



Massachusetts Cannabis Control Commission

Medical Marijuana Treatment Center

General Information:

License Number: RMD3320
Original Issued Date: 12/07/2020
Issued Date: 12/07/2020
Expiration Date: 01/21/2022

ABOUT THE MEDICAL MARIJUANA TREATMENT CENTER

Business Legal Name: Alternative Compassion Services

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

Business Address 1: 175 George Washington Blvd

Business Address 2:

Business City: Hull

Business State: MA

Business Zip Code: 02045

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

PERSONS HAVING DIRECT OR INDIRECT CONTROL

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 Director

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 Director

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 Director	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 HAVING DIRECT OR INDIRECT CONTROL

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 Country: USA
Entity Mailing Address 1: 100 State Street	Entity Mailing Address 2:		
Entity Mailing City: Boston	Entity Mailing State: MA	Entity Mailing Zip Code: 02109	Entity Mailing Country: USA
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:		
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: 02019	Entity Country: USA
Entity Mailing Address 1: 100 State Street	Entity Mailing Address 2: 11th floor		
Entity Mailing City: Boston	Entity Mailing State: MA	Entity Mailing Zip Code: 02019	Entity Mailing Country: USA
Relationship Description: Nan-Cann Inc. holds a Joint Venture Agreement with Alternative Compassion Services where Nan-			

Cann Inc is investing capital resources to build the second MTC Retail location, at 175 George Washington Blvd in Hull. 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.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES DOCUMENTATION - INDIVIDUALS

No documents uploaded

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Nan-Cann Inc **Entity DBA:**

Email: whings@100statestreet.com **Phone:** 617-293-7383

Address 1: 100 State Street **Address 2:** 11th floor

City: Boston **State:** MA **Zip Code:** 02109 **Country:** USA

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** \$327788.08 **Percentage of Initial Capital:** 68.54

Capital Attestation: Yes

Entity Contributing Capital 2

Entity Legal Name: Alternative Compassion Services **Entity DBA:** ACS

Email: swerther@acscompassion.com **Phone:** 508-356-5151

Address 1: 693 Elm Street **Address 2:**

City: Bridgewater **State:** MA **Zip Code:** 02324 **Country:** USA

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** \$150484.54 **Percentage of Initial Capital:** 31.46

Capital Attestation: Yes

CAPITAL RESOURCES DOCUMENTATION - ENTITY

Amounts and Sources of Capital Documentation:

Document Category	Document Name	Type	ID	Upload Date
Funds Certification	Affidavit Notarized.pdf	pdf	5eac33a9f16b5934c59193f9	05/01/2020
Existence of Capital Verification	Nan-Cann Inc. Bank Statement .pdf	pdf	5eb4768d7dc0413492815c13	05/07/2020
Existence of Capital Verification	ACS Bank Statement.pdf	pdf	5eb5a9cd5f1314349d5f81e7	05/08/2020

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Richard **Last Name:** Radebach **Suffix:**

Marijuana Establishment Name: Greenleaf Compassionate Care Center **Business Type:** Marijuana Retailer

Marijuana Establishment City: Portsmouth **Marijuana Establishment State:** RI

Individual 2

Date generated: 11/18/2021

First Name: Richard	Last Name: Radebach	Suffix:
Marijuana Establishment Name: MCRGC LLC	Business Type: Independent Testing Laboratory	
Marijuana Establishment City: Manchester	Marijuana Establishment State: ME	

Individual 3

First Name: Richard	Last Name: Radebach	Suffix:
Marijuana Establishment Name: Dochose	Business Type: Marijuana Retailer	
Marijuana Establishment City: Elkins Park	Marijuana Establishment State: PA	

PROPERTY DETAILS

Cultivation Address 1: 693 Elm Street	Cultivation Address 2:
Cultivation City: Bridgewater	Cultivation Zip Code: 02324
Approximate square footage of the Cultivation: 18400	How many abutters does this Cultivation property have?: 3
Have all property abutters have been notified of the intent to open a Marijuana Cultivation at this address?: Yes	
Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.	Cultivation Environment: Indoor

MARIJUANA PRODUCTION PROPERTY DETAILS

Production Address 1: 693 Elm Street	Production Address 2:
Production City: Bridgewater	Production Zip Code: 02034
Approximate square footage of the Production: 2000	How many abutters this production property have?: 3
Have all property abutters have been notified of the intent to open a Marijuana Production at this address?: Yes	

MARIJUANA DISPENSING PROPERTY DETAILS

Retail Address 1: 175 George Washington Blvd	Retail Address 2:
Retail City: Hull	Retail Zip code: 02045
Approximate square footage of the Retail: 2500	How many abutters this Retail property have?: 10
Have all property abutters have been notified of the intent to open a Marijuana Retail at this address?: Yes	

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification Form COMPLETE.pdf	pdf	5eac4003ddb8c72d53609219	05/01/2020
Community Outreach Meeting Documentation	Community Outreach Meeting + Attachments.pdf	pdf	5eac40168caba634a8437a3a	05/01/2020
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning - REVISED.pdf	pdf	5ee2969c3114301800252aec	06/11/2020

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
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Other	Victory Programs Donation Agreement.pdf	pdf	5ee2991b6f370e24fce3e3f6	06/11/2020
Other	Victory Programs 2019 W-9.pdf	pdf	5ee299269a439417df7e6500	06/11/2020
Plan for Positive Impact	Plan for Positive Impact - REVISED (2).pdf	pdf	5f184e91cb97e3700c534f7b	07/22/2020

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer Other Role: Board Member

First Name: Stephen Last Name: Werther

Individual Background Information 2

Role: Board Member Other Role:

First Name: Marc Last Name: Cohen

Individual Background Information 3

Role: Board Member Other Role:

First Name: Richard Last Name: Radebach

Individual Background Information 4

Role: Board Member Other Role:

First Name: Walter Last Name: Hinds

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:

Entity Legal Name: Nan-Cann Inc. 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:

Primary Business City: Boston Primary Business State: MA Principal Business Zip Code: 02019 Principal Business Country: USA

Additional Information: Walter Hinds is the managing director of Nan-Cann Inc.

Entity Background Check Information 2

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: 02019 Principal Business Country: USA

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	3. Articles of Incorporation ACS.pdf	pdf	5eac54b98caba634a8437ac5	05/01/2020

Department of Unemployment Assistance - Certificate of Good Standing	DUA Certificate of Good Standing.pdf	pdf	5eac557d7dc0413492814f26	05/01/2020
Bylaws	Alternative Compssion Services Inc. By-Laws.pdf	pdf	5eac56e75fa02a2d3651bb9f	05/01/2020
Bylaws	ACS Amendment Filed 09-25-2019.pdf	pdf	5eac56f0502f482d4898e552	05/01/2020
Secretary of Commonwealth - Certificate of Good Standing	Secretary of the Commonwealth - Certificate of Good Standing 6.10.20.pdf	pdf	5ee29a54ea7a9324e6465834	06/11/2020
Department of Revenue - Certificate of Good standing	DOR Certificate of Good Standing 6.11.20.pdf	pdf	5ee29ad120b47424dbd87b5f	06/11/2020

No documents uploaded

Massachusetts Business Identification Number: 001379461

Doing-Business-As Name:

DBA Registration City: Hull

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan for Liability Insurance.pdf	pdf	5eac575a502f482d4898e55a	05/01/2020
Proposed Timeline	Proposed Timeline Hull.pdf	pdf	5eb04a5a0f6f0d34840b236a	05/04/2020
Business Plan	Business Plan Hull.pdf	pdf	5eb04befddb8c72d53609746	05/04/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Description of the types and forms of products manufactured	Description of the types of products manufactured from RMD-585.pdf	pdf	5eb581c75f1314349d5f8175	05/08/2020
Method used to produce products	Method Used to Produce Products - Refer to RMD 585.pdf	pdf	5eb581ed0f6f0d34840b2d07	05/08/2020
Samples of unique identifying marks used for branding	Samples of Unique Identifying Marks Used for Branding - Medical.pdf	pdf	5eb5820c7dc0413492815d75	05/08/2020
Policies and Procedures for cultivating.	Policies and Procedures for cultivation - Refer to RMD 585.pdf	pdf	5eb5822c502f482d4898f381	05/08/2020
Prevention of diversion	Prevention of Diversion.pdf	pdf	5eb5826f5f1314349d5f817d	05/08/2020
Storage of marijuana	Storage of Marijuana Plan.pdf	pdf	5eb582890f96d32d2066f399	05/08/2020
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	5eb582d87d78332d19fc715a	05/08/2020
Inventory procedures	Inventory Procedures.pdf	pdf	5eb582ee502f482d4898f389	05/08/2020
Quality control and testing	Quality Control and Testing.pdf	pdf	5eb583397dc0413492815d7c	05/08/2020
Dispensing procedures	Dispensing Procedures.pdf	pdf	5eb5834b5f1314349d5f8183	05/08/2020
Personnel policies including	Personnel Policies Including Background	pdf	5eb583615c6c422d41afae07	05/08/2020

background checks	Checks.pdf			
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	5eb58373502f482d4898f38d	05/08/2020
Energy compliance plan	Energy Compliance Plan.pdf	pdf	5eb58410504715348b1e1436	05/08/2020
Qualifications and training	Qualifications and Training.pdf	pdf	5eb584250e32c52d2bdd0f38	05/08/2020
Home Delivery Policies	Home Delivery Program.pdf	pdf	5eb584345fa02a2d3651c97d	05/08/2020
Reduced or Free Cost Program for Financial Hardship	Verified Financial Hardship Program Plan.pdf	pdf	5eb584455c6c422d41afae0b	05/08/2020
Security plan	Security Plan - REVISED.pdf	pdf	5ee2a3e70f089824f1cd513f	06/11/2020
Maintaining of financial records	Maintaining of Financial Records - REVISED.pdf	pdf	5ee2a498ea7a9324e6465880	06/11/2020
Diversity plan	Diversity Plan - REVISED.pdf	pdf	5ee2a4f79a439417df7e6569	06/11/2020
Security plan	Safety Plan REVISED.pdf	pdf	5ee2a5a2f879811816527212	06/11/2020

Do you intend to perform home deliveries?: Yes

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 501.101(1) have been omitted by the applicant from any Medical Marijuana Treatment Center 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 Persons or Entities Having Direct or Indirect Control over the Medical Marijuana Treatment Center and a list of all persons or entities contributing initial capital to operate the Medical Marijuana Treatment Center 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 Medical Marijuana Treatment Center 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.:

I certify that all information contained within this application is true and accurate. I understand and acknowledge that applicants and licensees are required to update information that has changed.: I Agree

CULTIVATION HOURS OF OPERATION

Monday From: 7:30 AM	Monday To: 4:30 PM
Tuesday From: 7:30 AM	Tuesday To: 4:30 PM
Wednesday From: 7:30 AM	Wednesday To: 4:30 PM
Thursday From: 7:30 AM	Thursday To: 4:30 PM
Friday From: 7:30 AM	Friday To: 4:30 PM
Saturday From: 7:30 AM	Saturday To: 4:30 PM
Sunday From: 7:30 AM	Sunday To: 4:30 PM

PRODUCTION HOURS OF OPERATION

Monday From: 7:30 AM	Monday To: 4:30 PM
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Tuesday From: 7:30 AM	Tuesday To: 4:30 PM
Wednesday From: 7:30 AM	Wednesday To: 4:30 PM
Thursday From: 7:30 AM	Thursday To: 4:30 PM
Friday From: 7:30 AM	Friday To: 4:30 PM
Saturday From: 7:30 AM	Saturday To: 4:30 PM
Sunday From: 7:30 AM	Sunday To: 4:30 PM

DISPENSING HOURS OF OPERATION

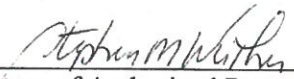
Monday From: 8:00 AM	Monday To: 8:00 PM
Tuesday From: 8:00 AM	Tuesday To: 8:00 PM
Wednesday From: 8:00 AM	Wednesday To: 8:00 PM
Thursday From: 8:00 AM	Thursday To: 8:00 PM
Friday From: 8:00 AM	Friday To: 8:00 PM
Saturday From: 8:00 AM	Saturday To: 8:00 PM
Sunday From: 8:00 AM	Sunday To: 8:00 PM

Host Community Agreement Certification Form

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

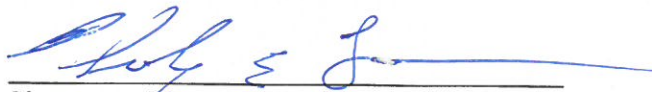
Applicant

I, Stephen M Werthe, (*insert name*) certify as an authorized representative of Alternative Compassion Services (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Hull (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on October 25, 2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Philip E. Lemnios, Town Manager, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Hull (*insert name of host community*) to certify that the applicant and the Town of Hull (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on October 25, 2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

I, Stephen Werther, (insert name) attest as an authorized representative of Alternative Compassion Services (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 1/29/20 at 6pm. (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 1/7/20 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 1/7/20 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 1/7/20 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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



New medical-pot shop in Hull to be topic of Jan. 29 meeting

Hull's first medical marijuana treatment center was approved last week by town officials.

A letter of non-opposition and a host community agreement have been provided to Alternative Compassion Services (ACS), which plans a medical marijuana dispensary at 175 George Washington Blvd.

ACS is applying for a retail license to dispense medical marijuana to verified cardholders in Massachusetts who have debilitating conditions.

ACS will conduct a community outreach meeting on Wednesday, Jan. 29, at 6 p.m., at The Anchor, 7 Hadassah Way, Hull. Town residents are invited to attend and ask questions.

ACS is locally owned and operates out of Bridgewater, where the company cultivates, produces, and dispenses medical marijuana to certified patients and caregivers. **HT**

Medical marijuana

Continued from page 1

The company is still awaiting approval of its application for an operator's license for the Hull location by the Massachusetts Cannabis Control Commission. "As soon as I pick that up," his company will move ahead with the expansion, Werther said.

Town Manager Philip Lemnios said that Coastal Cultivars, which originally planned to open a dispensary in the building, intended to allow two existing long-term tenants to stay on site. "However, they never were able to get past the conceptual phase of their proposal in part because they were unable to complete the purchase of the building," Lemnios said. "After repeated missed deadlines by Coastal Cultivars to buy the building, the property owners approached [ACS] who was able to complete the purchase."

On Christmas Eve, Paul Wilson, owner of Nantasket Therapeutic Massage, said he found an eviction notice waiting for him in the front door of his first-floor clinic. The notice instructed him to vacate the premises no later than Jan. 31.

In the meantime, it is not clear whether the second business, Hullistic Health, also received notice to vacate the premises. An email sent to Hullistic Health was not returned. The company's phone number is no longer in service.

Corey Cutler, one of Sand Bay's three principal owners, did not respond to a request for comment from The Hull Times.

Wilson said that, even with short notice, he was able to find a suitable location at 11 Leavitt St. in Hingham under a three-year lease agree-

ment with the owner.

"I was really under the gun to get into something. Everybody has reached out to say, 'No worries,'" Wilson said, noting that his clients have all been very supportive of the location change.

See accompanying story about a community outreach meeting planned by ACS regarding the dispensary in Hull. **HT**

Sewer Project - Next Phase

By John Struzziery,
Director of Wastewater Operations

The Hull Sewer Department's rehabilitation of the sewer beneath Nantasket Avenue has moved onto its fourth of six phases. This phase will be in place between January 9 and the end of February, weather permitting. For the next few weeks, traffic along Nantasket Avenue between N Street and Fitzpatrick Way will be impacted. Left turns onto Nantasket within this area will not be possible. Parking along Nantasket Avenue within these limits and along the detour route may be limited at times. Support of local businesses in the area is encouraged.

Travel along both directions of Fitzpatrick Way will be closed during this period.

The following detour will be in place:

- **Northbound Travel (toward Pemberton):** Traffic will stay on Nantasket Avenue up and over Allerton Hill. Northbound use of the one-way seawall access road, just past the Hull Yacht Club, will be used at times depending on work activities.
- **Southbound (out of town):** Southbound traffic will detour left onto Nantasket Avenue at the Hull Yacht Club and travel up and over Allerton Hill. Once over the hill, traffic will cross a road ramp on Nantasket Avenue and at times continue to Cadish Avenue, to Q Street, to Central Avenue, to L Street, and then back onto Nantasket Avenue.

We thank you for your patience and cooperation as we complete these phases of this important project that will extend the useable service life of the largest sewer and manholes in our system. Check our Facebook page and the Town and Sewer Department web pages for project updates. **HT**

Road work

Continued from page 3

company, in advance of repaving on Nantasket Avenue, replaced more than 1,500 feet of gas main. In fact, 70 percent of Hull's gas mains have been upgraded in the past three years. The Sewer Department is completing pipe cleaning and pipe

relining on Nantasket Avenue and Atlantic Avenue. The water company installed a significant amount of new water main on the railroad bed and Cadish Avenue. When all this work is complete, Hull's underground infrastructure will be in far better condition than it has been in many years.



From 2018 through 2020, 18.3 miles of roads will see improvements; this represents 36 percent of the town's roadway system. And there is more to come.

To date (2018-2019), roadway improvements have cost approximately \$2.6 million. All these improvements require a great deal of cooperation and coordination with multiple departments, private utilities, and, most importantly, the residents of Hull. I would like to thank everyone involved for their efforts and diligence in coordinating a very complicated construction environment. As we move forward, we will annually follow the process outlined below:

- Refresh pavement management assessment program (inspections and construction history)
- Coordinate utility and roadway projects
- Communication to the community
- Preparation of bid documents and construction management

Results by the end of 2020:

- Town-wide rating will reach the mid-60s
- Arterial roadways will average in the 80s
- Collector roadways will average in the 70s

Next steps:

- Lots of work ahead
- Continue to evaluate road network
- Monitor roadway deterioration
- Evaluate methods for repairs
- Identify new funding opportunities

There are several methods of repair that are being utilized:

Crack Sealing \$: Major cracks in a roadway are sealed to extend the life of the roadway for several additional years; employed on roads that are not yet candidates for more involved treatments.

Micro-surfacing \$\$: This method involves a two-step process that includes sealing all major cracks and then applying a thin uniform surface over the roadway to extend the life of the roadway.

Mill and overlay \$\$\$: This method grinds several inches off the roadway and installs new pavement. This method is used on roads that have significant failure.

Reclamation \$\$\$\$: This method removes the entire existing pavement on a roadway and starts from a gravel base to a full rebuild of the road. It is used on the most distressed roadways.

Philip Lemnios is town manager for Hull. **HT**

Hull Real Estate Transactions: December 2019

Source: The Warren Group

Buyer 1	Buyer 2	Seller 1	Seller 2	Address	Date	Price
Concepcion, Dennis		Wilmington Svgs Fund Soc		5 Massasoit Ave	12/02/19	\$350,000
Manning, George J	Manning, Tania V	Clifton Aimell LLC		44 Clifton Ave	12/03/19	\$1,185,000
Bennett, Blair	Bennett, Rachel	Kildevaeld, Charlotte		1 Hampton Cir	12/03/19	\$345,000
Divito, John	Divito, Donna	Divito RT	Divito, Nazzareno	421 Newport Rd	12/05/19	\$825,000
Skeens, David L	Ambrise, Dan C	Frederick-Holton, Sara		46 Holbrook Ave	12/06/19	\$835,000
Landgraf, Elizabeth R	Watkins, Lexie R	Jacobson, Jenna		61 Packard Ave	12/06/19	\$460,000
Comick, Kevin	Comick, Deborah A	Dasilva, Sarah E		36 K St	12/11/19	\$424,500
W J Horne LLC		Visco, Cesidia	Salvucci, Lena M	36 Rockland House Rd	12/11/19	\$200,000
W J Horne LLC		Visco, Domenico	Visco, Cesidia	Park Ave	12/11/19	\$100,000
Pishdadian, Hamed	Papandrea, Carmela	Prokopis, Michael		58 Vautrinot Ave	12/12/19	\$590,000
Swenson, Thomas	Swenson, Pamela	Schneck, Timothy	Rogers, Byrna	146 Samoset Ave	12/13/19	\$355,000
Pearson, Timothy S	Pearson, Emily G	Kay, Elaine B		22 Whitehead Ave	12/13/19	\$619,000
Clinton, Brenda		Horizons Unit 501 RT	Fitzgerald, Susan B	9 Park Ave #501	12/13/19	\$300,000
Koutsoumbos, Mary	Koutsoumbos, Portia	Lasoff, Robert J		21 Holbrook Ave	12/19/19	\$775,000
Good, Craig		Kelly, Bartley		58 Wyola Rd	12/19/19	\$217,500
Kelleher Built Inc		Hicks, William D		Lynn Ave	12/20/19	\$140,000
Devin, William F	Devin, Renate S	Mccarthy Alphonse E Est	Mccarthy, Donna M	46 Summit Ave	12/20/19	\$880,000
Latitude 42 Real Estate		D J&Nick Enterprises LLC		120 Nantasket Ave	12/23/19	\$900,000
Cameron, Jeffrey R		Cameron, Joanne		79 Kenberma St	12/24/19	\$450,000



Attachment B
Alternative Compassion Services, Inc.
693 Elm Street
Bridgewater, MA 02324
(508) 356-5151
ACScompassion.com

Philip E. Lemnios
Hull Town Manager
Municipal Office Building
253 Atlantic Avenue
Hull, MA 02045

January 7, 2020

Dear Philip Lemnios,

Notice is hereby given of a Community Outreach Meeting for a proposed Medical Marijuana Treatment Center is scheduled for Wednesday, January 29th, 2020 at 6pm at The Anchor, 7 Hadasah Way Hull, MA 02045. The proposed Medical Retail License is anticipated to be located at 175 George Washington Blvd in Hull, MA 02045. There will be an opportunity for the public to ask questions.

Sincerely,

Stephen Werther
President/CEO



Attachment B

Alternative Compassion Services, Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

www.ACScompassion.com

info@acscompassion.com

Hull Planning Board

Municipal Office Building

253 Atlantic Avenue

Hull, MA 02045

January 7, 2020

Dear Planning Board,

Notice is hereby given that a Community Outreach Meeting for a proposed Medical Marijuana Treatment Center is scheduled for Wednesday, January 29th, 2020 at 6pm at The Anchor, 7 Hadasah Way Hull, MA 02045. The proposed Medical Retail License is anticipated to be located at 175 George Washington Blvd in Hull, MA 02045. There will be an opportunity for the public to ask questions.

Sincerely,

Stephen Werther

President/CEO



Attachment B

Alternative Compassion Services, Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

ACScompassion.com

Lori West

Hull Town Clerk

253 Atlantic Avenue

Hull, MA 02045

January 7, 2020

Dear Lori West,

Notice is hereby given that a Community Outreach Meeting for a proposed Medical Marijuana Treatment Center is scheduled for Wednesday, January 29th, 2020 at 6pm at The Anchor, 7 Hadasah Way Hull, MA 02045. The proposed Medical Retail License is anticipated to be located at 175 George Washington Blvd in Hull, MA 02045. There will be an opportunity for the public to ask questions.

Sincerely,

Stephen Werther

President/CEO



Attachment C

Alternative Compassion Services, Inc.

693 Elm Street

Bridgewater, MA 02324

(508) 356-5151

ACScompassion.com

[REDACTED]

[REDACTED]

Hull, MA 02045

January 7, 2020

Dear [REDACTED]

Notice is hereby given that a Community Outreach Meeting for a proposed Medical Marijuana Treatment Center is scheduled for Wednesday, January 29th, 2020 at 6pm at The Anchor, 7 Hadasah Way Hull, MA 02045. The proposed Medical Retail License is anticipated to be located at 175 George Washington Blvd in Hull, MA 02045. There will be an opportunity for the public to ask questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Stephen Werther', is written above the printed name.

Stephen Werther

President/CEO

Plan to Remain Compliant with Local Zoning

Alternative Compassion Services, Inc. (“ACS”) will always remain compliant with the local zoning bylaws set forth by the municipality of Hull. ACS has met with the Hull Director of Planning and determined that the property at 175 George Washington Blvd is within the boundaries of the Business District and Marijuana Overlay District, in accordance with The Zoning Bylaw of the Town of Hull art. III, §.34-1A. and §.39C. ACS provided a context map detailing all lots and land uses within a 500-foot radius. In conjunction with 935 CMR 501.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12, licensed daycare centers, playgrounds, video arcades or carousels.

ACS has attended several meetings with various municipal officials, board members, surveyors, and engineers to discuss its plans for the proposed MTC. The plan for the premises has been designed to be compatible with other buildings in the area and in compliance with all state laws and regulations. ACS applied for Special Permit and Site Plan Review with the Town of Hull Planning Board on March 18, 2020. On May 4, 2020, The Planning Board found that the application for a combined Special Permit and Site Plan Review, under art. III §.34-1A and §.39C, sustainably conforms to the Town of Hull Zoning Bylaws (*Attachment A*).

In addition, ACS currently has a licensed and operating MTC facility, in Bridgewater, cooperating with the municipality 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.

Attachment A – Special Permit and Site Plan Review Decision from the Town of Hull Planning Board

I hereby certify that the notice of approval of this plan by the Town of Hull Planning Board was received in this office on March 18, 2020 and that no appeals have been filed during the (20) days next after such receipt and recording of said notice.

[Signature] May 4, 2020
TOWN OF HULL
Planning Board

253 Atlantic Avenue
Hull, Massachusetts 02045

Tel: 781-925-2117
Fax: 781-925-8509

Special Permit and Site Plan Review Decision

Project: ACS Medical Marijuana Treatment Center
Address: 175 George Washington Boulevard
Applicant: Alternative Compassion Services, Inc.
Lots: 44-45

Description

The existing property at this site contains 23,063 SF with 127.82 feet of frontage on Mashpee Street (paper road) and 124.33 feet of frontage on Logan Avenue. Access to the site and the street address assigned by the Town Assessor comes from George Washington Boulevard. On the lot is a two-story commercial building with a 2,906 SF footprint. The property is located within a Business District and the Marijuana Overlay District.

The applicant is proposing to open and operate a Registered Marijuana Dispensary (Medical Marijuana Treatment Center) within the existing building. The facility will be restricted to only allow calls to medical marijuana patients holding a currently valid Massachusetts registration card to evidence their status and eligibility to gain entry to and make purchases from the ACS center. Inventory will not be grown or processed onsite, pre-packaged marijuana products will be transported to the center from ACS operations outside of Hull for retail sale. Off-site home deliveries from the Hull location will be managed by approved delivery agents under video surveillance and in compliance with all State requirements. Hours of operation will be from 8am to 8pm, seven days a week. (For more specific details on operations see ACS Special Permit Application on file with the Planning Board).

Modifications to the exterior include enclosing an existing porch area along the front of the building, an approximately 281 SF addition to the rear of the building and the construction of several dormer structures on the existing rooftop.

Parking for the facility includes 17 onsite spaces (12 in front and 5 alongside the building). The 12 front spaces are partially within the Town owned Mashpee Street paper road.

Findings

The Planning Board finds that the application for a Combined Special Permit and Site Plan Review, under the Town Zoning Bylaw 5.39C Marijuana Overlay District substantially conforms to the Town of Hull Zoning Bylaw.

1

Plan to Positively Impact Disproportionately Harmed People

Overview

Alternative Compassion Services, Inc. (“ACS”) is dedicated to serving and supporting neighboring areas, specifically communities disproportionately harmed by marijuana prohibition. Cannabis businesses have an obligation to improve the wellbeing of communities who have had historically high rates of arrest, conviction, and incarceration related to non-violent drug crimes. ACS has created a detailed Plan to Positively Impact Disproportionately Harmed People (“Plan”) by supporting locally affected communities.

Goals

ACS intends to implement the Plan to primarily benefit the identified municipalities of Boston, Braintree, and Quincy given their proximity to ACS’s Hull location. On the occasion that Hull is later determined by the CCC to be an area of disproportionate impact, ACS intends to revise its Plan to include the municipality as an additional Plan beneficiary. To positively impact past or present residents within these Municipalities, ACS has established the following goals:

1. Prioritizing hiring practices, in compliance with labor laws, for individuals within the above municipalities or for individuals who have lived for five of previous ten years in one of the above municipalities but are otherwise legally employable in a cannabis-related business.
2. Organizing semi-annual events and private meetings to provide mentoring, professional development, practical skill workshops, and educational services with nonprofit organizations, individuals or businesses who reside in the above specified municipalities, for Massachusetts residents who have past drug convictions or for Massachusetts residents with parents or spouses who have drug convictions.
3. Providing annual donations to local non-profits benefiting the community.

Programs

To implement the Plan, ACS has developed specific programs to accomplish its stated goals to positively impact past or present residents within the municipalities of Boston, Braintree, and Quincy. The programs will include:

1. Participating in one (1) career fair per year, in at least one of the municipalities, through local partnerships with Wicked Local Media, local Community Colleges, such as Quincy College or Massasoit College, local cannabis industry events, such as the MCR sponsored cannabis career fair at the Dewitt Center, or ACS hosted career events.
2. Advertising new job postings, annually or when positions become available, in local media outlets, such as *The Patriot Ledger* and Indeed.com, highlighting positions for Massachusetts residents residing in Boston, Braintree, or Quincy.
3. Hosting one (1) informative event per year, in at least one of the above municipalities, providing educational workshops, Q&A with professionals and support workshops at local community colleges or community centers, such as Quincy College, Massasoit Community College, or the Dewitt Center. Event topics may include, but are not

limited to:

- i. History of Cannabis in the United States
 - ii. Record sealing or expungement
 - iii. Cannabis Cultivation
 - iv. Product Manufacturing
 - v. Cannabis retail
 - vi. Cannabis business training
 - vii. Business operations
 - viii. Management, recruitment, and employee training
 - ix. Medical Marijuana Science
4. Annual donations to a local non-profit, Victory Programs, with a minimum of \$1000, benefiting those within the area of Boston.

Measurements

The Outreach Coordinator and Director of Human Resources will administer the Plan and will be responsible for developing measurable outcomes to ensure ACS continues to meet its plan for success. Such measurable outcomes, in accordance with ACS's goals and programs described above, include:

1. Recording the number of career fairs participated in, the date, location, number in attendance, the number of individuals hired and retained who reside within the municipalities of Boston, Braintree, or Quincy.
2. Recording the number of advertisements published for job openings, the publishing resource, proof of job advertisement, the number of agents hired, and retained 6 months after hire.
3. Recording the number of informative workshops or mentorship meetings given, the date, time, location, subject matter and detailed description of workshop/meeting, attendance, pertinent notes from the Boston, Braintree, or Quincy community and if individuals or their parents have past or present drug convictions.
4. Donating a minimum of \$1,000 annually to Victory Programs, located in Boston. ACS will maintain thorough record keeping of all charitable donations made with receipts.

Beginning upon receipt of ACS's "Commence Operations" designated from the Commission to operate an MTC in Hull, ACS will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success and progress of the Plan upon the yearly renewal of the license. The Outreach Coordinator and Director of Human Resources will be responsible for implementing, reviewing, and evaluating the Plan to ensure ACS continues to meet its commitment to the community. ACS is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

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 MTC.
- 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.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Special Filing Instructions

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 462655758 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

ALTERNATIVE COMPASSION SERVICES INCORPORATED

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

OUTPATIENT HEALTH CARE

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

05/14/2013

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

No. and Street: 120 GILSON ROAD
City or Town: SCITUATE State: MA Zip: 02066 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	STEPHEN WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA 120 GILSON ROAD SCITUATE, MA 02066 USA	1.31.2016
TREASURER	STEPHEN WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA 120 GILSON ROAD SCITUATE, MA 02066 USA	1.31.2016
CLERK	STEPHEN WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA 120 GILSON ROAD SCITUATE, MA 02066 USA	1.31.2016
DIRECTOR	STEPHEN WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA 120 GILSON ROAD SCITUATE, MA 02066 USA	1.31.2016

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
January

d. The name and business address of the resident agent, if any, of the business entity is:

Name:
No. and Street:
City or Town: State: Zip: Country:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 14 Day of May, 2013. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

STEPHEN WERTHER

THE COMMONWEALTH OF MASSACHUSETTS

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

May 14, 2013 04:40 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



200857670

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Alternative Compassion Services Incorporated
Attn: Human Resources
693 Elm St
Bridgewater, MA 02324-1013

EAN: 22066262
April 29, 2020

Certificate Id:37522

The Department of Unemployment Assistance certifies that as of 4/29/2020 ,Alternative Compassion Services Incorporated is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance

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.

**D
PC****The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Amendment

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)(1) Exact name of corporation: Alternative Compassion Services, Inc.(2) Registered office address: 693 Elm Street, Bridgewater, MA 02324
(number, street, city or town, state, zip code)(3) These articles of amendment affect article(s): III, IV
(specify the number(s) of article(s) being amended (I-VI))(4) Date adopted: September 23, 2019
(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.
- ☐ the board of directors without shareholder approval and shareholder approval was not required.
- ☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article III of the Articles of Entity Conversion are amended to: (i) increase the number of shares of Class A Common Stock, no par value per share, from 175,000 to 250,000; (ii) establish a par value for the Class A Common Stock of \$0.001 par value per share; (iii) increase the number of shares of Class B Common Stock, no par value per share, from 75,000 to 80,000; and (iv) establish a par value for the Class B Common Stock of \$0.001 par value per share.

Effective immediately and automatically upon the filing with the Massachusetts Secretary of the Commonwealth of this Articles of Amendment (the "Effective Time"), each share of the Class A Common Stock without par value outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified into 1 share of Class A Common Stock, \$0.001 par value per share automatically and without any action by the holder thereof upon the Effective Time and shall represent 1 share of Class A Common Stock, \$0.001 par value per share, from and after the Effective Time.

Effective immediately and automatically upon the filing with the Massachusetts Secretary of the Commonwealth of this Articles of Amendment (the "Effective Time"), each share of the Class B Common Stock without par value outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified into 1 share of Class B Common Stock, \$0.001 par value per share automatically and without any action by the holder thereof upon the Effective Time and shall represent 1 share of Class B Common Stock, \$0.001 par value per share, from and after the Effective Time.

The first paragraph of Continuation Sheet IV of Article IV of the Articles of Entity Conversion are amended to read as follows: The total number of shares of all classes of capital stock which Alternative Compassion Services Inc. (the "Corporation") shall have authority to issue is 330,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), of which (1) 250,000 shares are designated Class A Common Stock ("Class A Common Stock"); and (2) 80,000 shares are designated Class B Common Stock ("Class B Common Stock").

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

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

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Class A Common	250,000	\$0.001
		Class B Common	80,000	\$0.001

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

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

Signed by:

*(signature of authorized individual)*

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

on this 24th day of September, 2019.

THE COMMONWEALTH OF MASSACHUSETTS

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

September 25, 2019 11:58 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: June 10, 2020

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: 20060216380

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

Processed by: NMa



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

mass.gov/dor

Letter ID: L2006407744
Notice Date: June 11, 2020
Case ID: 0-000-347-912



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ALTERNATIVE COMPASSION SERVICES I
120 GILSON RD
SCITUATE MA 02066-4645

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

Visit mass.gov/dor 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

Plan for Liability Insurance

ACS has engaged Integrated Insurance Solutions, LLC to obtain the required property and casualty insurance coverage and employee benefits programs for our organization to meet the standards set forth in the regulations 935 CMR 501.000: Medical Use of Marijuana.

Integrated Insurance Solutions is an established insurance brokerage and consulting firm based in Framingham, MA, providing insurance services to a wide array of clients throughout the US. Specific coverage areas for this program will include:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plant material and finished stock.
- General Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Product Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a
- Deductible no greater than \$5,000
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers/Employment Practices Liability/Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

ACS and Integrated Insurance Solutions have reviewed the afore mentioned coverage options with the program underwriters and the policies will be put in force upon the awarding of a Marijuana Dispensary license by the Massachusetts Cannabis Control Commission.



Executive Summary for the Proposed MTC in Hull

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 has signed a lease with Sand Bay, LLC., a real estate holding company, who owns the building located at 175 George Washington Blvd Hull, MA. The entire building is 5800ft², including the second floor and an unfinished loft space, with approximately 2,500ft² of first floor space designated to become a medical marijuana retail dispensary. The Hull location will become ACS's second medical marijuana retail dispensary where all products will be transferred from its 23,450 sq.ft. cultivation, production and retail MTC facility, located at 693 Elm Street Bridgewater, MA. As a priority applicant, ACS may apply for one (1) other additional MTC dispensary allowed under the preexisting priority applicant, totaling in three (3) licenses.

Alternative Compassion Services Inc.'s objective is to provide finished, prepackaged marijuana and marijuana infused products safely to medical marijuana patients. ACS will transfer its products, from Bridgewater, MA to the second retail location, in Hull. This will maximize available cultivation and production space, at the Bridgewater location, for medical use in anticipation of the tremendous growth forecast of marijuana sales while providing necessary access to patients within the greater Hull community.

Target Audience

Alternative Compassion Services, Inc. will service two (2) marijuana markets outlined below.

1. **Medical Marijuana Patients:** Approved physical and psychological conditions for the use of medical marijuana include a wide range of diseases and debilitating illnesses including, but not limited to chronic pain, insomnia, anxiety, glaucoma, HIV/AIDS, epilepsy, nausea, cancer and PTSD. Pricing for medical marijuana will differ from adult-use, based on who has access and will include discounts for patients with active military/veteran status, 100% disability, and low-income verification. Medical marijuana will also remain tax free for patients. Alternative Compassion Services, Inc.'s ability to expand its retail location to Hull provides the community with greater access to medical marijuana products, providing relief to their debilitating conditions.
2. **Massachusetts Approved MTCs:** Approved Massachusetts Medical Marijuana Treatment Centers can purchase up to 30% of their marijuana needs from approved growers. ACS anticipates on maximizing cultivation and production in our available 23,450 sq. ft. to maximize sales to approved MTCs and to transfer to the retail location in Hull.

Facility – 175 George Washington Boulevard Hull, Massachusetts

Sand Bay LLC is a real estate holding company and the owners of the building located at 175 George Washington Blvd Hull, Massachusetts, a 5800ft² building zoned for dispensing medical marijuana within the municipality.



Building Details – 175 George Washington Blvd

Built 1986

- Two (2) Stories: 5800ft² - including 2500ft² first floor medical marijuana retail space
- Existing structure
- Located on approximately .53 acres - building with 12 parking spaces in civil design
- High voltage electric – 600 volts
- Public sewers
- Public water supply
- LP gas/Natural gas
- Smoke detectors
- ADA compliant
- Located near rte. 3A
- Ceiling height – 8 ft
- Zoned for marijuana retail

1. **Infrastructure Renovations:** Using the 5800ft² space, the architectural team has received design approval, have been issued a building permit and are currently in construction with a target completion date of summer 2020. After all Cannabis Control Commission (CCC) fees have been submitted and are through the architectural review (AR) phase, ACS will be approved by the CCC to begin construction. Renovations to support the retail dispensary requirements for ACS are estimated to be ~\$250,000.
2. **Wholesaling & Licensing agreements:** The medical marijuana cultivation and production facility, located in Bridgewater, will have the ability to supply the Hull retail dispensary as well as supplying other MTC licensed dispensaries throughout the state. Initially, three (3) types of product lines produced in our Bridgewater facility.
 - a. **Product Line 1 - ACS grown flower.** Talented cultivation staff currently manages close to 40 different strains and, as of January 2018, will starting a new strain from seed every month. ACS will offer CBD strains at a lower cost compared to the High THC producing strains, all available in bulk 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.
 - 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 the 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.

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 in a community with minimal competition. The closest medical dispensary, to the Hull, is CuraLeaf, in Hanover, located 10 miles away with a drive time of about 22 minutes, each way. CuraLeaf has flower limitations, for medical patients, and wholesale most of their edible and concentrate products,



which increases the price for the end consumer. The second closest dispensary location is Ermont, in Quincy, located over 11 miles away with a drive time of 30 minutes, each way, depending on Boston city traffic. They, too, have limitations on purchasing quantities of flower, very limited variety, and wholesale in most of their menu products.

Based on the demand of products due to the increase of retail dispensaries opening with few operational cultivation/production facilities, the Massachusetts marijuana market is undersupplied. ACS is unique in producing all its own products with a wide variety of options, accessible to medical patients without the fear of shortage. ACS will continue to set the standard of medical cannabis, in Massachusetts, by providing a consistent menu with a wide variety of strains and modes of administration to choose from, at a lower cost compared to wholesale purchasers. ACS is a locally owned and operated seed-to-sale dispensary which will be adopting a composting program at the Bridgewater location, in the spring of 2020, to compliantly compost all its organic waste, hauled off by a permitted industrial composter. 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, Matthew Davidson, Outreach Coordinator, Diane Pelletier, and Human Resources Officer, Jessica Doten, will train and lead the team of registered MTC 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 major highways and state route 3A, in addition to being located off one of the major thoroughfares in and out of Hull. ACS's Hull location is the only proposed MTC facility in the town of Hull and within surrounding communities.
3. Ample parking: ACS has over 12 available parking spaces in the front for medical patients.
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., will generate income from:

1. MMJ patients: As of December 2019, there were 66,945 patients approved for the use of medical marijuana in Massachusetts. New Active Patients reveals an average increase of 26.4% in 2019.
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.



Conclusions

Alternative Compassion Services, Inc. is on the precipice of an opportunity seldom seen in one's lifetime. The United States has generated an average \$3.4 billion on Medical Marijuana Sales in 2015 with a steady annual increase averaging 194%, expected to hit \$6.6 billion in 2022. ACS is in the perfect place at the perfect time to capture this amazing growth spurt while supporting the medical needs of patients with debilitating conditions. With the approval of the ACS's second MTC license, patients will be able to access medicine easily due to the convenient location, close to several major highways in an area of the country with a dense population. ACS is well positioned to take advantage of the upcoming surge in medical marijuana market sales as well as providing relief to those who qualify as medical patients with the CCC. ACS's intention is to provide high quality cannabis safety and transparently to its medical patient community by setting the standard of medical cannabis in Massachusetts.

Quality Control and Testing

Quality Control

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

1. 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 will be 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.
2. Any ACS agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. ACS’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in ACS’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. ACS’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. ACS will ensure litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 501.105(12);
6. ACS’s floors, walls, and ceilings will be clean and in good repair;
7. ACS’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. ACS’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. ACS will ensure all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in

- accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner protecting against contamination of marijuana products;
 11. ACS will ensure its water supply is sufficient for necessary operations, and such water supply is safe and potable;
 12. ACS's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
 13. ACS will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
 14. ACS will hold all products supporting the rapid growth of undesirable microorganisms in a manner preventing the growth of these microorganisms; and
 15. ACS will store and transport 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 vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation.

ACS will ensure its facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

ACS will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by 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 will be disposed of in accordance with the provisions of 935 CMR 501.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

ACS will process marijuana in a safe and sanitary manner. ACS will process the leaves and flowers of the female marijuana plant only, which will be:

- 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 will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

Testing

ACS will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 501.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 501.160. Testing of ACS's marijuana products will be 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), include 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 will maintain testing results in compliance with 935 CMR 501.000 *et seq* and the record keeping policies described herein and will maintain 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 will comply with 935 CMR 501.110. All storage of ACS's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 501.105(11). All excess marijuana will be disposed in compliance with 935 CMR 501.105(12), either by the Independent Testing Laboratory returning excess marijuana to ACS for disposal or by the Independent Testing Laboratory disposing of it directly.

Personnel Policies Including Background Checks

Overview

Alternative Compassion Services, Inc. (“ACS”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. ACS will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan demonstrating accessible business hours and safe conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 501.030.

Job Descriptions

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

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

Security Agent: Security Agents monitor ACS’s security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring only authorized individuals are permitted access to the ACS facility by verifying appropriate

ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

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

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

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

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

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and ending inventory;
- Ensuring products are properly stored, labeled, and recorded in the BioTrackTHC system and match the seed-to-sale tracking system, Metrc
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring ACS's policies and procedures for waste disposal are adhered to.

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

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

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

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

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

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

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

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;

- Propagation;
- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

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

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

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

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

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

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into the BioTrackTHC and Metrc.
- Creating raw Super Critical CO2 (SCCO2) concentrate;
- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;
- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

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

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

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

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

Patient Care Agent: Patient Care Agents ensuring each patient is treated with respect while at an ACS facility and each patient receives the appropriate amount of individualized attention in order to address his/her specific needs and questions. Patient Care Agent responsibilities include, but are not limited to:

- Maintaining a clean, safe, healthy, and productive environment ensuring patients have a positive experience at an ACS facility;
- Answering patient questions regarding products including, but not limited to, flowers, concentrates, tinctures, and edibles;
- Being knowledgeable of strains and various types of products offered by ACS;
- Properly setting up product displays pursuant to ACS policies and procedures;
- Executing and enforcing compliance with Commission regulations and ACS policies and procedures;
- Understanding sales transactions using BioTrackTHC and the seed-to-sale tracking system, Metrc;
- Understanding individual patient goals;
- Reconciling cash from sales transactions, sales reports, and other forms of task management daily; and
- Participating in ongoing education and professional development as required.

Agent Personnel Records

Personnel records for each agent 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:

- All materials submitted to the Commission pursuant to 935 CMR 501.030(2);
- Documentation of verification of references;
- The job description or employment contract including duties, authority, responsibilities, qualifications, and supervision;

- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

Personnel records will be kept in a secure location to maintain confidentiality and will only be accessible to the agent's manager or members of the executive management team.

Staffing Plan and Business Hours

Hiring and Recruitment

ACS's Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated and whether specific positions need to be created in response to company needs. ACS's personnel practices will comply with the following, which will apply to all types of employment situations, including, but not limited to, hiring, terminations, promotions, training, wages and benefits:

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements;
- ACS's Diversity Plan and Community Initiatives;
- ACS's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- Workers' Compensation;
- State and Federal Minimum Wage Requirements;
- Non-Disclosure and Non-Complete Agreements; and
- Any other applicable local, state, or federal employment laws, rules, or regulations.

Standards of Conduct

ACS is committed to maintaining an environment conducive to the health and well-being of patients and employees. It is ACS's mission to provide a professional workplace free from harassment and discrimination for employees. ACS will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic

protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to ACS's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

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

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

Violence and Weapons in the Workplace

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

At-Will Employment

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

Workplace Attire

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

Business Hours for Marijuana Establishment

Monday: 10:00AM – 10:00PM
Tuesday: 10:00AM – 10:00PM
Wednesday: 10:00AM – 10:00PM
Thursday: 10:00AM – 10:00PM

Friday: 10:00AM – 10:00PM
Saturday: 10:00AM – 10:00PM
Sunday: 10:00AM – 10:00PM

Overview of Personnel Policies and Procedures

Standard Employment Practices

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

Advancement

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

Written Policies

ACS's written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 501.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations

ACS will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 501.000 et seq.

Designated Outside Counsel

ACS may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Job Status

Job Classifications

Positions at ACS are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring all departments are properly executing their functions and

responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules

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

Mandatory Meetings and Community Service Days

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

Breaks

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

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at six-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect an employee's overall performance.

Leave Policies

ACS leave policies will comport with all state and federal statutes.

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least two weeks in advance and approved by the employee's department manager. ACS will determine which holidays will be observed and which departments will not be required to work. ACS will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

ACS anticipates observing the following holidays:

- New Year's Day;
- Martin Luther King Day;
- Memorial Day;
- Independence Day;

- Labor Day;
- Thanksgiving; and
- Christmas Day.

Disciplinary Policies

Purpose

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

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

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem and/or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

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

Step 2: Written Warning

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

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal performance improvement plan (PIP) requiring

the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

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

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

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

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

Step 4: Recommendation for Termination of Employment

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

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

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as

modifying or altering the employment-at-will relationship between ACS and its employees.

Appeal Process

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

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

Performance and Conduct Issues Not Subject to Progressive Discipline

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

Documentation

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

Separation of Employment

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

Types of Separation

1. Resignation

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

2. Retirement

An employee who wishes to retire is required to notify their department director and the Human Resources Manager in writing at least one (1) month before

planned retirement date. It is the practice of ACS to give special recognition to employees at the time of their retirement.

3. *Job Abandonment*

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

4. *Termination*

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

5. *Reduction in Workforce*

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

6. *Release*

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

Exit Interview

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

Return of Property

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

Termination of Benefits

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

Health Insurance

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

Rehire

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

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

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

Compensation

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

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at ACS, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.

5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by ACS.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonuses, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that ACS is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for ACS will undergo a detailed background investigation prior to being granted access to a ACS facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for ACS pursuant to 935 CMR 501.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- Upon adverse determination, ACS will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.

- After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by ACS along with any legal notices required.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 501 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by ACS or the Commission.

Recordkeeping Procedures

General Overview

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 in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

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.

- **Corporate Records**: are defined as those records requiring, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - Commission Requirements:
 - Annual Agent Registration
 - Annual Medical Marijuana Establishment Registration
 - Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
 - Corporate Governance:
 - Annual Report
 - Secretary of State Filings

- Business Records: Records requiring ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of medical marijuana products;
 - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with ACS, including members, if any.
- Personnel Records: At a minimum will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each medical marijuana establishment 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:
 - All materials submitted to the Commission pursuant to 935 CMR 501.030;
 - Documentation of verification of references;
 - The job description or employment contract including duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan demonstrating accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 501.030.
- Handling and Testing of Marijuana Records
 - ACS will maintain the results of all testing for a minimum of one (1) year.

- Inventory Records
 - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - ACS will use BioTrackTHC to maintain real-time inventory (in conjunction with Metrc). BioTrackTHC inventory reporting meets the requirements specified by the Commission and 935 CMR 501.105(8) including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - 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.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, ACS will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two ACS agents present during the disposal or handling, with their signatures. ACS will keep disposal records for at least three (3) years. This period will automatically

be extended for the duration of any enforcement action and may be extended by an order of the Commission.

- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - ACS will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - 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.
- Written Operating Policies and Procedures: Policies and Procedures related to ACS's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 501.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - 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.
 - Storage of marijuana in compliance with 935 CMR 501.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 501.105(9)

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 501.105(1)(h)
- A staffing plan and staffing records in compliance with 935 CMR 501.105(1)(i)
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices regarding ACS operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all 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.
- 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).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation including:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and

- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

Record-Retention

ACS will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.

Energy Compliance Plan

Alternative Compassion Services, Inc. (“ACS”) is applying for a second Medical Marijuana Treatment Center license, for retail purposes only, located at 175 George Washington Blvd in Hull, MA. Approved by the Cannabis Control Commission, the first MTC license ACS holds is actively operating under license number RMD-585, located at 693 Elm Street in Bridgewater, MA. At this location, RMD-585 currently cultivates, processes, and sells Marijuana and Marijuana Products to Registered Qualifying Patients and Caregivers and all methods used to produce products follow 935 CMR 501.000. All Marijuana and Marijuana Products will be acquired and transferred from RMD-585, to the second MTC retail license in Hull. All Marijuana and Marijuana Products transferred to this second location will be dispensed to Registered Qualifying Patients and Caregivers by registered ACS agents. RMD-585 currently follows all state regulations and Commission guidelines regarding energy compliance with the Medical Use of Marijuana program.

Overview of Hull MTC

ACS will meet all energy compliance set forth by the Commission by meeting the minimum energy efficiency and equipment standards. ACS will demonstrate consideration of the following factors, at the Hull retail facility:

1. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities.
2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable.
3. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

ACS’s MTC location, in Hull, will 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, prior to obtaining a final license under 935 CMR 501.103(2). ACS will use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and provide energy and water usage reporting to the Commission in a form determined by the Commission. ACS is subject to the following minimum energy efficiency and equipment standards and in compliance with 935 CMR 501.105(15):

- a. The building envelope for the facility will meet the minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
- b. ACS will document compliance with the energy requirements and submit an energy compliance letter prepared by a Massachusetts Licensed Professional Engineer or Massachusetts Licensed Registered Architect with supporting documentation, in accordance with 935 CMR 501.103(1).
- c. Light Emitting Diode (LED) lights outfitting the entire retail facility with motion sensors on the interior of the building.
- d. Heating Ventilation and Air Condition (HVAC) and will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
- e. Safety protocols must be established and documented to protect workers and patients.
- f. The Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.
- g. Recycling material as defined in 310 CMR 16.02: Definitions shall be recycled in a manner approved by the Commission and will not include organic waste material or material containing Marijuana or Marijuana Products.
- h. Waste disposal of Marijuana or Marijuana Products will be recorded, stored, and transferred to the originating MTC, RMD-585, and disposed in accordance to 935 CMR 501.105(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.

Overview of RMD-585

ACS's MTC in Bridgewater meets all energy compliance set forth by the Commission by meeting the minimum energy efficiency and equipment standards. All areas within RMD-585, including cultivation, processing, and packaging of marijuana, are reviewed for efficiency, and adjusted to meet the necessary environmental standards.

ACS demonstrates consideration of the following factors:

1. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities.

2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable.
3. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

ACS satisfies the minimum energy efficiency and equipment standards established by the Commission and meets all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, prior to obtaining a final license under 935 CMR 501.103(2). ACS uses additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and provide energy and water usage reporting to the Commission in a form determined by the Commission. ACS is subject to the following minimum energy efficiency and equipment standards:

- a. The building envelope for all facilities, except greenhouses, must meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: *State Building Code*, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
- b. The Lighting Power Densities (LPD) for cultivation space must not exceed an average of 36 watts per gross square foot of active and growing space canopy, but for Tier 1 and Tier 2 a requirement of 50 watts per gross square foot of active canopy or growing unless otherwise determined in guidelines issued by the Commission.
- c. Heating Ventilation and Air Condition (HVAC) and dehumidification systems must meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: *State Building Code*), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: *State Building Code*).
- d. Safety protocols must be established and documented to protect workers and patients (e.g., eye protection near operating grow light).
- e. Requirements 935 CMR 501.120(11) will not be required if an indoor MTC is generating 80% or more of the onsite load from an onsite clean or renewable resource.
- f. The Commission may further define these standards, or create reasonable exemptions or modifications, through guidelines issued in consultation with the energy and

environmental standards working group established under St. 2017, c. 55, § 78(b), including but not limited to provisions for greenhouses and agricultural buildings.

- i. Recycling material as defined in 310 CMR 16.02: Definitions shall be recycled in a manner approved by the Commission and will not include organic waste material or material containing Marijuana or Marijuana Products.
- j. Waste disposal of Marijuana or Marijuana Products is recorded, stored, and transferred to the originating MTC, RMD-585, and disposed in accordance to 935 CMR 501.105(12). All products are disposed of in compliance with all applicable state and federal requirements for wastewater, preventing a discharge of pollutants entering the surface or groundwater.
- a. An MTC with a final Certificate of Licensure before November 1, 2019 shall have until January 1, 2021 to comply with 935 CMR 501.120(11), except that any additions to or renovations to a facility must comply with 935 CMR 501.120(11).

Qualifications and Training

ACS will ensure all employees hired to work at its facility are qualified to work as a Medical Marijuana Treatment Center (MTC) agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 501.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority. Information pertaining to the registered marijuana dispensary agent will be provided to the Commission including, but not limited to, full name, date of birth, address, passport, drivers 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 MTC agent.

Training

Prior to performing their job, each of ACS's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of their job function, as required by 935 CMR 501.105(2). Agent training will include at least eight (8) hours of on-going training, annually, to remain a responsible vendor and will include training on confidentiality, diversion, cannabis safety, and other topics as specified by the Commission. MTC agents responsible for tracking and entering products into the seed-to-sale tracking system must receive training in a form and manner determined by the Commission. MTC agents will be required to wear their registration card while in the MTC, in possession of marijuana, or transporting marijuana. ACS will notify the Commission no more than on business day after an MTC agent ceases to be associated with the company, where the MTC agent's registration shall be immediately void when they are no longer associated with ACS.

Verified Financial Hardship Program

Alternative Compassion Services Inc. (“ACS”) will offer a Verified Financial Hardship Program, as set by the Cannabis Control Commission (“Commission”), to provide medical patients with financial struggles safe access to medical marijuana. Verified Financial Hardship refers to an individual who is a recipient of MassHealth, Supplemental Security Income, or the individual's income does not exceed 300% of the federal poverty level, adjusted for family size, as defined by the Commission and in accordance with 935 CMR 501.000.

Goal

The purpose of the Verified Financial Hardship program is to provide qualifying patients with documented proof of low-income assistance the option to receive safe access to medical marijuana at a less than market price.

Program

ACS provides a detailed summary of the policies and procedures about the Verified Financial Hardship program to Medical Use of Marijuana Qualifying Patients in accordance with 935 CMR 501.101(1)(b)9. Program details are also available under patient resources on the website. Patients may qualify for the Verified Financial Hardship program if they provide proof of one of the following documents:

- MassHealth
- Supplemental Security Income
- Tax return stating the individual's income does not exceed 300% of the federal poverty level, adjusted for family size.
- SNAP letter or benefits statement

Measurements

When patients provide this documentation, the Dispensary Patient Care Agent will note under the patient profile the following measurements:

- The form of Verified Financial Hardship
- Date the document was provided
- Expiration date on the qualifying documentation (*if any*)

Patients who provide valid documentation for the Verified Financial Hardship program will receive 20% off all medicated purchases.

A year from the date the qualified documentation was provided, patients will have to produce updated documentation supporting current financial hardship for continued program access. The purpose of this “rolling audit” is to annually authenticate the information is accurate, active and each qualifying patient is honoring the program appropriately. Details on the program are provided in accordance with 935 501.105 and includes an alternate price list for marijuana, MIPs, and any other available products for patients with documented Verified Financial Hardship, found in 935 CMR 501.050(1)(f). ACS will provide detailed operating procedures for

the price it charges for Marijuana, and record of the prices charged, including the policies and procedures for the plan of Marijuana to Registered Qualifying Patients with Verified Financial Hardship for less than the market price, as required by 935 CMR 501.050(1)(h).

Maintaining of Financial Records

Alternative Compassion Services, Inc.'s ("ACS") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Cannabis Control Commission's regulations for a Medical Marijuana Treatment Center (MTC). ACS is prohibited from utilizing software or other methods to manipulate or alter sales data in compliance with 935 CMR 501.140(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.

Financial records maintenance measures include policies and procedures requiring:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 501.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee 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, 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.
- A co-located ACS retail establishment will provide to the Commission on a biannual basis accurate sales data during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products, in accordance with the regulations for *Recording Sales* and *Patient Supply* as defined under 935 CMR 500.140.
- 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)
 - Fees paid under 935 CMR 501.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 501.360 or any other section of the Commission's regulations.

Diversity Plan

Alternative Compassion Services, Inc. (“ACS”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

To support such populations, ACS has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in ACS’s operations.

Goals

For ACS to promote equity for the above-listed groups in its operations, ACS has established the following goals:

1. Increasing the number of individuals falling into the above-listed demographics employed at ACS by 35%
2. Providing annual educational programming to assist individuals falling into the above-listed demographics to achieve their goal of entering the Massachusetts Cannabis Industry.

Programs

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

1. Hosting or participating in at least one (1) career fair annually in underrepresented and minority communities with a focus on attracting individuals falling into the above-listed demographics.
2. Hosting a minimum of one (1) informative event per year providing educational programming to assist individuals falling into the above-listed demographics to achieve their goal of entering the Massachusetts Cannabis Industry. Event topics may include, but are not limited to:
 - Cannabis retail
 - Cannabis Cultivation
 - Product manufacturing
 - Business Operations
 - Management, recruitment, employee, and training
 - Medical Marijuana Science.

Measurements

The Outreach Coordinator and the Director of Human Resources will administer the Plan and will be responsible for developing measurable outcomes to ensure ACS continues to meet its commitments. Such measurable outcomes, in accordance ACS’s goals and programs described above, include:

1. Recording the number of career fairs ACS participates in, the date, location, number in attendance, the number of individuals hired and retained, for a period of at least 6 months, who fall within the above-listed demographic groups.
2. Recording the number of informative events hosted, the date, time, location, subject matter, attendance, and pertinent notes from the community

Beginning upon receipt of ACS's "Commence Operations" designation from the Commission to operate an MTC in Hull, ACS will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Outreach Coordinator and Director of Human Resources will review and evaluate ACS's measurable outcomes no less than quarterly to ensure that 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.

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 medical marijuana establishment.
- 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.