)Grow	
*Cannabis Finished Stock on Display is limited to				\$00,000.00	
Outdoor Sign	RCV, 90% Coinsurance			\$250,000.00	
Indoor Grow Equipment and Tools	RCV, 90% Coinsurance			\$0.00	
Outdoor Grow Equipment and Tools	RCV, 90% Coinsurance			\$250,000	
Business Personal Property	RCV, 90% Coinsurance			\$1,500,000	
Tenants Improvements	RCV, 90% Coinsurance			\$0,000.00	
Property Deductible				\$2,500 (Per Occurrence)	
Commercial Property Endorsement	Form				Not Quoted
• Accounts Receivable				\$25,000	
• Employee Dishonesty				\$25,000	
• Money & Securities				\$25,000	
• Outdoor Property (Trees, Radio/TV, Antennas, Sign)				\$25,000	
• Outdoor Property (Trees, Shrubs or Plants)				\$500 each tree/\$2,500	
• Personal Effects and Property of Others				\$25,000	
• Property In Transit Coverage				\$ theft limit	
• Property Off-Premises				\$25,000	
• Spoilage				\$25,000	
• Valuable Papers and Records(Other than Electronic Data)				\$25,000	
Property endorsement deductible				\$500	
Note: Backed Up Sewers and Drains Endorsement is included at no charge, if Property is packaged with General Liability.					

Excess Liability \$5,000,000

Premium

Not Quoted \$25,000.00

Crop: Falls Lake National Insurance Company (A.M. Best Rated A X)

Coverage Limits

Crop Schedule:

• Seeds	RCV, 90% Coinsurance	\$0.00
• Immature Seedlings	RCV, 90% Coinsurance	\$0.00
• Vegetative Plants	RCV, 90% Coinsurance	\$0.00
• Flowering Plants	RCV, 90% Coinsurance	\$0.00
• Harvested Plants	RCV, 90% Coinsurance	\$0.00
• Finished Stock	RCV, 90% Coinsurance	\$500,000

Deductible

\$2500 (Per Occurrence)

Products Liability: Claims Made Form

• **Product Liability Coverage**

Coverage Limits

Each Claim	\$1,000,000
Policy Term Aggregate	\$2,000,000
Deductible	

• **Endorsements**

Product Withdrawal

Deductible

Retro Active Period

Date:mm/dd/yyyy

Vendor Certificate

Falls Lake National Insurance Company
COVERAGE FORMS

Section IV

Form #	Description
IL DS 00 09 08	COMMON POLICY DECLARATIONS
IL 00 03 09 08	CALCULATION OF PREMIUM
IL 00 17 11 98	COMMON POLICY CONDITIONS
IL 00 21 09 08	NUCLEAR ENERGY LIABILITY EXCLUSION ENDORSEMENT (BROAD FORM)
IL 02 70 09 12	MA CHANGES – CANCELLATION AND NONRENEWAL
IL 01 02 05 05	MA CHANGES – ACTUAL CASH VALUE
IL 01 04 09 07	MA CHANGES
IL 09 35 07 02	EXCLUSION OF CERTAIN COMPUTER-RELATED LOSSES
IL 09 53 01 15	EXCLUSION OF CERTIFIED ACTS OF TERRORISM
IL 09 85 01 15	DISCLOSURE PURSUANT TO TERRORISM RISK INSURANCE ACT
CG DS 01 10 01	COMMERCIAL GENERAL LIABILITY DECLARATIONS
CG 00 01 04 13	COMMERCIAL GENERAL LIABILITY COVERAGE FORM
CG 20 11 04 13	ADDITIONAL INSURED-MANAGERS OR LESSORS OF PREMISES
CG 21 04 11 85	EXCLUSION - PRODUCTS/COMPLETED OPERATIONS HAZARD
CG 21 06 05 14	EXCLUSION – ACCESS OR DISCLOSURE OF CONFIDENTIAL OR PERSONAL INFORMATION AND DATA-RELATED LIABILITY – WITH LIMITED BODILY INJURY EXCEPTION
CG 21 47 12 07	EMPLOYMENT-RELATED PRACTICES EXCLUSION
CG 21 49 09 99	TOTAL POLLUTION EXCLUSION ENDORSEMENT
CG 21 67 04 02	FUNGI OR BACTERIA EXCLUSION
CG 21 75 01 15	EXCLUSION OF CERTIFIED ACTS OF TERRORISM AND EXCLUSION OF OTHER ACTS OF TERRORISM COMMITTED OUTSIDE THE UNITED STATES
CG 21 76 01 15	EXCLUSION OF PUNITIVE DAMAGES RELATED TO A CERTIFIED ACT OF TERRORISM
CG 32 34 01 05	MA CHANGES
CG 03 00 01 96	DEDUCTIBLE LIABILITY INSURANCE
CG 21 44 07 98	LIMITATION OF COVERAGE TO DESIGNATED PREMISES OR PROJECT
CP DS 00 10 00	COMMERCIAL PROPERTY DECLARATIONS
CP 00 10 10 12	BUILDING AND PERSONAL PROPERTY COVERAGE FORM
CP 00 30 10 12	BUSINESS INCOME (AND EXTRA EXPENSE) COVERAGE FORM
CP 00 90 07 88	COMMERCIAL PROPERTY CONDITIONS
CP 01 40 07 06	EXCLUSION OF LOSS DUE TO VIRUS OR BACTERIA

CP 10 30 10 12	PROPERTY CAUSES OF LOSS – SPECIAL FORM
CP 10 54 06 07	WINDSTORM OR HAIL EXCLUSION
MMD 10 01 01 15	AUDIT PREMIUMS – AMENDATORY ENDORSEMENT
MMD 10 03 01 15	BACK-UP OF SEWERS, DRAINS OR SUMPS COVERAGE
MMD 10 04 01 15	COMBINATION GL ENDORSEMENT – NON CONTRACTORS
MMD 1006 01 15	EXCLUSION – ASSAULT AND BATTERY
MMD 10 07 01 15	BANNED SUBSTANCE EXCLUSION
MMD 10 08 01 15	CARCINOGENS ENDORSEMENT
MMD 1009 01 15	EXCLUSION – EMPLOYEES OF INDEPENDENT CONTRACTORS, LEASED/TEMPORARY/1099/VOLUNTEER WORKERS, CASUAL LABORERS
MMD 10 17 01 15	TOBACCO OR RELATED PRODUCTS
MMD 1011 01 15	EXCLUSION – TOTAL MOLD, MILDEW OR OTHER FUNGI
MMD 10 20 01 17	ADDITIONAL EXCLUSIONS & ENDORSEMENTS CANNABIS AND HEMP BUSINESS PROPERTY FORM
MMD 1012 01 15	EXCLUSION – PROFESSIONAL LIABILITY
MMD 1014 01 15	EXCLUSION - SEXUAL ABUSE AND / OR MOLESTATION
MMD 1015 01 15	EXCLUSION - TANNING BEDS
MMD 00 00 01 18	SHORT RATE CANCELLATION TABLE
MMD 1018 01 15	GOVERNMENTAL ACTS & CRIMINAL ACTIVITIES
MMD 1021 01 15	MINIMUM EARNED PREMIUM ENDORSEMENT
MMD 1022 01 15	EXCLUSION - AMERICANS WITH DISABILITIES ACT
MMD 1027 01 15	PROTECTIVE SAFEGUARDS
MMD 1032 01 15	ABSOLUTE ASBESTOS EXCLUSION
MMD 1033 01 15	ABSOLUTE LEAD EXCLUSION
MMD 1034 01 15	AIRCRAFT PRODUCTS AND AIRCRAFT GROUNDING HAZARDS EXCLUSION
MMD 1037 01 15	POLICYHOLDER DISCLOSURE NOTICE OF TERRORISM
MMD 1040 01 15	RESIDENTIAL EXCLUSION
CA PHN 10 16	MA CONSUMER COMPLAINT NOTICE
MMD 1047 05 17	DESIGNATED CLASSIFICATION LIMITATION
MMD 10 48 09 17	FIRE HAZARD PROPERTY MITIGATION SAFEGUARD (CALIFORNIA)
FLFCC SOS 1000 CA (07 18)	FALLS LAKE MA SERVICE OF SUIT CLAUSE
FLFCC PP 3000 (07 18)	FALLS LAKE PRIVACY POLICY
FLF CC 2018 (SLEX)	SANCTION AND LIMITATION EXCLUSION CLAUSE

D2	NON ADMITTED DISCLOSURE
MMD 10 53 09 18	EXCLUSION – RACKETEER INFLUENCED CORRUPTION ORGANIZATIONS (RICO)
MMD 10 30 10 18	FALLS LAKE TO REPORT A CLAIM

NOTE: All Falls Lake National Insurance Company forms listed above are included in this quote. If there are coverages you want included that are not, please contact underwriting with the changes you would like. All changes must be made in writing and will require approval by Cannabis Insurance consultants, LLC. all rates are subject to change.

Section V

BINDING REQUIREMENTS

No coverage is bound until accepted & approved by Cannabis Insurance Consultants, LLC. Rates are subject to change upon receipt of completed applications. The terms & conditions offered may differ from what has been requested.

Signatures and Quotes are only good for 30 days from: 03/16/21

Consult the policy for all specific terms and conditions and complete policy exclusions

BINDING REQUIREMENTS:

- NWISMMD v1.4 Application signed and dated. Please note that a signed application is required at the time binding is requested. Signatures cannot be older than 5 days.
- Criminal check authorization form
- SECTION 1-
- SECTION 1.B- Please make sure this section applies for all locations.
- SECTION 2-Please make sure this section applies for all locations.
- SECTIONS 3-7 LOC 1-Please list full physical address.
- SECTION 3-Please make sure all locations GL limits match as quoted with \$1M/\$2M limits.
- SECTION 3
- SECTION 4 LOC
- SECTION 4 LOC 3-Please confirm that applicant is sole tenant and no other buildings attached to qualify for building coverage at this location.
- SECTION 4
- SECTION 4.B
- SECTION 9-Please uncheck the property box if no loss payee is currently needed per your email.
- TRIA Form
- Inspection Requirement Form
- CA D1
- CA SL 2
- Copy of signed finance agreement
- Product Liability Year End Audit Requirement Form
- General Liability Year End Audit Requirement Form
- Please provide a copy of the permit and/or license issued by the state, city or local agency that governs cannabis related businesses. If you're license/permit is pending, please provide any other business license authorizing you to do such business in the state. Upon

receipt of your cannabis permit and/or license, please send to our underwriting department to complete the file as this is a requirement to maintain your policy in good standing. *****Please note that proof of permit or license is due within 30 days of binding to avoid cancellation.*****

- Insured signed and dated No Known Loss Letter with Insured's Legal business name included. Please date this from 1-year prior to bind request date.

Upon receipt of the above, we will determine if the premium is still valid and if coverage can be put in force. If you have any questions, please do not hesitate to contact our office. We are pleased to assist you in this regard.

Sincerely,

Cannabia Insurance Consultants, LLC
Underwriter: maria martinez
Phone: 813-489-6255
Email: tony@carastroins.com

1. Environmental Policies and Procedures -

- a. We endeavor to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. These include, but are not limited to;
 - i. In accordance with 935 CMR 500.103(4), we will, at the time of license renewal, provide a report that documents our energy and water usage over the preceding 12-month period.
 - ii. The use of natural light where possible. We use natural light where possible and only utilize supplemental lighting when needed. Our lighting system is LED-based and offers substantial energy savings when compared to HID, or High-Intensity Discharge lights.
 - iii. While not initially feasible, we hope to explore the addition of a photo-voltaic array to supplement and offset electrical demand through a renewable energy source.
 - iv. We will closely follow the development, viability, and availability of energy technology and will incorporate energy-saving systems into their technical operations once their value has been demonstrated. We are committed to the adoption and application of any technology that may practically and reliably reduce our electric demand.
 - v. We will actively pursue engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
- b. We shall 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 under 935 CMR 500.103(2).
- c. We shall adopt and use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), 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.
- d. We will adhere to the following minimum energy efficiency and equipment standards;
 - i. The building envelope for our facilities except greenhouses, will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (790 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.

- ii. The Lighting Power Densities (LPD) for cultivation space will not exceed an average of 36 watts per gross square foot of active and growing space unless otherwise determined in guidelines issued by the Commission.
- iii. Requirements 935 CMR 500.120(11)(b) and (c) shall not be required if we are generating 100% or more of the onsite load from an onsite clean or renewable resource.
- iv. Heating Ventilation and Air Conditioning (HVAC) and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code, IECC Section C.403 ASHRAE Chapter 67 as applied or incorporated by reference in (780 CMR: State Building Code).
- v. 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.

1.1. Maintenance of Financial Records Plan

Pursuant to 935 CMR 500.000, company records will be available for inspection by the Commission, upon request. All financial records will be maintained in accordance with generally accepted accounting principles. The company will maintain the following written records that are required and subject to inspection, as well as any additional documentation that it may be directed to record by the Commission:

- 1.1.1. The company will maintain business financial records, which shall include manual or computerized records of:
 - 1.1.1.1. Assets and liabilities.
 - 1.1.1.2. Monetary transactions.
 - 1.1.1.3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers
 - 1.1.1.4. Sales records including the quantity, form, and cost of marijuana products; and
 - 1.1.1.5. Inventory records as required by 935 CMR 500.105(8) and as outlined in the General Record Keeping section of our standard operating procedures.
- 1.2. The company shall fully comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- 1.3. Our point of sale systems and software are configured to separate accounting practices for marijuana products from non-marijuana products.
- 1.4. Our facility is not co-located with a medical dispensary and has no obligation to maintain an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10) and 935 CMR 500.140(6).
 - 1.4.1. General
 - 1.4.1.1. We are prohibited from utilizing software or other methods to manipulate or alter sales data.
 - 1.4.1.2. We will conduct a monthly analysis of equipment to determine that no software has been installed that could be utilized to manipulate or alter sales data.
 - 1.4.1.3. A record that this monthly analysis has been performed shall be maintained by us and made available to the Commission upon request.
 - 1.4.1.4. Should such analysis determine that software or other methods have been installed or utilized to manipulate or alter sales date, Senior management will immediately disclose this information to the Commission, and cooperate in any investigation, and take such other action directed by the Commission.
 - 1.4.2. Inventory records include:
 - 1.4.2.1. Shipping manifests
 - 1.4.2.2. Delivery and unpacking video recordings
 - 1.4.2.3. Daily sales stock withdrawal and return reports
 - 1.4.2.4. Weekly inventory reports

- 1.4.2.5. Product return reports
- 1.4.3. Salary and wages paid to each employee, stipends paid to each board member, and any 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.
- 1.4.4. All financial transactions and accounts will be entered into a proprietary accounting software by a bookkeeper specifically employed for the purpose.
- 1.4.5. The accounting software used will provide security and backup capabilities in accordance with 935 CMR 500.000 and the company security plan.
- 1.4.6. Daily sales reports will be generated by the bookkeeper and stored both digitally and as a hard copy in the records cabinet.
- 1.4.7. The accounts will be reviewed monthly by a licensed CPA.
- 1.4.8. The point of sale system software will automatically transfer all sales transactions to our accounting system for reconciliation by the bookkeeper.
- 1.4.9. The duty manager will generate a sales report from the point of sale system at the conclusion of each day. This report should be digitized and a hard copy stored in the records cabinet
- 1.4.10. Expense records
 - 1.4.10.1. duty managers and senior management may be provided with a company debit card and/or check-signing authorization. A receipt must be obtained and presented to the bookkeeper for all expenses paid through these means
 - 1.4.10.2. Documentation supporting business expenses such as statements and invoices, details of cash payments, receipts and the like must be securely stored in the records cabinet and presented to the bookkeeper for entry into the accounting software.
- 1.4.11. Contracts and Agreements - Green River Cannabis Company, Inc, will likely enter into a number of contracts and agreements with the host municipality, service providers, financial institutions, property owners etc. Such contracts and agreements include, but are not limited to;
 - Sales and Purchase agreements
 - Loan agreements
 - Rental agreements
 - Lease agreements
 - Franchise agreements
 - Sale and lease back agreements
 - Trading agreements with suppliers
 - Insurance policies
 - Legal documentationAll such documentation must be digitized and a hard copy stored in the records cabinet.
- 1.4.12. Other documents may include;
 - Deposits with utility companies
 - Contracts with telecommunications companies
 - Business registration documents and certificates
 - Business licensing documents
 - Surety bonds
 - Tax records

All such documentation must be digitized and a hard copy stored in the records cabinet.

Diversity Plan for Holyoke.

Introduction

To the extent permissible by law it is the policy of this company to promote equity among the following demographic groups:

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

The execution of this plan will be documented and reviewed annually. The outcome of this review will be provided by our company to the Commission prior to the annual renewal of our license.

Any action taken, or programs instituted, by our company for the execution of this plan will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

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

Goals

Our company has established the diversity goal of employing 30% or more women and or veterans in retail and management positions to help them achieve their goal of entering the adult-use marijuana industry.

Programs

The following programs will help effectuate the above goals:

1. Employment opportunities- when available- will be published no less frequently than annually- in "The Holyoke Sun", and "The Republican" with the objective of reaching women and veterans;
2. Distribute internal workplace information sheets, bi-annually, aimed at encouraging current employees to recommend women and veterans for employment;
3. Participate in job and recruitment fairs- no less than annually when employees are needed- that specifically target women and veterans
4. Women and veterans will be offered opportunities to shadow their immediate supervisor to help achieve a transfer of the skills, knowledge, and responsibilities that this role demands.

Measurement

Ideally, a cross-section of the individuals that are employed by our company should reflect the demographic make-up of the community that we serve. To that end we intend to focus our efforts on the following metrics:

1. Have five employment positions been created since initial licensure?
2. Have we advertised available positions in diverse media with the objective of more effectively reaching women and veterans?
3. Have we attended at least one job and recruitment fair that specifically targets women and or veterans?
4. Have women and or veterans been hired and retained for at least 30% of the available positions?
5. Have women and/or veterans been offered opportunities to engage in shadow training?
6. How many women and or veterans have chosen to engage in shadow training?

Personnel Policies and Background Checks

1. Introduction

- 1.1. Changes in Policy
- 1.2. Employment-At-Will
- 1.3. Marijuana Establishment Agent

2. Manufacturing Roles, Qualifications, Training, and Selection

- 2.1. Facility Job Classifications and Requirements:
- 2.2. Employee Training and Selection

3. Employment Policies

- 3.1. Employee Classifications
- 3.2. Equal Employment Opportunity & American with Disabilities Act.
- 3.3. Diversity Plan
- 3.4. Confidentiality.
- 3.5. Employment of Minors.
- 3.6. Employment of Relatives
- 3.7. Introductory Period
- 3.8. Personnel Records and Employee References
- 3.9. Privacy
- 3.10. Immigration Law Compliance
- 3.11. Religious Accommodation
- 3.12. Political Neutrality

4. Hours of Work and Payroll Practices

- 4.1. Pay Periods and Paydays
- 4.2. Overtime
- 4.3. Rest and Meal Periods
- 4.4. Time Cards
- 4.5. Payroll Deductions
- 4.6. Wage Garnishment

Standards of Conduct and Employee Performance

- 4.7. Anti-Harassment and Discrimination
- 4.8. Prohibited Conduct
- 4.9. Complaint Procedure
- 4.10. Attendance
- 4.11. Discipline and Standards of Conduct.
- 4.12. Dress Code
- 4.13. Safety
- 4.14. Substance and Abuse
- 4.15. Workplace Searches.
- 4.16. Social Media Policy.
- 4.17. Cell Phone Policy

5. Employee Benefits and Services

- 5.1. General
- 5.2. Group Health Insurance
- 5.3. COBRA
- 5.4. Worker's Compensation.
- 5.5. Social Security Benefits (FICA)
- 5.6. Unemployment Insurance

6. Employee Leaves of Absence and Time Off

- 6.1. General
- 6.2. Sick Days
- 6.3. Holidays
- 6.4. Pregnancy-Disability Leave
- 6.5. Workers' Compensation Leave
- 6.6. Voting Time

1. Introduction

1.1. The Employee Handbook

- 1.1.1. This Employee Handbook ("Handbook") is designed to summarize certain personnel policies and benefits of High Five. (the "Company") and to acquaint employees with many of the rules concerning employment with the Company. This Handbook applies to all employees, and compliance with the Company's policies is a condition of employment. This Handbook supersedes all previous employment policies, written and oral, express and implied. The Company reserves the right to modify, rescind, delete, or add to the provisions of this Handbook from time to time at its sole and absolute discretion. This Employee Handbook is not a binding contract between the Company and its employees, nor is it intended to alter the at-will employment relationship between the Company and its employees. The Company reserves the right to interpret the policies in this Handbook and to deviate from them when, in its discretion, it determines it is appropriate.

1.2. Changes in Policy

- 1.2.1. Since our business is constantly changing, the Company expressly reserves the right to revise, modify, delete, or add to any and all policies, procedures, work rules, or benefits stated in this handbook or in any other document, except for the policy of at-will employment as described below. Nothing in this employee handbook or in any other document, including benefit plan descriptions, creates or is intended to create a promise or representation of continued employment for any employee. Any changes to your at-will employment status, described below, must be in writing and must be signed by the Company.
- 1.2.2. With respect to all other changes to Company policies, we will notify you of these changes in writing. No oral statements or representations can in any way alter the provisions of this Handbook. Changes will be effective on dates determined by High Five. and you may not rely on policies that have been superseded.
- 1.2.3. **If you are uncertain about any policy or procedure, please check with your Supervisor or Human Resources Manager.**

1.3. Employment-At-Will

- 1.3.1. Employment with the Company is on an at-will basis, unless otherwise specified in a written employment agreement. You are free to resign at any time, for any reason, with five days notice. Similarly, the Company is free to conclude the employment relationship at any time for any lawful reason, with or without cause, and with five days notice.
- 1.3.2. Nothing in this Handbook will limit the right of either party to terminate an at-will employment. No section of this Handbook is meant to be construed, nor should be construed as establishing anything other than an employment-at-will relationship. This Handbook does not limit management's discretion to make personnel decisions such as reassignment, change of wages and benefits, demotion, etc. No person other than the Executive Director, President, or a member of the Board of Directors has the authority to enter into an agreement for employment for any specified period of time or to make an agreement for employment other than at-will terms. Only the Executive Director, President, or member of the Board of Directors of the Company has the authority to make any such agreement, which is only binding if it is in writing and signed by the President of the Company.

1.4. Marijuana Establishment Agent - Background Checks

- 1.4.1. The Commonwealth of Massachusetts requires that all board members, directors, employees, executives, managers, or volunteers of a Marijuana Establishment must be 21 years of age or older and in possession of a state-issued Registration Card. Consequently, all those described above are subject to extensive background checks.
- 1.4.2. Executive officers, managers and employees of a Licensed Marijuana Establishment shall apply for registration for all of its board members, directors, employees, executives, managers, and volunteers who are associated with that Marijuana Establishment.
- 1.4.3. The Commission shall issue a registration card to each individual determined to be suitable for registration. All such individuals shall:
 - 1.4.3.1. be 21 years of age or older;
 - 1.4.3.2. 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
 - 1.4.3.3. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.
- 1.4.4. The Commonwealth of Massachusetts requires, as a condition of employment in a Licensed Marijuana Establishment, the possession of a valid marijuana establishment agent Registration Card. No board member, director, employee, executive, manager, or volunteer may be engaged by a Licensed Marijuana Establishment without possession of a valid Registration Card.
- 1.4.5. Consequently, denial or revocation of a registration card by the Commission will render any individual unemployable by a Licensed Marijuana Establishment. This may lead to the withdrawal of offers of employment or appointment in the event of a denial of a registration card, and immediate dismissal in the event of revocation of a registration card.
- 1.4.6. The Company shall notify the Commission no more than one business day after a marijuana establishment agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the Company..
- 1.4.7. Registration cards are valid for one year from the date of issue, and may be renewed on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.
- 1.4.8. After obtaining a registration card for a marijuana establishment agent, the Company is responsible for notifying the Commission 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.
- 1.4.9. All marijuana establishment agents shall carry the registration card associated with the appropriate Marijuana Establishment at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.
- 1.4.10. A marijuana establishment agent affiliated with multiple Marijuana Establishments shall be registered as a marijuana establishment agent by each Marijuana Establishment and shall be issued a registration card for each establishment.

2. Manufacturing Roles, Qualifications, and, Training

2.1. Facility Job Classifications and Requirements:

- 2.1.1. **Operations Manager** - The operations manager is the face of the facility. The manager must interface with staff, law enforcement, vendors, and customers. The principal responsibility of the operations manager is to coordinate and facilitate the operations of the facility. They must maintain records, have contact with suppliers and the grow site, embrace customer service and understand marketing. They will train employees and decide which products to process and manufacture, and determine best pricing based on market conditions. They are responsible for keeping up with all changes in local and state law regarding operation of the facility. The most important job of the store manager is to ensure the security and integrity of our inventory.
- 2.1.2. **Wholesale Sales Agent** - The store has a need for retail professionals who can communicate articulately and passionately with customers about a wide range of cannabis products. Desirable backgrounds include previous marijuana vertical experience, sales, pharmacy, education, and customer service. Knowledge of cannabis, the varieties of cannabis, and their effects is highly relevant. They must be keenly aware of the difference of Indica, Sativa and their hybrids. A sales agent will maintain records in accordance with the Operations Manual, serve customers, offering advice and recommendations, be mindful and vigilant in terms of security, and diversion. Sales agents will be trained by the operations manager. This position may be full-, or part-time.
- 2.1.3. **Production Associate** - Our facility has an ongoing need for production associates to process and manufacture our range of cannabis products. This product range includes, but is not limited to:

Edibles
Extracts
Pre-rolls
Tinctures
Beverages
Vape pens

Production associates will be required to possess or undergo training in the following manufacturing skills:

Extraction
Weighing
Measuring
Filling cones
Freezing
Drying

As with all employees, their duties include ensuring the integrity of the facility's security systems and protecting the facility and its customers from outside criminal disturbance. Desired backgrounds include previous marijuana vertical experience, pharmacy, education, and customer service. Knowledge of cannabis,

the varieties of cannabis, and their effects is highly relevant. They must be keenly aware of the difference of Indica, Sativa and their hybrids. A production associate will maintain records in accordance with the Operations Manual, fulfill production routines, offering advice and recommendations, be mindful and vigilant in terms of security, and diversion. Production associates will be trained by the operations manager. This position may be full-, or part-time.

2.2. Employee Training and Selection

2.2.1. Our production facility is looking for motivated, friendly, articulate and compassionate people to help create our products and provide our customers and consumers with the finest cannabis products available. We look for people with the above attributes and certain preferred core skills. We are willing to train others in order to ensure workforce diversity. Some of the desirable backgrounds we are looking for include sales, pharmacy, and those with previous experience in the cultivation, processing, and sale of cannabis products through various networks. Previous work experience in a medical or production marijuana facility is highly desirable. We generally train all employees in the following subjects, but tailor each course according to their role within our organization.

- 2.2.1.1. Cannabis Science
- 2.2.1.2. Horticultural & Organic Cultivation
- 2.2.1.3. Methods of Extraction
- 2.2.1.4. Methods of Ingestion
- 2.2.1.5. Cooking with Cannabis
- 2.2.1.6. Medical marijuana use
- 2.2.1.7. Massachusetts Cannabis Law

2.2.2. Our company is looking for all types of help for our wholesale manufacturing operation, both operational, and administrative. Typical responsibilities include:

- 2.2.2.1. Production management
- 2.2.2.2. Wholesale Sales
- 2.2.2.3. Production and manufacturing
- 2.2.2.4. Packaging labeling and inventory
- 2.2.2.5. Sanitation and maintenance of the facility
- 2.2.2.6. Security of the facility and deliveries
- 2.2.2.7. Back-office business and management roles such as, account management, administration, etc.

3. Employment Policies

3.1. Employee Classifications

- 3.1.1. The following terms are used to describe employees and their employment status:
- 3.1.2. **Exempt Employees** - Employees whose positions meet specific tests established by the Federal Labor Standards Act ("FLSA") and Massachusetts state law. In general, exempt employees are those engaged in executive, managerial, high-level administrative and professional jobs who are paid a fixed salary and perform certain duties. In addition, certain commissioned sales employees and highly paid computer professionals are exempt. Exempt employees are not subject to the minimum wage and overtime laws.

- 3.1.3. **Non-exempt Employees** - Employees whose positions do not meet specific tests established by the FLSA and Massachusetts state law. All employees who are covered by the federal or state minimum wage and overtime laws are considered non-exempt. Employees working in non-exempt jobs are entitled to be paid at least the minimum wage per hour and a premium for overtime.
- 3.1.4. **Regular Employee** - Employees who are hired to work on a regular schedule. Such employees can be either full-time or part-time. The distinction between full-time and part-time depends upon the number of hours that an employee works.
- 3.1.5. **Full-Time Employee**- Employees who are not temporary employees, independent contractors, or independent consultants and who are regularly scheduled to work a schedule of 40 hours per work week.
- 3.1.6. **Part-Time Employee** - Employees who are not temporary employees, independent contractors, or independent consultants and who are regularly scheduled to work less than 40 hours per work week.
- 3.1.7. **Temporary Employees** - Employees who are hired as interim replacements to temporarily supplement the workforce or to assist in the completion of a specific project. Employment assignments in this category are of limited duration and the temporary employee can be let go before the end of the defined period. Short term assignments generally are periods of three (3) months or less, however, such assignments may be extended. All Temporary employees are at-will regardless of the anticipated duration of the assignment [see Employment-at-Will Policy). Temporary employees retain that status unless and until notified in writing of a change.
- 3.1.8. **Independent Contractor or Consultant** - These individuals are not employees of the Company and are self-employed. An independent contractor or consultant is engaged to perform a task according to his/her own methods and is subject to control and direction only as to the results to be accomplished. Independent contractors or consultants are not entitled to benefits.
- 3.1.9. Each employee will be advised of his or her status at the time of hire and any change in status. Regardless of the employee's status, the employee is employed at-will and the employment relationship can be terminated by the Company or the employee at any time, with or without cause.
- 3.2. **Equal Employment Opportunity & American with Disabilities Act.**
 - 3.2.1. It is the policy of the Company to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, sexual orientation, gender identity, age, ancestry, physical or mental disability, medical condition including medical characteristics, 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. Reasonable accommodation is available for qualified individuals with disabilities, upon request.

- 3.2.2. The Company 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.
- 3.2.3. In compliance with the Americans with Disabilities Act (ADA), the Company provides accommodation to the disabled to the full extent required by law. The Company may require medical certification of both the disability and the need for accommodation. Keep in mind that the Company can only seek to accommodate the known physical or mental limitations of an otherwise qualified disabled individual. Therefore, it is your responsibility to come forward if you are in need of an accommodation. The Company will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job. We further recognize that employees with life threatening illnesses, including but not limited to cancer, heart disease and AIDS, may wish to continue engaging in as many of their normal pursuits as their condition allows, including work. As long as these employees are able to meet acceptable performance standards with or without reasonable accommodation, and medical evidence indicates that their working does not present a substantial threat to themselves or others, they will be permitted to do so.

3.3. Diversity Plan

It is the policy of this company to foster equal opportunity for all employees and to promote principles of diversity management that will enhance the level of effectiveness and efficiency of its business operations. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. Our company's goal is to build a high-performing, diverse workforce based on mutual acceptance and trust. It is also our company's policy to select the best qualified applicant for the job, regardless of race, national origin, gender, age, disability, religion, sexual orientation, or any other non-merit factor.

3.4. Confidentiality.

- 3.4.1. In the course of employment with the Company, employees may have access to "Confidential Information" regarding the Company, which may include its business strategy, future plans, financial information, contracts, suppliers, customers, personnel information or other information that the Company considers proprietary and confidential. Maintaining the confidentiality of this information is vital to the Company's competitive position in the industry and, ultimately, to its ability to achieve financial success and stability. Employees must protect this information by safeguarding it when in use, using it only for the business of the Company and disclosing it only when authorized to do so and to those who have a legitimate business need to know about it. This duty of confidentiality applies whether the employee is on or off the Company's premises, and during and even after the end of the employee's employment with the Company. This duty of confidentiality also applies to communications transmitted by the Company's electronic communications. See Internet, Email and Computer Use policy, below.

- 3.4.2. As a condition of employment with the Company, all employees must sign a Non-Disclosure Agreement.

3.5. Employment of Relatives

- 3.5.1. The Company recognizes that the employment of relatives in certain circumstances, such as when they will work in the same department, or supervise or manage the other, or have access to confidential or sensitive information regarding the other, can cause problems related to supervision, safety, security or morale, or create conflicts of interest that materially and substantially disrupt the Company's operations. When the Company determines any of these problems will be present, it will decline to hire an individual to work in the same department as a relative of an existing employee. Relatives subject to this policy include: father, mother, sister, brother, current spouse or domestic partner, child (natural, foster, or adopted), current mother-in-law, current father-in-law, grandparent, or grandchild.
- 3.5.2. If present employees become relatives during employment, the Company should be notified so that we may determine whether a problem involving supervision, safety, security or morale, or a conflict of interest that would materially and substantially disrupt the Company's operations exists. If the Company determines that such a problem exists, the Company will take appropriate steps to resolve the problem, which may include reassignment of one relative (if feasible) or asking for the resignation of one of the relatives.

3.6. Introductory Period

- 3.6.1. The first 30 days of employment are considered an introductory period for all newly hired employees. During this time, you will learn your new responsibilities, get acquainted with fellow employees, and determine whether you are happy with the position. Also, during this time, your manager will monitor your performance. Upon completion of the introductory period, your manager will review your performance. If the Company finds your performance satisfactory and decides to continue your employment, you will be advised of any improvements expected. This is also an opportunity for you to make suggestions to improve the Company's efficiency and operations. Completion of the introductory period does not entitle you to remain employed by the Company for any definite period of time, but instead allows both you and the Company to evaluate whether or not you are right for the position. Your status as an at-will employee does not change. The employment relationship may be terminated with or without cause and with or without advance notice, at any time by you or the Company.

3.7. Personnel Records and Employee References

- 3.7.1. The Company maintains a personnel file and payroll records for each employee as required by law. Personnel files and payroll records are the property of the Company and may not be removed from Company premises without written authorization. Because personnel files and payroll records are confidential, access to the records is restricted. Generally, only those who have a legitimate reason to review information in an employee's file are allowed to do so. Disclosure of personnel information to outside sources will be limited. However,

the Company will cooperate with requests from authorized law enforcement or local, state, or federal agencies conducting official investigations and as otherwise legally required.

- 3.7.2. Employees may contact a Human Resources representative to request a time to review their payroll records and/or personnel file. With reasonable advance notice, an employee may review his or her own records in the Company's offices and in the presence of an individual appointed by the Company to maintain the records. No copies of documents in your file may be made, with the exception of documents that you have previously signed, or documents that may be obtained by you subject to state and/or federal law. You may add your comments to any disputed item in the file.
- 3.7.3. By policy, the Company will provide only the former or present employee's dates of employment and position(s) held with the Company and eligibility for rehire, if asked. Compensation information may also be verified if written authorization is provided by the employee.

3.8. Privacy

- 3.8.1. The Company is respectful of employee privacy. All employee demographic and personal information will be shared only as required in the normal course of business. If a healthcare plan becomes available in the future, healthcare enrollment information will be kept in a separate folder from other human resources forms. Workers' Compensation information is not considered private healthcare information; however, this information will be released only on a need-to-know basis.
- 3.8.2. The Company does not make or receive any private healthcare information through the course of normal work. If any employee voluntarily shares private healthcare information with a member of management, this information will be kept confidential. If applicable, the Company will set up guidelines for employees and management to follow to ensure that company employees conform to the requirements of the Health Insurance Portability and Accountability Act (HIPAA).

3.9. Immigration Law Compliance

- 3.9.1. In compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete the Employment Eligibility Verification Form 1-9 on day of hire and present documentation establishing identity and employment eligibility within three business days of date of hire. Former employees who are rehired must also complete an 1-9 form if they have not completed an 1-9 form with the Company within the past three years, or if their previous 1-9 form is no longer retained or valid. You may raise questions or complaints about immigration law compliance without fear of reprisal.

3.10. Religious Accommodation

- 3.10.1. The Company will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on the Company's operations. If you desire a religious accommodation, you are required to make the request in writing to your manager as far in advance as possible. You are expected to strive to find co-workers who

can assist in the accommodation (e.g., trade shifts) and cooperate with the Company in seeking and evaluating alternatives.

3.11. Political Neutrality

- 3.11.1. Maintenance of individual freedom and our political institutions necessitates broad scale participation by citizens concerning the selection, nomination and election of our public office holders. The Company will not discriminate against any employee because of identification with and support of any lawful political activity. Company employees are entitled to their own personal political position. The Company will not discriminate against employees based on their lawful political activity engaged in outside of work. If you are engaging in political activity, however, you should always make it clear that your actions and opinions are your own and not necessarily those of the Company, and that you are not representing the Company.

4. Hours of Work and Payroll Practices

4.1. Pay Periods and Paydays

- 4.1.1. Employees are paid on a weekly basis. All employees will be paid on Friday of each week. All employees are paid by check on the above-mentioned payday. If the regular payday falls on a weekend or Company holiday, employees will be paid on the last business day before the holiday and/or weekend.

4.2. Overtime

- 4.2.1. non-exempt employees will be paid in accordance with Federal and Massachusetts state law. All overtime work by non-exempt employees must be authorized in advance by their manager. Only hours actually worked will be used to calculate overtime pay.

4.3. Rest and Meal Periods

- 4.3.1. All rest and meal periods will be in accordance with Massachusetts state law. To the extent Massachusetts state law does not require rest and meal breaks, non-exempt employees will be provided a 10-minute rest break for every four hour period of work. This time is counted and paid as time worked. Non-exempt employees scheduled to work more than a five hour period will be provided a 30-minute unpaid meal period.

4.4. Time Cards

- 4.4.1. Non-exempt employees are required to keep an accurate and complete record of their attendance and hours worked. Time cards are official business records and may not be altered without the employee's supervisor's approval and may not be falsified in any way.

4.5. Payroll Deductions

- 4.5.1. Various payroll deductions are made each payday to comply with federal and state laws pertaining to taxes and insurance. Deductions will be made for the following: Federal and State Income Tax Withholding, Social Security, Medicare, State Disability Insurance & Family Temporary Disability Insurance, and other items designated by you or required by law (including a valid court order). You can adjust your federal and state income tax withholding by completing the proper federal or state form and submitting it to Accounting. At the start of each

calendar year, you will be supplied with your Wage and Tax Statement (W-2) form for the prior year. This statement summarizes your income and deductions for the year.

4.6. Wage Garnishment

- 4.6.1. A garnishment is a court order requiring an employer to remit part of an employee's wages to a third party to satisfy a just debt. Once the Company receives the legal papers ordering a garnishment, we are required by law to continue making deductions from your check until we have withheld the full amount or until we receive legal papers from the court to stop the garnishment. Even if you have already paid the debt, we still need the legal papers to stop the garnishment.

5. Standards of Conduct and Employee Performance

5.1. Anti-Harassment and Discrimination

- 5.1.1. The Company is committed to providing a work environment free of sexual or any form of unlawful harassment or discrimination. Harassment or unlawful discrimination against individuals on the basis of race, religion, creed, color, national origin, sex, sexual orientation, gender identity, age, ancestry, physical or mental disability, medical condition including medical characteristics, marital status or any other classification protected by local, state or federal laws is illegal and prohibited by Company policy. Such conduct by or towards any employee, contract worker, customer, vendor or anyone else who does business with the Company will not be tolerated. Any employee or contract worker who violates this policy will be subject to disciplinary action, up to and including termination of his or her employment or engagement. To the extent a customer, vendor or other person with whom the Company does business engages in unlawful harassment or discrimination, the Company will take appropriate corrective action.

5.2. Prohibited Conduct

- 5.2.1. Prohibited harassment or discrimination includes any verbal, physical or visual conduct based on sex, race, age, national origin, disability or any other legally protected basis if:
 - 5.2.1.1. submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or engagement.
 - 5.2.1.2. submission to or rejection of such conduct by an individual is used as a basis for decisions concerning that individual's employment or engagement; or it creates a hostile or offensive work environment.
- 5.2.2. Prohibited harassment includes unwelcome sexual advances, requests for sexual favors and lewd, vulgar or obscene remarks, jokes, posters or cartoons, and any unwelcome touching, pinching or other physical contact. Other forms of unlawful harassment or discrimination may include racial epithets, slurs and derogatory remarks, stereotypes, jokes, posters or cartoons based on race, national origin, age, disability, marital status or other legally protected categories.
- 5.2.3. Prohibited harassment might also be transmitted using the Company's electronic communications system, or through other on-line conduct.

5.3. Complaint Procedure

- 5.3.1. Employees or contract workers who feel that they have been harassed or discriminated against, or who witness any harassment or discrimination by an employee, contract worker, customer, vendor or anyone else who does business with the Company, should immediately report such conduct to their supervisor or any other member of management.
- 5.3.2. Do not allow an inappropriate situation to continue by not reporting it, regardless of who is creating the situation. No employee, contract worker, customer, vendor or other person who does business with this organization is exempt from the prohibitions in this policy. In response to every complaint, the Company will conduct an investigation and, if improper conduct is found, take appropriate corrective action.
- 5.3.3. To the extent that an employee or contract worker is not satisfied with the Company's handling of a harassment or discrimination complaint, he or she may also contact the appropriate state or federal enforcement agency for legal relief.

5.4. Attendance

- 5.4.1. Punctuality and regular attendance are essential to the successful operation of the Company's business. If an employee is unable to report to work (or to report to work on time) for any reason, the employee must notify his or her supervisor before his or her starting time. If an employee desires to leave work for any reason during the workday, the employee must obtain the approval of his or her supervisor prior to leaving. In the event that the employee fails to call his or her supervisor or report for work for 3 consecutive
- 5.4.2. workdays, the employee will be deemed to have voluntarily resigned from his or her employment with the Company and will be removed from the payroll. Excessive absenteeism or tardiness may subject the employee to disciplinary action, up to and including termination.

5.5. Discipline and Standards of Conduct

- 5.5.1. As an at-will employer, the Company may impose discipline whenever it determines it is necessary or appropriate. Discipline may take various forms, including verbal counseling, written warnings, suspension, demotion, transfer, reassignment or termination. The discipline imposed will depend on the circumstances of each case; therefore, discipline will not necessarily be imposed in any particular sequence. Moreover, at any time the Company determines it is appropriate, an employee may be discharged immediately.
- 5.5.2. Every organization must have certain standards of conduct to guide the behavior of employees. Although there is no possible way to identify every rule of conduct, the following is an illustrative list (not intended to be comprehensive or to limit the Company's right to impose discipline for any other conduct it deems inappropriate]. Keep in mind that these standards of conduct apply to all employees whenever they are on Company property and/or conducting Company business (on or off Company property]. Engaging in any conduct the Company deems inappropriate may result in disciplinary action, up to and including termination. Such conduct may include:
 - 5.5.2.1. Dishonesty;
 - 5.5.2.2. Any agent found to have diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor may be subject to immediate dismissal.
 - 5.5.2.3. Falsification of Company records;

- 5.5.2.4. Unauthorized use or possession of property that belongs to the Company, a coworker, or member of the public;
- 5.5.2.5. Possession or control of illegal drugs, weapons, explosives, or other dangerous or unauthorized materials;
- 5.5.2.6. Fighting, engaging in threats of violence or violence, use of vulgar or abusive language, horseplay, practical jokes or other disorderly conduct that may endanger others or damage property;
- 5.5.2.7. Insubordination, failure to perform assigned duties or failure to comply with the Company's health, safety or other rules;
- 5.5.2.8. Unauthorized or careless use of the Company's materials, equipment or property;
- 5.5.2.9. Unauthorized and/or excessive absenteeism or tardiness;
- 5.5.2.10. Lack of teamwork, poor communication, unsatisfactory performance, unprofessional conduct, or conduct improper for the workplace;
- 5.5.2.11. Sexual or other illegal harassment or discrimination;
- 5.5.2.12. Unauthorized use or disclosure of the Company's confidential information;
- 5.5.2.13. Violation of any Company policy.

5.6. **Dress Code**

- 5.6.1. What we wear to work is a reflection of the pride we have in our Company, in what we do, and in ourselves. Although dress code requirements will vary according to job responsibilities, we ask that your appearance at all times show discretion, good taste, and not present a hazard in the performance of your job.
- 5.6.2. Approval or disapproval of what constitutes appropriate dress is at the discretion of the duty manager.

5.7. **Safety**

- 5.7.1. The Company is committed to providing a safe workplace. Accordingly, the Company emphasizes "safety first." It is the employee's responsibility to take steps to promote safety in the workplace and work in a safe manner. By remaining safety conscious, employees can protect themselves and their coworkers.
- 5.7.2. Employees are expected to promptly report all unsafe working conditions, accidents and injuries, regardless of how minor so that any potential hazards can be corrected.

5.8. **Substance and Abuse**

- 5.8.1. The Company 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, smoking, 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 the Company's premises or while using the Company vehicles or equipment, or
- 5.8.2. 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.
- 5.8.3. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained in accordance with the Laws of the Commonwealth of Massachusetts. 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.

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

5.8.5. 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. When, in the Company's sole and absolute discretion, the Company determines it is appropriate, an employee may be offered the option of participating in and satisfactorily completing a Company-approved drug and/or alcohol rehabilitation program in lieu of termination.

5.9. Workplace Searches

5.9.1. To protect Company property, prevent diversion, and to ensure the safety of all employees, the Company reserves the right to inspect and search any employee's office, desk, drawers, cabinets, files, locker, equipment, including computers, e-mail and voicemail, Company vehicles, and any area on Company premises. In this regard, it should be noted that all offices, desks, file drawers, cabinets, lockers, and other Company equipment and facilities are the property of the Company, and are intended for business use.

5.9.2. Employees should have no expectation of privacy with respect to items brought onto Company property and/or stored in Company facilities. Inspection may be conducted at any time, without notice, at the discretion of the Company.

5.9.3. In addition, when the Company deems appropriate, employees may be required to submit to searches of their personal vehicles, parcels, purses, handbags, backpacks, briefcases, lunch boxes or any other possessions or articles brought on to the Company's property.

5.9.4. Persons entering the premises who refuse to cooperate in an inspection conducted pursuant to this policy may not be permitted to enter the premises. All employees must cooperate in an inspection; failure to do so is insubordination and will result in disciplinary action, up to and including termination.

5.10. Social Media Policy

5.10.1. High Five. is committed to utilizing social media to enhance its profile and reputation, to listen and respond to customer opinions and feedback, and to drive revenue, loyalty and advocacy. We encourage employees to support our activities through their personal social networking channels while adhering to the guidelines outlined in this section.

5.10.2. For the purpose of this section, social media and networking refers to the use of web-based and mobile applications for social interaction and the exchange of user generated content. Social media channels can include, but are not limited to: Facebook, Twitter, LinkedIn, YouTube, blogs, review sites, forums, online communities and any similar online platforms.

5.10.3. Employees are expected to conduct themselves in a professional manner, to respect the views and opinions of others, and to demonstrate respect for the company, its ownership, clients, guests, vendors, employees and competitors.

5.10.4. The Company and its employees are committed to conducting ourselves in accordance with best industry practices in social networking, to being responsible citizens and community members, to listening and responding to feedback, and

to communicating in a courteous and professional manner. Behavior and content that may be deemed disrespectful, dishonest, offensive, harassing or damaging to the company's interests or reputation are not permitted.

- 5.10.5. The use of social media channels on company time for personal purposes is not allowed.
- 5.10.6. Any social media contacts, including "followers" or "friends," that are acquired through accounts (including but not limited to email addresses, blogs, Twitter, Facebook, YouTube, LinkedIn, or other social media networks) created on behalf of the Company will be the property of the Company.
- 5.10.7. Employees must not disclose private or confidential information about the Company, its employees, clients, suppliers or customers on social networks. Employees must respect trademarks, copyrights, intellectual property and proprietary information. No third-party content should be published without prior permission from the owner.
- 5.10.8. The Company maintains the right to monitor company-related employee activity in social networks. Violation of policy guidelines is grounds for discipline, up to and including termination.

5.11. Cell Phone Policy

- 5.11.1. The use of personal cell phones at work is discouraged because it can interfere with work and be disruptive to others. Therefore, employees who bring personal cell phones to work are required to keep the ringer shut off or placed on vibrate mode when they are in the facility, and to keep cell phone use confined to breaks and meal periods. Conversations should be had away from areas where other employees are working. When cell phone use interferes with the satisfactory performance of an employee's duties or disturbs others, the privilege of using a personal cell phone at work may be taken away and other disciplinary action, up to and including termination, may be imposed.
- 5.11.2. The Company may provide cell phone allowances to employees in certain positions in an effort to improve efficiency and effectiveness. When cell phones are used for Company business, employees must comply with all Company policies governing conduct, including our policies prohibiting discrimination, harassment, and violence in the workplace. When using the cell phone in a public place, please remember to maintain the confidentiality of any private or confidential business information. As a courtesy to others, please shut cell phones off or place on vibrate mode during meetings.

6. Employee Benefits and Services

6.1. General

- 6.1.1. Aside from those benefits required by state and federal regulations, High Five. also offers additional benefits for its full-time employees.
- 6.1.2. From time to time, benefits may be added or deleted from the benefits package.
- 6.1.3. The Company reserves the right to make such changes. This Handbook does not contain the complete terms and/or conditions of any of the Company's current benefit plans. It is intended only to provide general explanations.
- 6.1.4. For information regarding employee benefits and services, employees should contact Human Resources.

6.2. COBRA

- 6.2.1. Under the provisions of the Consolidated Omnibus Budget Reconciliation Act (COBRA) of 1986, if you are covered under the Company's group health

insurance plan(s) you are entitled to continue your coverage in the event that your employment with the Company ends. Under COBRA, the Company must offer each qualified beneficiary (the employee and any covered dependents) who would otherwise lose coverage under the plan as a result of a qualifying event an opportunity to continue their insurance coverage. A qualifying event is defined as termination of employment, a reduction in the number of hours of employment, death of covered employee, divorce or legal separation, a dependent child ceases to be dependent, eligibility of the covered employee for Medicare, or an employer's bankruptcy.

6.3. Worker's Compensation

- 6.3.1. All states have Workers' Compensation laws whose purpose is to promote the general welfare of people by providing compensation for accidental injuries or death suffered in the course of employment. These laws are designed to provide protection to workers suffering occupational disabilities through accidents arising out of, and in the course of employment.
- 6.3.2. High Five. carries Workers' Compensation Insurance for all employees and pays the entire cost of the insurance program.
- 6.3.3. An employee who suffers an injury or illness in connection with the job is usually eligible to receive payment through the insurance company for lost wages.
- 6.3.4. In addition to disability payments, necessary hospital, medical and surgical expenses are covered under Workers' Compensation, with payments being made directly to the hospital or physician.
- 6.3.5. Workers' Compensation benefits to injured workers also includes assistance to help qualified injured employees return to suitable employment.

6.4. Social Security Benefits (FICA)

- 6.4.1. During your employment, you and the Company both contribute funds to the Federal government to support the Social Security Program. This program is intended to provide you with retirement benefit payments and medical coverage once you reach retirement age.

6.5. Unemployment Insurance

- 6.5.1. The company pays a state and federal tax to provide employees with unemployment insurance coverage in the event they become unemployed through no fault of their own or due to circumstances described by law. This insurance is administered by applicable state agencies, who determine eligibility for benefits, the amount of benefits (if any), and duration of benefits.

7. Employee Leaves of Absence and Time Off

7.1. General

- 7.1.1. While regular attendance is crucial to maintain business operations, the Company recognizes that, for a variety of reasons, employees may need time off from work. The Company has available a number of types of leaves of absence. Some are governed by law and others are discretionary. For all planned leaves, however, employees must submit a request at least 14 days in advance; in case of emergencies, employees should submit the request as soon as they become aware of the need for leave. All leaves must have the approval of the Company management. If, during a leave, an employee accepts another job, engages in other employment or consulting outside of the Company, or applies for

unemployment insurance benefits, the employee may be considered to have voluntarily resigned from employment with the Company.

- 7.1.2. All requests for a leave of absence will be considered in light of their effect on the Company and its work requirements, as determined by the Company management, which reserves the right to approve or deny such requests in its sole discretion, unless otherwise required by law. For disability-related leave requests, the Company will engage in an interactive process with the employee to determine if a leave is the most appropriate accommodation.
- 7.1.3. The employee must provide a certification from his or her health care provider to the Company to support a leave for medical reasons. Failure to provide the required certification to the Company in a timely manner will result in delay or denial of leave.
- 7.1.4. If an employee requires an extension of leave, the employee must request such extension and have it approved before the expiration of the currently approved leave.
- 7.1.5. While the Company will make a reasonable effort to return the employee to his or her former position or a comparable position following an approved leave of absence, there is no guarantee that the employee will be reinstated to his or her position, or any position, except as required by law.

7.2. Sick Days

- 7.2.1. Eligible employees are entitled to paid sick days in accordance with Massachusetts law.

7.3. Pregnancy-Disability Leave

- 7.3.1. Employees who are disabled on account of pregnancy, childbirth, or a related medical condition may request an unpaid leave of absence. Such leave will be granted for the period of disability, up to a maximum of four months. Time off may be requested for prenatal care, severe morning sickness, doctor-ordered bed rest, childbirth, and recovery from childbirth.
- 7.3.2. Leave provided for pregnancy disability is treated separately from leaves required by the state family and medical leave law. However, the first 12 workweeks of a pregnancy disability leave will be treated concurrently as a leave pursuant to the federal Family and Medical Leave Act ("FMLA") for all eligible employees.
- 7.3.3. Employees who wish to take a pregnancy disability leave must notify Human Resources of the date the leave is expected to commence and the estimated duration of the leave. Notice should be given as indicated above. The employee must also provide a medical certification of disability to the Company. Failure to provide the required medical certification to the Company in a timely manner will result in delay or denial of leave. Before returning to work, the employee must provide a medical certification that she is able to resume her original job duties. Appropriate forms may be obtained from Human Resources.
- 7.3.4. Employees who return to work immediately following the expiration of an approved pregnancy disability leave will generally be reemployed in their former position or a comparable job, as required by law.
- 7.3.5. Employees who are affected by pregnancy may also be eligible to transfer to a less strenuous or hazardous position or duties, provided certain prerequisites are met. Reasonable accommodations may be requested with the advice of the employee's health care provider. In addition, lactation accommodation is also available, upon request. For more information on pregnancy disability leave or transfer and its effect on the terms, conditions or benefits of employment, please contact Human Resources.

7.4. Workers' Compensation Leave

- 7.4.1. Any employee who is unable to work due to a work related injury or illness and who is eligible for Workers' Compensation benefits will be provided an unpaid leave for the period required. The first 12 weeks will be treated concurrently as a family and medical leave under the federal Family Medical Leave Act ("FMLA") for eligible employees.

7.5. Voting Time

- 7.5.1. Employees who are registered voters and who lack sufficient time outside of work to vote in any local, state, and national election may take up to two hours off work with pay at the beginning or end of the day for this purpose. Employees should provide at least two working days' notice when time off is required.

IMPORTANT NOTE

The cultivation, manufacturer and wholesale sale of cannabis products is our reason for existence. We have been licensed by the state and local authorities to provide and sell inspected, quality cannabis products for adult use, and, where appropriate, to educate our clientele on any questions they might have about the safe use of these products.

Inevitably, many customers will seek out cannabis for its perceived medical benefits. **We are not doctors, and consequently, cannot give medical advice.** We can offer guidance and share anecdotal stories of what customers have experienced from some of the different strains and delivery methods (tincture, edibles, etc...) that we offer, but **we cannot give assurances that any cannabis product will work to alleviate any particular ailment or symptom.**

As a licensed cultivation and manufacturing establishment we are mandated to follow the state's requirements for tracking sales. Our license only permits wholesale sales to licensed marijuana retail establishments. The state requires that we track and record all sales transactions including customer details. This is also an essential element of our company policy of rigorous compliance with all state and local legislation and by-laws, and a key component of our strategy to combat diversion. All customers must have their details, including their verified state retail marijuana license entered into the database prior to any sale or transfer. These details, together with a record of their purchases, will be recorded and maintained for the benefit of state inspectors.

NO customer may enter our production premises without first presenting a valid, recognized, photo ID to the Duty Manager. Valid ID must be shown before entering the facility and at the Point of Sale for data-entry purposes.

There are NO EXCEPTIONS, and NO EXCUSES to this rule.

1. Restricting Access to age 21 and older

- 1.1. All employees and registered agents must be 21 years of age or older.
- 1.2. All visitors must be 21 years of age or older.
- 1.3. In accordance with 935 CMR 500.110 (1) (a) and 935 CMR 500.105 (14), **NO** person may enter our premises without first producing a valid, state or federal, photo ID.
- 1.4. Valid ID must be presented to the Duty Manager prior to entering the facility, and at the Point of Sale for data-entry purposes.
- 1.5. No person under 21 years of age may enter the premises. There are **NO** exceptions to this rule.
- 1.6. Loitering, in accordance with 935 CMR 500.110 (1) (b) is not permitted under any circumstances. Any person suspected of loitering should be politely questioned by a member of staff and, if unable to credibly account for their presence, be asked to leave the vicinity. Should the person refuse, the matter should be elevated to the Operations Manager who may, if necessary, contact local law enforcement for assistance in removing the person from the facility.
- 1.7. All cannabis waste will be rendered unusable and safely disposed of as outlined in **Cannabis Waste Disposal Procedures**, above.
- 1.8. All access to cannabis product will be strictly controlled and monitored as outlined in **Prevention of Diversion**, above.

1. Roles, Qualifications, and, Training

1.1. General

- 1.1.1. All employees shall receive training on job specific duties prior to performing those job functions.
- 1.1.2. All employees shall receive a minimum of eight (8) hours of ongoing training annually.
- 1.1.3. All current owners, managers, and employees shall complete the Responsible Vendor Program after July 1, 2019 or when available.
- 1.1.4. All new employees shall complete the Responsible Vendor Program within 90 days of being hired.
- 1.1.5. Responsible Vendor Program documentation must be retained for four (4) years.

1.2. Facility Job Classifications and Requirements:

- 1.2.1. **Operations Manager** - The operations manager is the face of the facility. The manager must interface with staff, law enforcement, inspectors, vendors, and customers. The principal responsibility of the operations manager is to coordinate and facilitate the operations of the facility. They must maintain records, have contact with suppliers and the grow site, embrace customer service and understand marketing. They will train employees and decide which products to cultivate, process and manufacture, and determine best pricing based on market conditions. They are responsible for keeping up with all changes in local and state law regarding operation of the facility. The most important job of the store manager is to ensure the security and integrity of our inventory.
- 1.2.2. **Duty Manager** - The Duty manager deputizes for the Operations Manager in their absence. The Duty manager must interface with staff, law enforcement, inspectors, vendors, and customers. They must maintain records, have contact with suppliers and the grow site, embrace customer service and understand marketing. They will train and supervise employees. They are responsible for keeping up with all changes in local and state law regarding operation of the facility. The most important job of the store manager is to ensure the security and integrity of our inventory.
- 1.2.3. **Wholesale Sales Agent** - The store has a need for retail professionals who can communicate articulately and passionately with customers about a wide range of cannabis products. Desirable backgrounds include previous marijuana vertical experience, sales, pharmacy, education, and customer service. Knowledge of cannabis, the varieties of cannabis, and their effects is highly relevant. They must be keenly aware of the difference of Indica, Sativa and their hybrids. A sales agent will maintain records in accordance with the Operations Manual, serve customers, offering advice and recommendations, be mindful and vigilant in terms of security, and diversion. Sales agents will be trained by the operations manager. This position may be full-, or part-time.
- 1.2.4. **Production Associate** - Our facility has an ongoing need for production associates to cultivate, process and manufacture our range of cannabis products. This product range includes, but is not limited to:
 - Edibles
 - Extracts
 - Pre-rolls

Tinctures
Beverages
Vape pens

Production associates will be required to possess or undergo training in the following cultivation and manufacturing skills:

Plant care and management
Extraction
Weighing
Measuring
Filling cones
Freezing
Drying

As with all employees, their duties include ensuring the integrity of the facility's security systems and protecting the facility and its customers from outside criminal disturbance. Desired backgrounds include previous marijuana vertical experience, pharmacy, education, and customer service. Knowledge of cannabis, the varieties of cannabis, and their effects is highly relevant. They must be keenly aware of the difference of Indica, Sativa and their hybrids. A production associate will maintain records in accordance with the Operations Manual, fulfill production routines, offering advice and recommendations, be mindful and vigilant in terms of security, and diversion. Production associates will be trained by the operations manager. This position may be full-, or part-time.

1.3. Employee Training and Selection

1.3.1. Our production facility is looking for motivated, friendly, articulate and compassionate people to help create our products and provide our customers and consumers with the finest cannabis products available. We look for people with the above attributes and certain preferred core skills. We are willing to train others in order to ensure workforce diversity. Some of the desirable backgrounds we are looking for include sales, pharmacy, and those with previous experience in the cultivation, processing, and sale of cannabis products through various networks. Previous work experience in a medical or production marijuana facility is highly desirable. We generally train all employees in the following subjects, but tailor each course according to their role within our organization.

- 1.3.1.1. Cannabis Science
- 1.3.1.2. Horticultural & Organic Cultivation
- 1.3.1.3. Methods of Extraction
- 1.3.1.4. Methods of Ingestion
- 1.3.1.5. Cooking with Cannabis
- 1.3.1.6. Medical marijuana use
- 1.3.1.7. Massachusetts Cannabis Law

1.3.2. Our company is looking for all types of help for our wholesale manufacturing operation, both operational, and administrative. Typical responsibilities include:

- 1.3.2.1. Production management
- 1.3.2.2. Wholesale Sales
- 1.3.2.3. Production and manufacturing
- 1.3.2.4. Packaging labeling and inventory
- 1.3.2.5. Sanitation and maintenance of the facility

- 1.3.2.6. Security of the facility and deliveries
- 1.3.2.7. Back-office business and management roles such as, account management, administration, etc.

1.1. Quality Control and Testing

1.1.1. Incoming marijuana inventory

- 1.1.1.1. In accordance with 935 CMR 500.160 (9), no marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an independent, state-licensed, testing laboratory and deemed to comply with the standards required under 935 CMR 500.160
- 1.1.1.2. We must ensure that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:
 - Well cured and generally free of seeds and stems;
 - Free of dirt, . Sand, debris, and other foreign matter;
 - Free of contamination by mold, rot, other fungus, and bacterial diseases;
 - Prepared and handled on food-grade stainless steel tables; and
 - Packaged in a secure area.
- 1.1.1.3. All of the raw cannabis materials used in our products are tested by our cultivation suppliers. The initial quality control and testing of these raw cannabis materials is the responsibility of these suppliers. That being said, there are certain steps that we can take to ensure that the products entering our inventory are tested, have achieved the correct quality, and are stored and rotated in a manner that best ensures their continued quality throughout their shelf-life.
 - All products must be thoroughly checked upon arrival at our facility in accordance with **Transportation of Marijuana and Inventory Control and Reconciliation** protocols above.
 - Should the accompanying test report indicate contaminant levels in excess of those accepted by DPH protocols identified in 935 CMR 500. 160 (1), the Operations Manager will immediately notify senior management who will notify the commission within 72 hours.
 - Together, the Operations Manager, the testing laboratory, and the original producer will determine whether the product is suitable for remediation or whether the entire batch must be destroyed in accordance with 935 CMR 500.105 (12).
 - Each of the three parties should submit a report on the incident to the Commission.
 - The Operations Manager should check each item and identify any that are outdated, damaged, mislabeled, contaminated or compromised. Any such products should be set aside for disposal.
 - Once the products enter our inventory it is the Operations Manager's responsibility to ensure that:
 - 1.1.1.3.○.1. Stock is efficiently rotated to ensure that older product is used before newer product.

- 1.1.1.3.○.2. All stock is appropriately stored to prevent spoiling and damage to the product.

1.1.2. Outgoing marijuana inventory

- 1.1.2.1. In accordance with 935 CMR 500.160 (9), no marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an independent, state-licensed, testing laboratory and deemed to comply with the standards required under 935 CMR 500.160
- 1.1.2.2. All of our products are sold pre-packaged and tested by a state-licensed, marijuana test laboratory. The final quality control and testing of our products is the responsibility of both the test laboratory and CCE CAT, LLC. There are certain steps that we must take to ensure that the products leaving our inventory for delivery to licensed retail establishments are tested, have achieved the correct quality, and are stored and rotated in a manner the best ensures their continued quality throughout their shelf-life.
- 1.1.2.3. All products must be thoroughly checked prior to shipment from our facility in accordance with **Transportation of marijuana and Inventory Control and Reconciliation** protocols above.
- 1.1.2.4. No production batch may be cleared for shipment before a sample has been submitted to the testing lab for analysis and the relevant test report has been received by us and entered into the database.
- 1.1.2.5. Should the test report indicate contaminant levels in excess of those accepted by DPH protocols identified in 935 CMR 500. 160 (1), the Operations Manager will immediately notify senior management who will notify the commission within 72 hours.
- 1.1.2.6. Together, the Operations Manager, the testing laboratory, and the original cultivator will determine whether the product is suitable for remediation or whether the entire production batch must be destroyed in accordance with 935 CMR 500.105 (12).
- 1.1.2.7. Each of the three parties should submit a report on the incident to the Commission.
- 1.1.2.8. The Operations Manager should check each item and identify any that are outdated, damaged, mislabeled, contaminated or compromised. Any such products should be set aside for disposal.
- 1.1.2.9. Whilst our products remain in our inventory it is the Operations Manager's responsibility to ensure that:
 - Stock is efficiently rotated to ensure that older product is sold before newer product.
 - All stock is appropriately stored to prevent spoiling and damage to the product.

1.1.3. Hygiene

- 1.1.3.1. All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified.
- 1.1.3.2. Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:
 - Maintaining adequate personal cleanliness; and

- Washing hands appropriately.
- 1.1.3.3. Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands.
- 1.1.3.4. There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations.
- 1.1.3.5. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests.
- 1.1.3.6. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair.
- 1.1.3.7. All contact surfaces shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination.
- 1.1.3.8. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana.
- 1.1.3.9. Water supply shall be sufficient for necessary operations.
- 1.1.3.10. Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment.
- 1.1.3.11. The establishment shall provide its employees with adequate, readily accessible toilet facilities.
- 1.1.3.12. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination.

1.1. Record keeping procedures

1.1.1. Pursuant to 935 CMR 500.000, company records will be available for inspection by the Commission, upon request. We will maintain the following written records that are required and subject to inspection, as well as any additional documentation that it may be directed to record by the Commission:

1.1.1.1. Written Operating Procedures as required by 935 CMR 500.105 (1) The Operations Manager has copies of the company operating procedures.

1.1.1.1.1. It is the responsibility of all employees to carefully read, understand and follow these operating procedures.

1.1.1.1.2. All employees are responsible for ensuring that these operating procedures are followed.

1.1.1.1.3. Any deviation from standard operating procedures must be authorized by the Operations Manager or your immediate supervisor.

1.1.1.1.4. These operating procedures will be revised from time-to-time and minor adjustments will likely be made. All revisions will be carefully noted and the operating procedures manual updated.

1.1.1.1.5. Any material changes will be communicated to the Commission

1.1.1.1.6. Inventory records as required by 935 CMR 500.105(8);

1.1.2. Inventory records include:

Shipping and delivery manifests

Delivery and shipping video recordings

Daily production stock withdrawal and return reports

Weekly inventory reports

Product return reports

1.1.2.1. Shipping manifests - All deliveries and shipments will be accompanied by a shipping manifest. Once this document has been used to verify the delivery or shipment it must be scanned for digital storage and the original placed in the appropriate ringbinder and stored in the records cabinet.

1.1.2.2. Delivery and shipment packing and unpacking video recordings - All deliveries and shipments will be recorded using a video recording device. These recordings will be transferred to digital storage medium, clearly labelled with the date and manifest number(s) and stored in the records cabinet. Any and all variances from the manifest must be reported in accordance with standard operating procedures.

1.1.2.3. Daily production stock withdrawal and return reports - Each day, items will be removed from the main storage vault and placed in the production area for use. These items will be carefully recorded at the time of withdrawal. Unused production stock will be recorded on the same sheet when returned to the storage vault at the end of daily operations.

1.1.2.3.1. If, during the course of the day, additional items must be withdrawn from the storage vault, they too will be added to the withdrawal report and accounted for upon the return of production stock to the storage vault.

- 1.1.2.3.2. Any and all variances must be reported in accordance with standard operating procedures. All inventory records are to be digitized and a hard copy kept in the records cabinet.
- 1.1.2.4. Weekly inventory reports - Each week, the Operations Manager, together with another licensed employee will conduct an inventory of all goods in the storage vault. Any and all variances must be reported in accordance with standard operating procedures. All inventory records are to be digitized and a hard copy kept in the records cabinet.
- 1.1.2.5. Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e). The company uses a proprietary Seed-to-sale tracking software that allows cultivators, manufacturers, retailers, the Commission and others to quickly and easily track marijuana and marijuana products from propagation to sale.
- 1.1.2.6. Our manufacturing establishment receives raw marijuana, and marijuana products in a variety of forms for use in our range of products .
- 1.1.2.7. Once goods are delivered and manifests verified, all marijuana products must be entered into the Seed-to-sale tracking software in order to maintain an unbroken chain of custody.
- 1.1.2.8. All goods pertaining to a specific manifest will be entered into the system as a batch. Where applicable, a report pertaining to these items will be generated on the seed-to-sale software, printed out, and securely attached to the manifest.

1.1.3. Personnel records:

- 1.1.3.1. All personnel files are to be stored in the records cabinet
- 1.1.3.2. The employee handbook contains a job description for each employee and volunteer position in the company. A signed copy of the relevant job description for each employee will also be kept in the individual personnel record of each employee.
- 1.1.3.3. A personnel record for each marijuana establishment agent 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:
 - 1.1.3.3.1. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - 1.1.3.3.2. documentation of verification of references; the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - 1.1.3.3.3. 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;
 - 1.1.3.3.4. documentation of periodic performance evaluations;
 - 1.1.3.3.5. a record of any disciplinary action taken.
 - 1.1.3.3.6. notice of completed responsible vendor and eight-hour related duty training.
 - 1.1.3.3.7. records of any health and safety related incidents

1.1.4. Personnel policies and procedures

- 1.1.4.1. All personnel policies and procedures are clearly outlined in the employee handbook, a copy of which is available to all employees.
- 1.1.4.2. Certain specialized procedures are contained in the security plan.
- 1.1.4.3. All new employees will be required to read the employee handbook and security plan, undergo basic security training and sign a document acknowledging receipt of each and all of these elements. This acknowledgement will be stored with their individual personnel record.
- 1.1.4.4. All personnel files are to be stored in the records cabinet
- 1.1.4.5. All employees will be subject to a state-mandated background check. Background check reports obtained in accordance with 935 CMR 500.030 will be digitized and a hard copy placed into the individual personnel records
- 1.1.4.6. All records of waste disposal must be maintained pursuant to 935 CMR 500.105(12).
- 1.1.4.7. In the course of normal operations quantities of marijuana waste may be generated from normal processing operations, packaging errors, or customer returns. All marijuana waste must be disposed of in accordance with 935 CMR 500.105 (12).
- 1.1.4.8. All cannabis waste must be handled in accordance with the **Cannabis Waste Disposal Procedures** above.
- 1.1.4.9. The items disposed of and recorded in the inventory reconciliation report must also be entered in the seed-to-sale tracking software to ensure the completion of an unbroken chain of custody.
- 1.1.4.10. At least two licensed marijuana agents must witness and document this process.
- 1.1.4.11. Such documentation shall be retained for a minimum of three years or longer if so directed by the Commission.

1.1.5. Security Device Log

- 1.1.5.1. The issue and return of all security devices such as swipe cards, keys, codes and combinations must be noted in the security device log.
 - 1.1.5.2. Employees acknowledge the receipt or return of such devices by signing this log.
 - 1.1.5.3. Recording the issue and return of all security devices is the responsibility of the Operations Manager or senior management as required in the security plan.
 - 1.1.5.4. The issue of security devices may only be authorized by the Operations Manager or senior management as required in the security plan.
 - 1.1.5.5. The issue of codes and combinations is acknowledged by signing the relevant entry in the security device log. On NO account may the actual code or combination be noted or written down, either in the security device log or elsewhere. See the security plan for additional details.
- 1.1.6. 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.