



## Massachusetts Cannabis Control Commission

### Marijuana Product Manufacturer

#### General Information:

License Number: MP282072  
Original Issued Date: 03/22/2022  
Issued Date: 03/22/2022  
Expiration Date: 03/22/2023

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Admiral Green Holdings Corp.

Phone Number: 617-835-0705 Email Address: cwilliams@alum.mit.edu

Business Address 1: 58 Great Republic Drive

Business Address 2:

Business City: Gloucester Business State: MA

Business Zip Code: 01930

Mailing Address 1: 226 South Main Street

Mailing Address 2:

Mailing City: Fall River Mailing State: MA

Mailing Zip Code: 02721

### 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: 25

Percentage Of Control: 25

Role: Owner / Partner

Other Role:

First Name: Christopher

Last Name: Williams

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: 25 Percentage Of Control: 25  
Role: Owner / Partner Other Role:  
First Name: Michael Last Name: Blumsack Suffix:  
Gender: Male User Defined Gender:  
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)  
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 25 Percentage Of Control: 25  
Role: Owner / Partner Other Role:  
First Name: Anthony Last Name: Giacalone 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 4

Percentage Of Ownership: 25 Percentage Of Control: 25  
Role: Owner / Partner Other Role:  
First Name: Jeffrey Last Name: Amero 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

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Christopher Last Name: Williams Suffix:  
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$100000 Percentage of Initial Capital: 100  
Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Date generated: 04/05/2022

Establishment Address 1: 58 Great Republic Drive

Establishment Address 2:

Establishment City: Gloucester

Establishment Zip Code: 01930

Approximate square footage of the Establishment: 50000

How many abutters does this property have?: 50

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	4.Plan to remain compliant with local zoning.pdf	pdf	61894ab6703abe37a3ab3e0d	11/08/2021
Community Outreach Meeting Documentation	Website.png	png	61894b2251c4da37cbfb7e50	11/08/2021
Community Outreach Meeting Documentation	Community Outreach Presentation. 58 Great Republic Drive.pdf	pdf	61894b397f037d37d69bb1fb	11/08/2021
Community Outreach Meeting Documentation	Exhibit C Abutters Letter Community Outreach final.pdf	pdf	6196cd353982c731eb1cc3a6	11/18/2021
Community Outreach Meeting Documentation	Gloucester Daily Times Publication 8.5.2020.pdf	pdf	6196cd44084df83201bff325	11/18/2021
Community Outreach Meeting Documentation	Exhibit C Redacted Abutters List.pdf	pdf	6196cd4b86cf8531b41a9439	11/18/2021
Plan to Remain Compliant with Local Zoning	Community Outreach Letter to City and Abutters final.pdf	pdf	6196cd555ca77d31bb6b8569	11/18/2021
Community Outreach Meeting Documentation	AG.Attestation Form.COM.pdf	pdf	6196cd6fe3155f31cafd2816	11/18/2021
Certification of Host Community Agreement	HCA Certification.pdf	pdf	61a53d2f2dd01b07f8f8cc3	11/29/2021

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	A.G.Positive Impact Plan11.8.21.pdf	pdf	61894ba12c8fa137b9c78223	11/08/2021

#### ADDITIONAL INFORMATION NOTIFICATION

Notification:

#### INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Christopher

Last Name: Williams    Suffix:

RMD Association: Not associated with an RMD

Background Question: no

#### Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Michael

Last Name: Blumsack Suffix:

RMD Association: Not associated with an RMD

Background Question: no

#### Individual Background Information 3

Role: Owner / Partner

Other Role:

First Name: Anthony

Last Name: Giacalone Suffix:

RMD Association: Not associated with an RMD

Background Question: no

#### Individual Background Information 4

Role: Owner / Partner

Other Role:

First Name: Jeffrey

Last Name: Amero Suffix:

RMD Association: Not associated with an RMD

Background Question: no

#### ENTITY BACKGROUND CHECK INFORMATION

No records found

#### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	2) Bylaws.pdf	pdf	61894da386cf8531b41a47be	11/08/2021
Articles of Organization	Certificate of MA Foreign Registration.pdf	pdf	61894e12d5b18b31d5995a39	11/08/2021
Articles of Organization	Adminral Green Holdings Corp. Certificate of Incorporation Good Standing.pdf	pdf	61894e4851c4da37cbfb7e9c	11/08/2021
Department of Revenue - Certificate of Good standing	AG DOR Certificate of tax compliance.pdf	pdf	61894e8844662a31f289121a	11/08/2021
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing.SOS.pdf	pdf	61894ea07c9a0537aea4b03a	11/08/2021
Secretary of Commonwealth - Certificate of Good Standing	MA unemployment good standing.pdf	pdf	6196ce577f037d37d69bfe9c	11/18/2021
Department of Revenue - Certificate of Good standing	DOR cert good standing November 2021.pdf	pdf	61a53d6b22b0da0845c42856	11/29/2021

No documents uploaded

Massachusetts Business Identification Number: 001521903

Doing-Business-As Name:

DBA Registration City:

#### BUSINESS PLAN

Business Plan Documentation:



Document Category	Document Name	Type	ID	Upload Date
Business Plan	Admiral Green Business Plan.CCC.final.pdf	pdf	61894ee02c8fa137b9c78279	11/08/2021
Proposed Timeline	5. Proposed Timeline.pdf	pdf	61894eea99d47637982bc11d	11/08/2021
Plan for Liability Insurance	6. Plan to obtain Insurance.pdf	pdf	61894efa7c9a0537aea4b046	11/08/2021

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Types of products Manufactured.	A.G.Types of Products Manufactured.pdf	pdf	61894f8de3155f31cafcdb22	11/08/2021
Method used to produce products	ag.Methods to produce products.11.8.2021.pdf	pdf	61894fddbd22c23791131815	11/08/2021
Sample of unique identifying marks used for branding	A.G. Unique Mark.pdf	pdf	6189503abd22c2379113181f	11/08/2021
Restricting Access to age 21 and older	10. Restricted Access to 21.pdf	pdf	6189526f7f037d37d69bb2ba	11/08/2021
Security plan	1.Security Plan.AdmiralGreen7.29.2021.pdf	pdf	618952845ca77d31bb6b3915	11/08/2021
Prevention of diversion	11. Prevention of Diversion.pdf	pdf	618952923982c731eb1c7821	11/08/2021
Storage of marijuana	12. Storage Plan.pdf	pdf	6189529d44662a31f289126f	11/08/2021
Transportation of marijuana	13. Transportation Plan.AG.pdf	pdf	618952a9703abe37a3ab3ed0	11/08/2021
Inventory procedures	14. Inventory Procedures.pdf	pdf	618952c644662a31f2891284	11/08/2021
Quality control and testing	15. Quality Control Testing Procedures.pdf	pdf	618952d599d47637982bc17e	11/08/2021
Personnel policies including background checks	17. Personnel.Employee Staffing.pdf	pdf	6189537786cf8531b41a4833	11/08/2021
Record Keeping procedures	18. Record Keeping.pdf	pdf	6189538e7f037d37d69bb2e1	11/08/2021
Maintaining of financial records	19. Maintaining Financial Records.pdf	pdf	6189539a6155aa37c425594c	11/08/2021
Diversity plan	AG.Diversity Plan.11.8.2021.pdf	pdf	618953b97f037d37d69bb2e5	11/08/2021
Qualifications and training	21. Qualifications and Intended Training for Agents.pdf	pdf	618953ca3982c731eb1c7845	11/08/2021
Energy Compliance Plan	22. Energy Compliance Plan.pdf	pdf	6189545586cf8531b41a4843	11/08/2021
Safety Plan for Manufacturing	safety plan for manufacturing.pdf	pdf	618954d72c8fa137b9c782fe	11/08/2021
Plan to Obtain Marijuana	Plan to obtain Marijuana.pdf	pdf	61895576bd22c23791131882	11/08/2021

### 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

**PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS**

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

## **ADMIRAL GREEN HOLDINGS CORP.**

### **PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING**

Admiral Green Holdings Corp. (“Admiral Green”) will remain compliant at all times with the local zoning requirements set forth in the City of Gloucester’s Zoning bylaws, ordinances and regulations, including the selection of its prospective Marijuana Establishment at 58 Great Republic Drive, Gloucester, MA 01930. The property is compliant with local municipal and state law. The proposed location is in compliance with 935 CMR 500.110(3) because it is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

58 Great Republic Drive is designated as a “Business Park” zoning district which allows for the proposed Marijuana Establishment and its intended use for marijuana cultivation and product manufacture as a permitted use. *See* Zoning Ordinance Excerpts attached. Admiral Green is currently seeking a Host Community Agreement and Site Plan Approval from the Planning Board of the City of Gloucester. Upon the event of Admiral Green obtaining the necessary permitting from the municipality, Admiral Green will continue in its application to the Cannabis Control Commission (“CCC”) for state licensure as a Marijuana Cultivator and Marijuana Product Manufacturer. Admiral Green has site control of the facility to remain in operation for a commercially reasonable amount of time.

Admiral Green will attend all meetings with various municipal officials and boards to discuss its plan for a proposed Marijuana Establishment in an effort to execute a Host Community Agreement with the City of Gloucester. Admiral Green will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Admiral Green remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, security, operation, and licensure. Admiral Green will comply with all conditions and standards set forth in any local permit required to operate with the intended uses at the proposed location. Admiral Green will remain compliant with the local zoning ordinance into the future.

THE CITY OF GLOUCESTER, MASSACHUSETTS ZONING ORDINANCE Codified through Ordinance No. 2020-009, adopted January 14, 2020. (Supp. No. 3)

Excerpts of relevant zoning ordinances to establish Admiral Green’s ability to remain compliant with local zoning. 58 Great Republic Drive holds the Business Park zoning designation and the proposed Marijuana Establishment for cultivation and product manufacture is a permitted use. Admiral Green seeks a Host Community Agreement and Site Plan Approval from the Planning Board as required under Section 5.8 of the zoning ordinance.

Zoning Ordinance Excerpts

## 2.1 ZONING DISTRICTS

## 2.2 USE REGULATIONS WITH USE TABLE

### 5.31 MARIJUANA ESTABLISHMENTS

### 5.8 SITE PLAN REVIEW

## 2.1 - ZONING DISTRICTS

### **2.1.1 Enumeration of the Zoning Districts**

The City of Gloucester is divided into fifteen zoning districts, the broad definitions and minimum lot area of which are set forth in this Section 2.1.1. The boundaries of the districts can be determined by reference to the Zoning Map, as described in Section 2.1.2 of this ordinance; the allowed uses in each of the districts can be determined by reference to Section 2.3, Use Tables; the dimensional requirements for each of the districts can be determined by reference to Section 3.2, Dimensional Tables. The following definitions are intended for guidance only; where there is a conflict between these definitions and the Zoning Map, the map shall control; where there is a conflict between these definitions and Sections 2.3 and 3.2, the latter sections shall control:

#### **BP Business Park (minimum lot area: 40,000 sf)**

The Business Park district is located off Blackburn Circle, and accommodates offices, warehousing, limited service uses and light industrial uses in a business-park setting. It has ready accessibility and utility capacity to accommodate the demands of business park development. Residential uses are generally not allowed.

## 2.2 - USE REGULATIONS

### **2.2.1 Allowed, Prohibited and Conditional Uses**

No building or structure shall be erected, used or changed in use, and no land shall be used or changed in use, except as set forth in Section 2.3, Use Tables, or as exempted by statute or Section 2.4. The symbols employed in the Use Tables have the following meanings:

**Y —** A permitted use

**N** — An excluded or prohibited use

**CC** — A use which may be authorized by Special Permit issued by the City Council pursuant to Section 1.8 of this ordinance, the application for which shall comply with the filing requirements of Section 1.5.3(b).

**CCS** — A use which may be authorized by Special Permit issued by the City Council pursuant to Section 1.8 of this ordinance, the application for which shall comply with the filing requirements of Section 1.5.3(c); if the proposed use is a Major Project (see Section 5.7.1), the application shall comply with the filing requirements of 1.5.3(d).

**SP** — A use which may be authorized by Special Permit issued by the Zoning Board of Appeals pursuant to Section 1.8 of this ordinance, the application for which shall comply with the filing requirements of Section 1.5.4(c).

**SPS** — A use which may be authorized by Special Permit issued by the Board of Appeals pursuant to Section 1.8 of this ordinance, the application for which shall comply with the filing requirements of Section 1.5.4(d).

**PB** — A use which may be authorized by Special Permit issued by the Planning Board pursuant to Section 1.8 of this ordinance, the application for which shall comply with the filing requirements of Section 1.5.5(b).

New, or expansion of, commercial, industrial uses and other site alterations, may be subject to Site Plan Review. See Section 5.8 for applicability.

(Ord. of 9-2-2008(4); Ord. of 3-30-2010(1); Ord. of 6-14-2011(3))

## 2.3 - USE TABLES

### 2.3.5 INDUSTRIAL USES

		Former Designations:														
		R- RB	R- RA	R-1	R- 2A	R- 2	R- 3	R- 4								
		R- 80	R- 40	RC- 40	R- 30	R- 20	R- 10	R- 5	CCD	CB	VB	NB	EB	MI	GI	BP
	FN. #													1		2
1	Junk yard		N	N	N	N	N	N	N	N	N	N	CC	N	CC	N

2 Fill or removal of soil, stone or other earth products (see Section 5.2)		N	N	N	CC	CC	CC	N	N	N	N	N	CC	N	CC	N
3 Manufacturing, processing or research		N	N	N	N	N	N	N	N	N	N	N	N	Y	Y	Y
4 Processing or cooling not conforming to the performance criteria of Section 4.4		N	N	N	N	N	N	N	N	N	N	N	N	Y	CCS	N
5 Trailer truck park, freight or transportation terminal facilities (see Section 5.8)	3	N	N	N	N	N	N	N	N	N	N	N	N	CCS	CCS	CCS
6 Bulk storage, warehousing		N	N	N	N	N	N	N	N	N	N	N	Y	Y	Y	Y
7 Storage of toxic or hazardous materials or wastes incidental to industrial operations conducted on-site, as authorized by the Massachusetts DEP pursuant to MGL Chapter 21C		N	N	N	N	N	N	N	N	N	N	N	CCS	CCS	CCS	CCS
8 Marijuana cultivator													N		Y	Y
9 Marijuana product manufacturer													N		Y	Y
10 Marijuana testing facility													Y		Y	Y
11 Self-storage service facility	4	N	N	N	N	N	N	N	N	N	N	N	Y	Y	Y	Y

#### FOOTNOTES TO SECTION 2.3.5, INDUSTRIAL USES

- (1) In the MI District, Supporting Designated Port Area (DPA) Uses, as defined in 310 CMR 9.02, shall not in the aggregate occupy more than 50% of the ground level area on filled tidelands on a lot within the DPA. Such uses shall also be subject to dimensional requirements of 310 CMR 9.0. Within the water-dependent use zone, as defined in 310 CMR 9.02, in the MI District no use shall be permitted unless it provides access to water-borne vessels.

- (2) See Section 5.12.
- (3) No trailer truck park shall be located within 100 feet from the lot line of an established residence in a residential zone, and such potential development must be assessed in terms of its impact on the environment.
- (4) With the exception of the MI District, no self-storage service facility may be permitted on land with an elevation less than 13 relative to the North Atlantic Vertical Datum (NAVD).

### 5.31 - MARIJUANA ESTABLISHMENTS<sup>[3]</sup>

M.G.L. c. 94G, authorizes a system of state licensing for businesses engaging in the cultivation, testing, processing and manufacturing, and retail sales of marijuana, collectively referred to as "marijuana establishments." In addition M.G.L. c. 94G, §3, *Local Control*, allows cities and towns to adopt ordinances and by-laws that impose reasonable safeguards on the operation of marijuana establishments, provided they are not unreasonably impracticable and are not in conflict with the laws and regulations of M.G.L. c. 94G or 935 CMR 500.

Marijuana retailers shall be subject to M.G.L. c. 94G, §12 and the following restrictions to ensure there are no undue impacts on the health, safety, and well-being of the public:

As defined in M.G.L. c. 94G, and as established in Chapter 28 Marijuana Retail Establishments of the Code of Ordinances, the number of marijuana retailers shall be limited to no more than 20% of the number of licenses issued within the city for the retail sale of alcoholic beverages not to be drunk on the premises where sold under M.G.L. c. 138, §15. Should 20% of the number of licenses issued be a whole number and .5 or greater, the number shall be rounded up to the next whole number; should it be less than .5, the number shall be rounded down.

#### **5.31.1 Purpose.**

The purpose of this ordinance is to allow state-licensed marijuana establishments to exist in the city in accordance with applicable state laws and regulations and impose reasonable safeguards to govern the time, place and manner of marijuana establishment operations and any business dealing in marijuana accessories in such a way as to ensure public health, safety, well-being, and undue impacts on the natural environment as it relates to the retailing, cultivation, processing, manufacturing or testing subject to the provisions of this Zoning Ordinance, M.G.L. c. 40A, M.G.L. c. 94G, and 935 CMR 500.

#### **5.31.2 Applicability; Effective Date.**

This section applies to all marijuana establishments including, but not limited to, marijuana cultivators, testing facilities, product manufacturers, processors, medical marijuana treatment centers and/or retailers.

Under the state law, M.G.L. c. 94G, experienced marijuana establishment operators including medical marijuana treatment centers as defined in Chapter 369 of the Acts of 2012 with a registration in good standing, or a reorganized marijuana business established by a vote of at least two-thirds (2/3) of the Board of Directors of any entity that submitted an application for a registration to operate a medical marijuana treatment center to the Department of Public Health before October 1, 2015, and was issued a provisional registration to operate a medical marijuana treatment center by the Department of Public Health are also subject to this Zoning Ordinance should said experienced marijuana establishment operator of a medical marijuana treatment center convert into a retail marijuana establishment.

#### **5.31.3 Definitions.**

The following definitions, consistent with M.G.L. c. 94G, shall apply in the interpretation and enforcement of this section:

"Experienced marijuana establishment" or "Experienced marijuana operator" shall include:

- (a) a medical marijuana treatment center as defined in chapter 369 of the acts of 2012 with a registration in good standing, or
- (b) a reorganized marijuana business established by a vote of at least two-thirds (2/3) of the board of directors of an entity that submitted an application for a registration to operate a medical marijuana treatment center to the Department of Public Health before October 1, 2015 and was issued a provisional registration to operate a medical marijuana treatment center by the department of public health.

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

- (a) The mature stalks of the plant, fiber produced from the stalks, oil, or cake made from the seeds of the plant, any other compound, manufacture, salt, derivative, mixture or preparation of the mature stalks, fiber, oil, or cake made from the seeds of the plant or the sterilized seed of the plant that is incapable of germination;
- (b) Hemp; or
- (c) The weight of any other ingredient combined with marijuana to prepare topical or oral administrations, food, drink or other products.

"Marijuana accessories" equipment, products, devices or materials of any kind that are intended or designed for use in planting, propagating, cultivating, growing, harvesting, manufacturing, compounding, converting, producing, processing, preparing, testing, analyzing, packaging, repackaging, storing, containing, ingesting, inhaling or otherwise introducing marijuana into the human body.

"Marijuana cultivator" or "Marijuana cultivation facility" an entity licensed to cultivate, process and package marijuana, to deliver marijuana to marijuana establishments and to transfer marijuana to other marijuana establishments, but not to consumers.

"Marijuana establishment" a marijuana cultivator, marijuana testing facility, marijuana product manufacturer, marijuana retailer, medical marijuana treatment center or any other type of licensed marijuana-related business.

"Marijuana manufacturing" to compound, blend, extract, infuse or otherwise make or prepare a marijuana product.

"Marijuana product manufacturer" or "Marijuana manufacturing facility" an entity licensed to obtain, manufacture, process and package marijuana and marijuana products, to deliver marijuana and marijuana products to marijuana establishments and to transfer marijuana and marijuana products to other marijuana establishments, but not to consumers.

"Marijuana processing" to harvest, dry, cure, trim and separate parts of the marijuana plant by manual or mechanical means.

"Marijuana products" products that have been manufactured and contain marijuana or an extract from marijuana, including concentrated forms of marijuana and products composed of marijuana and other ingredients that are intended for use or consumption, including edible products, beverages, topical products, ointments, oils and tinctures.

"Marijuana testing facility" an entity licensed to test marijuana and marijuana products, including certification for potency and the presence of contaminants.

"Marijuana retailer" an entity licensed to purchase and deliver marijuana and marijuana products from marijuana establishments and to deliver, sell or otherwise transfer marijuana and marijuana products to marijuana establishments and to consumers.

#### **5.31.4 Use Allowance and Special Permit Procedures.**



Marijuana establishments including marijuana cultivators, marijuana testing facilities, marijuana product manufacturers, conversions of medical marijuana treatment centers shall be permitted in zoning districts as identified in Section 2.3 with Site Plan Approval by the Planning Board pursuant to Section 5.8 of the Zoning Ordinance.

The City Council may grant a Special Permit and the Planning Board may grant a Site Plan Approval for a medical marijuana treatment center as defined in M.G.L. c. 94I or a retail marijuana establishment as defined in M.G.L. c. 94G in the zoning district(s) identified in Section 2.3 in accordance with the procedures set forth in Section 1.5 and Section 5.8 of the Zoning Ordinance and subject to the standards set forth in this section and the general criteria for granting a special permit contained in section 1.8.3 of the Zoning Ordinance.

The issuance of a site plan approval or special permit pursuant to this section or other applicable sections of the Zoning Ordinance does not create an exception, defense, or immunity to any person or entity in regard to any potential criminal liability the person or entity may have for the production, distribution, or possession of marijuana.

A site plan approval or special permit issued for a marijuana establishment is not transferable or assignable to a different location or a different type of marijuana establishment.

In addition to the dimensional standards in Section 3 of the Zoning Ordinance, marijuana establishments shall not be located within 500 feet of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12. Distances shall be calculated by direct measurement from the nearest property line of the land used for purposes described above to the nearest portion of the building in which the marijuana establishment is located using a route of direct pedestrian access.

#### **5.31.5 Additional Filing Requirements and Standards.**

The following apply to all marijuana establishments as defined above and in M.G.L. c. 94G including marijuana cultivation facilities, manufacturing facilities, testing facilities, medical marijuana treatment centers and retail establishments.

1. Any Site Plan Review or Special Permit application for a marijuana establishment shall include:
  - a. A copy of the application materials submitted to the Cannabis Control Commission as described in 935 CMR 500.101.
  - b. A Transportation Plan as described herein. A proposed marijuana establishment shall prepare and submit a Transportation Plan that will, among other things, provide a detailed analysis of how the use may impact traffic and parking in the area immediately surrounding the proposed site of a marijuana establishment and how best practices of the industry may be utilized to address traffic and parking.
  - c. A written description stating how the proposed marijuana establishment will meet the minimum requirements of 935 CMR 500.105 including, without limitation and subject to the discretion of the City Council, policies and procedures for energy efficiency and conservation.
  - d. A written description of how the proposed marijuana establishment will meet the requirements of 935 CMR 105 and requirements of section 4.3 of the Zoning Ordinance relating to marketing and signage.
2. No marijuana shall be smoked, eaten or otherwise consumed or ingested within any type of licensed marijuana establishment.
3. Hours of operation for marijuana retailers shall be consistent with those of package stores licensed under M.G.L. c. 138.
4. Deliveries of products to retail marijuana establishments shall comply with the Code of Ordinances.
5. Marijuana plants, products, and paraphernalia shall not be visible from outside the building of any marijuana establishment.

6. In addition to the parking layout and design standards of Section 4 of the Zoning Ordinance, a retail marijuana establishment shall provide a minimum of 1 parking space per 100 square feet of retail space and 1 parking space per 200 square feet of bulk storage.
7. In addition to the use allowance of Section 2.3 and the dimensional requirements of Section 3 of the Zoning Ordinance, marijuana retail establishments shall only be permitted in allowable zoning district(s) on lots with a minimum of 20,000 square feet and frontage and access from an Arterial Street(s) including, but not limited to, Route 128, Bass Avenue, Eastern Avenue, Essex Avenue, Thatcher Road, and Gloucester Crossing Road.

#### **5.31.6 Reserved.**

#### **5.31.7 Reserved.**

#### **5.31.8 Special Permit Findings.**

In addition to the findings for a special permit in section 1.8.3 of the Zoning Ordinance, the City Council must also make the following findings:

1. The Applicant demonstrates that the marijuana establishment will meet all of the permitting requirements of all applicable agencies within the Commonwealth and will be in compliance with all applicable state laws and regulations, including, but not limited to M.G.L. c. 94G, §12.
2. The Applicant has satisfied all of the conditions and requirements of this section and other applicable sections of the Zoning Ordinance and any applicable city ordinances.
3. The establishment provides adequate security measures to ensure that there are not direct threats to the health or safety of employees, staff, or members of the public and that storage and/location of cultivation is adequately secured.

#### **5.31.9 Host Community Agreements.**

All marijuana establishments under this section shall enter into Host Community Agreements (HCAs) with the city in compliance with the requirements of M.G.L. c. 94G and all regulations promulgated by the Cannabis Control Commission that pertain to the execution of a host community agreement with the city. Specifically, under M.G.L. c. 94G, §3, a marijuana establishment seeking to operate or continue to operate in the city shall execute a host community agreement with the city setting forth conditions which shall include, but not be limited to, all stipulations of responsibilities between the host community and the marijuana establishment. An agreement between a marijuana establishment and the city may include a community impact fee for the city; provided, however, that the community impact fee shall be reasonably related to the costs imposed upon the city by the operation of the marijuana establishment and shall not amount to more than 3 per cent (3%) of the gross sales of the marijuana establishment or be effective for longer than 5 years. Any cost to the city imposed by the operation of a marijuana establishment shall be documented and considered a public record. All HCAs shall address any known and additional impact of marijuana related use on the municipal departments and services including but not limited to public safety, health services, schools and infrastructure, and any other stipulations deemed necessary by the Office of the Mayor, and such agreement shall accompany any required special permit application.

#### **5.31.10 Unlawful Acts.**

1. It shall be unlawful for any person to operate any marijuana establishment in the city without a valid license issued by the state licensing authority under the M.G.L. c. 94G.
2. When a marijuana establishment has received a renewal license from the state, the marijuana establishment shall submit a copy to the Building Department within 30 days of receipt.
3. It shall be unlawful for any person to operate a marijuana establishment as outlined in this section including, but not limited to, retail marijuana, marijuana product manufacturing, marijuana cultivation, marijuana processing, or marijuana testing establishment without a Special Permit from the City Council or Site Plan Approval from the Planning Board.

4. In addition to the requirements of 935 C.M.R. 500, specifically 935 C.M.R. 500.105(4)(b), Prohibited Practices, it shall be unlawful for any person to operate an establishment so as to clearly display any marijuana advertising, products, paraphernalia or accessories so that it is visible to a person from the exterior of establishment. This includes any of the same that have multiple uses of which one is for marijuana.

#### **5.31.11 Violations and Penalties.**

All marijuana establishments shall be subject to M.G.L. Chapter 94G, § 13 and 935 C.M.R. 500. For any violation of the terms and conditions of a Special Permit issued pursuant to the Zoning Ordinance or any section of this Zoning Ordinance that, after proper notice and demand, is not abated, the Building Inspector shall institute appropriate action or proceedings on behalf of the city. A fine of \$300.00 per violation per day for each day the violation continues shall be issued.

#### **5.31.12 Severability.**

If any provision of this section is held to be invalid by a court of competent jurisdiction then such provision shall be considered separately and apart from the remaining provisions, which shall remain in full force and effect.

(Ord. of 9-11-2018(1); Ord. of 11-13-2018(1))

Footnotes:

--- (3) ---

**Editor's note**— Ords. of 9-11-2018(1) and 9-25-2018(1) repealed and reenacted 5.31. Former 5.31 pertained to temporary moratorium on recreational marijuana establishments, and was derived from Ord. of 9-26-2017(1).

## 5.8 - SITE PLAN REVIEW

### **5.8.1 Purpose**

The purpose of this section is to facilitate individual detailed review of development proposals which have an impact on the natural or built environment of the City in order to promote the health, safety and general welfare of the community; to ensure adequate parking, safe and accessible pedestrian and vehicular circulation; and to minimize traffic impact on city streets.

### **5.8.2 Applicability**

The following types of activities and uses require site plan review by the Planning Board:

- A) Any new industrial or commercial construction or expansion over two thousand (2,000) gross square feet, or any new or expanded industrial or commercial use which requires more than five (5) additional parking spaces;
- B) In the MI district and new industrial or commercial projects or additions, change of use, or project requiring a special permit or variance.
- C) The construction or creation of any new parking lot or the expansion, or redesign of any existing parking lot.
- D) Driveways in residential districts, which propose more than one curb cut.

### **5.8.3 Pre-Application**

Applicants are invited to submit a pre-application sketch of proposed projects to the Planning Division and are encouraged to schedule a pre-application meeting with the Planning Director and the Inspector of Buildings.

### **5.8.4 Procedures**

Applicants for site plan approval shall submit five (5) copies of the site plan and a digital copy including any supporting materials, to the Planning Board. Application materials shall be distributed to City departments their review and comment. The Planning Board shall review and act upon the site plan at a regularly scheduled meeting within forty five (45) days of the meeting after a project appears on a Planning Board agenda. The Planning Board may impose such conditions as may be deemed appropriate. The decision of the Planning Board shall be a vote of a majority of a quorum of the Planning Board. A written decision reflecting the vote of the Planning Board shall be filed with the City Clerk within 14 days of the vote.

No building permit or occupancy permit, for activities requiring site plan approval, shall be issued by the Inspector of Buildings without the written approval of the site plan by the Planning Board. Any work done in deviation from an approved site plan shall be a violation of this Ordinance. Approval of a site plan pursuant to Section 5.8 et seq. shall be in addition to any required special permit or other forms of relief as required by the Zoning Ordinance.

- 5.8.4.1 Relation of Site Plan Approval to Applications for Special Permit or Variance Applications for projects requiring special permit or variance which also requires site plan approval, shall be accompanied by an approved site plan. In the alternative, any special permit or variance granted also requiring site plan approval shall contain the following condition:

"The work described herein requires the approval of a site plan by the Gloucester Planning Board pursuant to Section 5.8 of the Zoning Ordinance. Any conditions imposed in such site plan approval shall be incorporated herein by reference."

- 5.8.4.2 Where the Planning Board approves a site plan with conditions, and said approved site plan accompanies a special permit or variance application to the City Council or Zoning Board of Appeals, the conditions imposed by the Planning Board shall be incorporated into the issuance, if any, of a special permit or variance.
- 5.8.4.3 Where the Planning Board shall consolidate its site plan review with special permit procedures including but not limited to Major Project reviews.
- 5.8.4.4 The applicant may request, and the Planning Board may grant by majority vote, an extension of the time limits set forth herein.
- 5.8.4.5 No deviation from an approved site plan shall be permitted without approval of modifications by vote of the Planning Board.
- 5.8.4.6 Site plan approval does not constitute a certification that the proposed plan conforms to applicable zoning regulations, wetland regulations and/or any other City, State or Federal requirements that must be obtained prior to implementation of the elements of the site plan.

### **5.8.5 Preparation of Plans**

Site Plans shall be submitted on 24-inch by 36-inch sheets. Plans shall be prepared by a Registered Professional Engineer, Registered Land Surveyor, Architect, or Landscape Architect, as appropriate. Dimensions and scales shall be adequate to determine that all requirements are met and to make a complete analysis and evaluation of the proposal. All plans shall have a minimum scale of 1"=40'.

- 5.8.5.1 Plan Contents. Plan sheets prepared at a scale of one (1) inch equals forty (40) feet or such other scale as may be approved by the Planning Board. Composite plans may be submitted provided details can be easily analyzed. In the case of change of use permits with limited site alterations, the required submission of one or more plans may be waived by the Planning Board upon recommendation by City department staff. Minimum plan requirements shall be outlined on the Site Plan Review Application. The plans to be submitted are as follows:
  - (A) Site layout plan, which shall contain the boundaries of the lot(s) in the proposed development, proposed structures, general circulation plan for vehicles and pedestrians, drive-thru windows, curb cut locations, parking, fences, walls, walkways, outdoor lighting including proposed fixtures, loading facilities, solid waste storage locations, and areas for snow storage after plowing. The plan shall contain an inset locus plan, at a scale of one (1) inch equals one hundred (100) feet, showing the entire project and its relation to existing areas, buildings and roads for a distance of one thousand (1,000) feet from the project boundaries or such other distance as may be approved or required by the Planning Board.
  - (B) Topography and drainage plan, which shall contain the existing and proposed final topography at two-foot intervals and plans for handling storm water runoff drainage.
  - (C) Utility plan, which shall include all facilities for refuse and sewerage disposal or storage of all these wastes, the location of all hydrants, fire alarm and firefighting facilities on and adjacent to the site, all proposed recreational facilities and open space areas, and all wetlands including floodplain areas.
  - (D) Architectural plan, which shall include the ground floor plan, proposed exterior building materials, treatments and colors and architectural elevations of all proposed buildings and a color rendering where necessary to determine the proposal's affect on the visual environment. Such plan shall also include the design of any freestanding signs.
  - (E) Landscaping plan, showing the limits of work, existing tree lines as well as those tree lines to remain, and all proposed landscape features and improvements including screening,

planting areas with size and type of stock for each shrub or tree, and including proposed erosion control measures during construction.

- (F) Lighting plan, showing the location and orientation of all existing and proposed exterior lighting, including building and ground lighting. The plan shall note the height, initial foot-candle readings on the ground and the types of fixtures to be used.

5.8.5.2 The site plan shall be accompanied by a written statement indicating the estimated time required to complete the proposed project and any and all phases thereof. There shall be submitted a written estimate, showing in detail the costs of all site improvements planned.

5.8.5.3 A written summary of the contemplated projects shall be submitted with the site plan indicating, where appropriate, the number of dwelling units to be built and the acreage in residential use, the evidence of compliance with parking and off-street loading requirements, the forms of ownership contemplated for the property and a summary of the provisions of any ownership or maintenance thereof, identification of all land that will become common or public land or provide public access, and any other evidence necessary to indicate compliance with this ordinance.

5.8.5.4 The site plan shall be accompanied by drainage calculations by a registered professional engineer as well as wetland delineations, if applicable. Water utilities, sewer infrastructure and stormwater drainage shall be design to conform to Gloucester Subdivision Rules and Regulations and standards of the Department of Public Works.

5.8.5.5 Certification that the proposal is in compliance with the provisions, if applicable, of the Americans with Disabilities Act and the Massachusetts Architectural Barriers Board.

#### **5.8.6 Waivers**

The Planning Board may, upon written request of the applicant and recommendation by City department staff, waive any of the submittal or technical requirements of Section 5.8.5 where the project involves relatively simple development plans.

#### **5.8.7 Review Guidelines and Approval**

Site Plan approval shall be granted upon determination by the Planning Board that the plan meets the following objectives. The Planning Board may impose reasonable conditions at the expense of the applicant to promote these objectives. New building construction or other site alteration shall be designed in the Site Plan, after considering the qualities of the specific location, the proposed land use, the design of building form, grading, egress points, and other aspects of the development, so as follows:

- A) A reasonable effort shall be made to conserve and protect natural features that are of some lasting benefit to the site, its environs and the community at large.
- B) Slopes, which exceed ten (10%) percent, shall be protected by appropriate measures against erosion, runoff, and unstable soil, trees and rocks. Measures shall be taken to stabilize the land surface from unnecessary disruption. Such stabilization measures shall be the responsibility of the property owner.
- C) The placement of buildings, structures, fences, lighting, signs, and fixtures on each site shall not interfere with traffic circulation, safety, appropriate use and enjoyment of adjacent properties. Adequate illumination shall be provided to parking lots and other areas for vehicular and pedestrian circulation. All illumination shall be directed and/or shielded so as not to shine beyond the perimeter of the site or interfere with traffic.
- D) All areas designed for vehicular use shall be paved with a minimum of either a three (3") inch bituminous asphalt concrete, a six (6") inch Portland cement concrete pavement, or other surface, such as brick, cobblestone or gravel, as approved by the Department of Public Works.
- E) All parking spaces shall be arranged and clearly marked in accordance with the design and layout standards contained in Section 4.14 of the Zoning Ordinance.

- F) All utility service transmission systems, including but not limited to water, sewer, natural gas, electrical and telephone lines, shall, whenever practicable, be placed underground.
- G) All surface water runoff from structures and impervious surfaces shall be disposed of on site; but in no case shall surface water drainage be across sidewalks or public or private ways. In no case shall surface water runoff be drained directly into wetlands or water bodies. Drainage systems shall be designed to minimize the discharge of pollutants by providing appropriately designed vegetated drainage channels and sedimentation basins that allow for adequate settling of suspended solids and maximum infiltration. Dry wells, leaching pits and other similar drainage structures may be used only where other methods are not practicable. Oil, grease, and sediments traps to facilitate removal of contaminants shall precede all such drainage structures. All calculations shall be for a one hundred (100) year storm. Drainage design shall be in accordance with Department of Public Works regulations as amended.
- H) In the MI district development proposals shall comply with the standards and requirements with regard to the placement and dimensions of structures as regulated by G.L. c.91 and 310 CMR 9.00 et seq.
- I) Pedestrian safety and vehicular safety to and from the site shall be maximized provided it does not interfere with the proposed use.
- J) Minimize unreasonable departure from the character, materials, and scale of buildings in the vicinity, as viewed from public ways and places.
- K) Ensure compliance with the provisions of this Zoning Ordinance.
- L) Promote orderly and reasonable internal circulation within the site so as to protect public safety and not unreasonably interfere with access to a public way or circulation of pedestrian or vehicular traffic on a public way.

#### **5.8.8 Lapse**

Site plan approval shall lapse after one year from the final approval if a substantial use in accordance with such approved plans has not commenced except for good cause. Such approval may, for good cause, be extended in writing by the Planning Board upon the written request of the applicant, within this one year period.

#### **5.8.9 Regulations**

The Planning Board may adopt, and from time to time amend, reasonable regulations for the administration of this Site Plan ordinance.

#### **5.8.10 Fee**

The Planning Board may, from time to time, adopt reasonable administrative fees and technical review fees for site plan review.

#### **5.8.11 Appeal**

Any person aggrieved by a decision of the Planning Board rendered pursuant to section 5.8 may appeal such decision to the Zoning Board of Appeals as provided in G.L. c. 40A section 8.

(Ord. of 3-30-2010(4))

**Editor's note**— Ord. of 3-30-2010(4), repealed § 5.8, in its entirety and enacted a new § 5.8 to read as set out herein. Former § 5.8 pertained to freight, transportation terminal facilities and was derived from original code.





Admiral Green Holdings Corp.

COMMUNITY OUTREACH MEETING  
8/23/2021 via Zoom at 5:30p.m.

- ▶ 58 Great Republic Drive,  
Gloucester, MA 01930
- ▶ Business Plan for a Marijuana  
Establishment under 935 CMR  
500.000
- ▶ Cannabis Control Commission  
Applications Cultivator # MCN  
MCN283507 and Product  
Manufacturer # MPN 282072



# Executives

- ▶ CEO- Christopher Williams
- ▶ COO- Michael Blumsack
- ▶ GC-Anthony Giacalone
- ▶ Co-owner-Jeffrey Amero





## PROPOSED LICENSE TYPES

Cultivation

Manufacturing



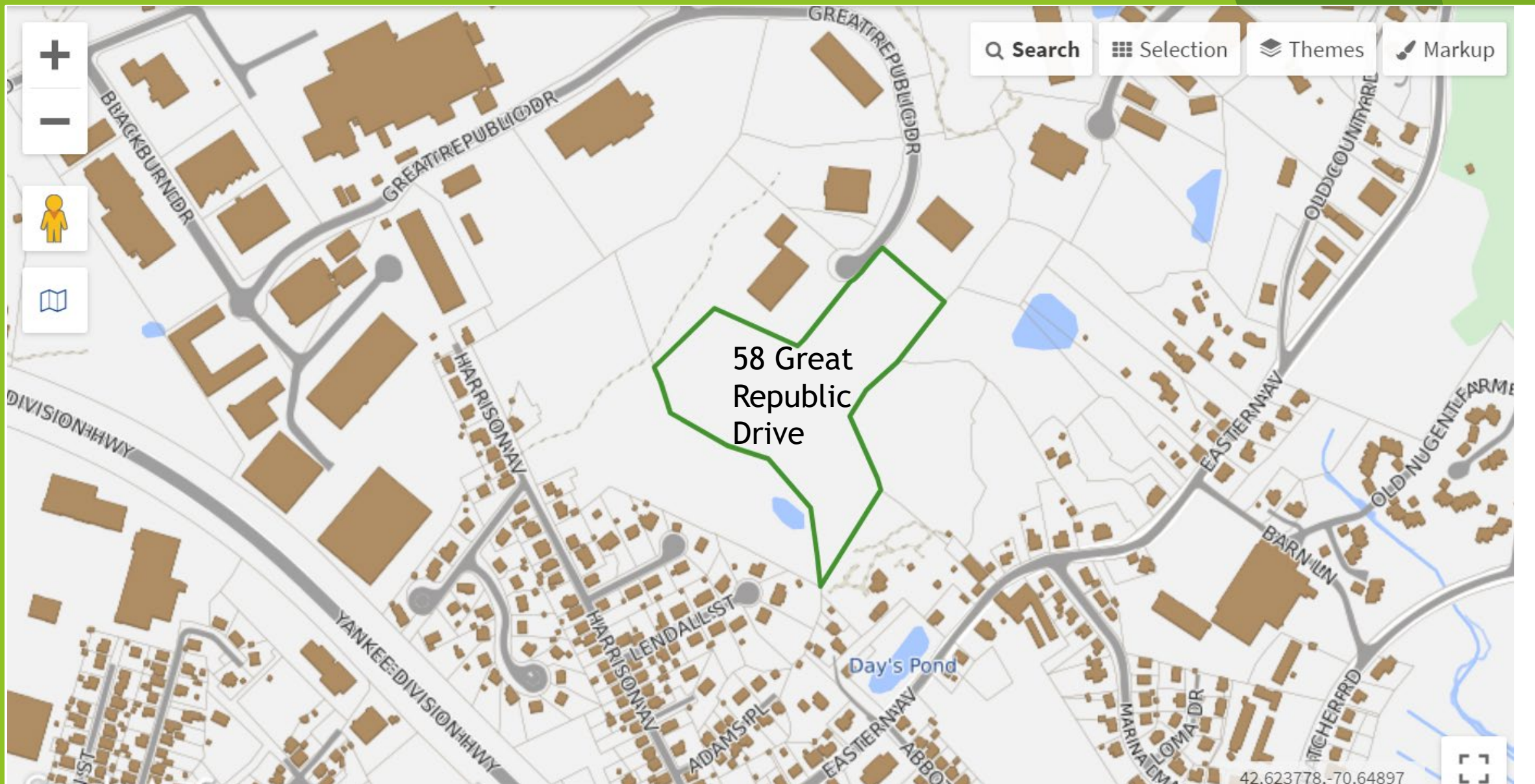
# Example of Cannabis Cultivation Facility:

- ▶ Exterior view looks like any commercial building.
- ▶ Unable to see into the facility from outside.
- ▶ Interior maintains sanitation at a laboratory grade for cultivating and manufacturing pure product.













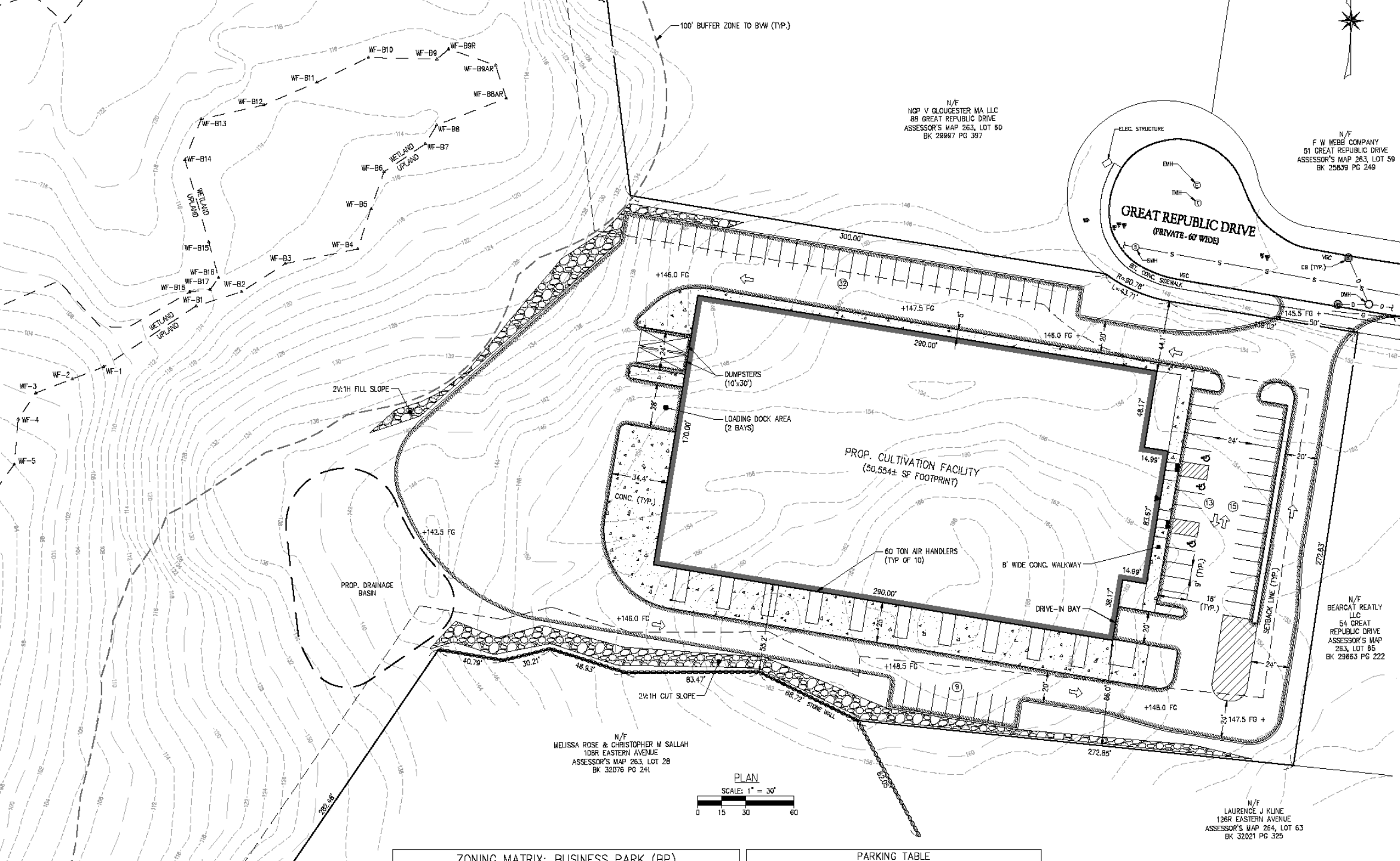
42.624159, -70.647911











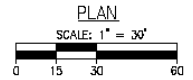
N/F  
NCP V GLOUCESTER MA LLC  
88 GREAT REPUBLIC DRIVE  
ASSESSOR'S MAP 263, LOT 60  
BK 29997 PG 397

N/F  
F W WEBB COMPANY  
51 GREAT REPUBLIC DRIVE  
ASSESSOR'S MAP 263, LOT 59  
BK 25839 PG 249

N/F  
BEARCAT REALTY LLC  
54 GREAT REPUBLIC DRIVE  
ASSESSOR'S MAP 263, LOT 85  
BK 29863 PG 222

N/F  
LAURENCE J KLINE  
126R EASTERN AVENUE  
ASSESSOR'S MAP 264, LOT 63  
BK 32021 PG 325

N/F  
JESSICA ROSE & CHRISTOPHER M SALLAH  
108R EASTERN AVENUE  
ASSESSOR'S MAP 263, LOT 28  
BK 32076 PG 241



The  
**Morin-Cameron**  
**GROUP, INC.**  
CIVIL ENGINEERS | ENVIRONMENTAL CONSULTING  
LAND SURVEYORS | LAND USE PLANNERS  
P: 617-777-5266 W: WWW.MORINCAMERON.COM

**DRAFT**

SURVEY BY: N/A  
DRAFTED BY: JMB  
CHECKED BY: SPC  
APPROVED BY: SPC  
SCALE: AS NOTED  
DATE: JULY 20, 2021

REVISIONS	
NO.	DESCRIPTION

**SITE PLAN OF LAND**  
**IN**  
**GLOUCESTER, MASSACHUSETTS**  
**58 GREAT REPUBLIC DRIVE**  
(ASSESSOR'S MAP 263 LOT 18)  
PREPARED FOR:  
**58 GREAT REPUBLIC DRIVE, LLC**

# INDEPENDENT TESTING OF PRODUCTS FOR SAFETY AND HEALTH



## Test report: Flower #12

Client:	<a href="#">Commonwealth Cannabis Competition</a>
Client contact:	
Strain:	<a href="#">unknown</a>
Sample Type:	Flower
Batch:	N/A
Analyst:	LC
Authorization:	MK
Product ID:	S18-15007
Receipt Date:	9/4/2018
Test Date:	9/5/2018

## Cannabinoid Profile

Cannabinoid	%
THC	1.3%
CBD	Not detected
CBN	Not detected
THCa	24.3%
CBDa	Not detected
Δ-8 THC	Not detected
CBGa	0.5%
THCv	Not detected
CBDv	Not detected
CBC	0.1%
Total Cannabinoids	26.20%
Max THC	22.61%
Max CBD	Not detected

Percentage data represents weight percentage of sample as received by MCR Labs.

THCa is converted to THC by heat. To find the maximum theoretical amount of THC in a sample, we add the amount of THC present in the sample to the amount of THC that can be created from THCa by the formula:

$$\text{Max THC} = \text{THC} + \text{THCa} * 0.877$$

The maximum theoretical amount of CBD in a sample is calculated from CBD and CBDa in a similar fashion.

This report and all information herein shall not be reproduced, except in its entirety, without the expressed consent of MCR Labs. Results may vary. Results are only for the samples supplied to MCR Labs.



## Test report: Concentrate #6

Client:	<a href="#">Commonwealth Cannabis Competition</a>
Client contact:	
Strain:	<a href="#">unknown</a>
Sample Type:	Concentrate
Batch:	N/A
Analyst:	MS
Authorization:	MK
Product ID:	S18-15035
Receipt Date:	9/4/2018
Test Date:	9/9/2018

## Cannabinoid Profile

Cannabinoid	%
THC	4.2%
CBD	Not detected
CBN	Not detected
THCa	92.3%
CBDa	Not detected
Δ-8 THC	Not detected
CBGa	0.4%
THCv	Not detected
CBDv	Not detected
CBC	0.3%
Total Cannabinoids	97.20%
Max THC	85.15%
Max CBD	Not detected

Percentage data represents weight percentage of sample as received by MCR Labs.

THCa is converted to THC by heat. To find the maximum theoretical amount of THC in a sample, we add the amount of THC present in the sample to the amount of THC that can be created from THCa by the formula:

$$\text{Max THC} = \text{THC} + \text{THCa} * 0.877$$

The maximum theoretical amount of CBD in a sample is calculated from CBD and CBDa in a similar fashion.

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March 15, 2020

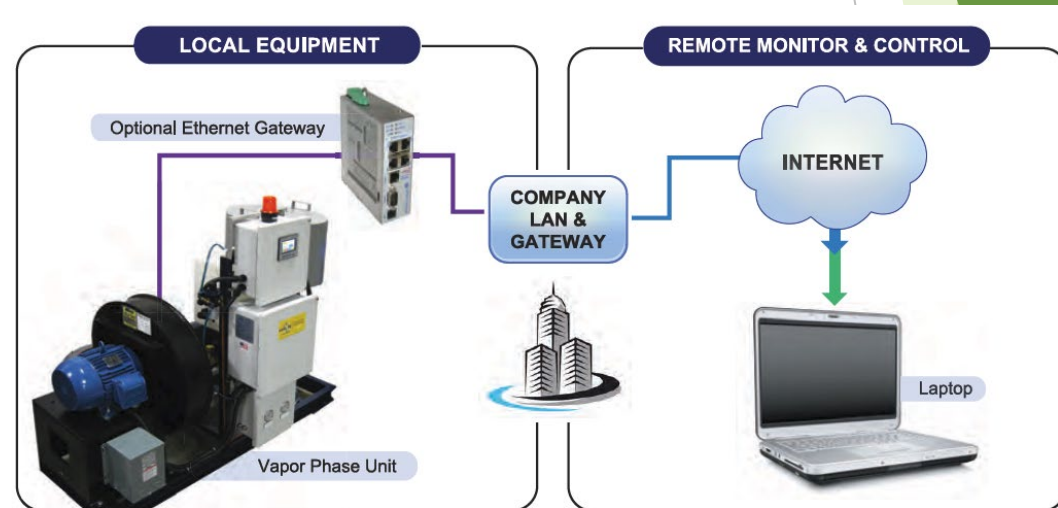
This letter serves to notify Tree Beard Inc that OMI Industries, Inc. is the sole provider and manufacturer of Ecosorb products and the Vapor Phase Unit. OMI's Ecosorb formulation is the only odor chemical in the market that does not use nonylphenol and nonylphenol ethoxylates. OMI Industries has been successful in mitigating cannabis odors in the US and many countries around the world. Our Ecosorb CNB-100 chemical is designed specifically to treat Cannabis Odor. We have engineered delivery systems that are optimal for the dispersion of our chemistry. No other organization offers these particular products that you are in need of.

Kind Regards,

*Brian Hayes*

Brian Hayes  
Eastern States Sales  
OMI Industries  
[224-283-2007](tel:224-283-2007)

# ODOR CONTROL



# NOISE REMEDIATION

- ▶ Noise: The proposed uses will create minor noise, if any, and will not cause a nuisance.
- ▶ Remediation: The unit will be designed with noise softening technology so as to prevent noise from escaping the manufacturing area.

# OVERVIEW OF SECURITY PROCEDURES

- ▶ Security, Surveillance, and Alarm Components: The Company will have a commercial grade electronic security surveillance system that is designed to prevent and detect diversion, theft or loss of marijuana or unauthorized intrusion. Two independent companies will monitor the surveillance feed in accordance to State law. A live feed will be sent to the police department.  
Exterior + Interior CCTV
- ▶ Secure Access: Not open to the public and visitors are limited to necessary visits such as State and Town officials and industry-specific agents. Key-Card access for secure entry points.
- ▶ Security Personnel: Full-time security during hours of operation.

# SECURITY 935 CMR 500

- ▶ Entrance and Egress: All entrances to the building shall be kept secure by electronic monitoring and locking mechanisms to prevent unauthorized access. The premises shall have a single entrance for consumers and the public to enter under constant electronic surveillance and physical security staff during hours of operation. This entry point shall be the identification check-point as described in provision 2 of this plan. The premises will be compliant with the Americans with Disability Act.
- ▶ Identification: All individuals seeking access to the premises or to whom marijuana products are being transported shall be positively identified with a government issued identification card to limit access solely to individuals 21 years of age or older. No individual under the age of 21 years of age shall be allowed access to the premises.

# SECURITY 935 CMR 500

- ▶ Outside Perimeter: The outside perimeter of the Company shall be sufficiently lit to facilitate surveillance and safe ingress and egress for customers and the public.
- ▶ Third Party Security Audits The company shall annually obtain at its own expense, a security system audit by a vendor approved by the Commission.
- ▶ Development of New Safeguards: The Company's commitment to security includes an intent to progressively evolve its security requirements and training to fit the present needs of its operation.

# SECURITY 935 CMR 500

- ▶ Employee Safety: The construction of the facility will be designed so as to provide safety to its employees and a means of immediately activating a silent alarm in the event of encountering crime or other danger. The security team will have a physical presence in the entrance of the secured area so as to prevent and deter crime.
- ▶ Storage of Finished Products: All finished marijuana products shall be secured in a locked vault to prevent diversion, theft and loss. All safes, vaults, and any other equipment or areas used for the production, cultivation, harvesting, processing or storage of marijuana products shall be kept securely locked and protected from entry, except for the actual time required to remove or replace marijuana. All locks and security equipment shall be kept in good working order. Keys shall be prohibited from being left in door locks and in a location accessible to persons other than specifically authorized employees. Security measures, such as combination numbers, passwords or electronic or biometric security systems shall be used on the property and only shared with specifically authorized employees.



# SECURITY 935 CMR 500

- ▶ Loitering Prevention: Only individuals engaging in activity expressly or by necessary implication permitted by the adult use of marijuana regulation and its enabling statute are allowed to remain on the premises. Only a certain amount of individuals shall be allowed into the premises at a time to ensure proper monitoring, dissemination of information, and service can occur. All individuals on the premises will be closely monitored and flagged for loitering and other unpermitted behavior. Any individuals found loitering or engaging in unpermitted behavior shall be respectfully warned of the offending behavior and removed from the premises by security.
- ▶ Waste Disposal: All aspects of the waste disposal shall be monitored to ensure marijuana in excess of the quantity required for normal, efficient operation under 935 CMR 500.105, and marijuana waste shall be processed into a mixture rendering the cannabis unusable for its intended purpose and recycled through composting at solid waste facility compliant with 310 CMR 16.

# DIVERSION PREVENTION

- ▶ Incident Reporting:
- ▶ (a) The Company shall notify appropriate law enforcement authorities and the Commission of any breach of security immediately and, in no instance, more than 24 hours following discovery of the breach. Notification shall occur, but not be limited to, during the following occasions:
  - ▶ discovery of discrepancies identified during inventory;
  - ▶ diversion, theft or loss of any marijuana product;
  - ▶ any criminal action involving or occurring on or in the property;
  - ▶ any suspicious act involving the sale, cultivation, distribution, processing or production of marijuana by any person;
  - ▶ unauthorized destruction of marijuana;
  - ▶ any loss or unauthorized alteration of records related to marijuana;
  - ▶ an alarm activation or other event that requires response by public safety personnel or security personnel privately engaged by Tree Beard Inc.;
  - ▶ the failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last more than eight hours; or
  - ▶ any other breach of security.

# COMMUNITY PARTNERS

- ▶ Responsible Team: Experienced Operators with existing CCC and Municipal approval including stringent background checks and application process
- ▶ Community Impact Fee: Total allowable impact fee of 3% gross revenue
- ▶ Economic Empowerment: Expedited and Priority CCC Application Review- Delivery Exclusivity
- ▶ Positive Impact Plan: Plan to promote local community through training, grants, peer groups,
- ▶ Diversity Plan: Plan to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientation
- ▶ Economic Development: Our investment and community partnership will collaterally affect local economy with increased jobs, opportunities, and revitalization of vacant lot.
- ▶ Oversight: Complete State and Municipal oversight of licensing and permitting. Let's work together to increase

# TIMELINE

- Community Outreach Meeting- August 23, 2021
- Host Community Agreement- September 2021
- Cannabis Control Commission Provisional License  
November 2021
- CCC Architectural Review - December 2021
- Local Licensing and Permitting- December 2021
- Construction- January 2022-December 2022
- Final License CCC- January 2023
- Commencement of Operations-January 2023



Admiral Green  
58 Great Republic Drive  
Gloucester, MA 01930

August 2, 2021

City of Gloucester  
Gloucester City Hall  
Sefatia, Romeo Theken, Mayor  
City Solicitor's Office, Chip Payson, Esq.  
Steven G. LeBlanc, City Council President  
Joanne M. Senos, City Clerk  
9 Dale Avenue  
Gloucester, MA 01930

City of Gloucester Planning Division  
Gregg Cademartori, Planning Director  
Planning Board  
3 Pond Road  
Gloucester, MA 01930

Abutters of  
58 Great Republic Drive  
Gloucester, MA 01930

**Re: Notice of Community Outreach Public Meeting for Marijuana Cultivation and  
Manufacturing Establishment at 58 Great Republic Drive, Gloucester, MA 01930**

Dear City of Gloucester Officials and Abutting Residents to our project:

Please find this correspondence as public notice of a Community Outreach event for a proposed Marijuana Cultivation and Product Manufacturing Establishment at 58 Great Republic Drive, Gloucester, MA 01930, pursuant to 935 CMR 500.101(9). Please post this notice in the regular course of your duties as a public notice and consider attending the meeting. As a safety precaution, we are hosting our outreach event virtually through Zoom on Monday, August 23, 2021, at 5:30p.m. Notice is being sent to all abutters within 300 feet of the location and published in the Gloucester Daily Times.

The following notice and access instructions will be published in the Gloucester Daily Times:

**Notice is given by Admiral Green Holdings Corp that a Virtual Community Outreach Meeting for a proposed Marijuana Cultivation and Product Manufacturing Establishment at 58 Great Republic Drive, Gloucester, Massachusetts is scheduled for Monday, August 23, 2021, at 5:30 pm. There will be an opportunity for the public to ask questions. The meeting will be recorded and can be accessed as follows:**

**Join Zoom Meeting: <https://us02web.zoom.us/j/87649966391>**

**Meeting ID: 876 4996 6391**

**Phone: +1 929 205 6099**

The purpose of the Community Outreach Meeting is to explain the proposed Marijuana Establishment and provide information about potential impacts to the neighborhood and community as a whole. A presentation of the proposal will begin at 5:30p.m. and thereafter the public will have an opportunity to ask questions. Please join us to learn more about our company and the future social and economic benefits we plan to bring to Gloucester. Thank you for your time and attention to this matter.

Sincerely,

Admiral Green Holdings Corp.

**/s/ Nicholas A. Gomes**

By: Nicholas A. Gomes, Esq.

Title: Legal Officer

Phone: 508-264-2530



## AUTOS

**First Run**

## Let Me Sell Your Car!

### Guilmette City Service

Call me 603-400-4638. Don't trade in your car. I can sell it for more! Professional sales person. I can sell any vehicle for you at the price you want. I can guarantee top dollar for your sale. Serving New England area for 45 years

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## WARNING

If you get an email or cashiers check for more than the asking price for your pet, vehicle or merchandise asking you to refund the difference it is likely a scam. Seller Beware!

## BOATS/ACCESSORIES &amp; EQUIPMENT



### BOAT & MOTOR SERVICE

Mobile and on site. Consignment boats needed. Actively accepting consignments and always looking for fresh inventory.

LARRY'S MARINA, new location, conveniently located off 95 & Rt 110, 213 Elm St., Salisbury MA. Please call 978-358-8312 Thank You

## MOTORCYCLES/ATVS/SNOW MOBILES



HARLEY DAVIDSON 2021 Sportster 883 Iron 190 miles. Green, all blacked out. Practically new. Only had it 2 months, can no longer drive it. Asking \$8950. Call 978-886-5885



2005 HARLEY DAVIDSON Heritage Softail SLTCH Classic. Black, low miles. Purchased new. Fuel injection, belt drive, custom leather studded saddle bags, leather seats. High performance Cam. New Pirelli whitewall radial tires, spoked wire wheels, \$25,000 new. Like new Low price \$8000. Call Kenny 603-400-4638



## SUV

## SUV



### HONDA ELEMENT 2003

Blue, 165k miles, clean, runs great. Newer tires, well maintained. \$4500/best offer Call 978-578-4244



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Blue, four cylinder, 4WD with Cloth interior. 159k. Runs great. No engine lights. Cold AC. \$8,199 Text for photos 978-697-4369

## TRUCKS



GMC SLE 2500 2015 Crew Cab 4 dr, 4 V6, 8 ft. Every option available. Burgundy. backup camera, all power, Bose stereo CD, Bluetooth, new Firestone Trans Force steel belted all season radials, bed rails & bed line, remote start & alarm. Excellent cond. \$21000. 603-400-4638

## PUBLIC NOTICES

## PUBLIC NOTICES

Notice is given by Admiral Green Holdings Corp that a Virtual Community Outreach Meeting for a proposed Marijuana Cultivation and Product Manufacturing Establishment at 58 Great Republic Drive, Gloucester, Massachusetts is scheduled for Monday, August 23, 2021, at 5:30 pm. There will be an opportunity for the public to ask questions. The meeting will be recorded and can be accessed as follows:

Join Zoom Meeting: <https://us02web.zoom.us/j/87649966391>  
Meeting ID: 876 4996 6391  
Phone: +1 929 205 6099  
GT - 8/5/21

### CITY OF GLOUCESTER ZONING BOARD OF APPEALS

Pursuant to section 17 of Chapter 53 of the Acts of 2020, the Zoning Board of Appeals will hold a remote public hearing on Thursday, August 12, 2021 at 7:00 PM. Access information for the remote public hearing will be listed on the agenda at [www.gloucester-ma.gov](http://www.gloucester-ma.gov). Chairman Joseph Parisi, III, reserves the right under the law to re-schedule the date and/or deadline for this and any other public hearing at any time provided that the applicant and the public are notified as quickly as is reasonably possible.

Please visit <http://gloucester-ma.gov/remote-public-meetings> for instructions and guid-

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## \$ WANTED \$

CASH PAID FOR CLEAN AUTOS, TRUCKS & SUVs Inspection Ready Vehicles

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### HIGHEST PRICES PAID

For Junk Cars & Trucks. Call 800-894-4361

### JUNKS CARS WANTED

HIGHEST PRICES PAID. Call 603-303-2866

## \$250-\$700 CASH

For Junk Cars & Trucks

INSTANT ONLINE OFFER:

[www.salisburysalvage.com](http://www.salisburysalvage.com)

978-462-8262 - Free Towing

## PUBLIC NOTICES

## PUBLIC NOTICES

Commonwealth of Massachusetts  
The Trial Court

Probate and Family Court

Docket No. ES21P2223EA

Essex Division

INFORMAL PROBATE

PUBLICATION NOTICE

Estate of:

Pierce J. Sears

Date of Death:

May 2, 2021

To all persons interested in the above captioned estate, by Petition of Petitioner John W. Salisbury of Rockport MA Petitioner Philip E. Hopkins of Rockport MA a Will has been admitted to informal probate. John W. Salisbury of Rockport MA, Philip E. Hopkins of Rockport 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 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.



# City of Gloucester Abutters Report

Please be aware that the abutters list reflects mailing address for the real estate tax bills as requested by the property owners. Mortgage companies, banks and other financial institutions may be receiving the notification and not the homeowner as required. Please be sure you are complying with notification requirements.

Gloucester Board of Assessors.

Abutters to Parcel: Map-Lot-Unit 263-18

This list of owners of record as shown on the most recent tax list of the City of Gloucester has been prepared for the purposes of notifying abutters within 300ft as required by the City's City Council and it reflects the abutters to the Parcel known as Map 263 Lot 18 as further shown on the attached map dated 5/20/2021.

ABUTTER	STREET ADDRESS	PARCEL NO.	TAX BILL ADDRESS
263-66 [REDACTED]	53 GREAT REPUBLIC DR	263-66	[REDACTED] 22 POPLAR ST GLOUCESTER, MA 01930 0000
263-23 [REDACTED]	11 HELENS WY	263-23	[REDACTED] 7 HELENS WY GLOUCESTER, MA 01930
263-24 [REDACTED]	9 HELENS WY	263-24	[REDACTED] 7 HELENS WY GLOUCESTER, MA 01930
48-61 [REDACTED]	12 LENDALL ST	48-61	[REDACTED] 12 LENDALL ST GLOUCESTER, MA 01930 0000
48-62 [REDACTED]	14 LENDALL ST	48-62	[REDACTED] 14 LENDALL ST GLOUCESTER, MA 01930
48-63 [REDACTED]	15 LENDALL ST	48-63	[REDACTED] 15 LENDALL ST GLOUCESTER, MA 01930
48-64 [REDACTED]	13 LENDALL ST	48-64	[REDACTED] 13 LENDALL ST GLOUCESTER, MA 01930 0000
48-65 [REDACTED]	11 LENDALL ST	48-65	[REDACTED] 11 LENDALL ST GLOUCESTER, MA 01930
49-69 [REDACTED]	86R EASTERN AV	49-69	[REDACTED] 86R EASTERN AV GLOUCESTER, MA 01930
264-63 [REDACTED]	126R EASTERN AV	264-63	[REDACTED] 2 RIGGS POINT RD GLOUCESTER, MA 01930





# City of Gloucester Abutters Report

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Gloucester Board of Assessors.

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ABUTTER	STREET ADDRESS	PARCEL NO.	TAX BILL ADDRESS
264-8-2 [REDACTED]	130R EASTERN AV 2	264-8	[REDACTED] 130R EASTERN AV UNIT 2 GLOUCESTER, MA 01930
264-8-1 [REDACTED]	130R EASTERN AV 1	264-8	[REDACTED] 20 LONG BRANCH AV ROCKPORT, MA 01966
264-8-995 [REDACTED]	130R EASTERN AV 995	264-8	[REDACTED] 130R EASTERN AV UNIT 2 GLOUCESTER, MA 01930
263-26 [REDACTED]	104 EASTERN AV	263-26	[REDACTED] 86 ESSEX AV GLOUCESTER, MA 01930
263-18 [REDACTED]	58 GREAT REPUBLIC DR	263-18	[REDACTED] 19-25 ARTHUR ST GLOUCESTER, MA 01930
263-21 [REDACTED]	90 EASTERN AV	263-21	[REDACTED] 9 DALE AV GLOUCESTER, MA 01930
263-22 [REDACTED]	7 HELENS WY	263-22	[REDACTED] 7 HELENS WY GLOUCESTER, MA 01930
263-28 [REDACTED]	108R EASTERN AV	263-28	[REDACTED] 4 PEBBLE PATH GLOUCESTER, MA 01930
263-34 [REDACTED]	[REDACTED] HELENS WY	263-34	[REDACTED] 5 HELENS WY GLOUCESTER, MA 01930
264-2 [REDACTED]	112R EASTERN AV	264-2	[REDACTED] 4 PEBBLE PATH GLOUCESTER, MA 01930



## City of Gloucester Abutters Report

Abutters to Parcel: Map-Lot-Unit **263-18**

Please be aware that the abutters list reflects mailing address for the real estate tax bills as requested by the property owners. Mortgage companies, banks and other financial institutions may be receiving the notification and not the homeowner as required. Please be sure you are complying with notification requirements.

Gloucester Board of Assessors.

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ABUTTER	STREET ADDRESS	PARCEL NO.	TAX BILL ADDRESS
264-20 [REDACTED]	R EASTERN AV	264-20	[REDACTED] 22 SALT MARSH LN GLOUCESTER, MA 01930
264-51 [REDACTED]	134R EASTERN AV	264-51	[REDACTED] 134R EASTERN AV GLOUCESTER, MA 01930
263-54 [REDACTED]	49 HARRISON AV	263-54	[REDACTED] 9 DALE AV GLOUCESTER, MA 01930
263-59 [REDACTED]	51 GREAT REPUBLIC DR	263-59	[REDACTED] 160 MIDDLESEX TP BEDFORD, MA 01730
263-60 [REDACTED]	55 GREAT REPUBLIC DR	263-60	[REDACTED] 1650 TYSONS BLVD SUITE 1500 MCLEAN, VA 22102
263-65 [REDACTED]	54 GREAT REPUBLIC DR	263-65	[REDACTED] 22 SALT MARSH LN GLOUCESTER, MA 01930



# City of Gloucester Abutters Report

Please be aware that the abutters list reflects mailing address for the real estate tax bills as requested by the property owners. Mortgage companies, banks and other financial institutions may be receiving the notification and not the homeowner as required. Please be sure you are complying with notification requirements.  
Gloucester Board of Assessors.

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ABUTTER	STREET ADDRESS	PARCEL NO.	TAX BILL ADDRESS
---------	----------------	------------	------------------

The Gloucester Board of Assessors certifies that the Abutters Report program written to create a list of the names and addresses of property owners from the applicable tax list has been reviewed. To the best of our knowledge and belief the Abutters Report program generates an accurate list from the most recent tax list of the assessed owner of record and the mailing information of the parties in interest as defined within and required by the law and therefore the within document constitutes a certified abutters list.

Nancy A. Papows, MAA  
Gary I. Johnstone, MAA  
Timothy W. Good, IV, MAA  
GLOUCESTER BOARD OF ASSESSORS

City of Gloucester Assessors' Office, City Hall, 9 Dale Avenue, Gloucester, MA 01930

5/20/2021

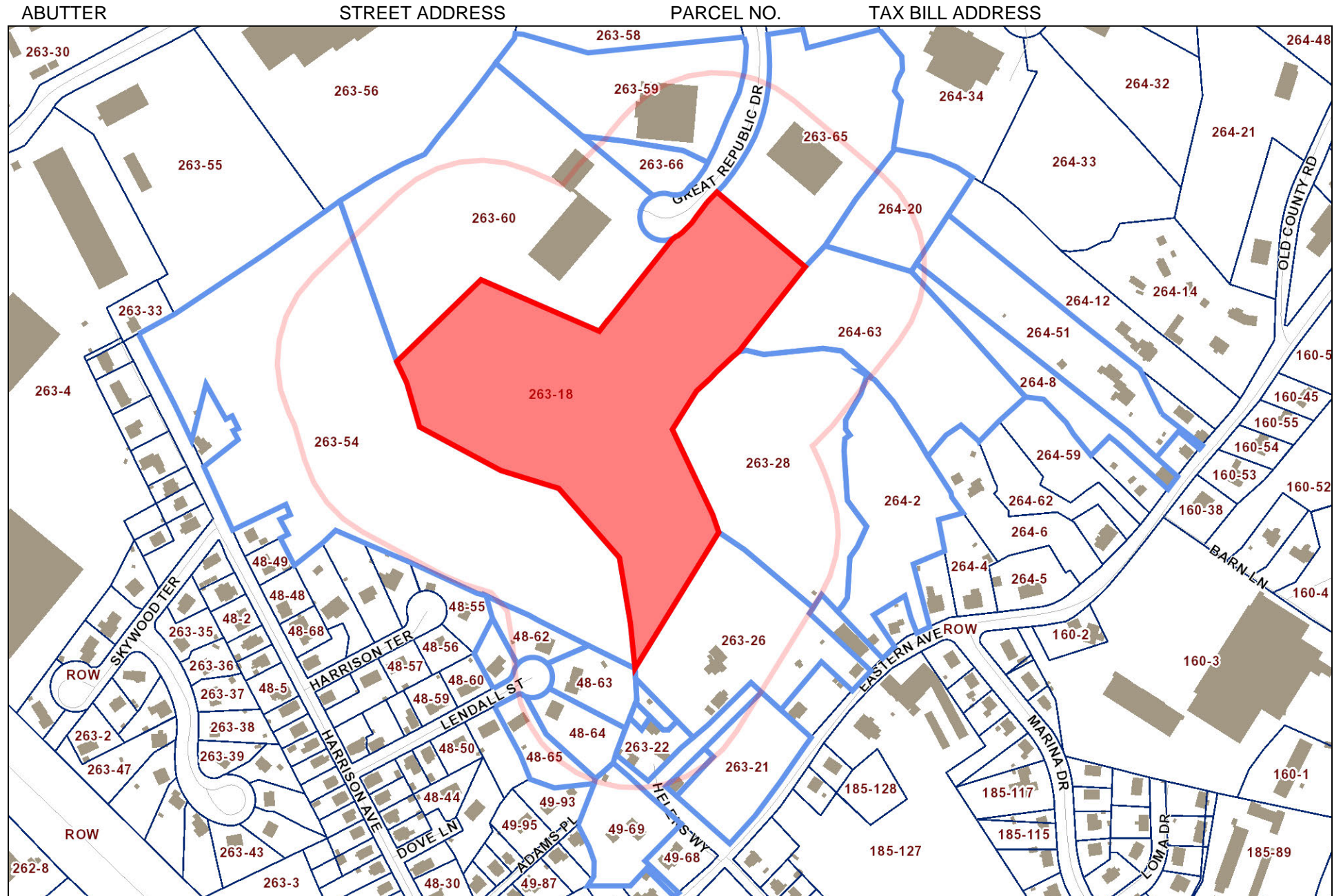


# City of Gloucester Abutters Report

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Admiral Green  
58 Great Republic Drive  
Gloucester, MA 01930

August 2, 2021

City of Gloucester  
Gloucester City Hall  
Sefatia, Romeo Theken, Mayor  
City Solicitor's Office, Chip Payson, Esq.  
Steven G. LeBlanc, City Council President  
Joanne M. Senos, City Clerk  
9 Dale Avenue  
Gloucester, MA 01930

City of Gloucester Planning Division  
Gregg Cademartori, Planning Director  
Planning Board  
3 Pond Road  
Gloucester, MA 01930

Abutters of  
58 Great Republic Drive  
Gloucester, MA 01930

**Re: Notice of Community Outreach Public Meeting for Marijuana Cultivation and  
Manufacturing Establishment at 58 Great Republic Drive, Gloucester, MA 01930**

Dear City of Gloucester Officials and Abutting Residents to our project:

Please find this correspondence as public notice of a Community Outreach event for a proposed Marijuana Cultivation and Product Manufacturing Establishment at 58 Great Republic Drive, Gloucester, MA 01930, pursuant to 935 CMR 500.101(9). Please post this notice in the regular course of your duties as a public notice and consider attending the meeting. As a safety precaution, we are hosting our outreach event virtually through Zoom on Monday, August 23, 2021, at 5:30p.m. Notice is being sent to all abutters within 300 feet of the location and published in the Gloucester Daily Times.

The following notice and access instructions will be published in the Gloucester Daily Times:

**Notice is given by Admiral Green Holdings Corp that a Virtual Community Outreach Meeting for a proposed Marijuana Cultivation and Product Manufacturing Establishment at 58 Great Republic Drive, Gloucester, Massachusetts is scheduled for Monday, August 23, 2021, at 5:30 pm. There will be an opportunity for the public to ask questions. The meeting will be recorded and can be accessed as follows:**

**Join Zoom Meeting: <https://us02web.zoom.us/j/87649966391>**

**Meeting ID: 876 4996 6391**

**Phone: +1 929 205 6099**

The purpose of the Community Outreach Meeting is to explain the proposed Marijuana Establishment and provide information about potential impacts to the neighborhood and community as a whole. A presentation of the proposal will begin at 5:30p.m. and thereafter the public will have an opportunity to ask questions. Please join us to learn more about our company and the future social and economic benefits we plan to bring to Gloucester. Thank you for your time and attention to this matter.

Sincerely,

Admiral Green Holdings Corp.

**/s/ Nicholas A. Gomes**

By: Nicholas A. Gomes, Esq.

Title: Legal Officer

Phone: 508-264-2530



# 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): 08/23/2021
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: 8/5/21

b. Name of publication: Gloucester Daily +

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: 8/2/21

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: 08/2/2021

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:

Admiral Green Holdings Corp.

Name of applicant's authorized representative:

Christopher Williams

Signature of applicant's authorized representative:

*Ch Williams*



## Host Community Agreement Certification Form

### Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

### Certification

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

1. Name of applicant:

Admiral Green Holdings Corp.

2. Name of applicant's authorized representative:

JEFF AMERO, Director

3. Signature of applicant's authorized representative:

Jeff Amero

4. Name of municipality:

City of Gloucester

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

Mayor Sebastia Romeo Trohen



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



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

romeo.theken@gloucester-ma.gov

8. Host community agreement execution date:

11/7/21

**ADMIRAL GREEN HOLDINGS CORP., PLAN TO POSITIVELY  
IMPACT AREAS OF DISPROPORTIONATE IMPACT**

1. General: Admiral Green Holdings Corp (“the Company”), is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

- i. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
- ii. Commission-designated Economic Empowerment Priority Applicants;
- iii. Commission-designated Social Equity Program participants;
- iv. Massachusetts residents who have past drug convictions; and
- v. Massachusetts residents with parents or spouses who have drug convictions.

To support the groups of people from these populations, the Company has created this Plan to Positively Impact Areas of Disproportionate Impact (“Positive Impact Plan”). the Company intends to be a major resource and advocate for the economic empowerment and community uplifting of all individuals and areas affected by the war on drugs through its Positive Impact Plan. The Company is focusing its attention on the disproportionately impacted areas both across all of Massachusetts and closest to our facility including the Cities of Lynn, Revere, and Chelsea.

2. Compliance: The Company shall adhere to all laws in fulfilling its positive impact plan, including, but not limited 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. This plan, and all actions taken by the Company, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure.

3. Goals:

**I. Creating economic opportunity through employment opportunities for (1) individuals with the Commission-designated Economic Empowerment and/or Social Equity status, and (2) individuals from areas disproportionately impacted closet to our facility including Lynn, Revere, and Chelsea with a minimum of hiring at least two individuals meeting the criteria.**

**II. Hiring 30% of its employees who have a past drug conviction or a family member to a person with a past drug conviction by seeking employees in areas disproportionately impacted closet to our facility including Lynn, Revere, and Chelsea.**

4. Programs:

**I. Creating economic opportunity for the community.**

The Company will create economic opportunity for the community directly through its hiring practices for employees and third-party vendors with a focus on hiring local residents and businesses from the areas indicated as disproportionately impacted with a preference for Lynn, Revere, and Chelsea. The Company intends to post employment and vendor opportunities with ziprecruiter.com, indeed.com, and targeted newspapers once a year per town including the Lynn Journal, Revere Journal, and the Chelsea Record. The Company seeks to hire at least one of its employees and one of its third-party vendors from areas indicated as disproportionately impacted with a preference for Lynn, Revere, and Chelsea. The Company promotes full participation in the cannabis industry and intends to benefit the local community and economy of those areas disproportionately impacted and closest to our facility. The Company will keep statistical data to ensure its efforts of hiring employees and third-party vendors in accordance to this Positive Impact Plan are met.

The Company intends to expand upon its economic impact directly through hiring-programs designed to assist the local economy and Commission-designated Economic Empowerment applicants and Social Equity Program participants. We intend to assist individuals in entering the adult-use cannabis industry by reducing access barriers with employment opportunities for those with such designation as a preference. The Company seeks to hire at least one of its employees who is an individual designated as either Economic Empowerment or Social Equity.

The Company will be providing our time, skills, and finances towards promoting our own workforce with individuals meeting the economic empowerment and social equity status as well as helping others from areas disproportionately impacted. In addition to our direct commitments of hiring at least one employee from the closest disproportionately impacted cities being Lynn, Revere, and Chelsea, and at least one employee who meets the Economic Empowerment and Social Equity designation, we intend to hire as many individuals meeting these criteria as reasonably possible. In the unlikely event the Company is not able to find employees necessary to meet its Positive Impact Plan hiring commitments, then the Company shall seek out and implement new strategies to increase its workforce to include individuals who meet the designations. The Company will keep statistical data to ensure its efforts of hiring employees in accordance to this Positive Impact Plan are met.

## **II. Assisting individuals enter the cannabis industry who were impacted directly and indirectly with past drug convictions through employment.**

The Company intends to assist individuals who have direct past drug convictions and their friends and families dealing with the collateral effects of those charges through employment opportunities in the cannabis industry. The Company seeks to hire at least 30% of its employees who have a past drug conviction. The Company will conduct quarterly workshops to find employees meeting this demographic at least once a year per City including Lynn, Revere, and Chelsea. The Company intends to locate individuals from this demographic by targeted newspaper publications in the Lynn Journal, Revere Journal, and the Chelsea Record specifically stating the company is seeking to hire individuals who have past drug convictions. All individuals hired from this

demographic will be counted to determine if the company has met its 30% goal. The Company will continue hosting workshops until its goal is met.

5. Reconciliation of Plan Success through Metrics:

The Company will reconcile the success of its positive impact plan by performing quarterly reviews of company statistics, third-party publications, and personnel reports relative to all actions taken to reach the three goals. In an effort to fully understand the impact of the company's positive impact plan success, quality reporting from employees involved in effectuating the positive impact plan will be reviewed and recommendations implemented. The progress or success of its plan shall be documented upon renewal of its license each year, commencing upon one year from a provisional licensure. The Company's measurement metrics seek to identify the:

1. the value of economic opportunity created for the communities including new employment and new businesses;
2. the number of individuals hired or trained from the areas of disproportionate impact;

The Company will count all individuals hired from the target demographics to ensure the goals are met of at least 30% individuals hired have a past drug conviction, meet the social equity and economic empowerment certification, and 1 peer sponsored event in each city per year including Lynn, Revere, and Chelsea.



**BYLAWS**  
**OF**  
**ADMIRAL GREEN HOLDINGS CORP.**  
  
**(A DELAWARE CORPORATION)**

## ARTICLE I

### OFFICES

**Section 1. Registered Office.** The registered office of the corporation in the State of Delaware is 1209 Orange Street - Corporation Trust Center, City of Wilmington, County of New Castle, 19801 or in such other location as the Board of Directors of the corporation (the “*Board of Directors*”) may from time to time determine or the business of the corporation may require.

**Section 2. Other Offices.** The corporation will also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or the business of the corporation may require.

## ARTICLE II

### CORPORATE SEAL

**Section 3. Corporate Seal.** The Board of Directors may adopt a corporate seal. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## ARTICLE III

### STOCKHOLDERS’ MEETINGS

**Section 4. Place of Meetings.** Meetings of the stockholders of the corporation may be held at such place, either within or without the State of Delaware, as may be determined from time to time by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication as provided under the Delaware General Corporation Law (the “*DGCL*”).

**Section 5. Annual Meeting.**

(a) The annual meeting of the stockholders of the corporation, for the purpose of election of directors and for such other business as may lawfully come before it, will be held on such date and at such time as may be designated from time to time by the Board of Directors. Nominations of persons for election to the Board of Directors of the corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders: (i) pursuant to the corporation’s notice of meeting of stockholders; (ii) by or at the direction of the Board of Directors; or (iii) by any stockholder of the corporation who was a stockholder of record at the time of giving of notice provided for in the following paragraph, who is entitled to vote at the meeting and who complied with the notice procedures set forth in this Section.

(b) At an annual meeting of the stockholders, only such business will be conducted as has been properly brought before the meeting. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a) of this Section, (i) the stockholder must have given timely notice thereof in writing to the Secretary of the corporation, (ii) such other business must be a proper matter for stockholder action under the DGCL and applicable law, (iii) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the corporation with a Solicitation Notice (as defined in this paragraph), such stockholder or beneficial owner must, in the case of a proposal, have delivered a proxy statement and form of proxy to

holders of at least the percentage of the corporation's voting shares required under applicable law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the corporation's voting shares reasonably believed by such stockholder or beneficial owner to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice, and (iv) if no Solicitation Notice relating thereto has been timely provided pursuant to this Section, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section. To be timely, a stockholder's notice will be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 90<sup>th</sup> day nor earlier than the close of business on the 120<sup>th</sup> day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made. In no event will the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice will set forth: (A) as to each person whom the stockholder proposed to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "**1934 Act**"), and Rule 14a-4(d) thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (B) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (C) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the class and number of shares of the corporation that are owned beneficially and of record by such stockholder and such beneficial owner, and (iii) whether either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of, in the case of the proposal, at least the percentage of the corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent, a "**Solicitation Notice**").

(c) Notwithstanding anything in the second sentence of paragraph (b) of this Section to the contrary, in the event that the number of directors to be elected to the Board of Directors of the corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the corporation at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section will also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 10<sup>th</sup> day following the day on which such public announcement is first made by the corporation.

(d) Only such persons who are nominated in accordance with the procedures set forth in this Section (or elected or appointed pursuant to Article IV of these Bylaws) will be eligible to serve as directors and only such business will be conducted at a meeting of stockholders as has been brought before the meeting in accordance with the procedures set forth in this Section. Except as

otherwise provided by law, the chair of the meeting will have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defective proposal or nomination will not be presented for stockholder action at the meeting and will be disregarded.

(e) Notwithstanding the foregoing provisions of this Section, in order to include information with respect to a stockholder proposal in the proxy statement and form of proxy for a stockholders' meeting, stockholders must provide notice as required by the regulations promulgated under the 1934 Act. Nothing in these Bylaws is deemed to affect any rights of stockholders to request inclusion of proposals in the corporation proxy statement pursuant to Rule 14a-8 under the 1934 Act.

(f) For purposes of this Section, "public announcement" means disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission (the "*SEC*") pursuant to Section 13, 14 or 15(d) of the 1934 Act.

(g) In addition to the restrictions reference in this section, and any section in these Bylaws, it is understood by all shareholders, that Jeff Amaro will have no voting rights with regards to any vested, or unvested shares, unless and until the resolution of his prior criminal conviction to the satisfaction of the Board of Directors. For the purposes of the Board of Directors' approval regarding Jeff Amaro's criminal conviction it is hereby agreed that Jeff Amaro will not take part in this approval.

## **Section 6. Special Meetings.**

(a) Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chair of the Board of Directors, (ii) the Chief Executive Officer, (iii) the Board of Directors pursuant to a resolution adopted by directors representing a quorum of the directors then serving on the Board of Directors or (iv) by the holders of shares entitled to cast not less than 50% of the votes at the meeting, and will be held at such place, on such date, and at such time as the Board of Directors will fix. At any time or times that the corporation is subject to Section 7.02(a)(2) of the Massachusetts Business Corporation Act (the "*MBCA*"), stockholders holding 10% or more of the outstanding shares will have the right to call a special meeting of stockholders as set forth in Section 18(b) of these Bylaws.

(b) If a special meeting is properly called by any person or persons other than the Board of Directors, the request must be in writing, specifying the general nature of the business proposed to be transacted, and must be delivered personally or sent by certified or registered mail, return receipt requested, or by telegraphic or other facsimile transmission to the Chair of the Board of Directors, the Chief Executive Officer, or the Secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The Board of Directors will determine the time and place of such special meeting, which will be held not less than 35 nor more than 120 days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the officer receiving the request will cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 7 of these Bylaws. Nothing contained in this paragraph (b) is to be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

**Section 7. Notice of Meetings.** Except as otherwise provided by law, notice, given in writing or by electronic transmission, of each meeting of stockholders will be given not less than 10 nor

more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, if any, date and hour, in the case of special meetings, the purpose or purposes of the meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at any such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. Notice of the time, place, if any, and purpose of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof or by electronic transmission by such person, either before or after such meeting, and will be waived by any stockholder by his or her attendance thereat in person, by remote communication, if applicable, or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting will be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

**Section 8. Quorum.** At all meetings of stockholders, except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, the presence, in person, by remote communication, if applicable, or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote will constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, either by the chair of the meeting or by vote of the holders of a majority of the shares represented thereat, but no other business will be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the subject matter will be the act of the stockholders. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, directors will be elected by a plurality of the votes of the shares present in person, by remote communication, if applicable, or represented by proxy duly authorized at the meeting and entitled to vote generally on the election of directors. Where a separate vote by a class or classes or series is required, except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person, by remote communication, if applicable, or represented by proxy duly authorized, will constitute a quorum entitled to take action with respect to that vote on that matter. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, the affirmative vote of the majority (plurality, in the case of the election of directors) of shares of such class or classes or series present in person, by remote communication, if applicable, or represented by proxy at the meeting will be the act of such class or classes or series.

**Section 9. Adjournment and Notice of Adjourned Meetings.** Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chair of the meeting or by the vote of a majority of the shares present in person, by remote communication, if applicable, or represented by proxy. When a meeting is adjourned to another time or place, if any, notice need not be given of the adjourned meeting if the time and place, if any, thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting pursuant to the Certificate of Incorporation, these Bylaws or applicable law. If the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the meeting.

**Section 10. Voting Rights.** For the purpose of determining those stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the corporation on the record date, as provided in Section 12 of these Bylaws, will be entitled to vote at any meeting of stockholders. Every person entitled to vote or execute consents will have the right to do so either in person, by remote communication, if applicable, or by an agent or agents authorized by a proxy granted in accordance with Delaware law. An agent so appointed need not be a stockholder. No proxy will be voted after three years from its date of creation unless the proxy provides for a longer period.

**Section 11. Joint Owners of Stock.** If shares or other securities having voting power stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship where it is so provided, their acts with respect to voting (including giving consent pursuant to Section 13) will have the following effect: (a) if only one votes, his or her act binds all; (b) if more than one votes and the vote is not evenly split, the act of the majority so voting binds all; (c) if more than one votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply to the Delaware Court of Chancery for relief as provided in the DGCL, Section 217(b). If the instrument filed with the Secretary shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of subsection (c) will be a majority or even-split in interest.

**Section 12. List of Stockholders.** The Secretary will prepare and make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder, for any purpose germane to the meeting, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. The list will be open to examination of any stockholder during the time of the meeting as provided by law.

**Section 13. Action Without Meeting.**

(a) Unless otherwise provided in the Certificate of Incorporation, any action required by statute to be taken at any annual or special meeting of the stockholders, or any action that may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents setting forth the action so taken, will be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(b) A consent must be set forth in writing or in an electronic transmission. Every consent will bear the date of signature of each stockholder who signs the consent, and no consent will be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered to the corporation in the manner herein required, consents signed by a sufficient number of stockholders to take action are delivered to the corporation in the manner required by the DGCL. All references to a consent in this Section mean a consent permitted by Section 228 of the DGCL.



(c) Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent will be given to those stockholders who have not consented and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that consents signed by a sufficient number of stockholders to take action were delivered to the corporation as provided in Section 228(c) of the DGCL. If the action to which the stockholders consented is such as would have required the filing of a certificate under any section of the DGCL if such action had been voted on by stockholders at a meeting thereof, then the certificate filed under such section must state, in lieu of any statement required by such section concerning any vote of stockholders, that consent has been given in accordance with Section 228 of the DGCL.

(d) A consent permitted by this Section shall be delivered: (i) to the principal place of business of the corporation; (ii) to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded; (iii) to the registered office of the corporation in the State of Delaware by hand or by certified or registered mail, return receipt requested; (iv) subject to the next sentence, in accordance with Section 116 of the DGCL to an information processing system, if any, designated by the corporation for receiving such consents; or (v) when delivered in such other manner that complies with the DGCL. In the case of delivery pursuant to the foregoing clause (iv), such consent must set forth or be delivered with information that enables the corporation to determine the date of delivery of such consent and the identity of the person giving such consent, and, if such consent is given by a person authorized to act for a stockholder or member as proxy, such consent must comply with the applicable provisions of Section 212(c)(2) & (3) of the DGCL. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. A consent may be documented and signed in accordance with Section 116 of the DGCL, and when so documented or signed shall be deemed to be in writing for purposes of the DGCL; provided that if such consent is delivered pursuant to clause (i), (ii) or (iii) of subsection (d)(1) of Section 228 of the DGCL, such consent must be reproduced and delivered in paper form.

#### **Section 14. Organization.**

(a) At every meeting of stockholders, the Chair of the Board of Directors, or, if a Chair has not been appointed or is absent, the Chief Executive Officer, or, if the Chief Executive Officer is absent, a chair of the meeting chosen by a majority in interest of the stockholders entitled to vote, present in person or by proxy, will act as chair. The Secretary, or, in his or her absence, an Assistant Secretary directed to do so by the Chief Executive Officer, will act as secretary of the meeting.

(b) The Board of Directors is entitled to make such rules or regulations for the conduct of meetings of stockholders as it deems necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chair of the meeting has the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the chair permits, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters that are to be voted on by ballot. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting will be announced at the meeting. Unless and to the extent determined by the

Board of Directors or the chair of the meeting, meetings of stockholders will not be required to be held in accordance with rules of parliamentary procedure.

## **ARTICLE IV**

### **DIRECTORS**

**Section 15. Number and Term of Office.** The authorized number of directors of the corporation will be fixed by the Board of Directors from time to time. Directors need not be stockholders unless so required by the Certificate of Incorporation. If for any cause, the directors have not been elected at an annual meeting, they may be elected as soon thereafter as convenient.

**Section 16. Powers.** The business and affairs of the corporation will be managed by or under the direction of the Board of Directors, except as otherwise provided by statute or by the Certificate of Incorporation.

**Section 17. Term of Directors.**

(a) Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, directors will be elected at each annual meeting of stockholders to serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal. No decrease in the number of directors constituting the Board of Directors will shorten the term of any incumbent director.

(b) No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 7.47 of the MBCA. Every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, will be entitled to so cumulate such stockholder's votes unless (i) the names of such candidate or candidates have been placed in nomination prior to the voting and (ii) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

**Section 18. Vacancies.**

(a) Unless otherwise provided in the Certificate of Incorporation, and subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors will, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships will be filled by stockholders, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director; *provided, however*, that whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series will, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships must be filled by stockholders, be filled by a majority of the directors elected

by such class or classes or series thereof then in office, or by a sole remaining director so elected. Any director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor has been elected and qualified. A vacancy in the Board of Directors will be deemed to exist under this Bylaw in the case of the death, removal or resignation of any director.

(b) At any time or times that the corporation, if, after the filling of any vacancy, the directors then in office who have been elected by stockholders constitute less than a majority of the directors then in office, then

(i) any holder or holders of an aggregate of 5% or more of the total number of shares at the time outstanding having the right to vote for those directors may call a special meeting of stockholders; or

**Section 19. Resignation.** Any director may resign at any time by delivering his or her notice in writing or by electronic transmission to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it will be deemed effective at the pleasure of the Board of Directors. When one or more directors resigns from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, will have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations become effective, and each director so chosen will hold office for the unexpired portion of the term of the director whose place is vacated and until his or her successor has been duly elected and qualified.

**Section 20. Removal.**

(a) Subject to any limitations imposed by applicable law and unless otherwise provided in the Certificate of Incorporation, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors; *provided, however*, that unless the entire Board of Directors is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election in which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

**Section 21. Meetings**

(a) **Regular Meetings.** Unless otherwise restricted by the Certificate of Incorporation, regular meetings of the Board of Directors may be held at any time or date and at any place within or without the State of Delaware that has been designated by the Board of Directors and publicized among all directors, either orally or in writing, including a voice-messaging system or other system designated to record and communicate messages, facsimile, or by electronic mail or other electronic means. No further notice will be required for a regular meeting of the Board of Directors.

(b) **Special Meetings.** Unless otherwise restricted by the Certificate of Incorporation, special meetings of the Board of Directors may be held at any time and place within or without the State of Delaware whenever called by the Chair of the Board of Directors, the Chief Executive Officer (if a director), the President (if a director) or any director.

**(c) Meetings by Electronic Communications Equipment.** Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means constitutes presence in person at such meeting.

**(d) Notice of Special Meetings.** Notice of the time and place of all special meetings of the Board of Directors will be orally or in writing, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, telegraph or telex, or by electronic mail or other electronic means, during normal business hours, at least 24 hours before the date and time of the meeting. If notice is sent by US mail, it will be sent by first class mail, postage prepaid at least three days before the date of the meeting. Notice of any meeting may be waived in writing or by electronic transmission at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**(e) Waiver of Notice.** The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, will be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present who did not receive notice signs a written waiver of notice or waives notice by electronic transmission. All such waivers will be filed with the corporate records or made a part of the minutes of the meeting.

## **Section 22. Quorum and Voting.**

**(a)** Unless the Certificate of Incorporation requires a greater number, a quorum of the Board of Directors will consist of a majority of the total number of directors then serving; *provided, however*, that such number will never be less than 1/3 of the total number of directors authorized except that when one director is authorized, then one director will constitute a quorum. At any meeting, whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting. If the Certificate of Incorporation provides that one or more directors will have more or less than one vote per director on any matter, every reference in this Section to a majority or other proportion of the directors will refer to a majority or other proportion of the votes of the directors.

**(b)** At each meeting of the Board of Directors at which a quorum is present, all questions and business will be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by law, the Certificate of Incorporation or these Bylaws.

**Section 23. Action Without Meeting.** Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent in writing or by electronic transmission, and such writing or writings or transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee. A consent may be documented, signed and delivered in any manner permitted by Section 116 of the DGCL. Such filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

**Section 24. Fees and Compensation.** Directors will be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of

the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained is to be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

## **Section 25. Committees.**

**(a) Executive Committee.** The Board of Directors may appoint an Executive Committee to consist of one or more members of the Board of Directors. The Executive Committee, to the extent permitted by law and provided in the resolution of the Board of Directors, will have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers that may require it; but no such committee will have the power or authority in reference to (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval, or (ii) adopting, amending or repealing any bylaw of the corporation.

**(b) Other Committees.** The Board of Directors may, from time to time, appoint such other committees as may be permitted by law. Such other committees appointed by the Board of Directors will consist of one or more members of the Board of Directors and will have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event will any such committee have the powers denied to the Executive Committee in these Bylaws.

**(c) Term.** The Board of Directors, subject to any requirements of any outstanding series of Preferred Stock and the provisions of paragraphs (a) or (b) of this Section may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member will terminate on the date of his or her death or voluntary resignation from the committee or from the Board of Directors. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

**(d) Meetings.** Unless the Board of Directors otherwise provide, regular meetings of the Executive Committee or any other committee appointed pursuant to this Section will be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place that has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, a majority of the authorized number of members of

any such committee will constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present will be the act of such committee.

**Section 26. Duties of Chair of the Board of Directors.** The Chair of the Board of Directors, when present, will preside at all meetings of the stockholders and the Board of Directors. The Chair of the Board of Directors will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time. If there is no Chief Executive Officer and no President, then the Chair of the Board of Directors will also serve as the Chief Executive Officer of the corporation and will have the powers and duties prescribed in Section 29(b).

**Section 27. Organization.** At every meeting of the directors, the Chair of the Board of Directors, or, if a Chair has not been appointed or is absent, the Chief Executive Officer (if a director), or if the Chief Executive Officer is not a director or is absent, the President (if a director), or if the President is not a director or is absent, the most senior Vice President (if a director) or, in the absence of any such person, a chair of the meeting chosen by a majority of the directors present, will preside over the meeting. The Secretary, or in his or her absence, any Assistant Secretary directed to do so by the Chief Executive Officer or President, will act as secretary of the meeting.

## ARTICLE V

### OFFICERS

**Section 28. Officers Designated.** The officers of the corporation will include, if and when designated by the Board of Directors, the Chief Executive Officer, the President, one or more Vice Presidents, the Secretary, the Chief Financial Officer, the Treasurer and the Controller, all of whom will be elected or appointed from time to time by the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, Assistant Controllers and such other officers and agents with such powers and duties as it deems necessary. The Board of Directors may assign such additional titles to one or more of the officers as it deems appropriate. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation will be fixed by or in the manner designated by the Board of Directors.

**Section 29. Tenure and Duties of Officers.**

(a) **General.** All officers will hold office at the pleasure of the Board of Directors and until their successors have been duly elected or appointed and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors, or by the Chief Executive Officer or other officer if so authorized by the Board of Directors.

(b) **Duties of Chief Executive Officer.** The Chief Executive Officer will preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless the Chair of the Board of Directors has been appointed and is present. The Chief Executive Officer will be the chief executive officer of the corporation and will, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The Chief Executive Officer will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time.



**(c) Duties of President.** In the absence or disability of the Chief Executive Officer or if the office of Chief Executive Officer is vacant, the President will preside at all meetings of the stockholders and (if a director) at all meetings of the Board of Directors, unless the Chair of the Board of Directors has been appointed and is present. If the office of Chief Executive Officer is vacant, the President will be the chief executive officer of the corporation (including for purposes of any reference to Chief Executive Officer in these Bylaws) and will, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors designates from time to time.

**(d) Duties of Vice Presidents.** The Vice Presidents may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents will perform other duties commonly incident to their office and will also perform such other duties and have such other powers as the Board of Directors or the President designates from time to time.

**(e) Duties of Secretary.** The Secretary will attend all meetings of the stockholders and of the Board of Directors and will record all acts and proceedings thereof in the minute book of the corporation. The Secretary will give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary will perform all other duties provided for in these Bylaws and other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors will designate from time to time. The Chief Executive Officer may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designates from time to time.

**(f) Duties of Chief Financial Officer.** The Chief Financial Officer will keep or cause to be kept the books of account of the corporation in a thorough and proper manner and will render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the Chief Executive Officer. The Chief Financial Officer, subject to the order of the Board of Directors, will have the custody of all funds and securities of the corporation. The Chief Financial Officer will perform other duties commonly incident to his or her office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designate from time to time. The Chief Executive Officer may direct the Treasurer or any Assistant Treasurer, or the Controller or any Assistant Controller to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each Controller and Assistant Controller will perform other duties commonly incident to the office and will also perform such other duties and have such other powers as the Board of Directors or the Chief Executive Officer designates from time to time.

**Section 30. Delegation of Authority.** The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

**Section 31. Resignations.** Any officer may resign at any time by giving notice in writing or by electronic transmission notice to the Board of Directors or to the Chief Executive Officer or to the President or to the Secretary. Any such resignation will be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation will become effective at such later time. Unless otherwise specified in such notice, the

acceptance of any such resignation will not be necessary to make it effective. Any resignation will be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

**Section 32. Removal.** Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written or electronic consent of the directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

## **ARTICLE VI**

### **EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION**

**Section 33. Execution of Corporate Instruments.** The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name, or to enter into contracts on behalf of the corporation, except as otherwise provided by law or these Bylaws, and such execution or signature will be binding upon the corporation. All checks and drafts drawn on banks or other depositaries of funds to the credit of the corporation or on special accounts of the corporation will be signed by such person or persons as the Board of Directors authorizes so to do. Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee will have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**Section 34. Voting of Securities Owned by the Corporation.** All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, will be voted, and all proxies with respect thereto will be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chair of the Board of Directors, the Chief Executive Officer, the President, or any Vice President.

## **ARTICLE VII**

### **SHARES OF STOCK**

**Section 35. Form and Execution of Certificates.** The shares of the corporation will be represented by certificates, or will be uncertificated. Certificates for the shares of stock, if any, of the corporation will be in such form as is consistent with the Certificate of Incorporation and applicable law. Every holder of shares of stock in the corporation represented by certificate will be entitled to have a certificate signed by or in the name of the corporation by any two authorized officers of the corporation, including but not limited to the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him or her in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he or she were such officer, transfer agent, or registrar at the date of issue.

**Section 36. Lost Certificates.** A new certificate or certificates will be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be

lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or the owner's legal representative, to agree to indemnify the corporation in such manner as it requires or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

**Section 37. Restrictions on Transfer.**

(a) No holder of any of the shares of stock of the corporation may sell, transfer, assign, pledge, or otherwise dispose of or encumber any of the shares of stock of the corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise (each, a “**Transfer**”) without the prior written consent of the corporation, upon duly authorized action of its Board of Directors. The corporation may withhold consent for any legitimate corporate purpose, as determined by the Board of Directors.

(b) If a stockholder desires to Transfer any shares, then the stockholder will first give written notice to the corporation. The notice must name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer. Any shares proposed to be transferred to which Transfer the corporation has consented pursuant to paragraph (a) of this Section will first be subject to the corporation's right of first refusal located in Section 38 of these Bylaws.

(c) At the option of the corporation, the stockholder will be obligated to pay to the corporation a reasonable transfer fee related to the costs and time of the corporation and its legal and other advisors related to any proposed Transfer.

(d) Any Transfer, or purported Transfer, of shares not made in strict compliance with this Section will be null and void, will not be recorded on the books of the corporation and will not be recognized by the corporation.

(e) The restriction on Transfer set forth in Section 37(a) will terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended (the “**1933 Act**”).

(f) The certificates representing shares of stock of the corporation will bear on their face the following legend so long as the foregoing Transfer restrictions are in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A TRANSFER RESTRICTION, AS PROVIDED IN THE BYLAWS OF THE CORPORATION.”

**Section 38. Right of First Refusal.** No stockholder will Transfer any of the shares of stock of the corporation, except by a Transfer that meets the requirements set forth in this Section 38, in addition to any other restrictions or requirements set forth under applicable law or these Bylaws:

(a) If the stockholder desires to Transfer any of his or her shares of stock, then the stockholder must first give written notice thereof to the corporation. The notice must name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer.

**(b)** For 30 days following receipt of such notice, the corporation has the option to purchase all (but not less than all) the shares specified in the notice at the price and upon the terms set forth in such notice; *provided, however*, that, with the consent of the stockholder, the corporation has the option to purchase a lesser portion of the shares specified in said notice at the price and upon the terms set forth therein. In the event of a gift, property settlement or other Transfer in which the proposed transferee is not paying the full price for the shares, and that is not otherwise exempted from the provisions of this Section, the price will be deemed to be the fair market value of the stock at such time as determined in good faith by the Board of Directors. In the event the corporation elects to purchase all of the shares or, with consent of the stockholder, a lesser portion of the shares, it will give written notice to the transferring stockholder of its election and settlement for said shares will be made as provided below in paragraph (d) of this Section.

**(c)** The corporation may assign its rights hereunder.

**(d)** In the event the corporation and/or its assignee(s) elect to acquire any of the shares of the transferring stockholder as specified in said transferring stockholder's notice, the Secretary of the corporation will so notify the transferring stockholder and settlement thereof will be made in cash within 30 days after the Secretary of the corporation receives said transferring stockholder's notice; provided that if the terms of payment set forth in said transferring stockholder's notice were other than cash against delivery, the corporation and/or its assignee(s) will pay for said shares on the same terms and conditions set forth in said transferring stockholder's notice.

**(e)** In the event the corporation and/or its assignees(s) do not elect to acquire all of the shares specified in the transferring stockholder's notice, said transferring stockholder may, subject to the corporation's approval and all other restrictions on Transfer located in Section 37 of these Bylaws, within the 60-day period following the expiration or waiver of the option rights granted to the corporation and/or its assignees(s) herein, Transfer the shares specified in said transferring stockholder's notice that were not acquired by the corporation and/or its assignees(s) as specified in said transferring stockholder's notice. All shares so sold by said transferring stockholder will continue to be subject to the provisions of this Section 38 in the same manner as before said Transfer.

**(f)** Anything to the contrary contained herein notwithstanding, the following transactions are exempt from the right of first refusal contained in this Section 38:

**(1)** A stockholder's Transfer of any or all shares held either during such stockholder's lifetime or on death by will or intestacy to such stockholder's immediate family or to any custodian or trustee for the account of such stockholder or such stockholder's immediate family or to any limited partnership or limited liability company of which the stockholder, members of such stockholder's immediate family or any trust for the account of such stockholder or such stockholder's immediate family will be the general or limited partner(s) of such partnership or the controlling member(s) of such limited liability company. "Immediate family" as used herein means spouse, lineal descendant, father, mother, brother, or sister of the stockholder making such Transfer;

**(2)** A stockholder's bona fide pledge or mortgage of any shares with a commercial lending institution, provided that any subsequent Transfer of said shares by said institution will be conducted in the manner set forth in this Section 38;

**(3)** A stockholder's Transfer of any or all of such stockholder's shares to the corporation or to any other stockholder of the corporation;

(4) A stockholder's Transfer of any or all of such stockholder's shares to a person who, at the time of such Transfer, is an officer or director of the corporation;

(5) A corporate stockholder's Transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, reclassification of shares or capital reorganization of the corporate stockholder, or pursuant to a sale of all or substantially all of the stock or assets of a corporate stockholder;

(6) A corporate stockholder's Transfer of any or all of its shares to any or all of its stockholders; or

(7) A Transfer by a stockholder that is a limited or general partnership to any or all of its partners or former partners in accordance with partnership interests.

In any such case, the transferee, assignee, or other recipient will receive and hold such stock subject to the provisions of this Section and any other restrictions set forth in these Bylaws, and there will be no further Transfer of such stock except in accord with this Section and the other provisions of these Bylaws.

(g) The provisions of this Section 38 may be waived with respect to any Transfer either by the corporation, upon duly authorized action of its Board of Directors, or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation (excluding the votes represented by those shares to be transferred by the transferring stockholder). This Section 38 may be amended or repealed either by a duly authorized action of the Board of Directors or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation.

(h) Any Transfer, or purported Transfer, of securities of the corporation will be null and void unless the terms, conditions, and provisions of this Section 38 are strictly observed and followed.

(i) The foregoing right of first refusal will terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended.

(j) The certificates representing shares of stock of the corporation that are subject to the right of first refusal contained in this Section 38 will bear on their face the following legend so long as the foregoing right of first refusal remains in effect:

"THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR OF THE CORPORATION AND/OR ITS ASSIGNEE(S), AS PROVIDED IN THE BYLAWS OF THE CORPORATION."

(k) To the extent this Section conflicts with any written agreements between the corporation and the stockholder attempting to Transfer shares, such agreement will control.

### **Section 39. Fixing Record Dates.**

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in

advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date will, subject to applicable law, not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders will be at the close of business on the day immediately preceding the day on which notice is given, or if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting.

**(b)** In order that the corporation may determine the stockholders entitled to consent to corporate action without a meeting in accordance with Section 228 of the DGCL, the Board of Directors may fix a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date will not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action without a meeting in accordance with Section 228 of the DGCL will, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors will promptly, but in all events within 10 days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within 10 days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action without a meeting, when no prior action by the Board of Directors is required by applicable law, will be the first date on which a signed consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with the DGCL. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action without a meeting will be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

**(c)** In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted, and which record date will be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose will be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

**Section 40. Registered Stockholders.** The corporation is entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and is not bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it has express or other notice thereof, except as otherwise provided by the laws of Delaware.

## **ARTICLE VIII**

### **OTHER SECURITIES OF THE CORPORATION**

**Section 41. Execution of Other Securities.** All bonds, debentures and other corporate securities of the corporation, other than stock certificates (covered in Section 35 of these Bylaws), may be signed by the Chair of the Board of Directors, the Chief Executive Officer, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal



impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; *provided, however*, that where any such bond, debenture or other corporate security is authenticated by the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security is issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, will be signed by the Treasurer or an Assistant Treasurer of the corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who has signed or attested any bond, debenture or other corporate security, or whose facsimile signature appears thereon or on any such interest coupon, has ceased to be such officer before the bond, debenture or other corporate security so signed or attested has been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature has been used thereon had not ceased to be such officer of the corporation.

## **ARTICLE IX**

### **DIVIDENDS**

**Section 42. Declaration of Dividends.** Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate of Incorporation and applicable law, if any, may be declared by the Board of Directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation and applicable law.

**Section 43. Dividend Reserve.** Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors thinks conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

## **ARTICLE X**

### **FISCAL YEAR**

**Section 44. Fiscal Year.** The fiscal year of the corporation will be fixed by resolution of the Board of Directors.

## **ARTICLE XI**

### **INDEMNIFICATION**

**Section 45. Indemnification of Directors, Executive Officers, Other Officers, Employees and Other Agents.**

**(a) Directors and Executive Officers.** The corporation will indemnify its directors and executive officers (for the purposes of this Article, “executive officers” has the meaning defined in Rule 3b-7 promulgated under the 1934 Act) to the fullest extent not prohibited by the DGCL or any other

applicable law; *provided, however*, that the corporation may modify the extent of such indemnification by individual contracts with its directors and executive officers and, *provided, further*, that the corporation will not be required to indemnify any director or executive officer in connection with any proceeding (or part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the corporation, (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the DGCL or any other applicable law or (iv) such indemnification is required to be made under paragraph (d) of this Section.

**(b) Other Officers, Employees and Other Agents.** The corporation will have power to indemnify its other officers, employees and other agents as set forth in the DGCL or any other applicable law. The Board of Directors will have the power to delegate the determination of whether indemnification will be given to any such person except executive officers to such officers or other persons as the Board of Directors determines.

**(c) Expenses.** The corporation will advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or executive officer of the corporation, or is or was serving at the request of the corporation as a director or executive officer of another corporation, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefor, all expenses incurred by any director or executive officer in connection with such proceeding, *provided, however*, that, if the DGCL requires, an advancement of expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) will be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it is ultimately determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to paragraph (e) of this Section, no advance will be made by the corporation to an executive officer of the corporation (except by reason of the fact that such executive officer is or was a director of the corporation, in which event this paragraph will not apply) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made (i) by a majority vote of a quorum consisting of directors who were not parties to the proceeding, even if not a quorum, or (ii) by a committee of such directors designated by a majority of such directors, even though less than a quorum, or (iii) if there are no such directors, or such directors so direct, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation.

**(d) Enforcement.** Without the necessity of entering into an express contract, all rights to indemnification and advances to directors and executive officers under this Section will be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the director or executive officer. Any right to indemnification or advances granted by this Section to a director or executive officer will be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within 90 days of request therefor. The claimant in such enforcement action, if successful in whole or in part, will be entitled to be paid also the expense of prosecuting the claim. In connection with any claim for indemnification, the corporation will be entitled to raise as a defense to any such action that the claimant has not met the standards of

conduct that make it permissible under the DGCL or any other applicable law for the corporation to indemnify the claimant for the amount claimed. In connection with any claim by an executive officer of the corporation (except in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such executive officer is or was a director of the corporation) for advances, the corporation will be entitled to raise as a defense as to any such action clear and convincing evidence that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding that such person acted without reasonable cause to believe that his or her conduct was lawful. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the DGCL or any other applicable law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

**(e) Non-Exclusivity of Rights.** The rights conferred on any person by this Section are not exclusive of any other right that such person may have or hereafter acquire under any applicable statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the DGCL or any other applicable law.

**(f) Survival of Rights.** The rights conferred on any person by this Section will continue as to a person who has ceased to be a director or executive officer and will inure to the benefit of the heirs, executors and administrators of such a person.

**(g) Insurance.** To the fullest extent permitted by the DGCL, or any other applicable law, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Section.

**(h) Amendments.** Any repeal or modification of this Section is only prospective and does not affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

**(i) Saving Clause.** If this Section or any portion hereof is invalidated on any ground by any court of competent jurisdiction, then the corporation will nevertheless indemnify each director and executive officer to the full extent not prohibited by any applicable portion of this Bylaw that has not been invalidated, or by any other applicable law. If this Section is invalid due to the application of the indemnification provisions of another jurisdiction, then the corporation will indemnify each director and executive officer to the full extent under applicable law.

**(j) Certain Definitions.** For the purposes of this Section, the following definitions apply:

**(1)** The term “proceeding” is to be broadly construed and includes, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

(2) The term “expenses” is to be broadly construed and includes, without limitation, court costs, attorneys’ fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

(3) The term the “corporation” includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, stands in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(4) References to a “director,” “executive officer,” “officer,” “employee,” or “agent” of the corporation include, without limitation, situations where such person is serving at the request of the corporation as, respectively, a director, executive officer, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(5) References to “other enterprises” include employee benefit plans; references to “fines” include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” include any service as a director, officer, employee or agent of the corporation that imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan is deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Section.

## ARTICLE XII

### NOTICES

#### Section 46. Notices.

(a) **Notice to Stockholders.** Written notice to stockholders of stockholder meetings will be given as provided in Section 7 of these Bylaws. Without limiting the manner by which notice may otherwise be given effectively to stockholders under any agreement or contract with such stockholder, and except as otherwise required by law, written notice to stockholders for purposes other than stockholder meetings may be sent by United States mail or nationally recognized overnight courier, or by facsimile, telegraph or telex or by electronic mail or other electronic means.

(b) **Notice to Directors.** Any notice required to be given to any director may be given by the method stated in paragraph (a) of this Section, or as provided for in Section 21 of these Bylaws. If such notice is not delivered personally, it will be sent to such address as such director has filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such director.

(c) **Affidavit of Mailing.** An affidavit of mailing, executed by a duly authorized and competent employee of the corporation or its transfer agent appointed with respect to the class of stock affected or other agent, specifying the name and address or the names and addresses of the stockholder or stockholders, or director or directors, to whom any such notice or notices was or were given, and the time

and method of giving the same, will in the absence of fraud, be prima facie evidence of the facts therein contained.

(d) **Methods of Notice.** It is not necessary that the same method of giving notice be employed in respect of all recipients of notice, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

(e) **Notice to Person with Whom Communication Is Unlawful.** Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person is not required and there is no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting that is taken or held without notice to any such person with whom communication is unlawful has the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the DGCL, the certificate will state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

(f) **Notice to Stockholders Sharing an Address.** Except as otherwise prohibited under DGCL, any notice given under the provisions of DGCL, the Certificate of Incorporation or the Bylaws will be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. Such consent is deemed to have been given if such stockholder fails to object in writing to the corporation within 60 days of having been given notice by the corporation of its intention to send the single notice. Any consent is revocable by the stockholder by written notice to the corporation.

## ARTICLE XIII

### AMENDMENTS

**Section 47. Amendments.** The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the corporation. The stockholders also have power to adopt, amend or repeal the Bylaws of the corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by the Certificate of Incorporation, such action by stockholders requires the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

## ARTICLE XIV

### LOANS TO OFFICERS

**Section 48. Loans to Officers.** Except as otherwise prohibited under applicable law, the corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a Director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors approves, including, without limitation, a pledge of shares of stock of the corporation.

Nothing in these Bylaws is deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

## **ARTICLE XV**

### **MISCELLANEOUS**

#### **Section 49. Annual Report.**

(a) Subject to the provisions of paragraph (b) of this Section, the Board of Directors will cause an annual report to be sent to each stockholder of the corporation not later than 120 days after the close of the corporation's fiscal year. Such report will include a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(b) If and so long as there are fewer than 100 holders of record of the corporation's shares, the requirement of sending of an annual report to the stockholders of the corporation is hereby expressly waived.

**Section 50. Forum.** Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders; (iii) any action asserting a claim against the corporation or any director or officer or other employee of the corporation arising pursuant to any provision of the DGCL, the certificate of incorporation or the Bylaws of the corporation; or (iv) any action asserting a claim against the corporation or any director or officer or other employee of the corporation governed by the internal affairs doctrine.

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**F  
FPC**

# The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

## Foreign Corporation Certificate of Registration

FORM MUST BE TYPED

(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

- (1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

Admiral Green Holdings Corp.

- (2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

Admiral Green Holdings Corp.

*If applicable, please attach:*

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

- (3) Jurisdiction of incorporation: Delaware

Date of incorporation: July 14, 2021

*(month, day, year)*

Duration if not perpetual: \_\_\_\_\_

- (4) Street address of principal office: 58 Great Republic Drive, Gloucester, MA 01930

*(number, street, city or town, state, zip code)*

- (5) Street address of registered office in the commonwealth: 226 South Main Street, Fall River, MA 02721

*(number, street, city or town, state, zip code)*

Name of registered agent in the commonwealth at the above address: Nicholas A. Gomes

I, Nicholas A. Gomes

registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.\*

\* Or attach registered agent's consent hereto.



(6) Fiscal year end: December 31st  
(month, day)

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

Applying for a license with the Cannabis Control Commission

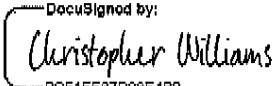
(8) Names and business addresses of its current officers and directors:

	NAME	BUSINESS ADDRESS
President:	Christopher Williams	15 Lexington Avenue, #3, Gloucester, MA 01930
Vice-president:	Michael Blumsack	2 School House Road, #2208, Gloucester, MA 01930
Treasurer:	Jeff Amaro	19 Arthur Street, Gloucester, MA 01930
Secretary:	Anthony Giacalone,	8 Edgewood Road, Gloucester, MA 01930
Assistant secretary:		
Director(s):	Christopher Williams, Michael Blumsack, Jeff Amaro, and Anthony Giacalone	

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: \_\_\_\_\_

DocuSign Envelope ID: 08295D1D-3E69-456F-8BF2-36737F7BA868

Signed by:  DocuSigned by:  
2CE1FE37D98E4B2  
*(signature of authorized individual)*

7/19/2021

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

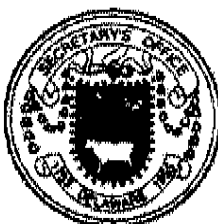
on this 19th day of July, 2021

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADMIRAL GREEN HOLDINGS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JULY, A.D. 2021.



6085966 8300

SR# 20212701449

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203680792

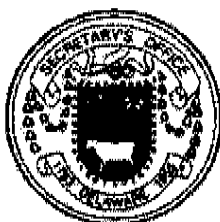
Date: 07-15-21

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "ADMIRAL GREEN  
HOLDINGS CORP.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF  
JULY, A.D. 2021, AT 11:37 O'CLOCK A.M.



6085966 8100  
SR# 20212701449

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203680791  
Date: 07-15-21

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:37 AM 07/14/2021  
FILED 11:37 AM 07/14/2021  
SR 20212701449 - File Number 6085966

## **CERTIFICATE OF INCORPORATION**

**OF**

**ADMIRAL GREEN HOLDINGS CORP.**

**A DELAWARE CORPORATION**

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is: Admiral Green Holdings Corp.

**II.**

The registered office of the corporation in the State of Delaware shall be 8 The Green, STE A, Dover, New Castle County, Delaware, 19901, and the name of the registered agent of the corporation in the State of Delaware at such address is A Registered Agent Inc.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 10,000,000, each having a par value of \$0.000001.

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B.** Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**C.** No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times

that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

**D.** Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

**E.** The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

**F.** Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

## **VI.**

**A.** The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

**B.** To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

**C.** Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

**VIII.**


The name and the mailing address of the Sole Incorporator is as follows:

Sean Coleman, Esq.  
Coleman & Gomes, P.A.  
226 South Main St.  
Suite 6  
Fall River, Massachusetts 02721

*[Remainder of this page intentionally left blank]*



This Certificate has been subscribed as of 7/14/21 by the undersigned who affirms that the statements made herein are true and correct.

  
\_\_\_\_\_  
**SEAN COLEMAN**  
Sole Incorporator

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, 2021 12:41 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*

**CERTIFICATE OF INCORPORATION**  
**OF**

**ADMIRAL GREEN HOLDINGS CORP.**

**A DELAWARE CORPORATION**

The undersigned, a natural person (the "***Sole Incorporator***"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is: Admiral Green Holdings Corp.

**II.**

The registered office of the corporation in the State of Delaware shall be 8 The Green, STE A, Dover, New Castle County, Delaware, 19901, and the name of the registered agent of the corporation in the State of Delaware at such address is A Registered Agent Inc.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

**IV.**

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 10,000,000, each having a par value of \$0.000001.

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B.** Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**C.** No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times

that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (A) the names of such candidate or candidates have been placed in nomination prior to the voting and (B) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

**D.** Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

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**F.** Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

## **VI.**

**A.** The liability of the directors for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent under applicable law.

**B.** To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

**C.** Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

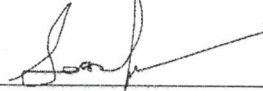
### **VIII.**

The name and the mailing address of the Sole Incorporator is as follows:

Sean Coleman, Esq.  
Coleman & Gomes, P.A.  
226 South Main St.  
Suite 6  
Fall River, Massachusetts 02721

*[Remainder of this page intentionally left blank]*

This Certificate has been subscribed as of 7/14/21 by the undersigned who affirms that the statements made herein are true and correct.

A handwritten signature in black ink, appearing to read 'Sean Coleman', is written over a horizontal line.

**SEAN COLEMAN**  
Sole Incorporator

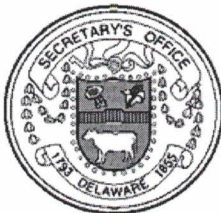


# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "ADMIRAL GREEN  
HOLDINGS CORP.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF  
JULY, A.D. 2021, AT 11:37 O'CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

6085966 8100  
SR# 20212701449

Authentication: 203680791  
Date: 07-15-21

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

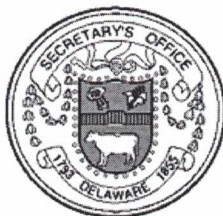


# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "ADMIRAL GREEN HOLDINGS CORP." IS DULY  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD  
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS  
OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JULY, A.D. 2021.



6085966 8300

SR# 20212701449

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203680792

Date: 07-15-21



# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

8535408

07-15-2021

ADMIRAL GREEN HOLDINGS CORP.

226 SOUTH MAIN ST.

SUITE 6

FALL RIVER, MA 02721

ATTN: SEAN COLEMAN, ESQ.

DESCRIPTION	AMOUNT
6085966 - ADMIRAL GREEN HOLDINGS CORP. 0102S Stock Corporation	
Incorporation Fee	\$15.00
Receiving/Indexing	\$25.00
Surcharge Assessment-Kent County	\$6.00
Page Assessment-Kent County	\$45.00
Data Entry Fee	\$5.00
Court Municipality Fee, Dover	\$20.00
Expedite Fee, 24 Hour	\$50.00
6085966 - ADMIRAL GREEN HOLDINGS CORP. 8100 Certified Copy - 1 Copies	
Certification Fee	\$50.00
6085966 - ADMIRAL GREEN HOLDINGS CORP. Entity Status - Short Form	
Certification Fee	\$50.00
Expedite Fee, 24 Hour	\$40.00
TOTAL CHARGES	\$306.00
TOTAL PAYMENTS	\$306.00
BALANCE	\$0.00



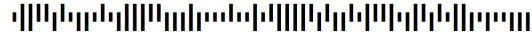
Commonwealth of Massachusetts  
Department of Revenue  
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1936369856  
Notice Date: July 27, 2021  
Case ID: 0-001-249-706



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ADMIRAL GREEN HOLDINGS CORP  
226 S MAIN ST  
FALL RIVER MA 02721-5302

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

The Commissioner of Revenue certifies that, as of the date of this certificate, ADMIRAL GREEN HOLDINGS CORP 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](http://mass.gov/dor) to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

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

Edward W. Coyle, Jr., Chief  
Collections Bureau



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: July 27, 2021

To Whom It May Concern :

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

**ADMIRAL GREEN HOLDINGS CORP.**

a corporation organized under the laws of

**DELAWARE**

on **July 14, 2021** was qualified to do business in this Commonwealth on

**July 23, 2021** under the provisions of the General Laws, and I further certify that said corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



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: 21070583730

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

Processed by: ili



THE COMMONWEALTH OF MASSACHUSETTS  
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT  
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker  
GOVERNOR

Karyn E. Polito  
LT. GOVERNOR



377987100

Rosalin Acosta  
SECRETARY

Richard A. Jeffers  
DIRECTOR

Admiral Green Holdings Corp  
116 WHEELER ST  
GLOUCESTER, MA 01930-1648

EAN: 22213314  
November 17, 2021

Certificate Id:53411

The Department of Unemployment Assistance certifies that as of 11/17/2021 ,Admiral Green Holdings Corp is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance



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

mass.gov/dor

Letter ID: L0708444864  
Notice Date: November 17, 2021  
Case ID: 0-001-311-676



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ADMIRAL GREEN HOLDINGS CORP  
226 S MAIN ST  
FALL RIVER MA 02721-5302

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Edward W. Coyle, Jr., Chief  
Collections Bureau



Admiral Green Holdings Corp.  
58 Great Republic Drive, Gloucester, MA 01930  
Business Plan for a Prospective Cultivation and Manufacturing Marijuana Establishment  
under 935 CMR 500.000 d/b/a Admiral Green  
Cannabis Control Commission Applications pending # MCN 283507 and MPN 281993

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### **I. Who We Are:**

Admiral Green Holdings Corp., d/b/a “Admiral Green” is a prospective cannabis company seeking permitting and licensure from the City of Gloucester and the Massachusetts Cannabis Control Commission (“CCC”) to cultivate, manufacture, and wholesale marijuana and marijuana related products to other licensed establishments from its location at 58 Great Republic Drive, in Gloucester, Massachusetts. The location of 58 Great Republic Drive meets the State buffer zone distance from any school requirement for licensure under 935 CMR 500.110(3), and meets local zoning because it is designated as “Business Park” which allows for the proposed use as a marijuana cultivator and product manufacturer under Gloucester Zoning Ordinance Section 5.31.

Admiral Green seeks a Host Community Agreement from the City of Gloucester to apply to the CCC to become licensed as a non-medical Marijuana Cultivator and Marijuana Product Manufacturer. The project is expected to provide the City with new economic benefit directly from taxes, utilities, community impact, and indirectly with employing a local workforce and other local businesses and vendors. There will be no retail sales or public access to our establishment limiting the concerns of traffic congestion and unauthorized access. Once a final license issues from the CCC we will cultivate, manufacture, and distribute a variety of marijuana flowers “buds,” extractions, and marijuana products for 21+ consumers in accordance to the CCC’s regulations.

Our mission is to create top quality marijuana and marijuana products in indoor laboratory conditions with advanced energy efficient technologies. Our proposal and investment of technology, equipment, intellectual property, and processes are a prominent growth to the commerce of Great Republic Drive and Gloucester. Admiral Green’s products are independently tested by third-party CCC licensed establishments to ensure safety for our client’s health and quality standards are met. We utilize multi-level security measures to ensure there are no direct threats of health or safety to our employees and no threats to our product from diversion. Our commitment to safely and efficiently providing consumers with quality cannabis products



increases our standing with the CCC and City, customer good will, and benefits the communities we serve. Odor control measures are utilized throughout the facility to capture, filter, and exhaust treated air to reduce and eliminate odor concerns.

Admiral Green is named in homage to the hardworking maritime industry Gloucester is known for. Admiral Green consists of executives, managers, and employees with experience in cultivation, product manufacture, and business operations. Admiral Green's ownership largely consists of longstanding local Gloucester residents with successful businesses coming together in a common goal of providing positive economic and community impact to Gloucester with this new cannabis industry.

## **II. Our Standards of Success:**

- Create a high-quality product exceeding standards for safety while meeting market demands and regulatory compliance.
- Become a Gloucester community partner beyond traditional taxes and fees, but to also connect and be a part of the community as a trusted and reliable partner providing time and resources to important local causes.
- Build public trust in maintaining our commitment to security, sanitation, safety, odor control, corporate responsibility, and business operation.
- Educate employees, business associates, consumers, and the public on our products to ensure the responsible and safe consumption of marijuana as well as the prevention of diversion to minors and illicit markets.
- Grow our sustainable business model in a scalable and efficient manner to obtain market share and growth required to maintain competitive.
- Promote our company and products in compliance with all laws to reduce the stigma associated with marijuana.
- Meet our internal audits for business performance, regulatory compliance, and statistical reporting for CCC metrics such as positive impact, diversity, energy efficiency, community involvement, and leadership responsibility.
- Exceed all expectations of the City and State in business operations and community partnership.

## **III. Location: 58 Great Republic Drive, Gloucester, Massachusetts 01930**

Admiral Green has site control authorization to seek permitting and licensing of the proposed use from the owner of the property. The property is a vacant lot suitable for construction of an approximately 50,000 square feet building for the cultivation and manufacturing of cannabis.

Admiral Green chose the 58 Great Republic Drive location for its suitable proximity to similar manufacturing businesses, available land for new construction, large size for parking and access availability, and a trusted host municipality. The location meets the City and State regulation for licensed Marijuana Establishments under G.L. c. 94G, §5(b)(3).

[illegible]

## **SAMPLE DESIGN OF A CANNABIS CULTIVATION AND MANUFACTURING FACILITY**



### **IV. Description of Proposed On-Site Activities and Policies:**

All proposed activity at the Marijuana Establishment shall be in compliance with all regulations promulgated by the CCC, as amended, and ordinances, bylaws, and laws of the Commonwealth of Massachusetts and the City of Gloucester. Admiral Green shall only commence operations and operate upon obtaining all approvals required by the City of Gloucester and obtaining valid licenses issued by the CCC, copies of which, with any renewal or investigation thereof. Admiral Green shall maintain regulatory compliance through the performance of operations in accordance to its City and State approved policies, procedures, and plans. The plans are incorporated herein, but produced as Exhibits as follows:

1. Security Plan; (pending approval of Gloucester PD);
2. Operation and Management Plan;
3. Emergency Response Plan; (pending approval of Gloucester PD and FD);
4. Plan to Remain Compliant with Local Zoning;
5. Proposed Timeline;
6. Plan for Obtaining Liability Insurance;
7. Positive Impact Plan;
8. Cultivation Specific Plan;
9. Product Manufacture Specific Plan;
10. Restricting Access to age 21 and older;
11. Prevention of Diversion;

12. Storage of Marijuana;
13. Transportation of Marijuana;
14. Inventory procedures;
15. Quality control and testing procedures;
16. Dispensing procedures;
17. Personnel policies including background checks;
18. Record Keeping procedures;
19. Maintaining of financial records;
20. Diversity plan;
21. Qualifications and training; and
22. Energy Compliance Plan.

Admiral Green's essential function is to cultivate, manufacture, and distribute a variety of marijuana flowers "buds," extractions, and marijuana infused products for 21+ consumers in accordance to the CCC's regulations. Admiral Green shall operate its operation twenty-four hours a day, everyday, with constant secure monitoring. Admiral Green is expected to hire a local workforce of upwards of 50+ employees. The majority of the available space will be reserved for the cultivation of marijuana plants or "canopy." We seek a cultivation canopy area up to a Tier 4 level under the CCC regulations amounting to 20,001 to 30,000 square feet. The remaining areas will be reserved for processing and packing of usable marijuana, manufacturing of products, secure storage, waste disposal, and loading for testing and transport. The loading of vehicles with marijuana for transportation to an independent testing laboratory or for wholesale will take place at the rear of the building through a separate secure entrance by a licensed transporter.

#### **Additional Specific Incorporated Policies and Commitments**

- Admiral Green shall only operate at the location in accordance to its use as a Marijuana Establishment as permitted by its definition under law.
- The Marijuana Establishment will be fully within the enclosed building, without the use of mobile structures, and our leased area will be separated by full walls from any other uses.
- The location is compliant with buffer zone proximity to schools, houses of worship, funeral homes, and institutions of higher education.
- Admiral Green utilizes odor control measures so that no odor from the marijuana establishment may be noxious or cause a public nuisance.
- Storage of marijuana and disposal of marijuana shall be done in accordance to State law so as to prevent diversion, exposure, or to create a public nuisance.
- Admiral Green, or its assignee, if any, shall manage the Marijuana Establishment with

persons on premises during regular hours of operation and be responsible for all activities within the licensed business.

- Emergency contact information shall be kept on file with the City of Gloucester and Gloucester Police Department.
- Admiral Green shall install signage in accordance to the CCC and the requirements of the Gloucester Code of Ordinances.
- Admiral Green shall not allow marijuana to be smoked, eaten, or otherwise consumed or ingested within any type of licensed marijuana establishment in accordance to CCC regulation.
- Notification shall be provided to all abutters within 300 feet of the proposed location for a Community Outreach Meeting in accordance to CCC regulations and submitted to Gloucester.
- If Admiral Green shall ever cease to operate then it shall remove all materials, plants, equipment, and any other retail marijuana establishment fixtures and items.

#### **Additional Cultivation and Manufacturing Specifics:**

- Admiral Green shall only use high-energy efficiency lights and equipment to limit energy and water usage demand.
- Admiral Green shall use LEDs for all fixtures except those that are used in flowering rooms which shall allow for High Pressure Sodium grow lights for no more than 50% of the total square footage of the cultivation area to maximize flowering conditions and limit electricity demands.
- Admiral Green shall not allow more than one-half of the marijuana plants cultivated be mature, flowering plants at any one time.
- Admiral Green shall not use pesticides, insecticides, or other chemicals at the business.
- Admiral Green manufacturing provisions shall include reference of a detailed description of its products, methods of production, safety protocols, and a sample of any identifying mark or logo that will appear on the product.

Admiral Green's operations are designed to be efficiently productive in our industry while protecting and promoting the health, safety, and general welfare of the residents of Gloucester. Our policies, plans, and active management of the business will negate adverse effects of the proposed use and any such effect will not outweigh its beneficial impact to the City and the community. Admiral Green's proposal is a tremendous opportunity for beneficial impact of financial relief and a responsible corporate partner for the City and its community. The positive economic impact to

the communities of the Commonwealth that license marijuana establishments is undeniable with the CCC reporting over one Billion Dollars in gross sales since November 1, 2018.

The character and nature of the geographic location of the property on Great Republic Drive compels the growth of technologically advanced businesses like Admiral Green with its sophisticated cultivation and manufacturing facility. Our proposed use is an extension of the existing cluster of businesses on Great Republic Drive and is a welcomed new industry addition that will finally occupy the longstanding vacant lot. Admiral Green will create employment opportunities for the local economy and be an active community partner to the City, its residents and also other businesses and non-profits. The geographic diversity of our location in relation to existing retail establishments is a mutually beneficial symbiotic relationship within Gloucester's local regional green economy and is a shining example to municipalities of reasonable and efficient cannabis zoning.

Admiral Green's likelihood of success is built upon a strong foundation of its ownership, management, and staff as they are eligible applicants from the State's favorable criteria, and hold the right amount of experience, capital, and commitment to succeed in this new industry. Admiral Green reduces any adverse effect associated with its use by taking specific measures through trained and experienced staff, security, sanitation, climate control, and attention to the sensitive cultivation process. With a solid building plan and ownership team, Admiral Green, is in a position to quickly construct an advanced cannabis facility and be operational without delay. The potential economic and fiscal impact on City services will be kept minimal because of its rigorous standards and strength in regulatory compliance.

#### **V. Executives:**

Christopher Williams is the Chief Executive Officer of Admiral Green and represents a depth of knowledge and experience in real estate and starting, funding, and operating businesses. Christopher provides a high level of business acumen and experience in a variety of industries and several real estate areas including storage, retail, residential, and commercial. Christopher is transitioning his experiences into the cannabis industry utilizing the skills obtained in running several companies.

Michael Blumsack is the Chief Operating Officer responsible for overseeing daily operations, the operation team, and management of the various components in the cultivation and manufacturing processes. Michael has a longstanding history as a successful real estate broker in the Boston area with expertise in marketing. Michael is transitioning his skills into the cannabis industry from experience in business and managing through real estate transaction solutions.

Jeffrey Amero is the President of J&L Welding and Machine Inc., a longstanding 30+ year Gloucester based manufacturing company. Jeff's company provides specialty manufacturing services for several industries including Semiconductor, Medical, Plastics, Robotics and many more. Jeff's strengths in business, operations, and management with deep ties to Gloucester makes him a benefit to the team.

Anthony Giacalone is an experienced Gloucester based General Contractor and the President of Giacalone Contracting Corp. Anthony has provided a wide array of general contracting services to the general public and in his own business ventures such as land development, new construction building, renovations, and project management. Anthony has worked on several construction projects including custom design-build, residential, commercial, historic, school and commercial projects.

Nicholas A. Gomes and Sean Coleman are licensed Massachusetts Attorneys under the professional association Coleman & Gomes, specializing in cannabis law with diverse general law practice backgrounds. Coleman & Gomes are Admiral Green's general counsel for permitting and licensing, regulatory compliance, business advising, corporate diligence, and operations of the company.



## **PLAN FOR OBTAINING LIABILITY INSURANCE**

Admiral Green Holdings Corp., (“Admiral Green”), shall obtain sufficient liability insurance to at least meet the minimum requirements under the regulations 935 CMR 500.105(10). Admiral Green will obtain, once licensed, a policy that shall include general liability and product liability insurance coverage of no less than \$1 million per occurrence and \$2 million in aggregate annually. The deductible for each policy can be no higher than \$5,000 per occurrence. Admiral Green will consider additional coverage based on availability and a beneficial cost-benefit analysis.

**ADMIRAL GREEN HOLDINGS CORP.**

**Restricted Access to Individuals Under 21**

1. Access: Admiral Green Holdings Corp., (“Admiral Green”) shall restrict access of its facility to authorized employees and visitors only. The property and building shall not be open to the general public.
2. Identification: All individuals seeking access to the premises shall be positively identified with a government issued identification card to limit access solely to individuals 21 years of age or older. No individual under the age of 21 years of age shall be allowed access to the premises.

**ADMIRAL GREEN HOLDINGS CORP.,**

**QUALITY CONTROL AND TESTING PROCEDURES**

- 1) General: No cannabis product, including cannabis, will be sold, delivered or otherwise marketed for adult use by Admiral Green Holdings Corp., (“Admiral Green”) that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.
- 2) Adverse Laboratory Results: Admiral Green shall immediately respond to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), including notifying The Cannabis Control Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both Admiral Green and the Independent Testing Laboratory, separately and directly. Admiral Green notification must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. Records of such testing shall be maintained for one year. All transportation of cannabis to and from Independent Testing Laboratories providing cannabis testing services shall comply with 935 CMR 500.105(13). All storage of cannabis at a laboratory providing cannabis testing services shall comply with 935 CMR 500.105(11). All excess cannabis must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess cannabis to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly. No cannabis product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- 3) Ensuring 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. 935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives)
- 4) All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified in 105 CMR 300.000
- 5) 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. *935 CMR 500.105(3)*
- 6) Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. *935 CMR 500.105(3)*
  - 7) There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. *935 CMR 500.105(3)*
  - 8) 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. t to *935 CMR 500.105(12)*. *935 CMR 500.105(3)*
  - 9) Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*
  - 10) All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*.
  - 11) All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. *935 CMR 500.105(3)*
  - 12) Water supply shall be sufficient for necessary operations. *935 CMR 500.105(3)*
  - 13) Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. *935 CMR 500.105(3)*
  - 14) The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3)*
  - 15) Storage, delivery, and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*

## **ADMIRAL GREEN HOLDINGS CORP.,**

### **PERSONNEL AND EMPLOYEE STAFFING SUMMARY**

1. General: Admiral Green Holdings Corp., (“Admiral Green”) is a prospective Massachusetts cannabis company sowing the seeds of innovation by focusing on the local community and consumers to promote positive growth in our local economy while ensuring consistent access to safe premium marijuana. Admiral Green is committed to quality, responsibility and sustainability. Our three primary ideals permeate through our employee staffing plan to add to our unique growth as a company. Admiral Green’s values are built upon a foundation of social responsibility to our clients and local communities. Our commitment is demonstrated by our plan to operate locally, hire employees from our communities with diverse backgrounds without regard for race, disability, gender, and other statuses, and manage our employees with respect and due care in accordance with all laws.

2. Quality, Responsibility and Sustainability: Admiral Green’s fundamental commitment to our clients and community begins with creating a pure and safe quality product. Our employees are trained with our policies and procedures to ensure our quality is never compromised to fulfill our obligations to the public and greater world at large. Our future employees are provided with at least a week of in-house training with a mentor for their job description. Our employees are required to meet all training specifications as created by the Cannabis Control Commission and as set forth by Admiral Green in its Employee Continuing Training Program, audit and monitoring of employee performances.

3. Qualifications: Admiral Green’s hiring practices are focused on obtaining and maintaining a skilled and diverse workforce. Our policies include seeking to hire over 51% of employees from Gloucester and surrounding towns, as well as areas of disproportionate impact, veteran incentive hiring, affirmative action, equal employment opportunity, a zero tolerance policy for violence, discrimination, sexual harassment, and stalking, a drug-free workplace, and Americans with Disabilities Act and Family Medical Leave Act compliance. Admiral Green is creating an inclusive work environment welcoming and respecting all people based on merit and skill regardless of race, creed, colors, national origins, disabilities, gender, age, sexuality and orientation. Our diversity will make our company stronger and improve our ability to empower our community.

4. Employment Positions: Admiral Green will have the following positions:

I. Security: Security will ensure all of our products are safe from seed to the consumers leaving our premises. The security division will include building security, internal and external loss prevention investigations, and operations security for our products, employees, clients, and patients. Our focus will be on the safe access to our products as well as ensuring no product is diverted to unintended individuals and for illegal uses. Security will be the first line of defense to stop the diversion of marijuana to individuals younger than 21 years of age by checking for proper identification before entry into a secured area for the retail purchase of secured products.

II. Cannabis Consultant: A cannabis consultant provides wholesale assistance and processing to customers to effectuate an informed purchase of marijuana or marijuana products to fit the needs of the licensed marijuana establishment client. The cannabis consultant will be focused on providing information and sale logistics.

III. Cultivator: A cultivator harnesses our technology, equipment and nature to create and process only the highest quality marijuana flowers.

IV. Manufacturer: A manufacturer transforms the marijuana flower into various marijuana products including concentrates, edible infusions, oils, creams and topicals.

V. Manager: A manager oversees the various operations of the establishment and employees. This position designed to assist in promoting our company in the cannabis industry through operational management, research, community outreach, and regulatory compliance to ensure the company is always evolving to meet the needs of our community in a responsible manner.

VI. Executives: The executives of the company are Christopher Williams and Michael Blumsack. The executives shall operate and manage the company while fulfilling numerous positions within the company.

VII. Director of Delivery/Transportation: The directors of Delivery and Transportation shall direct and manage the scheduling, logistics, and auditing of our transportation and loading/unloading services. They shall be directly responsible for overseeing the delivery and transportation of marijuana and marijuana products from the marijuana establishment.

5. Alcohol, smoke and drug-free workplace: Admiral Green shall not allow alcohol, smoking and drug-use on its property. Such unauthorized use by an employee shall be subject to termination of employment.

6. Records: Employee records shall be kept orderly and maintained in a secured location in accordance with the company's record policy.

7. Termination: Any employee who violates the employee contract or any provision of the Admiral Green's policies and procedures shall be subject to immediate suspension if it is determined their actions or future employment will be detrimental to the company and the public good. Such actions justifying immediate termination and due notice to the Cannabis Control Commission include:

I. Diverting marijuana or marijuana products;

II. Engaging in unsafe practices with regard to operation of the company; and

III. Any conviction or guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

8. Cash: Employees shall use all care and reason for the safe handling of cash at the establishment. Sales will be limited to small quantities of products to prevent an influx of cash in an unsafe manner. Cash will be maintained during hours of operation in three locations including a cash register, a cash drawer drop with vault access, and a central vault. The cash register will start with \$200.00 at the opening of each shift and be limited to \$1,200.00 at any given time. Transfers of \$1,000.00 at a time will be made from the register to the cash drawer drop. Transfers from the cash drawer drop to the central vault will be done on a regular basis as needed. All funds shall be transferred from the establishment to a financial institution on a regular secure basis as needed. The transfers for the cash drawer drop and to a financial institution will be done on a random schedule by a trained security team to prevent diversion and theft. Random, unmarked, and secure vehicles will be utilized to prevent detection.

9. Training: Employees will undergo quarterly industry training that is required of a registered agent.

## **ADMIRAL GREEN HOLDINGS CORP.,**

### **RECORD KEEPING**

1. **General:** Admiral Green Holdings Corp (“Admiral Green”) shall keep an office for the purpose of keeping its business records for inspection by the Cannabis Control Commission (“Cannabis Control Commission”) upon request.
2. **Maintenance:** The records of a Marijuana Establishment shall be maintained in a secure location within the facility and in accordance with generally accepted accounting principles.
3. **Confidentiality:** All records shall be kept in a locked area within a secured location within the facility not accessible to the public nor easily accessible to an unauthorized individual. Access to confidential records shall be limited to only those reasonably necessary for the operation of the business.
4. **Closure:** Following closure of the company, all records must be kept for at least two years at its own expense in a form and location acceptable to the CCC.
5. **Required Records:** All records shall be kept as required by 935 CMR 500.000, including, but not limited to:
  - (a) Written operating procedures as required by 935 CMR 500.105(1);
  - (b) Inventory records as required by 935 CMR 500.105(8);
  - (c) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
  - (d) A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - (e) Personnel policies and procedures;
  - (f) Waste disposal records as required under 935 CMR 500.105(12)
  - (g) Business records, which shall include manual or computerized records of:
    1. Assets and liabilities;
    1. Monetary transactions;
    1. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    1. Sales records including the quantity, form, and cost of marijuana products; and
    1. Salary and wages paid to each employee, stipend 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.
  - (h) The following personnel records:
    1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
    2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
      - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
      - b. documentation of verification of references;
      - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
      - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;



- e. documentation of periodic performance evaluations;
  - f. a record of any disciplinary action taken; and
  - g. notice of completed responsible vendor and eight-hour related duty training.
3. All background check reports obtained in accordance with 935 CMR 500.030.

**ADMIRAL GREEN HOLDINGS CORP.,**  
**MAINTAINING FINANCIAL RECORDS**

1. General: Admiral Green Holdings Corp., (“Admiral Green”) will ensure that there is a locked office for the purpose of keeping its business records, including financial records, for inspection by the Cannabis Control Commission upon request.
2. Maintenance: Admiral Green will ensure that all records of a Marijuana Establishment shall be maintained in a secure location within the facility and in accordance with generally accepted accounting principles.
3. Confidentiality: Admiral Green will ensure that all records will be kept in a locked area within a secured location within the facility not accessible to the public nor easily accessible to an unauthorized individual. Access to confidential records shall be limited to only those reasonably necessary for the operation of the business.
4. Closure: Following closure of Admiral Green all records will be kept for at least two years at its own expense in a form and location acceptable to the CCC.
5. Accounting and Auditing: All of Admiral Green’s financial records shall be reviewed by an accountant or other tax professional for accuracy. Independent audits on the financial records shall be conducted annually.
6. Financial Records: All financial records of Admiral Green shall be kept as required by 935 CMR 500.000, including, but not limited to:
  - (a) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
  - (b) Sales receipts from all license types;
  - (c) Bank statements;
  - (d) Employee payroll;
  - (e) Tax returns;
  - (f) Balance statements;
  - (g) Loan agreements;
  - (h) Assets and Liabilities;
  - (i) Monetary Transactions;
  - (j) Books of Accounts;
  - (k) Sale records;
  - (l) Salary and wages paid to each employee. 935 CMR 500.105(9)

## ADMIRAL GREEN HOLDINGS CORP. DIVERSITY PLAN

1. General: Admiral Green Holdings Corp. ("the Company") is committed to a diverse and inclusive workforce in the operation of its cannabis establishment. The Company's diversity plan was created to enrich our community members and level the playing field for all individuals after years of oppression, discrimination, and inequality for minorities in society and the workforce. The Company strives to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+ (hereinafter "equitable demographic group"). The Company intends to promote equity by providing the equitable demographic group of individuals with tools and opportunities they need to achieve social and economic self-sustainability. Our company is seeking to create an inclusive work environment welcoming and respecting all people based on merit and skill regardless of race, creed, colors, national origins, disabilities, gender, age, sexuality and orientation. Our diversity will make our company stronger and improve our ability to empower our community.

2. Compliance: The Company shall adhere to all laws in fulfilling its diversity plan, including, but not limited 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. This plan, and all actions taken by the Company, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure.

3. Plan Goals: The equitable demographic group this diversity plan seeks to benefit shall be specifically defined in our goals:

**I. Increasing the number of individuals from the equitable demographic group working in the company and providing tools to ensure their success.**

The company shall hire, at a minimum, one person of each category of the equitable demographic group being one woman, one individual that is a racial minority, one member of the LGBTQ+ community, one military veteran and one individual with a physical or mental disability. The individuals will be made a written offer of employment or shall already be on the company's active roster of active workforce within the first year of being licensed for operations.

**II. Increasing the number of individuals from the equitable demographic group working in the company in a managerial or executive position.**

The company shall hire, at a minimum, one person from the equitable demographic group in a managerial or executive position. The individuals will be made a written offer of employment or shall already be on the company's active roster of active workforce within the first year of being licensed for operations.

#### 4. Programs to achieve Goals:

I. The Company's original owners support the company's perpetual commitment to an inclusive environment and economic opportunities for all based upon merit regardless of their own race, sex, status, gender identities, and sexual orientation. The Company intends to increase the workforce of individuals of the equitable demographic group by offering any future offers of employment and sales of any ownership interest in the company in a non-discriminatory manner. The Company intends to increase its future workforce and ownership interest of individuals of the equitable demographic group by publicizing future public offerings as needed, but no less than one per year, with a focus of interest for persons of the equitable demographic group in the local newspaper in our area being Salem News and indeed.com. The Company will prioritize offers to individuals from the equitable demographic group. Recruiting efforts and interviews will increase in intensity if the diversity plan is not met, being hiring at a minimum, one woman, one individual that is a racial minority, one member of the LGBTQ+ community, one military veteran and one individual with a physical or mental disability.

The Company seeks to increase the opportunities for individuals from the equitable demographic group to enter the adult-use cannabis industry. The Company will provide informational sessions to 10-25 persons per session to learn about employment opportunities at its facility and will be conducted at a suitable location in Gloucester depending on the demand at least once a year. The events will be published in the local Gloucester News and marketed to individuals in the equitable demographic group specifically in the publication- "we are specifically looking for women, minorities, veterans, LGBTQ+, and persons with disabilities to join us."

The Company seeks to partner with as many individuals from the equitable demographic group that can contract with the Company to render services and products. The Company intends to further seek partners from the equitable demographic group that own small businesses in the cities in which we operate. The Company utilizes a non-discriminatory hiring practice for third party vendors and hire third-party vendors from the demographic groups comprising at least 10% of the company's overall annual independent contractor or third-party service contracting. The Company will source its 10% of independent contractors from the demographic groups as follows: (2%) minorities, (2%) women, (2%) veterans, (2%) people with disabilities, and (2%) LGBTQ+.

#### 5. Reconciliation of Plan Success through Metrics:

The Company will reconcile the success of its diversity plan by performing quarterly reviews of company statistics, third-party publications, and personnel reports relative to all actions taken to reach the seven goals. The progress or success of this plan will be demonstrated upon each license renewal period, commencing one year from provisional licensure. In an effort to fully understand the impact of the Company's diversity success, quality reporting from employees involved in effectuating the diversity plan will be reviewed and recommendations implemented. The Metrics of the Company's success shall be: 1. the amount of individuals from the equitable demographic who are hired, retained and promoted.

2. the number of new positions created for individuals from the equitable demographic group

3. the number of postings in diverse publications and general publications.

**ADMIRAL GREEN HOLDINGS CORP.,**

**QUALIFICATIONS AND INTENDED TRAININGS FOR AGENTS**

1. Positions for Employment:

*Chief Executive Officers – Christopher Williams and Michael Blumsack*

Qualifications: Responsible for providing business direction, creating, communicating, and implementing the organization's vision, mission, and overall direction – i.e. leading the development and implementation of the overall organization's strategy, fixing prices and signing business deals, recruitment, payment of salaries, signing checks and documents on behalf of the company, evaluates the success of the organization

*General Managers- Christopher Williams and Michael Blumsack*

Qualifications: Responsible for managing the daily activities in the company, responsible for recruiting, training and managing staff, responsible for processing orders, responsible for ordering, selling and controlling all inventory, managing the organizations' budgets, keeping statistical and financial records, preparation of publicity materials and displays, handles marketing services, meeting other licensed facilities representatives and interfaces with third – party providers (vendors), controls the sales floor inventory, supervises the entire sales staff and workforce, handles any other duty as assigned by the CEO

*Compliance Officers- Sean Coleman, Esq. and Nicholas A. Gomes, Esq.*

Qualifications: The compliance officers will be responsible for ensuring that proper procedure is in place as well as followed to ensure compliance. They will be responsible for thoroughly understanding compliance laws, as well as providing adequate communication to managers and employees about such laws.

Requirements: Experience working with compliance issues and are well versed in the CCC compliance parameters.

*Information Technologist -*

Qualifications: Manages the organization website, handles ecommerce aspect of the business, responsible for installing and maintenance of computer software and hardware for the organization, manages logistics and supply chain software, Web servers, e-commerce software and POS (point of sale) systems, manages the organization's CCTV, handles any other technological and IT related duties

*COVID-19 Manager*

Qualifications: Responsible for cleaning the store facility at all times, ensures that sanitation is upheld in the facility, with proper hand sanitization stations prepared, cleaning both the interior and exterior of the property, including high contact areas such as handles and any other duty as assigned by the General Manager.

Requirements: Continuing Training Program

#### *Cultivator*

Qualifications: The handling of all marijuana cultivation processes, systems, and procedures including tracking and reporting.

#### *Product Manufacturer*

Qualifications: The manufacturing of safe quality marijuana and marijuana products.

### 2. Agent Training:

All employees and agents of Admiral Green, must perform training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function the employee/agent is expected to perform. In addition to specific job function training, all employees/agents shall be required to take a Responsible Vendor Program under 935 CMR 500.105(2)(b). All employee/agents shall be required to receive at least eight hours of on-going training each year.

### 3. Responsible Vendor Training Program:

Upon licensure or renewal of licensure, as applicable, all current owners, managers, and employees of Admiral Green that are involved in the handling and sale of marijuana shall attend and successfully complete a responsible vendor program, and maintain Admiral Green's status as a "responsible vendor." Admiral Green shall select a Commission approved Responsible Vendor Training Program for its Responsible Vendor Training. All owners, managers, and employees involved in the handling and sale of marijuana shall successfully complete the responsible vendor program once a year thereafter. All new employees involved in the handling and sale of marijuana shall be required to successfully complete a responsible vendor program within ninety days of hire. Admiral Green shall offer the responsible vendor program to administrative employees to take on a voluntary basis. All records of responsible vendor training program compliance, including test results, shall be kept for four years and made available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

## **ADMIRAL GREEN HOLDINGS CORP.,**

### **ENERGY COMPLIANCE PLAN**

1. General. The Company shall follow this energy compliance plan to identify potential energy-use reduction opportunities, consider opportunities for renewable energy generation, strategize to reduce electric demand and engage with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21.

2. Energy Consumption Monitoring. The Company shall identify potential energy-use reduction opportunities (such as natural lighting and energy efficiency measure), and plan for implementation of such opportunities through energy consumption monitoring. The Company shall review the proposed energy consumption of its project and make adjustments to operations based on energy-usage data collected. The facility upgrades, renovations, and future expansions shall be analyzed for energy saving opportunities. All energy saving opportunities shall be analyzed when equipment fails and needs to be replaced.

3. Renewable Energy Generation. The company shall consider all opportunities for renewable energy generation and include such energy generators into its building and site plan. The company seeks to use energy generators including electric vehicles, solar panels, wind turbines, and renewable thermal to reduce and stabilize its energy costs.

The company will evaluate and make energy supply decisions based on the needs of the operation as it progresses and make decisions to promote renewable options when possible. Renewable and alternative energy opportunities will be implemented when facilities are selected, upgraded, improved, or expanded.

The company will consider all available incentives and bill savings including programs which can help offset costs of renewable and alternative energy installation, such as:

- Massachusetts Department of Energy Resources' Solar Massachusetts Renewable Target (SMART) (<http://masmartsolar.com/>);
- Renewable Portfolio Standard (<https://www.mass.gov/guides/rps-class-i-and-class-ii-statement-of-qualification-application>); and
- Alternative Portfolio Standard (<https://www.mass.gov/guides/aps-renewable-thermal-statement-of-qualification-application>; <https://www.mass.gov/guides/apply-to-the-aps-chp-flywheel-storage-and-fuel-cells>).



4. Reducing electric demand. The company shall implement strategies to reduce its electric demand. Energy demand will be monitored monthly and adjustments made based on the data. The company will reduce electric demand with lighting schedules, active load management, energy storage, and electric vehicles.
5. Mass Save. The company shall engage with all Mass Save programs for energy efficiency offered under M.G.L. c. 25, § 21. The company shall seek energy efficiency and demand reduction measures through lighting, heating ventilation and air conditioning, vehicle selection, and other equipment. The company shall regularly reach out to Mass Save vendors to learn of new financial incentives, opportunities, rebates, and other audit reports are available.
6. Transport and Delivery Specific. The company shall use electric vehicles and alternative fuels such as biodiesel and natural gas to reduce carbon emissions and increase our energy security. Our intent is to have a fleet entirely of electric or hybrid technologies and will regularly evaluate for alternative fuel vehicle options. Energy and water conservation strategies shall be employed at the physical facility for transportation and delivery (e.g. garage, dispatch) should also be included. We seek to install an outdoor shelter for our fleet parking with solar panels on the shelter roof.

**ADMIRAL GREEN HOLDINGS CORP.**

**PRODUCT MANUFACTURER PLAN FOR SAFETY**

- 1) General: The Company shall utilize best management practices to ensure the safe manufacturing of marijuana products.
- 2) Production of Edible: All manufactured goods or “edibles,” shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
- 3) Labeling: All manufactured products that are made to resemble a typical food or beverage product must be packaged in an opaque package and labeled as required by 935 CMR 501.105(5)(c).
- 4) Regulatory Compliance: The Company shall meet all applicable environmental laws, regulations, permits and other applicable approvals including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control, and to use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) or applicable departments or divisions of the EOEEA to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts.
- 5) Testing Compliance: All manufactured products sold or transferred shall be tested in accordance to the Company’s Quality Control procedures. The Company shall provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 501.160, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect Marijuana Products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.
- 6) Reporting: The Company shall identify, record, and report diversion theft, loss, and for all errors and inaccuracies in inventories.
- 7) Recalls: The Company shall control its inventory so that upon notice of a need to recall a product the Company can isolate and remove the defective or potentially defective product from the market, as well as take any action to promote public health and safety.
- 8) Outdated: Any outdated, damaged, deteriorated, mislabeled, or contaminated Marijuana shall be segregated from other Marijuana and destroyed. The inventory and destruction of such outdated, deteriorated, mislabeled, or contaminated Marijuana shall be kept in writing a part of the inventory log. The Marijuana fitting this criteria must be rendered unusable in accordance with 935 CMR 501.105(12).

- 9) Sanitation: All manufactured products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
- 10) Identification of Products: All manufactured products and any identifying marks shall be approved by the Cannabis Control Commission prior to manufacture and sale.
- 11) Identification of Method: Notwithstanding a stricter municipal or state regulation, the Company shall identify the method of extraction (e.g. 2., Butane, Propane, CO ) on a physical posting at all entrances of the MTC. The Posting shall be a minimum of 12" x 12" and identify the method of extraction in lettering no smaller than one inch in height. An MTC shall post a copy of a permit to keep, store, handle or otherwise use flammable and combustible material at each place of operation within the facility.
- 12) All cannabis product, including cannabis, will be sold, delivered or otherwise marketed for adult use by the company that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the DPH. Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.
- 13) Adverse Laboratory Results: The company shall immediately respond to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1), including notifying The Cannabis Control Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both the company and the Independent Testing Laboratory, separately and directly. The company's notification must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. Records of such testing shall be maintained for one year. All transportation of cannabis to and from Independent Testing Laboratories providing cannabis testing services shall comply with 935 CMR 500.105(13). All storage of cannabis at a laboratory providing cannabis testing services shall comply with 935 CMR 500.105(11). All excess cannabis must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess cannabis to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly. No cannabis product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- 14) Ensuring 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. *935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives)*

- 15) All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified in 105 CMR 300.000
- 16) 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. *935 CMR 500.105(3)*
- 17) Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. *935 CMR 500.105(3)*
- 18) There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. *935 CMR 500.105(3)*
- 19) 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. t to *935 CMR 500.105(12)*. *935 CMR 500.105(3)*
- 20) Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*
- 21) All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*.
- 22) All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. *935 CMR 500.105(3)*
- 23) Water supply shall be sufficient for necessary operations. *935 CMR 500.105(3)*
- 24) Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. *935 CMR 500.105(3)*
- 25) The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3)*
- 26) Storage, delivery, and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*.