



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284457
Original Issued Date: 09/15/2023
Issued Date: 09/15/2023
Expiration Date: 09/15/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Alternative Compassion Services Inc

Phone Number: 508-356-5151 Email Address: SWerther@acscompassion.com

Business Address 1: 693 Elm Street

Business Address 2:

Business City: Bridgewater

Business State: MA

Business Zip Code: 02324

Mailing Address 1: 693 Elm Street

Mailing Address 2:

Mailing City: Bridgewater

Mailing State: MA

Mailing Zip Code: 02324

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201839

RMD INFORMATION

Name of RMD: Alternative Compassion Services Inc

Department of Public Health RMD Registration Number: RMD 585

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 18.81

Percentage Of Control: 25

Role: Director

Other Role: CEO

First Name: Stephen

Last Name: Werther

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: 18.81	Percentage Of Control: 25	
Role: Board Member	Other Role:	
First Name: Richard	Last Name: Radebach	Suffix: Jr
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 25	
Role: Board Member	Other Role:	
First Name: Walter	Last Name: Hinds	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: 9.4	Percentage Of Control: 25	
Role: Board Member	Other Role:	
First Name: Marc	Last Name: Cohen	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 26.77	
Entity Legal Name: Cann-Vest LLC	Entity DBA:	DBA City: Boston
Entity Description: Investor		
Foreign Subsidiary Narrative:		
Entity Phone: 617-293-7383	Entity Email: whinds@100statestreet.com	Entity Website:
Entity Address 1: 100 State Street	Entity Address 2: 11th Floor	
Entity City: Boston	Entity State: MA	Entity Zip Code: 02109
Entity Mailing Address 1: 100 State Street	Entity Mailing Address 2:	
Entity Mailing City: Boston	Entity Mailing State: MA	Entity Mailing Zip Code: 02109
Relationship Description: Cann-Vest LLC is a financial investor of Alternative Compassion Services (ACS) and has no control over the company.		

Entity with Direct or Indirect Authority 2

Percentage of Control:	Percentage of Ownership:
Date generated: 10/04/2023	

Entity Legal Name: Nan-Cann Inc.		Entity DBA:	DBA
			City:
			Boston
Entity Description: Joint Venture Investor			
Foreign Subsidiary Narrative:			
Entity Phone: 617-293-7383	Entity Email: whinds@100statestreet.com	Entity Website:	
Entity Address 1: 100 State Street		Entity Address 2: 11th Floor	
Entity City: Boston	Entity State: MA	Entity Zip Code: 02109	
Entity Mailing Address 1: 100 State Street		Entity Mailing Address 2:	
Entity Mailing City: Boston	Entity Mailing State: MA	Entity Mailing Zip Code:	
		02109	
<p>Relationship Description: Nan-Cann Inc. holds a Joint Venture Agreement with Alternative Compassion Services where Nan-Cann Inc. invested capital resources to build the second MTC Retail location, at 175 George Washington Blvd. in Hull, MA. Nan-Cann Inc. has 0% control, 0% ownership, and will receive a percentage of profits. Both managing members, Walter Hinds of Nan-Cann Inc. and Stephen M. Werther of Alternative Compassion Services, have confirmed and signed the Joint Venture Agreement.</p>			

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Alternative Compassion Services		Entity DBA: ACS	
Email:	Phone: 508-356-5151		
swerther@acscompassion.com			
Address 1: 693 Elm Street		Address 2:	
City: Bridgewater	State: MA	Zip Code: 02324	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided:	Percentage of Initial Capital:
		\$100000	100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Stephen	Last Name: Werther	Suffix:
Marijuana Establishment Name: Alternative Compassion Services, Inc.		Business Type: Marijuana Cultivator
Marijuana Establishment City: Bridgewater		Marijuana Establishment State: MA

Individual 2

First Name: Stephen	Last Name: Werther	Suffix:
Marijuana Establishment Name: Alternative Compassion Services, Inc.		Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Bridgewater		Marijuana Establishment State: MA

Individual 3

First Name: Richard	Last Name: Radebach	Suffix:
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Marijuana Establishment Name: Alternative Compassion Services, Inc.

Marijuana Establishment City: Bridgewater

Business Type: Marijuana Cultivator

Marijuana Establishment State: MA

Individual 4

First Name: Richard

Last Name: Radebach

Suffix:

Marijuana Establishment Name: Alternative Compassion Services, Inc.

Marijuana Establishment City: Bridgewater

Business Type: Marijuana Product Manufacture

Marijuana Establishment State: MA

Individual 5

First Name: Marc

Last Name: Cohen

Suffix:

Marijuana Establishment Name: Alternative Compassion Services, Inc.

Marijuana Establishment City: Bridgewater

Business Type: Marijuana Cultivator

Marijuana Establishment State: MA

Individual 6

First Name: Marc

Last Name: Cohen

Suffix:

Marijuana Establishment Name: Alternative Compassion Services, Inc.

Marijuana Establishment City: Bridgewater

Business Type: Marijuana Product Manufacture

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 693 Elm Street

Establishment Address 2:

Establishment City: Bridgewater

Establishment Zip Code: 02324

Approximate square footage of the establishment: 24000

How many abutters does this property have?: 10

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain compliant w local zoning.pdf	pdf	642c8cd92c9c310008b727f6	04/04/2023
Certification of Host Community Agreement	HCA Certification Form Signed.pdf	pdf	6452ae980dd43c000716701a	05/03/2023
Community Outreach Meeting Documentation	COM Attachment A.pdf	pdf	646f4d003f2c1a00081bc84b	05/25/2023
Community Outreach Meeting Documentation	COM Attachment B.pdf	pdf	646f4d0b5ab6120008c737de	05/25/2023
Community Outreach Meeting Documentation	COM Attachment C.pdf	pdf	646f4d143f2c1a00081bc85f	05/25/2023
Community Outreach Meeting Documentation	Auth.Rep. Approval of Virtual Meeting.pdf	pdf	646f4d1f5ab6120008c737f8	05/25/2023
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Signed.pdf	pdf	646f797b3f2c1a00081c15c3	05/25/2023

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	Donation Approval Letter - Citizens for Juvenile Justice.pdf	pdf	647f7b6d5ab6120008d334f2	06/06/2023
Plan for Positive Impact	Donation Approval Letter - Girl Gang Care Packages.pdf	pdf	647f7b735ab6120008d33509	06/06/2023
Plan for Positive Impact	Donation Approval Letter - One Mission.pdf	pdf	647f7b763f2c1a000827ba96	06/06/2023
Plan for Positive Impact	Donation Approval Letter - Support the Soupman Corp.pdf	pdf	647f7b7c5ab6120008d3352f	06/06/2023
Plan for Positive Impact	Donation Approval Letter - Victory Programs.pdf	pdf	647f7b813f2c1a000827bab0	06/06/2023
Plan for Positive Impact	Donation Approval Letter - First H.E.L.P..pdf	pdf	648c9cc56de15a0008782f5d	06/16/2023
Plan for Positive Impact	Donation Approval Letter - Girls Embracing Mothers.pdf	pdf	648c9cced003570008f7a1c0	06/16/2023
Plan for Positive Impact	Donation Approval Letter - Project HOPE.pdf	pdf	648c9cd76de15a0008782fea	06/16/2023
Plan for Positive Impact	Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	649f0ea0d00357000806df96	06/30/2023

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer Other Role:
First Name: Stephen Last Name: Werther Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: Board Member Other Role:
First Name: Richard Last Name: Radebach Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: Board Member Other Role:
First Name: Walter Last Name: Hinds Suffix:
RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Board Member Other Role:
First Name: Marc Last Name: Cohen Suffix:
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
Entity Legal Name: Cann-Vest LLC Entity DBA:
Entity Description: A Boston based cannabis investment company
Phone: 617-293-7383 Email: whinds@100statestreet.com
Primary Business Address 1: 100 State Street Primary Business Address 2: 11th Floor
Primary Business City: Boston Primary Business State: MA Principal Business Zip Code:
02109

Additional Information: Cann-Vest LLC is a financial investor of Alternative Compassion Services (ACS) and has no control over the company.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Alternative Compssion Services Inc. By-Laws.pdf	pdf	642c914c83993900089be9db	04/04/2023
Department of Unemployment Assistance - Certificate of Good standing	DUA Cert. of Good Standing 04.04.23.pdf	pdf	642f211683993900089f2430	04/06/2023
Department of Revenue - Certificate of Good standing	Ma. Tax Connect CGS 04.04.23.pdf	pdf	642f212483993900089f2444	04/06/2023
Secretary of Commonwealth - Certificate of Good Standing	SOC Cert. Good Standing 04.10.23.pdf	pdf	6436b0808399390008a4aaad	04/12/2023
Articles of Organization	Articles of Entity Conversion.pdf	pdf	645bcda423b8090008373784	05/10/2023

No documents uploaded

Massachusetts Business Identification Number: 001379461

Doing-Business-As Name:

DBA Registration City: Not Applicable

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	ACS Business Plan BW.pdf	pdf	64344b1b8399390008a27144	04/10/2023
Proposed Timeline	Proposed Timeline.pdf	pdf	643450218399390008a27de1	04/10/2023
Plan for Liability Insurance	Liability Insurance.pdf	pdf	643451552c9c310008bdbbc1	04/10/2023

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Personnel policies including background checks	Code of Conduct.pdf	pdf	642c92ae83993900089bebd4	04/04/2023
Prevention of diversion	Prevention of Diversion.pdf	pdf	64344ce12c9c310008bdac63	04/10/2023
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	64344d458399390008a27569	04/10/2023
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana and Marijuana Products.pdf	pdf	64345e412c9c310008bdcb9d	04/10/2023
Security plan	Security Plan.pdf	pdf	643469f12c9c310008bddad0	04/10/2023
Storage of marijuana	Storage of Marijuana.pdf	pdf	64346afc8399390008a2a3b8	04/10/2023
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	64346b478399390008a2a4cf	04/10/2023
Quality control and testing	Quality Control and Testing.pdf	pdf	64346c792c9c310008bde1d9	04/10/2023
Personnel policies including background checks	Background Check Policy.pdf	pdf	643568b78399390008a33a76	04/11/2023
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	64356c2d8399390008a343a0	04/11/2023
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	643570c58399390008a352f5	04/11/2023
Diversity plan	ACS Diversity Plan.pdf	pdf	645951fc9c23790008b607c1	05/08/2023
Inventory procedures	ACS Inventory Procedures.pdf	pdf	645952749c23790008b60943	05/08/2023
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older.pdf	pdf	645952c823b8090008349ec1	05/08/2023
Dispensing procedures	Dispensing Procedures.pdf	pdf	6459533d23b809000834a0b8	05/08/2023
Separating recreational from medical operations, if applicable	Separating Recreational from Medical.pdf	pdf	645953ee23b809000834a3af	05/08/2023
Qualifications and training	BW - Training & Staffing Plan.pdf	pdf	645bce9f23b80900083738cc	05/10/2023
Dispensing procedures	ACS Logo.JPG	jpeg	646e0a6923b809000845a3fa	05/24/2023

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 7:00 PM
Tuesday From: 10:00 AM	Tuesday To: 7:00 PM
Wednesday From: 10:00 AM	Wednesday To: 7:00 PM
Thursday From: 10:00 AM	Thursday To: 7:00 PM
Friday From: 10:00 AM	Friday To: 7:00 PM
Saturday From: 10:00 AM	Saturday To: 7:00 PM
Sunday From: 10:00 AM	Sunday To: 7:00 PM



Plan to Remain Compliant with Local Zoning

Alternative Compassion Services, Inc. (“ACS”) will continue to remain compliant with the local zoning bylaws set forth by the Town of Bridgewater. ACS is currently licensed and operating a Marijuana Treatment Center, in Bridgewater. We have cooperated with local law enforcement and adjacent municipalities over the last five years in an effort to remain compliant with all local regulations.

ACS will continue to work cooperatively with various municipal departments, boards, and officials to ensure that ACS remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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:

Alternative Compassion Services, Inc

2. Name of applicant's authorized representative:

Stephen M Werther

3. Signature of applicant's authorized representative:

Stephen M Werther


4. Name of municipality:

Town of Bridgewater, Bridgewater MA

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

Michael Dutton, Town Manager

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



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

TownManager@bridgewaterma.org

8. Host community agreement execution date:

March 15, 2023

COMMUNITY OUTREACH MEETING: BRIDGEWATER'S FIRST ADULT-USE CANNABIS DISPENSARY

On January 7, 2023, the voters of Bridgewater, MA, approved a measure to allow the Town's existing Medical Marijuana Dispensaries to add Adult-Use sales.

Alternative Compassion Services, ACS, is applying to add an Adult-Use Retail license to their existing facility at 693 Elm St. ACS is locally owned and operated in Bridgewater, where they currently cultivate, produce, and dispense medical marijuana. On Tuesday, 5/23/23, from 7pm-8pm, ACS will host a virtual Community Outreach Meeting for Bridgewater residents to learn and ask questions about the plan.

The meeting will cover the following topics:

- 1) The types of Marijuana Establishment proposed and already existing at the facility;
- 2) Information to demonstrate the location will be maintained securely;
- 3) Steps ACS takes, and will continue to take, to prevent diversion to minors;
- 4) A plan to positively impact the community;
- 5) Information to demonstrate the location will not constitute a nuisance as defined by law;

6) An opportunity for attendees to ask questions and receive answers from representatives of ACS.

If you'd like to submit questions in advance, please email outreach@acscompassion.com.

To attend this virtual meeting on Zoom, click or copy the following link into your browser:

<https://us06web.zoom.us/j/85152192887>.

You can also access the Zoom link at <https://acscompassion.com/events/>

The link is in the description of the calendar event on 5/23/23.

ACS has set the standard of medical cannabis by safely and transparently providing consistent, high-quality cannabis medicine to certified patients and caregivers, and is now aiming to provide the same excellence to the 21+ Adult-Use market.



ALTERNATIVE COMPASSION SERVICES, INC.

www.acscompassion.com

Notice of Virtual Community Outreach Meeting:
Bridgewater's First Adult-Use Cannabis Dispensary

On January 7, 2023, the voters of Bridgewater, MA, approved a measure to allow the Town's existing Medical Marijuana Dispensaries to add Adult-Use sales.

Alternative Compassion Services, ACS, is applying to add an Adult-Use Retail license to their existing facility at 693 Elm St. ACS is locally owned and operated in Bridgewater, where they currently cultivate, produce, and dispense medical marijuana.

On Wednesday, 5/24/23, from 7pm-8pm, ACS will host a virtual Community Outreach Meeting for Bridgewater residents to learn and ask questions about the plan.

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693 Elm Street, Bridgewater, MA 02324

508.356.5151

QUALITY*INTEGRITY*SAFETY

RECEIVED
TOWN CLERKS OFFICE
BRIDGEWATER, MA.
2023 MAY 10 A 10:02



Notice to All Abutters of 693 Elm St., Bridgewater, MA, 02324

**Notice of Virtual Community Outreach Meeting:
Bridgewater's First Adult-Use Cannabis Dispensary**

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ACS has set the standard of medical cannabis by safely and transparently providing consistent, high-quality cannabis medicine to certified patients and caregivers, and is now aiming to provide the same excellence to the 21+ Adult-Use market.

Approval from Bridgewater Town Manager	
Printed Name: <i>MICHAEL DUTTON</i>	Date: <i>5/9/2023</i>
Signature: <i>[Handwritten Signature]</i>	

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):
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:
- b. Name of publication:

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:

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:

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.



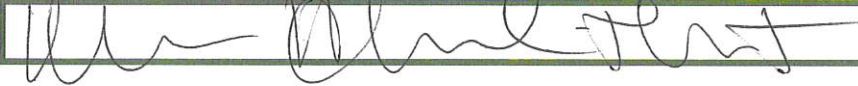
Name of applicant:

Alternative Compassion Services, Inc.

Name of applicant's authorized representative:

Melanie Holland-Talbot

Signature of applicant's authorized representative:





Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

Outreach@acscompassion.com

Donation Approval Form

The local nonprofit 501(c)(3), Citizens for Juvenile Justice approves the monetary and/or service donation from Alternative Compassion Services Inc. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Alex Danesco

Print Name: _____

Signature: Alex Danesco Date: 9/1/20

Phone Number: 781-510-9040 E-mail: alexdanesco@cfjj.org

Please scan and attach in an email to: outreach@acscompassion.com

Thank you!



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

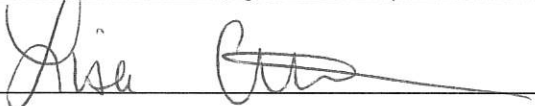
(508) 356-5151

Outreach@acscompassion.com

Donation Approval Form

The local nonprofit 501(c)(3), Girl Gang Care Packages approves the monetary and/or service donation from Alternative Compassion Services Inc, a locally owned medical cannabis dispensary. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Print Name: Lisa Curreri

Signature:  Date: 11-9-20

Phone Number: 781-252-0090 E-mail: lacurreri@mgh.harvard.edu

Please scan and attach in an email to: outreach@acscompassion.com

Thank you!



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

dpelletier@acscompassion.com

Donation Approval Waiver

The local nonprofit 501(c)(3), One Mission approves the monetary and/or service donation from Alternative Compassion Services Inc. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Print Name: Abby Porosky

Signature: Abby Porosky Date: 11/12/19

Phone Number: 508-628-9090 E-mail: abby@onemission.org

Please scan and attach in an email to: dpelletier@acscompassion.com

Thank you!



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

info@acscompassion.com

Donation Approval Waiver

The local nonprofit 501(c)(3), Support The Soup Man, Corp. (Organization Name) approves the monetary and/or service donation from Alternative Compassion Services Inc. Approved by:

Kim Chermesino (Print Name)

Kim Chermesino (Signature)

7/4/19 (Date)

617-974-7260 (Phone Number)

soupman02324@gmail.com (Email)

Please mail or scan and send to the email address: info@acscompassion.com



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

dpelletier@acscompassion.com

Donation Approval Waiver

The local nonprofit 501(c)(3), Victory Programs, Inc approves the monetary and/or service donation from Alternative Compassion Services Inc. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Print Name: Sarah Porter

Signature: [Handwritten Signature] Date: 10-30-19

Phone Number: 617-541-0222 E-mail: Please contact Eve Rabinowitz
x647 ERabinowitz@UPI.org

Please scan and attach in an email to: dpelletier@acscompassion.com Thank you!



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

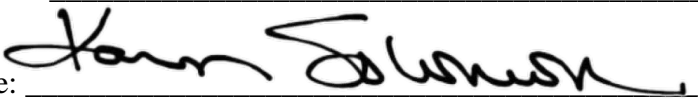
(508) 356-5151

Outreach@acscompassion.com

Donation Approval Form

The local nonprofit 501(c)(3), First H.E.L.P. approves the monetary and/or service donation from Alternative Compassion Services Inc. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Print Name: Karen Solomon

Signature:  Date: 08/31/2022

Phone Number: 774-262-0864 E-mail: karen@1sthelp.org

Please scan and attach in an email to: outreach@acscompassion.com

Thank you!



Alternative Compassion Services Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

Donation Approval Form

The nonprofit 501(c)(3), Girls Embracing Mothers approves the monetary and/or service donation from Alternative Compassion Services Inc, a locally owned medical cannabis dispensary. A copy of the organizations W-9 will be provided to ACS for tax purposes.

Print Name: Brittany K. Barnett

Signature: Brittany K. Barnett Date: April 15, 2021

Phone Number: 214-526-2941 email: brittany@girlsembracingmothers.org

Please scan and attach in an email to: ellenak47@gmail.com

Thank you!

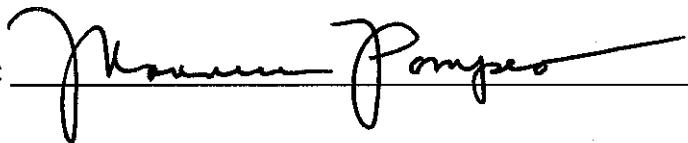


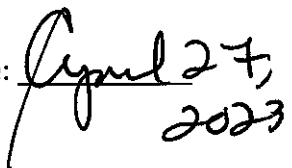
Alternative Compassion Services
639 Elm Street
Bridgewater, MA 02324
(508) 356-5151

Donation Approval Form

The nonprofit 501(c)(3), **Project HOPE Boston, Inc** approves to receive the monetary donation from Alternative Compassion Services, a locally owned and operated medical cannabis treatment center. A copy of the organizations W-9 will be provided to ACS for accounting records.

Print Name: **Maureen Pompeo**

Signature: 

Date: 

Phone Number: **781 632 7337**

Email: **maureenpo@aol.com**

Please scan and attach, the Donation Approval Form and a signed W-9, in an email to:

outreach@acscompassion.com

Thank you!

Plan to Positively Impact Areas of Disproportionate Impact

Overview

Alternative Compassion Services, Inc. (“ACS”) is dedicated to serving and supporting the areas around it, particularly those having been disproportionately impacted by marijuana prohibition. Cannabis related businesses have an obligation to help those communities that have had historically high rates of arrest, conviction, and incarceration due to non-violent marijuana offences. It is ACS's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with Cannabis.

Goals

ACS is dedicated to supporting local areas of disproportionate impact. ACS will strive to maintain staff comprised of individuals with a suitable background. In addition, ACS is committed to employing and assisting individuals who currently reside in areas of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. The goals set forth are:

1. Reducing barriers to entry in the cannabis industry;
2. Providing mentoring, professional development, and technical services for individuals and businesses facing systemic barriers;
3. Providing business assets (time, organization skills, finances) towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the community members or the community as a whole.

ACS will support and provide quality programing to ensure implementation of the goals to positively impact these communities that have been negatively affected by marijuana prohibition.

Programs

ACS will tailor its programs to promote equitable access with resources to support groups and/or individuals within these disproportionately affected areas. The programs will include:

1. Giving hiring preference to individuals falling under the Commission’s definition of disproportionately impacted areas, specifically: Braintree, Brockton, Fall River, Quincy, and Taunton. Based on hiring data over the last 5 years of ACS’s operations, ACS shall aim to recruit at least 3% of all new hires per year from these 5 areas, for a total of 15% of all new hires recruited annually. The programs offered to these communities are, but are not limited to:

- a. Advertisement of employment opportunities in diverse publications or other mediums such as, but not limited to: Indeed, Career Builder and social media, when positions become available;
 - i. ACS acknowledges, is aware, and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
 - ii. ACS also acknowledges and is aware any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.
- b. Participating in career fairs and/or hosting educational seminars, at least quarterly, within areas of disproportionate impact. ACS shall utilize Indeed, SimplyHired, MassHire, and the Events page of the ACS public website, to advertise career fairs and seminars. Educational topics may include:
 - i. Cannabis science and medical marijuana use
 - ii. Patient and caregiver access - how to obtain your medical marijuana card
 - iii. How to get into the industry - recruitment and retention
 - iv. Cannabis cultivation
 - v. Cannabis rights and responsibilities
 - vi. The history of cannabis prohibition
 - vii. The health and environmental benefits of hemp
 - viii. Economic Empowerment Opportunities
2. Incubator or accelerator programs seeking to aid start-up companies owned by disproportionately harmed communities – including, but not limited to:
 - a. Management principals
 - b. Financial management
 - c. Legal and regulatory compliance
 - d. Community functions
 - e. Industry specific technical training
 - f. Mentorship opportunities
 - g. Formation of peer networking
3. Assisting non-profits and charities whose missions are improving one of the disproportionately impacted areas.
 - a. ACS will contact and have written confirmation affirming the acceptance of the monetary donation from all partnered non-profits/charities serving individuals and families in areas of disproportionate impact. ACS will

make monthly donations as part of our Charity of the Month Program to non-profits/charities such as, but not limited to:

- Support the Soupman Corp.
 - Victory Programs
 - One Mission
 - Citizens for Juvenile Justice
 - Girl Gang Care Packages
 - First H.E.L.P.
 - Girls Embracing Mothers
 - Project HOPE Boston, Inc.
 - ACS pledges a minimum of \$50 to each organization in our Charity of the Month Program.
4. Yearly community “clean-up” initiatives in an area of disproportionate impact;
 5. Providing and/or creating assistance programs for elderly population within disproportionately impacted areas, such as, but not limited to transportation services, quarterly educational sessions, and promoting community-based services for seniors.

The Director of Human Resources and Compliance, Outreach Coordinator, Dispensary Manager or designee will be responsible for implementing ACS programs and measuring the outcomes to ensure ACS continues to meet its commitment to the community. The metrics used help ACS to assess the progress of the programs and to determine if any adjustments are required.

Measurements

1. Number of employees hired, retained or promoted residing in disproportionate impacted areas
2. Number of business trainings offered and preformed, when, where and subject matter
3. Specific financial data and/or employee hours showing donations to or investments into specific causes
4. Number of businesses of individual participation in and successfully paired with the employer through the Commission’s Social Equity Program

ACS will proactively and transparently approach these communities – introducing them to who the company is, our mission, goals, and intentions of our plan to positively impact those who have been burdened by high rates of non-violent marijuana related arrests and incarceration. With these programs and resources, ACS will help reduce barriers to enter the commercial marijuana industry by providing these communities with professional and technical services as reparative practices in the industry.

BYLAWS
OF
ALTERNATIVE COMPASSION SERVICES INC.

BYLAWS OF ALTERNATIVE COMPASSION SERVICES INC.

ARTICLE I OFFICES

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

ARTICLE II SHAREHOLDERS

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

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

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the board of Directors, or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the board of Directors) may make a written request to the chair of the board (if any), President, vice President, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of Preferred Stock and one and one-half (1.5) votes for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

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

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

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

ARTICLE III DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be five (5) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be Stephen M. Werther, Richard W. Radebach, Jr. Marc A. Cohen, Ellen Marie Andrew-Kasper and Walter Hinds..

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

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

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

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

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

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

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

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

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

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

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

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

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

(d) The authorized number of Directors is increased.

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

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

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

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

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

Section 3.07 Meetings of Directors.

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

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

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

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

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. No employee, executive, director, or contractor shall receive compensation greater than \$250,000.00 annually as a salary/contractor fee until the Corporation

realizes an effective annual revenue of at least \$10,000,000.00 calculated based on a 4x multiplier of the Corporation's previous three (3) months' revenue. Upon the Corporation surpassing \$10,000,000.00 in effective annual revenue, the salary/contractor fee compensation cap for an employee, executive, director, or contractor shall increase to \$400,000.00 annually. Upon the Corporation surpassing \$15,000,000.00 in effective annual revenue, the salary/contractor fee compensation cap for an employee, executive, director, or contractor shall increase to \$600,000.00 annually. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section.

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

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

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

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

The board of Directors, by resolution adopted by the majority of authorized Directors, may designate one or more Directors as alternate members of any committee who may replace any

absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

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

ARTICLE IV OFFICERS

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

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

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

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

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

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred

as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

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

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

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

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

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

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

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

with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts, or giving proxies with respect to those shares.

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

ARTICLE VII CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII MISCELLANEOUS

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

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

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

applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

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

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

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

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

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

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

ARTICLE IX AMENDMENT OF BYLAWS

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

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



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

mass.gov/dor

Letter ID: L0770760992
Notice Date: April 4, 2023
Case ID: 0-001-956-716



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ALTERNATIVE COMPASSION SERVICES I
693 ELM ST
BRIDGEWATER MA 02324-1013

Why did I receive this notice?

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

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

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

What if I have questions?

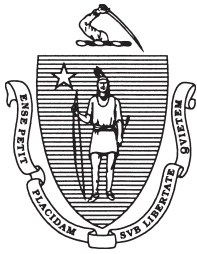
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 10, 2023

To Whom It May Concern :

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

ALTERNATIVE COMPASSION SERVICES, INC

is a domestic corporation organized on **April 18, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 23040173190

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

Processed by: tad

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a

FORM MUST

Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

462655758

Alternative Compassion Services, Inc., which has submitted the
Articles of Entity Conversion, is licensed and approved to
engage in the purposes stated on said document.

Shawn Collins
Executive Director
Cannabis Control Commission

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

ARTICLE I

The exact name of the corporation upon conversion is:

Alternative Compassion Services, Inc.

ARTICLE II

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

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

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	175,000 (Class A)			
Common	75,000 (Class B)			

ARTICLE IV

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

See Continuation Sheet IV Attached.

ARTICLE V

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

Shares of the corporation may be transferred only with consent of Board of Directors.

ARTICLE VI

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

See Continuation Sheet VI Attached.

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

Continuation Sheet IV

Alternative Compassion Services Inc.

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation

The total number of shares of all classes of capital stock which Alternative Compassion Services Inc. (the "Corporation") shall have authority to issue is 250,000 shares of Common Stock, no par value per share ("Common Stock"), of which (1) 175,000 shares are designated Class A Common Stock ("Class A Common Stock"); and (2) 75,000 shares are designated Class B Common Stock ("Class B Common Stock")

I. COMMON STOCK

1. General. Other than with respect to the liquidation rights described herein, the Class A Common Stock and Class B Common Stock shall have the same rights hereunder.

2. Voting Rights. Each owner of record of Class A Common Stock and Class B Common Stock shall be entitled to one vote for each share of Class A Common Stock or Class B Common Stock standing in such owner's name on the books of the Corporation. Except as otherwise required by law, the owners of the Class A Common Stock and Class B Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to the provisions of applicable law, the owners of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors of the Corporation (the "Board") may determine, declare, order to be paid and pay in accordance with the terms hereof in its sole discretion. Any dividends payable in shares of Common Stock shall be payable in shares of the class of Common Stock on which the dividend is paid so that: (i) owners of Class A Common Stock shall receive stock dividends paid in shares of Class A Common Stock; and (ii) owners of Class B Common Stock shall receive stock dividends paid in shares of Class B Common Stock.

4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, all remaining assets of the Corporation available for distribution to its shareholders shall be distributed:

- (i) First, to the holders of Class B Common Stock ("Class B Holders") until such holders have received the aggregate principal amount outstanding on all Convertible Loans advanced to the Corporation plus accrued and unpaid interest on such loans as of the date of conversion of such loans to Class B Common Stock ("Class B Preference Amount"). Such Class B Preference Amount will be paid on a pro rata basis, based on the Class B Preference Amount for each Class B Holder as compared to the aggregate

Class B Preference Amount of all Class B Holders until all such Class B Holders have received their respective Class B Preference Amount. The Class B Common Stock shall be automatically converted into Class A Common Stock on a 1 to 1 basis at such time as all Class B Holders have received their respective Class B Preference Amount.

- (ii) Second, pro rata to the holders of Common Stock. For avoidance of doubt, the holders of Common Stock shall include Class A Common Stock and Class B Common Stock which has been automatically converted to Class A Common Stock pursuant to Section 4. (i).

Continuation Sheet VI

Alternative Compassion Services Inc.

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification
to Dispense Medical Use Marijuana to a Domestic Business Corporation

6.1 Limitation Of Director Liability.

Except to the extent that Chapter 156D of the Massachusetts General Laws or any other applicable law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

6.2 Indemnification.

(a) The Corporation shall, to the fullest extent permitted by the applicable provisions of Chapter 156D of the Massachusetts General Laws, as amended from time to time, indemnify each 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 he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director or officer of, or in a similar capacity with, another organization [or in any capacity with respect to any employee benefit plan of the Corporation], or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom; provided, however that the foregoing shall not require the Corporation to indemnify or advance expenses to any person: (i) in connection with any action, suit or proceeding initiated by or on behalf of such person against the Corporation or any counterclaim against the Corporation initiated by or on behalf of such person; and (ii) unless the person seeking indemnification shall execute a written undertaking (reasonably acceptable to the Corporation) to repay the Corporation any expenses or other amounts advanced and/or paid to such person under this Section the event that it is finally adjudicated in such action, suit or proceeding that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of (x) the Corporation or [(y) to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.]

(b) The indemnification rights provided in this Section 6.2: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the Board, grant

indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Section 6.2.

6.3 Shareholder Action without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

6.4 Partnership. The Corporation shall have the power to be a partner in any business enterprise which this Corporation would have the power to conduct by itself.

6.5 Number of Board of Directors. Notwithstanding the provisions of Section 8.03(a) of Chapter 156D of the General Laws of Massachusetts, the Corporation shall have such number of directors as shall be fixed from time to time by the shareholders or directors of the Corporation without regard to the number of shareholders.

6.6 Authorization of Directors to Make, Amend or Repeal Bylaws. The Board of Directors (acting by majority vote) may make, amend, restate and/or repeal the By-Laws of the Corporation, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in: (i) Chapter 156D of the General Laws of Massachusetts; (ii) the Articles of Organization of the Corporation; or (iii) the By-Laws, requires action by the shareholders of the Corporation.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
693 Elm Street, Bridgewater, MA 02324
- b. The name of its initial registered agent at its registered office:
Stephen M. Werther
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Stephen M. Werther

Treasurer: Marc A. Cohen

Secretary: Stephen M. Werther

Director(s): Stephen M. Werther, Richard W. Radebach, Jr., Marc A. Cohen, Ellen Marie Andrew-Kasper, Walter Hinds

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute cannabis and related products for medical use.
- f. The street address of the principal office of the corporation:
693 Elm Street, Bridgewater, MA 02324
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

693 Elm Street, Bridgewater, MA 02324, which is
(number, street, city or town, state, zip code)

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

Signed by: Stephen M. Werther
(signature of authorized individual)

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

on this 27 day of December, 2018

SECRETARY OF THE
COMMONWEALTH

COMMONWEALTH OF MASSACHUSETTS

2019 APR 18 AM 9:31

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

CORPORATIONS DIVISION

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 18 day of April, 2019, at _____ a.m./p.m.
time

1329126

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

Filing fee: Minimum \$250

CK # 1126

V # 508871

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Mr. Stephen M. Werther

693 Elm Street

Bridgewater, MA 02324

Telephone: 617 620 5390

Email: swerther@acscompassion.com

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



Executive Summary for the Proposed ME in Bridgewater

Company Description/Objective

Alternative Compassion Services, Inc. (“ACS”), a Massachusetts Medical Marijuana Treatment Center (MTC), currently cultivates, dispenses and produces medical marijuana flower, concentrates, and marijuana infused products, in Bridgewater. ACS is applying for an Adult-Use Retailer License to become a Co-Located Marijuana Operation (“CMO”) at RMD585, its MTC currently licensed for Cultivation, Processing, and Retail. Alternative Compassion Services Inc.’s objective is to provide finished, prepackaged marijuana and marijuana infused products safely to Adult-Use customers age 21+ in accordance with all applicable regulations in 935 CMR 500.000, including those specified for CMO licensees.

Target Audience

In addition to the Registered Qualifying Patients already served, ACS will service two (2) Adult-Use marijuana markets outlined below.

1. **Adults 21+ who may qualify to become a Medical Patient, but cannot or choose not to register:** Adults 21+ with approved physical and psychological conditions for the use of medical marijuana, such as, but not limited to chronic pain, insomnia, anxiety, glaucoma, HIV/AIDS, epilepsy, nausea, cancer and PTSD; but may be prohibited, prevented, or otherwise do not wish to become a Registered Qualifying Patient.
2. **Adults 21+ seeking high-quality Marijuana and Marijuana Products through the safe and secure legal market.**

Facility – 693 Elm St., Bridgewater, Massachusetts

The proposed ME will be located within ACS’s currently operating Medical Dispensary, with separate lines and point-of-sale terminals for Patients and Adult-Use Customers.

1. **Infrastructure Renovations:** To accommodate separation of inventory, patients, and customers, ACS will complete the following renovations:
 - a. Expansion of security check-in area, allowing for two security agents to check in separate lines of Patients and Customers.
 - b. Expansion of the Dispensary Vault to accommodate separate Medical and Adult-Use inventories.
2. **Wholesaling & Licensing agreements:** The medical marijuana cultivation and production facility, located within RMD585, will have the ability to supply the proposed ME with three (3) types of product lines produced at the RMD585 facility.
 - a. **Product Line 1 - ACS grown flower.** Talented cultivation staff currently manage close to 40 different strains, with a variety of new strains introduced throughout each year, all available in flower or pre-rolled forms.
 - b. **Product Line 2 - ACS Manufactured Concentrates/Extracts.** Using state of the art equipment and proprietary techniques, ACS is producing a full line of concentrates. The concentrate line consists of topicals, tinctures, live resin, live hash, live rosin, distillate, vape pens, sugar and RSO. ACS will prioritize the needs of our Patients when determining which concentrate products to offer on the Adult-Use menu.
 - c. **Product Line 3 - ACS In-House Produced Edibles** – The kitchen staff brings years of high-end culinary experience to create some of the highest quality edibles in New England. The infusion agents use a systematic approach to ensure accurate



dosing and offer a rotating seasonal menu of candies, chocolates & baked goods, in a wide range of dosing levels, made from distillate and RSO. Adult-Use edibles shall not exceed the 5mg dosing limitation.

Massachusetts Competition

Alternative Compassion Services, Inc. is uniquely positioned to maximize its current ~18,400 square foot cultivation center to fulfill the needs of medical marijuana patients and adult-use customers in a community with minimal competition. The closest dispensary, Theory Wellness, has indicated they do not plan to convert or add an Adult-Use license to their currently operating facility in Bridgewater.

ACS is unique in producing all its own products with a wide variety of options, without the fear of shortage. Adult-Use customers at the proposed ME will be able to enjoy products made with the same exceedingly high standards that are used to create ACS medical products. ACS is a locally owned and operated seed-to-sale dispensary which uses and promotes sustainable and craft-centric practices. Marketing these better practices of locally produced, sustainably minded craft cannabis of in-house products, made from scratch, will stand apart from competitors in surrounding towns.

Operational Plans and Management

Alternative Compassion Services, Inc has a team of trained staff members managing day to day operations. The Dispensary Manager, Alicia Schneeberger; Inventory Manager, Tasha Karklin; and Human Resources Coordinator, Ashley Lyne; will train and lead the team of registered dispensary agents in all operational procedures pertaining to their position, such as: security, prevention of diversion, storage of marijuana, transportation of marijuana, inventory protocols, personnel policies, dispensing procedures, record-keeping procedures, maintenance of financial records, diversity plan, plan for obtaining marijuana, and the positive impact plan.

1. Customer service and competitive dynamics: ACS offers top-notch customer service and exceeds competitors in providing service, products and pricing.
2. Well positioned and visible: ACS's retail location is close to Rt. 24, Rt. 44, and Rt. 104, in addition to being within close proximity to neighboring towns such as Raynham, Taunton, and Middleboro.
3. Ample parking: ACS has 15 available parking spaces in the front, with an available rear lot for overflow.
4. Highly trained staff: ACS's staff is well managed, knowledgeable of the products sold and trained to assist patients and customers in the selection of their products.
5. Hours of operation: ACS will be open seven (7) days a week and will abide within the municipality's guidelines of operations from 8am – 8pm.
6. Wide range of products: One-Stop shopping philosophy will offer our customers a wide range of products, all made by ACS, and transparently tested by a third-party laboratory.

Sources of Income

Alternative Compassion Services, Inc., currently generates income from:

1. MMJ patients
2. Wholesale of ACS products to other MTCs in Massachusetts
3. Expansion of ancillary marijuana products to including capsules, tablets, effect-based tinctures, and other product lines coming to the market.

And, with the proposed ME, ACS will generate income from Adult-Use Customers age 21+.



Conclusions

Alternative Compassion Services, Inc. has the unique opportunity to secure a ME license in a town where there will be no other competition in the Adult-Use market. With the approval of the ACS's ME license, adult-use customers age 21+ will be able to access high-quality products easily due to the convenient location, close to several major highways, in a well-populated area of the state. ACS's intention is to continue providing high quality cannabis safely and transparently to its medical patient community by setting the standard of medical cannabis in Massachusetts, while expanding that same excellence to adults-use customers age 21+.



ALTERNATIVE COMPASSION SERVICES, INC.

www.acscompassion.com

Liability Insurance Plan

Alternative Compassion Services ("ACS") already has existing liability insurance. ACS is applying to add an Adult-Use Retail license to its existing and currently operating facility, RMD585 in Bridgewater. ACS's liability insurance is through Cannasure, from Integrated Insurance Solutions.

693 Elm Street, Bridgewater, MA 02324

508.356.5151

QUALITY*INTEGRITY*SAFETY

Code of Conduct & Discipline

The standards of conduct for ACS are important and the company regards them seriously. All employees are responsible for knowing and becoming familiar with these rules and standards. In addition, employees are expected to follow the rules and abide by ACS' policies and procedures. ACS prides itself on its ability to treat all employees with dignity and respect while meeting high standards of ethical and personal conduct throughout its operations. Therefore, you are always expected to maintain the highest ethical standard and perform your duties in good faith and to the best of your abilities when engaged in company business.

When warranted, ACS will seek to use progressive discipline to correct, improve upon, and prevent future recurrences of conduct falling below our standards. At ACS' discretion, progressive discipline may proceed along the following line: verbal warning, written warning, conduct evaluation period, suspension with or without pay, demotion, reassignment, and termination. A conduct evaluation period, if instituted for an employee, will be a set period not to exceed 90 days in which the employee will receive counseling and monitoring by a supervisor with the aim of targeting possible causes and correcting the poor performance or behavior. Depending upon the employee's performance during the conduct evaluation period, further discipline or corrective action may occur at the end of the period, including termination.

ACS reserves the right to combine, skip, or reorder any steps in the process depending upon the nature of the offense(s) and the circumstances. This means that ACS has the right to immediately terminate an employee without warning or the use of progressive discipline should the circumstances call for such action. Note that supervisors and others who fail to report violations or withhold relevant information concerning a policy violation will be disciplined as is warranted under the circumstances.

At ACS' discretion, employees may be disciplined or terminated for violating any company policy or rule. Misconduct can take many forms and it is impossible to provide a comprehensive list of prohibited behaviors. Therefore, the list below is only illustrative and is intended to give notice of some of ACS' general expectations concerning standards of conduct. ACS may always discipline or terminate employees for engaging in any conduct it deems inappropriate. Employees are expected to use good judgement in all their actions and to consult their immediate supervisor or Human Resources if there is any doubt as to whether their intended conduct falls below company standards.

Examples of misconduct that may result in discipline or termination include, but are not limited to, the following:

1. Unsatisfactory job performance, including poor work quality or quantity of work;
2. Engaging in insubordination or disobedience to legitimate directives of a supervisor or member of the management team;
3. Boisterous or disruptive activity in the workplace;
4. Rude or demeaning behavior in the workplace;
5. Repeated tardiness or continuously starting work late;
6. Frequent and excessive absenteeism or absenteeism without proper notice;
7. Falsifying time records or failure to accurately record time worked, including time records for another employee;
8. Dishonest behavior, including untruthfulness about criminal or personal work history, skills, or training;
9. Any instances of discrimination or harassment;
10. Disorderly conduct, such as violence or threats of violence;
11. Vandalism or destruction of company property;
12. Being on company property during non-business hours;
13. Misrepresentations of ACS to a patient, a prospective patient, the general public, or an employee;
14. Violating ACS' standard operating procedures;
15. Failure to abide by health or safety regulations;
16. Smoking in the workplace or on company premises;
17. Intentionally falsifying company documents, including records and documents provided by employees and patients;
18. Falsifying patient or sales records;
19. Excessive use of obscene, profane, or abusive language;
20. Misusing company property, equipment or vehicles – including using property, equipment or vehicles without authorization; using property, equipment or vehicles improperly; damaging or destroying property, equipment or vehicles;
21. Theft or inappropriate removal or possession of property;
22. Possession or use of weapons or other dangerous items or materials on company property;

23. Allowing weapons on-site;
24. The use, possession, purchase, sale, transfer, manufacturing, distribution, or storage of illegal substances, prescription narcotic medication, alcohol or drug paraphernalia while taking part in work-related business on ACS' premises or other associated work sites;
25. Working under the influence of alcohol or illegal drugs (see Substance/Alcohol Use & Abuse in the Workplace);
26. Failure to disclose conflicts of interest;
27. Unauthorized use or disclosure of ACS' business practices, confidential information, security safeguards and practices, or other information deemed confidential;
28. Failure to report any of the following in accordance with applicable laws and regulations:
 - a. Discrepancies identified during inventory;
 - b. Diversion, theft, loss, and any criminal action involving ACS or a dispensary agent;
 - c. Any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person;
 - d. Unauthorized destruction of marijuana;
 - e. Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agents;
 - f. An alarm activation or other event that requires response by public safety personnel;
 - g. The failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last longer than eight hours; and
 - h. Any other breach of security.
29. Conviction of a crime that indicates you are unfit to work for ACS or represent a potential threat to ACS' personnel or operations;
30. Any action that is not in compliance with the Commission's rules for medical marijuana, and all other applicable laws and regulations;
31. Violating any other company policy or rule.

Giving and Accepting Gift

You may not give or accept gifts, services, entertainment, or favors from an ACS competitor, client, customer, supplier, government entity, or other organization in connection with your relationship with ACS outside of your regular employment benefits from ACS. However, you may receive gifts that are lawful, customary, of nominal value, and authorized in advance. For example, you may accept meals and refreshments of nominal value given in connection with business activities. When in doubt, consult Human Resources, and notify a member of management if you do receive a gift of more than nominal value.

Compliance with Massachusetts Marijuana Law

ACS employees work in a regulated industry. Therefore, strict adherence to the Code of Massachusetts Regulations, and all other applicable laws and regulations is required. If you ever have a question regarding appropriate conduct, please notify your immediate supervisor. If an answer is not provided in a timely manner, continue to request information from a member of management or Human Resources.

The applicable Massachusetts laws and regulations outline certain acts of licensees, which are strictly prohibited and may result in the revocation of the agent's registration as well as their affiliated Medical Marijuana Establishment's registration, in addition to possibly resulting in other potential criminal penalties. These unlawful acts include but are not limited to:

1. Consuming or the allowance of consumption of medical marijuana on the property of premises of a Medical Marijuana Establishment;
2. Permitting the fraudulent use of a medical marijuana registry card;
3. Possessing marijuana off-site unless acting in an official capacity or as a registered caregiver or patient.
4. Operating a medical marijuana business without a certificate of registration;
5. Accessing a limited access area without proper identification;
6. Failing to designate all limited access areas with a clear sign;
7. Displaying signage that has not been approved by the Cannabis Control Commission;
8. Selling medical marijuana to a person without proper documentation;
9. Employing a person under 21 years of age to cultivate or dispense medical marijuana;
10. Acquiring, possessing, cultivating, delivering, transferring, transporting, supplying, or dispensing marijuana for any purpose except to assist registered qualifying patients;

11. Transporting more than 10 ounces of marijuana, edible marijuana products, or marijuana-infused products, or any combination thereof, at any one time from a Medical Marijuana Establishment to a person who holds a valid registry identification card or his or her primary caregiver.
12. Acquiring marijuana or marijuana plants except through the cultivation of marijuana by that Medical Marijuana Establishment or another establishment as specified in applicable laws and regulations; and
13. Offering anything of value to a physician in exchange for referrals to the licensee.

It is your responsibility to act within these guidelines both on and off the job. Violating any of the above unlawful acts may result in prosecution and is grounds for immediate termination. In addition, employees must immediately report any encounters with law enforcement that may deem them ineligible to work, to an immediate supervisor or Human Resources. This information must be reported to the Cannabis Control Commission within ten days of occurrence - not reporting this vital information can lead to immediate termination.

General Operational Requirements for Medical Marijuana Treatment Centers
Recordkeeping 501.105(9)

Alternative Compassion Services, Inc. (“ACS”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of ACS documents. Records will be stored at ACS – Bridgewater in a locked room or office designated for record retention. All written records will be available for inspection by the Commission upon request.

To ensure ACS is keeping and retaining all records, as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of ACS’s quarter-end closing procedures. In addition, ACS’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

In adding an Adult Use Retail license to the current operation, RMD585, located at 693 Elm St., Bridgewater, MA, ACS will use accounting best practices to separate Medical and Adult Use sales data, ensuring compliance with all requirements for Colocated Marijuana Operations (“CMO”) as described in 935 CMR 500.000 and 935 CMR 501.000.

Confidential Corporate Records: Records requiring regular review and renewal. These records are required to be kept confidential and protected unauthorized from disclosure. ACS’ Management team will be responsible for the maintenance of Confidential Corporate Records. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- (a) Confidential Application materials
- (b) Confidential Investigatory materials
- (c) Confidential Licensure materials
- (d) Protected Patient Records
- (e) Corporate Insurance Records
- (f) Third-Party Laboratory Contracts
- (g) Local Compliance Records
- (h) Corporate Governance Records

Business Records: Records requiring ongoing maintenance and updates. ACS’ Dispensary Manager(s), Accounting personnel and the Human Resources Manager will be responsible for the maintenance of Business Records applicable to their department and position. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- (a) Assets and liabilities;
- (b) Monetary transactions;
- (c) Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- (d) Sales records that indicate the name of the Registered Qualifying Patient or Personal Caregiver to whom Marijuana has been dispensed, including the quantity, form, and cost;
- (e) Salary and wages paid to each employee, stipend paid to each board of directors member, and any executive compensation, bonus, benefit, or item of value paid to

- any individuals affiliated with an MTC, including Persons or Entities having Direct or Indirect Control over the MTC.
- (f) All financial records will be maintained in accordance with generally accepted accounting principles.

Personnel Records: ACS' Human Resources Manager will be responsible for the maintenance of all Personnel Records and ensuring all personnel information remains confidential. At a minimum, personnel records will include:

- (a) Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
- (b) A personnel record for each MTC Agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with ACS and will include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 501.029 and 935 CMR 501.030;
 - b. Documentation of verification of references;
 - c. The job description or employment contract including duties, authority, responsibilities, qualifications, and supervision;
 - d. A copy of the application the MTC submitted to the Commission on behalf of any prospective MTC agent;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken.
- (c) A training record for each MTC Agent. All records of training should include signed statement of the trainee indicating the date, time, location of training, the topics discussed, and the name(s) and title(s) of trainers/presenters. Such records will be maintained for four (4) years and may include at a minimum, the following:
 - a. Documentation of all required training, including training regarding privacy and confidentiality requirements.
 - b. Notice of completed Responsible Vendor Training Program and in-house training for MTC Agents required under 935 CMR 501.105(2).
 - c. Documentation of basic on-the-job training; and
 - d. Any additional training records required by ACS or the Commission.
- (d) A staffing plan demonstrating accessible business hours;
- (e) Personnel policies and procedures, including, at a minimum, the following:
 - a. Code of ethics;
 - b. Whistle-blower policy; and
 - c. A policy which notifies persons with disabilities of their rights, and includes provisions prohibiting discrimination and providing reasonable accommodations; and
- (f) All background check reports obtained in accordance with M.G.L c. 6, § 172, 935 CMR 501.029, 935 CMR 501.030, 803 CMR 2.00: Criminal Offender Record Information (CORI).

Security Records: ACS' Management team will be responsible for the maintenance and review of all Security related logs and records. These records will be made available to the Commission, upon request, and may be electronic or hard copy. ACS Security records may include, but is not limited to, the following:

- (a) A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.

- (b) Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request, which are retained for at least ninety (90) calendar days;
- (c) Visitor Log(s) will be maintained in the Security office and include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- (d) Within ten (10) calendar days, ACS will provide written notice to the Commission of any incident described in 935 CMR 501.110(9), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by ACS for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

SOR and Inventory Records: ACS will use Metrc, as required by the Commission, to capture every action related to finished Marijuana and Marijuana products. Metrc provides unique-batch identification, creating the ability to track all agent and patient involvement with the finished Marijuana and Marijuana product. In addition to Metrc, ACS will utilize BioTrackTHC as the primary point-of-sale system and the secondary system of record, offering full integration with the required Seed-to-Sale system of record (Metrc).

In order to properly and compliantly track all required inventory, ACS will attach package ID tags to all finished Marijuana and Marijuana products, in accordance with the regulations set forth by the Commission. ACS will complete daily, weekly, and monthly inventory audits to ensure all finished Marijuana and Marijuana products are identified with the correct package tags and all actions within the Seed-to-Sale SOR are done in accordance with 935 CMR 501.105.

ACS will maintain required Inventory records in accordance with 935 CMR 501.105(8)(d). All inventory records will be reviewed, and root cause analysis will be completed as necessary to determine opportunity for correction or adjustment of policy or procedure.

ACS will complete Monthly Inventory reviews based on a recurring calendar schedule, maintained by the Executive Director. Reviews will be conducted by the Department Manager and/or designee, utilizing the Seed-to-Sale Electronic Tracking System. Reports will be generated at the time of the review to ensure accurate representation of real-time inventory to include: any marijuana ready for dispensing, all MIPs, and all damaged, defective, expired, or contaminated Marijuana and MIPs awaiting disposal. The record of each inventory will include, at a minimum, the date of the inventory, a summary of the physical and electronic audit of all marijuana, marijuana products, and marijuana intended for disposal, all Metrc reports, and any additional supporting documentation required to complete the review, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.

The Summary of Findings and all supporting documentation and reports used to complete Monthly Inventory Reviews will be maintained by the Executive Director and shall be made available to the Commission upon request. ACS will conduct Comprehensive Annual Inventory reviews, which will be scheduled at least once every year after the date of the previous comprehensive inventory review and shall be recurring annually.

Waste Disposal Records: ACS has created a written and electronic record of all waste disposal occurrences and maintains those records in accordance with 935 CMR 501.105(9) and (12). All waste generated will be ground up and mixed with other solid waste, rendering any Marijuana unusable for its original purpose. All waste disposal records will include the date, type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, the names, and signatures of two MTC agents present during the disposal or other handling. ACS will keep on-going written waste logs for a period of six-month and then all logs will be scanned and saved electronically. Electronic logs are always accessible and will maintained by ACS Management Team. Additionally, all waste disposal actions will be documented in Metrc, as required by the Commission for Seed-to-Sale Electronic Tracking.

ACS will keep waste disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

Operating Procedures: ACS has developed a set of detailed written operating procedures, which are regularly reviewed and updated, as needed. Annually, all standard operating procedures will undergo a review by ACS' Management team and recommendations will be made and implemented accordingly.

ACS – Hull will follow all operating procedures created specific to the Medical Treatment Center Retail Dispensary. Policies and Procedures may include, but is not limited to the following:

- (a) Security measures in compliance with 935 CMR 501.110;
- (b) Agent security policies, including personal safety and crime prevention techniques;
- (c) A description of ACS's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 501.000;
- (d) Storage of marijuana in compliance with 935 CMR 501.105(11);
- (e) Description of the various strains of marijuana to be sold, as applicable, and the form(s) in which marijuana will be dispensed;
- (f) Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 501.105(9);
- (g) A staffing plan and staffing records in compliance with 935 CMR 501.105(1)(i);
- (h) Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (i) Alcohol, smoke, and drug-free workplace policies;
- (j) A plan describing how confidential information will be maintained;
- (k) Policy for the immediate dismissal of any dispensary agent who has:
 - a. Diverted marijuana, which will be reported the Police Department and to the Commission;
 - b. Engaged in unsafe practices regarding ACS operations, which will be reported to the Commission; or
 - c. Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

- (l) A list of all executives of ACS, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 501.105(1)(n) requirement may be fulfilled by placing this information on ACS's website.
- (m) Policies and procedures for the handling of cash on ACS premises including but not limited to storage, collection frequency and transport to financial institution(s).
- (n) Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- (o) Additional standard operating procedures deemed required by ACS or the Commission.

In the event ACS closes, all records will be kept for at least two (2) years at ACS's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, ACS will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.



Standard Operating Procedure: Quality Control and Testing

Alternative Compassion Services, Inc. (“ACS”) is applying for an Adult-Use Retailer License to become a Co-Located Marijuana Operation at RMD585, its MTC currently licensed for Cultivation, Processing, and Retail. RMD585 currently conducts all quality control and testing in accordance with all applicable regulations of 935 CMR 501.000, and will add all applicable regulations of 935 CMR 500.000.

Quality Control

Alternative Compassion Services, Inc. (“ACS”) complies with the following sanitary requirements:

- Any ACS agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products are prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
- Any ACS agent working in direct contact with preparation of marijuana or nonedible marijuana products must conform to sanitary practices while on duty, including:
 - Maintaining adequate personal cleanliness; and
 - Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
- ACS’s hand-washing facilities are adequate and convenient and are furnished with running water at a suitable temperature. Hand-washing facilities are located in ACS’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
- ACS’s facilities have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
- ACS ensures litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal are maintained in an adequate manner pursuant to 935 CMR 501.105(12) and 935 CMR 500.105(12);
- ACS’s floors, walls, and ceilings are clean and in good repair;
- ACS’s facilities have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
- ACS’s buildings, fixtures, and other physical facilities are maintained in a sanitary condition;
- ACS ensures all contact surfaces, including utensils and equipment, are maintained in a clean and sanitary condition. Such surfaces are cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils are so designed and of such material and workmanship as to be adequately cleanable;
- All toxic items are identified, held, and stored in a manner protecting against contamination of marijuana products;



- ACS ensures its water supply is sufficient for necessary operations, and such water supply is safe and potable;
- ACS's plumbing is of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facilities. Plumbing properly conveys sewage and liquid disposable waste from the facilities. There are no cross-connections between the potable and wastewater lines;
- ACS provides its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
- ACS holds all products supporting the rapid growth of undesirable microorganisms in a manner preventing the growth of these microorganisms; and
- ACS stores and transports finished products under conditions protecting them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

ACS's vehicle and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety are designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation.

ACS ensures its facility is always maintained in a sanitary fashion and complies with all applicable sanitary requirements.

ACS follows established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by ACS to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated is disposed of in accordance with the provisions of 935 CMR 501.105(12) and 935 CMR 500.105(12), and any such waste is stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

ACS processes marijuana in a safe and sanitary manner. ACS processes the leaves and flowers of the female marijuana plant only, and ensures all are:

- 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.

All edible products are prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.



Testing

ACS does not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 501.000 or 935 CMR 500.000. No marijuana product is sold or otherwise marketed for medical or adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 501.160 or 935 CMR 500.160. Testing of ACS's marijuana products is performed by an Independent Testing Laboratory, including the testing of ACS's environmental media.

ACS's policy of responding to laboratory results indicating contaminant levels are above acceptable limits, established in the protocols identified in 935 CMR 501.160(3) and 935 CMR 500.160(4), includes notifying the Commission within 72 hours of any laboratory testing results indicating the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

ACS maintains testing results in compliance with 935 CMR 501.000 *et seq*, 935CMR 500.000 *et seq*, and the record-keeping policies described therein and maintains the results of all testing for no less than one year. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services complies with 935 CMR 501.110 and 935 CMR 500.110. All storage of ACS's marijuana at a laboratory providing marijuana testing services complies with 935 CMR 501.105(11) and 935 CMR 500.110(11). All excess marijuana is disposed in compliance with 935 CMR 501.105(12) and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to ACS for disposal, or by the Independent Testing Laboratory disposing of it directly.



Background Check Policy

All staff at Alternative Compassion Services, Inc. (“ACS”) must complete a background check according to the following schedule:

- Upon hire, as part of onboarding and registering as an Agent.
- Upon annual renewal.
- Upon triannual renewal.

The results of the background checks are reviewed individually, and decisions about an agent’s initial or continued employment with ACS, based on those background check results, are made on a case-by-case basis, using the same criteria as recommended by the Commission.



Maintaining of Financial Records

The operating policies and procedures at Alternative Compassion Services (“ACS”) ensure financial records are accurate and maintained in compliance with the Cannabis Control Commissions regulations for a Medical Marijuana Treatment Center (MTC) and a Marijuana Establishment, upon approval of the application to add an Adult-Use Retail license to its existing facility, RMD585. ACS is prohibited from utilizing software or other methods to manipulate or alter sales data in compliance with 935 CMR 501.140(5) and 935 MCR 500.140(5). If ACS determines that software or for the methods have been installed or utilities to manipulate or alter sales date, ACS will immediately disclose the information to the Commission cooperating in any investigation and taking any other action as directed by the Commission. ACS will comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding *Recordkeeping Requirements*. Separate accounting practices will be adopted, by ACS, at the point-of-sale for marijuana and non-marijuana sales. Separate records for Medical and Adult-Use sales shall also be maintained as required by a Colocated Marijuana Operation (“CMO”).

Financial records maintenance measures include policies and procedures requiring:

- Confidential information to be maintained in a secure location, kept separate from all other records, and must not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 501.105(9) are followed, and 935 CMR 500.105(9) shall be adopted upon license approval, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 501 are followed, and 935 CMR 500 shall be adopted upon license approval, including:
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, the monthly analysis has been performed;
 - Maintaining such records allowing for the Commission and the DOR to audit and examine the point-of-sale system, approved by the Commission, used to ensure compliance with Massachusetts tax laws.
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 501.105(10) and 935 CMR 500.105(10).
 - Fees paid under 935 CMR 501.005, 935 CMR 500.005, or any other section of the Commission’s regulations; and



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- Fines or penalties, if any, paid under 935 CMR 501.360, 935 CMR 500.360, or any other section of the Commission's regulations.



Energy Compliance Plan

Alternative Compassion Services, Inc. (“ACS”) is committed to the conservation and efficient use of energy in all areas of operation. RMD-585, ACS’s vertically integrated operation located in Bridgewater, to which ACS is applying to add an Adult-Use Retail License, currently cultivates, processes, and dispenses Marijuana and Marijuana Products, and all production methods follow 935 CMR 501.000; and shall adopt all additional requirements pertaining to an Adult-Use Retail license as well as a Colocated Marijuana Operation (“CMO”) as described in 935 CMR 500.000 upon approval of the application. ACS will make every effort to demonstrate consideration of energy efficiency and compliance, utilizing strategies to reduce electric demand, while ensuring adherence to all state regulations and Commission guidelines regarding energy compliance with the Medical Use of Marijuana program.

ACS will continue to meet all energy compliance set forth by the Commission by meeting the minimum energy efficiency and equipment standards as follows:

1. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities.
 - a. Motion sensor lighting throughout interior. Natural lighting at entrance of facility and private offices.
2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable.
3. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage).
 - a. Motion sensor lighting throughout interior. Natural lighting at entrance of facility and private offices.
 - b. Light Emitting Diode (LED) lights throughout facility.
 - c. External lights throughout the parking lot and exterior property, with photo sensors.
 - d. State-of-the-art HVAC that meets all required building codes in relation to energy efficiency.
4. Exploration of energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

ACS’s primary location, RMD585 in Bridgewater, will continue to satisfy the minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management. ACS will continue to use best management practices, as determined by the Commission, to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The following has been implemented:

- a. Light Emitting Diode (LED) lights throughout facility.
- b. External lights throughout the parking lot and exterior property, with photo sensors.
- c. Heating Ventilation and Air Condition (HVAC) and meets Massachusetts Building 1Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
- d. Safety protocols are established and documented to protect workers and patients.



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- e. Recycling material as defined in 310 CMR 16.02: Definitions are recycled in a manner approved by the Commission and do not include organic waste material or material containing Marijuana or Marijuana Products.
- f. Waste disposal of Marijuana or Marijuana Products will continue to be recorded, stored, and disposed in accordance with 935 CMR 501.105(12) and 935 CMR 500.105(12). All products shall be disposed of in compliance with all applicable state and federal requirements for wastewater, preventing a discharge of pollutants entering the surface or groundwater.

ACS will continue to make every effort to promote energy efficiency and conservation, while ensuring compliance to the Cannabis Control Commission regulations.

Diversity Plan

Alternative Compassion Services, Inc. (“ACS”) is committed to creating equitable access to the regulated marijuana industries within the Commonwealth. ACS is dedicated to promoting equity in its operations and creating a diverse workforce by supporting the following populations: people of color, women, veterans, people with disabilities, and LGBTQ+ individuals. ACS has established a Diversity Plan to serve our employees, Patients, and the Community, while fostering a safe and positive environment that encourages respect and inclusion.

ACS’ Diversity Plan includes goals tailored to promote equity and diversity in management, employment, and business operations. ACS recognizes the importance of crafting programs to support meeting established goals and providing employees, Patients, and the Community the opportunity to explore and celebrate differences within a safe, positive, and professional atmosphere.

ACS will comply with the requirements of 935 CMR 501.000 and implement this Diversity Plan in accordance with Commission regulations.

Diversity Goals:

ACS has established the following goals for our Diversity Plan:

1. Cultivate a workplace committed to diversity – focusing on recruiting and retaining qualified employees falling into the Commission-identified diverse populations.
 - a. ACS will strive for a workforce demographic comprised of 50% Women and 15% combination of diverse populations including People of Color, Veterans, People with disabilities, and LGBTQ+ individuals.
2. Promote a safe and accepting work environment while enhancing awareness and understanding of diversity and inclusion.
 - a. ACS will seek at least 85% positive feedback and employee satisfaction ratings related to diversity training initiatives and creating a welcoming and comfortable workplace.
3. Foster relationships with diverse Commission licensees and ancillary businesses and vendors who also demonstrate a commitment to equity and inclusion.
 - a. ACS will build relationships with Disadvantaged Business Enterprises owned and operated by Commission-identified diverse populations and aim to have at least 15% of our Industry wholesale partners, suppliers, and service providers meet above-mentioned criteria.

Diversity Programs:

ACS has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations.

1. Recruitment and Retention Program

ACS is interested in cultivating a workplace committed to diversity and will engage in recruitment and retention best practices, focusing attention to hiring and retaining individuals meeting the Commission’s criteria for diverse populations.

- a. Evaluate job posting information, ensuring job specifications reflect true requirements of position, eliminating arbitrary minimums and prerequisites.
- b. Advertise recruitment needs using diverse publications and digital platforms, such as Indeed and SimplyHired.
- c. Recruit utilizing state and local employment staffing centers.

- i. Applicable MassHire Locations for ACS –Taunton, Brockton, Quincy, Braintree, Fall River.
- d. Participate in job fairs and local recruitment events at least twice per year, focusing on areas attracting diverse populations or areas that may be underrepresented.
- e. Network with local organizations, associations, and community connections, highlighting our recruitment needs in hopes of increasing the diversity of job candidates.
- f. Utilize internal promotion process, ensuring all employees are notified of vacancy and encouraging individuals from diverse populations to apply.
- g. Implement Blind Hiring practices while providing training to any employee involved in the interview and recruitment process.
 - i. Education training will be focused on the value of diversity, unconscious bias awareness, and blind hiring practices to promote inclusivity.

2. Employee Training and Satisfaction Program

ACS is dedicated to creating a safe and welcoming work environment, promoting diversity awareness and inclusivity, while assessing employee satisfaction and encouraging feedback to support ACS' goal outlined above.

- a. Introduce ACS Employee Handbook to all new employees during New Employee Orientation, specifically reviewing the following policies:
 - i. Non-Discrimination & Equal Employment Opportunity
 - ii. Americans with Disabilities Act (ADA) and The ADA Amendments Act (ADAAA)
 - iii. ACS' Anti-Harassment Policy & Complaint Procedure
 - iv. Workplace Bullying & Violence
- b. Require all employees to participate in annual training initiatives, providing advanced training to any employee in a management or supervisory position, related to the following topics:
 - i. Diversity, Equity & Inclusion in the Workplace
 - ii. Cultural Sensitivity
 - iii. Unconscious Bias
 - iv. Leading with Effective Communication
- c. Implement annual questionnaire to survey employee satisfaction, evaluating ACS' workplace environment and examining the impact of the annual training initiatives detailed above.
 - i. The questionnaire will be designed to assess employee's perspectives and experiences related to diversity, equity, and inclusion at ACS.
 - ii. Additionally, the questionnaire feedback and data will be used to understand the present climate at ACS and aid in the development of creating a safe and welcoming work environment.
- d. Conduct Exit Interviews with employees pursuing involuntary termination of employment (resignation) to understand motivation for pursuing alternative employment.
 - i. Evaluate current Exit Interview structure and make necessary adjustments to ensure ACS is capturing feedback related to diversity, inclusivity, equity, and workplace environment.

3. Vendor Relationship Program

ACS is committed to fostering relationships with diverse Commission licensees, ancillary businesses, service providers and vendors who also demonstrate a commitment to diversity, equity, and inclusion.

- a. ACS will prioritize working with businesses that are owned or managed by Commission-identified diverse populations. Every effort will be made to pursue connections and with ancillary businesses, service providers, and vendors that represent diversity and inclusion.
 - i. ACS will establish a list of current ancillary businesses, service providers, and vendor with whom we have a working relationship and identify which meet the criteria to support ACS' goal.
 - ii. As new connections form, ACS will continue to request if the business, service provider, or vendor would identify themselves as a Disadvantaged Business Enterprise or if they are owned or managed by People of Color, Women, Veterans, People with Disabilities, and/or LGBTQ+ individuals.
 - iii. ACS will maintain a list of positive professional connections who support the defined goal and who demonstrate a commitment to diversity, equity, and inclusion. We will foster an environment that engages in supportive business practices, builds relationships, and utilizes available resources and networks to promote this plan's goals. For example, highlighting our recruitment needs with established vendors in hopes of increasing the diversity of job candidates.
- b. ACS will continue to establish positive relationships with diverse Commission licensees and give preference to licensees representing Disadvantaged Business Enterprises and Commission-identified diverse populations.
 - i. We will utilize the *Licensing Tracker* provided by the Cannabis Control Commission to seek licensees with priority status, who meet the criteria for Disadvantaged Business Enterprises.
 - ii. ACS will invite Commission licensees to partner with us to support our commitment to diversity, equity, and inclusion. Participating in local events, marketing campaigns, and community outreach with Commission licensees whose brand mission and values align with ours will strengthen ACS' dedication to our defined goals, while providing continued opportunity for diverse licensees to benefit from the regulated industry.

Diversity Plan Evaluation and Measurement:

ACS' Diversity Plan has been designed to evolve and change as ACS continues to develop operations and establish a voice within the regulation cannabis industry. Our goals will be evaluated and measured, determining the impact and progress ACS has made in creating equitable access to the regulated marijuana industries within the Commonwealth – promoting equity in its operations and creating a diverse workforce. To ensure accountability to our defined goals, ACS will utilize the Diversity Plan to guide decisions, promote best practices, encourage development, and celebrate innovation. As ACS grows and expands as a company, we will assess the current plan to determine the need for modifications or amendments.

The Executive Director, along with other key members of ACS' Leadership team, will administer the Diversity Plan – leading the implementation and maintenance of the goals and programs described above. As the company grows and expands, ACS will assess the current Diversity plan to determine the need for modifications or amendments. The Executive Director may establish a committee to aid in analyzing the effectiveness of the Diversity Plan, helping to determine necessary adjustments or revisions, and provide assistance in executing approved changes or modifications to the Diversity Plan.

ACS will measure the success of the Diversity Plan by reviewing established metrics and examining outcomes of Diversity Plan programs and initiatives. Such measurable outcomes, in accordance with the Diversity Plan goals and programs described above, include tracking the following:

- a. Total number of ACS employee and percentage of current ACS employees representing Commission-identified diverse populations;
- b. Total number of external candidates and number of external candidates representing Commission-identified diverse populations hired for open positions;
- c. Total number of promotions earned by all ACS employees and number of promotions earned by ACS employees representing Commission-identified diverse populations;
- d. Number of newly created positions;
- e. Employee turnover rates for all employees and employees representing Commission-identified diverse populations;
- f. Number of recruitment events participated in and supporting documentation, including the total number of applicants and the number of applicants representing Commission-identified diverse populations;
- g. Number of diverse publications used for listings, postings, and advertisements of open positions – including the publishing resource, proof of job advertisement, and additional supporting documentation;
- c. Employee Questionnaire ratings and results;
- d. Exit Interview ratings and results;
- e. Number of training programs held, hosted, or participated in – including method of training, subject matter, list of attendees and demographic information (if available) – with supporting documentation;
- f. List of ancillary businesses, services providers, and vendors and percentage representing Commission-identified diverse populations;
- g. List of wholesale partners (Commission licensees) and percentage representing Commission-identified diverse populations;
- h. Number of networking events hosted, attended, or participated in – including type and duration of event and number of attendees and demographic information (if available) – with supporting documentation;

The Executive Director, along with other key members of ACS' Leadership team, will institute protocols and procedures to effectuate ACS' goals defined within this Diversity Plan. ACS will utilize the proposed measurements to assess the Diversity Plan and account for the demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Executive Director will review plan metrics and measurable outcomes no less than quarterly to ensure ACS is meeting its commitments. ACS is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Plan Acknowledgements

ACS will adhere to the requirements set forth in 935 CMR 501.105 (4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Treatment Center.

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



Restricting Access to Age 21 and Older

Alternative Compassion Services (“ACS”) is committed to safely dispensing to Adult-Use customers age 21+. ACS shall never permit any Customer under the age of 21 to enter the premises. ACS will continue to abide by and strictly enforce all security requirements of 935 CMR 501.110, and shall add all security requirements of 935 CMR 500.110 upon approval of the application to add an Adult-Use Retail license to ACS’s existing facility, RMD585 in Bridgewater.

All employees and registered agents must be 21 years of age or older, as per 935 CMR 500.029 or 500.030.

Upon approval of ACS’s Adult-Use Retail license, ACS shall become a colocated marijuana establishment (“CMO”). As required by a CMO, if an individual is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the Commission. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card, and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification, as per 935 CMR 500.140(3) for co-located retailers.

The facility shall remain locked at all times, with clear, legible signage indicating Restricted Access. Security agents will control access to the dispensary. They will require all Customers to show proof of identity, including age, in the form of a government-issued ID. Prior to entry, customers will be asked to present their ID to the security personnel. The security agent will then verify the ID is valid, up-to-date, and shows the Customer is at least 21 years of age or older. If the Customer is under 21 years of age, or their ID is expired or otherwise invalid, the customer will be asked to leave the premises immediately.

The security personnel will only unlock the dispensary door and allow entry if the ID verifies the customer is eligible to make a purchase in accordance with Adult-Use regulations.

Upon entry, the customer will open the door and arrive in the Security Vestibule, where they will be asked to present the ID again. Upon confirmation of eligibility, security personnel will unlock the second door, which leads into the dispensary.

Once inside the dispensary, the customer will wait for service in a separate Adult-Use line, until they are called to an Adult-Use point-of-sale terminal by a dispensary agent. The dispensary agent will then ask the customer to present the ID for the third time, to confirm eligibility, before dispensary agent may begin fulfilling the customer’s order.



Separating Recreational from Medical Operations

Separation of Adult-Use and Medical operations shall occur within the dispensary of RMD585. If approved, RMD585 in Bridgewater will have both licenses operating within the same dispensary. Separation of operations shall take place in the following ways:

- Separation of Registered Qualifying Patients and Adult-Use Customers: ACS will have separate lines, separate security check-in points, separate point-of-sale terminals, and separate menus. All menu items will be allotted in accordance with Patient supply requirements as well as dosing limitations for Adult-Use edibles.
- Separation of Inventory: ACS will electronically separate Patient and Adult-Use inventories, as well as physical separation within the Dispensary Vault. Patient Supply requirements shall be maintained physically and electronically at all times. Audits of both inventories shall be completed in accordance with existing schedules and procedures.
- Separation of Records: ACS will keep separate records of all Medical and Adult-use transactions and sales.

Additionally, ACS will closely monitor trends and patterns of both Medical and Adult-Use sales and traffic, and make further operational adjustments as needed. ACS is committed to serving both markets with excellence in security, cleanliness, and quality. All operations for both markets will be carried out in accordance with all applicable regulations of 935 CMR 500.000 and 935 CMR 501.000, including those specified for CMOs.

- ACS shall maintain and provide on a biannual basis accurate sales data collected during the preceding 6 months for the purpose of ensuring an adequate supply of marijuana under 935 CMR 500.140(15) and 935CMR 501.140(13).
- As a CMO, ACS shall provide a separate area for confidential patient consultation, with signage stating "Consultation Area," as per 935 CMR 501.140 (12).
- ACS shall use best efforts to prioritize patient and caregiver identification verification and physical entry into the retail area, as per 935 CMR 501.140 (12)
- Since ACS has been dispensing for a period exceeding 6 months, as a CMO, ACS shall maintain a quantity and variety of marijuana for patients that meets the demand indicated by an analysis of sales data collected during the preceding 6 months in accordance with 935 CMR 500.140(5) and 935 CMR 501.140(13).
- Marijuana products reserves for patient supply shall, unless unreasonably impractical, reflect the actual types and strains of marijuana products documented during the previous six months. If a substitution must be made, the substitution shall reflect the type and strain no longer available as closely as possible, as per 935 CMR 501.140(13).
- On a biannual basis, ACS shall submit to the commission an inventory plan to reserve a sufficient quantity and variety of marijuana for registered patients. On each occasion that the reserved patient supply is exhausted, and a reasonable substitution cannot be made, ACS shall submit a report to the Commission as per 935 CMR 501.140(13).



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- As a CMO, ACS may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety, as per 935 CMR 501.140(13).

General Operational Requirements for Medical Marijuana Treatment Centers
Training 501.105(2) & Staffing Plan 501.109(d)(3)

The ACS Staffing Plan for the proposed Adult-Use Retail License details the processes the company will use to provide the highest quality service and products for customers age 21+ while acting in compliance with Cannabis Control Commission. The Human Resources Manager, in coordination with the Executive Director, is responsible for maintaining and updating the staffing plan to ensure ACS has sufficient staff possessing the skills and experience needed to ensure successful operations as a co-located facility. ACS encourages personal growth, development, and empowerment for its agents.

ACS is committed to providing all agents with a safe, healthy, and beneficial working environment. Workplace safety and health standards are of utmost concern to ACS, as the welfare of our agents greatly impacts our ability to operate successfully. Fair employment practices will be prioritized and enforced at all times. All agents will be expected to maintain ACS' standards of conduct, which are defined in the Code of Conduct section of the Employee Handbook. Our goal is to provide equal opportunity and fair treatment to all agents, while enhancing the progress of our employees and the community in which our business operates.

Best practices will always be the goal; therefore, in addition to our currently operating Dispensary staff, adjustments may be needed upon opening for Adult Use and evaluating actual operating needs. The Human Resources (HR) Manager will coordinate with the Executive Director to determine the number of open positions and execute a recruitment plan. The talent acquisition process may vary depending on the open positions, the needs of the business operation, and continued development of ACS' Organizational structure. The acquisition process will be managed by the HR Manager and will always include the following: performing all federal, state, and Commission required background and reference checks on selected candidates to determine suitability; application for agent registration to the Cannabis Control Commission, new hire orientation and all training as deemed required by the Commission.

The HR Manager will ensure compliance with all local, state, and federal laws related to the talent acquisition process. Additionally, ACS retains legal counsel to ensure all employment policies, letters and agreements comply with local state and federal employment laws. The following talent acquisition process will be completed with candidates selected for open positions as ACS:

1. Identification of open position(s);
2. Job classification and job description preparation (if new position);
3. Advertising position availability utilizing methods/platforms best suited for the role;
4. Reviewing resumes submitted for open positions;
5. Scheduling preliminary phone interview(s) with qualified candidates and HR Manager;
6. Scheduling in-person interview(s) with Department Manager and supporting member(s) of management team (Assistant Manager, Lead, Director);
7. Reconciliation of applicants and selection of qualified candidate(s);
8. Delivery of Conditional Offer of Employment Letter to selected candidate(s);
9. Performing reference checks and required background screenings and determine suitability;
10. Submit Agent registration application to the CCC for approval;
11. Onboard registered Agent and complete General Orientation.

ACS maintains confidential employee records and files according to law. ACS relies upon the accuracy of data presented throughout the hiring process and the information contained in the employee's files. At minimum, the personnel files will include the following:

1. Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each Agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with ACS and will include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 501.029 and 935 CMR 501.030;
 - b. Documentation of verification of references;
 - c. The job description or employment contract including duties, authority, responsibilities, qualifications, and supervision;
 - d. A copy of the application the licensee submitted to the Commission on behalf of any prospective Agent;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken.
3. A training record for each Agent. All records of training should include signed statement of the trainee indicating the date, time, location of training, the topics discussed, and the name(s) and title(s) of trainers/presenters. Such records will be maintained for four (4) years and may include at a minimum, the following:
 - a. Documentation of all required training, including training regarding privacy and confidentiality requirements.
 - b. Notice of completed Responsible Vendor Training Program and in-house training for Agents required under 935 CMR 500.105(2).
 - c. Documentation of basic on-the-job training; and
 - d. Any additional training records required by ACS or the Commission.

All employee personnel and training files must be reviewed under supervision of Human Resources during regular business hours inside of the Human Resources office and may not be taken off company property. Department Managers may only have access to an employee's file with a legitimate business need to know and as permitted by law. Unless otherwise required by state law, current and former employees may generally be granted access to their files upon providing reasonable notice. Employees may not tamper or remove any part of the employee file. Employees may request copies of any information or documentation provided to ACS that has their signature affixed, as permitted by state law. ACS will grant government agents and entities limited access to employee files when and as required by law. In the event ACS closes, all records will be kept for at least two (2) years at ACS's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, ACS will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.

All newly hired employees will complete General Orientation and participate in on-going training throughout the new hire introductory probationary period. New Agents will be provided with a copy of ACS' Employee Handbook and other important tools, resources, and training materials to best perform the duties of the position. The Employee Handbook is designed to acquaint new employees with ACS and summarizes some of the key

expectations, standards of conduct, and employment policies. Additionally, employees will be required to uphold all terms and policies detailed within ACS' Confidentiality and Inventions Agreement.

Being in an industry that is constantly changing requires companies to be aware of recent market developments and trends throughout the industry. ACS takes a proactive approach to continually provide progressive training and interactive education to our agents. Training allows agents to learn required processes and procedures to take on additional responsibilities throughout the course of their employment with ACS. The opportunity for advancement encourages the retention of our agents.

Job-specific training and annual competencies will be provided to all employees in accordance with Commission regulations. Training will be provided in a variety of methods including presentations, educational seminars, interactive teaching, hands-on demonstrations, virtual sessions, and other forms best suited for the training topic.

Orientation is a formal welcoming process designed to make new employees feel comfortable, informed about the company, and prepared for their position. All new employees will receive, at minimum, one day of General Orientation conducted by Human Resources and other Department Managers. General Orientation is an introduction to ACS' vision, mission, and core values – along with a review of personnel policies, job descriptions and other pertinent company information. New employees will be provided with information regarding the company's Emergency Action Plan, safety policies and procedures, and security information needed to navigate within the workplace. In addition, employees will receive an overview of each department, along with an explanation of what to expect during job-specific orientation and training.

The employee's immediate supervisor or Department Manager will monitor the employee's work and assess the employee based on performance of duties, time needed to perform these duties and willingness to perform duties. Job-specific orientation and training will continue during the employee's first 90-days of employment, and the employee will have the opportunity to receive feedback and ask questions about his/her job performance and duties. In accordance with applicable laws and regulations, ACS will ensure all Agents complete training prior to performing job functions. Training must be tailored to the roles and responsibilities of the job function of each Agent, and at a minimum must include training on privacy and confidentiality, and other topics as specified by the Commission.

Responsible Vendor Training (RVT) is a mandatory program initiated by the Cannabis Control Commission that provides training courses taught by a certified Responsible Vendor Trainer for Agents involved in the handling or sale of marijuana. Agents requiring training must attend and successfully complete a Responsible Vendor Training Program to be designated a "Responsible Vendor", including owners, managers, and employees. The Basic Core Curriculum is required for all Agents and must be successfully completed within 90 days of hire. Upon completion of the Basic Core Curriculum, Agents are eligible to take the Advanced Core Curriculum. Agents who serve as administrative employees and do not handle or sell Marijuana are exempt from the four-hour RVT requirement but may take a Responsible Vendor Training Program course on a voluntary basis as part of fulfilling the eight-hour total training requirement. In addition to the Basic Core Curriculum, all Agents acting as delivery employees of a licensee shall have attended and successfully completed the Delivery Core Curriculum prior to making a delivery. After successful completion of the Basic Core Curriculum, each Agent involved in the handling or sale of Marijuana for medical use must fulfill the four-hour RVT requirement every year thereafter for the licensee to maintain designation as a Responsible

Vendor. Responsible Vendor Program documentation shall be retained for 4 years, as per 935 CMR 500.105(2). In accordance with applicable laws and regulations, ACS must ensure all Agents complete training prior to performing job functions. Training must be tailored to the roles and responsibilities of the job function of each Agent, and at a minimum must include training on confidentiality, and other topics as specified by the Commission.

Annual training will be provided in accordance with Commission regulations. The trainings will be tailored to the roles and responsibilities of the job function of each Agent. It may include basic on-the-job training, privacy and confidentiality requirements, seed-to-sale system of record training, and any additional training ACS deems necessary, in accordance with state and federal laws and regulations.

ACS will ensure all employees hired to work at its facility are qualified to work as a Registered Agent and properly trained to serve in their respective roles in a compliant manner. In accordance with 935 CMR 501.030, a candidate for employment as a Agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority. Information pertaining to the Agent will be provided to the Commission including, but not limited to, full name, date of birth, address, passport, driver's license, and an attestation that the individual shall not engage in the diversion of marijuana. ACS will submit to the Commission a Criminal Offender Record Information (CORI) report and other background check information required by the Commission and ensuring all registration cards are valid for every Agent.

The organizational structure assigns responsibility for different aspects of ACS' operation to managers and supporting staff, so every agent is provided with cohesive support and accountability. The Dispensary Manager is responsible for ongoing training opportunities, performance evaluations and recognition, and providing support to Patient Care Agent throughout daily operations. ACS will have a minimum of four Agents scheduled during operating hours, and at least two Agents will complete the opening and closing procedures.

ACS has established hours of operation and will adjust staffing accordingly, based on consumer demand. ACS Hours of operation at the Bridgewater location are 10am-7pm Monday through Friday, and 10am-6pm Saturday and Sunday.