



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR284873  
Original Issued Date: 01/11/2024  
Issued Date: 01/11/2024  
Expiration Date: 01/11/2025

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: ARL Healthcare Inc.

Phone Number: 207-807-3620  
Email Address: joliver@marimedinc.com

Business Address 1: 216 Ricciuti Drive  
Business City: Quincy  
Business State: MA  
Business Zip Code: 02169  
Business Address 2:  
Mailing Address 1: 10 Oceana Way  
Mailing City: Norwood  
Mailing State: MA  
Mailing Zip Code: 02062  
Mailing Address 2: 2nd Floor

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: no  
Priority Applicant Type: Not a Priority Applicant  
Economic Empowerment Applicant Certification Number:  
RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD:  
Department of Public Health RMD Registration Number:  
Operational and Registration Status:  
To your knowledge, is the existing RMD certificate of registration in good standing?:  
If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 8  
Role: Executive / Officer  
Percentage Of Control: 8  
Other Role:

First Name: Jon                      Last Name: Levine                      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:                      Percentage Of Control:

Role: Executive / Officer                      Other Role:

First Name: Timothy                      Last Name: Shaw                      Suffix:

Gender: Male                                      User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership:                      Percentage Of Control:

Role: Executive / Officer                      Other Role:

First Name: Susan                      Last Name: Villare                      Suffix:

Gender: Female                                      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:                      Percentage Of Control:

Role: Board Member                      Other Role:

First Name: Edward                      Last Name: Gildea                      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 5

Percentage Of Ownership:                      Percentage Of Control:

Role: Board Member                      Other Role:

First Name: Eva                      Last Name: Selhub                      Suffix:

Gender: Female                                      User Defined Gender:

What is this person's race or ethnicity?: Middle Eastern or North African (Lebanese, Iranian, Egyptian, Syrian, Moroccan, Algerian)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership:                      Percentage Of Control:

Role: Board Member                      Other Role:

First Name: David                      Last Name: Allen                      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 7

Percentage Of Ownership:                      Percentage Of

Control:	
Role: Manager	Other Role:
First Name: Romel	Last Name: Velasco      Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)	
Specify Race or Ethnicity:	

#### Person with Direct or Indirect Authority 8

Percentage Of Ownership:	Percentage Of Control:
Role: Board Member	Other Role:
First Name: Kathleen	Last Name: Tucker      Suffix:
Gender: Female	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

#### Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: MariMed Inc.	Entity DBA:	DBA City:
Entity Description: Delaware Corporation, Publicly Traded on the OTC.		
Foreign Subsidiary Narrative:		
Entity Phone: 781-619-8548	Entity Email: joliver@marimedinc.com	Entity Website: www.marimedinc.com
Entity Address 1: 10 Oceana Way	Entity Address 2:	
Entity City: Norwood	Entity State: MA	Entity Zip Code: 02062
Entity Mailing Address 1: 10 Oceana Way	Entity Mailing Address 2:	
Entity Mailing City: Norwood	Entity Mailing State: MA	Entity Mailing Zip Code: 02062
Relationship Description: The officers of MariMed Inc. will manage all business operations of ARL Healthcare Inc.		

### CLOSE ASSOCIATES AND MEMBERS

No records found

### CAPITAL RESOURCES - INDIVIDUALS

No records found

### CAPITAL RESOURCES - ENTITIES

#### Entity Contributing Capital 1

Entity Legal Name: ARL Healthcare Inc.	Entity DBA:
Email: joliver@marimedinc.com	Phone: 207-807-3620
Address 1: 10 Oceana Way	Address 2:
City: Norwood	State: MA      Zip Code: 02062
Types of Capital: Monetary/Equity	Other Type of Capital: Total Value of Capital Provided: \$606317.31      Percentage of Initial Capital: 100
Capital Attestation: Yes	

## BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

### Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: First State Compassion Center	Entity DBA:		
Entity Description: Cultivation and medical dispensary			
Entity Phone: 302-543-2100	Entity Email: mlally@fscdde.com	Entity Website:	
Entity Address 1: 37 Germany Dr	Entity Address 2:		
Entity City: Wilmington	Entity State: DE	Entity Zip Code: 19804	Entity Country: USA
Entity Mailing Address 1: 37 Germany Dr	Entity Mailing Address 2:		
Entity Mailing City: Wilmington	Entity Mailing State: DE	Entity Mailing Zip Code: 19804	Entity Mailing Country: USA

### Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Kind Therapeutics USA LLC	Entity DBA:		
Entity Description: Cultivation, Production, Retail and Wholesale			
Entity Phone: 667-380-2500	Entity Email: jjones@marimedinc.com	Entity Website:	
Entity Address 1: 504 E 1st street	Entity Address 2:		
Entity City: Hagerstown	Entity State: MD	Entity Zip Code: 21740	Entity Country: USA
Entity Mailing Address 1: 504 E 1st street	Entity Mailing Address 2:		
Entity Mailing City: Hagerstown	Entity Mailing State: MD	Entity Mailing Zip Code: 21740	Entity Mailing Country: USA

### Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: KPG of Anna	Entity DBA:		
Entity Description: Dispensary			
Entity Phone: 618-715-0887	Entity Email: rnaumovski@thriveil.com	Entity Website:	
Entity Address 1: 87 Richview Dr	Entity Address 2:		
Entity City: Anna	Entity State: IL	Entity Zip Code: 62906	Entity Country: United States
Entity Mailing Address 1: 87 Richview Dr	Entity Mailing Address 2:		
Entity Mailing City: Anna	Entity Mailing State: IL	Entity Mailing Zip Code: 62906	Entity Mailing Country: United States

### Business Interest in Other State 4

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: KPG of Harrisburg LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone:	Entity Email:	Entity Website:

618-715-0882rnaumovski@thriveil.com

Entity Address 1: 105 Verterans Way

Entity Address 2:

Entity City: Harrisburg

Entity State: IL

Entity Zip Code: 62946

Entity Country: United States

Entity Mailing Address 1: 105 Veterans Way

Entity Mailing Address 2:

Entity Mailing City: Harrisburg

Entity Mailing State: IL

Entity Mailing Zip Code: 62946

Entity Mailing Country: United States

Business Interest in Other State 5

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: MariMed OH LLC

Entity DBA: Thrive Wellness Dispensary

Entity Description: Dispensary

Entity Phone: 419-455-6925

Entity Email: jlevine@marimed.com

Entity Website:

Entity Address 1: 318 W Market St

Entity Address 2:

Entity City: Tiffin

Entity State: OH

Entity Zip Code: 44883

Entity Country: USA

Entity Mailing Address 1: 10 Oceana Way

Entity Mailing Address 2:

Entity Mailing City: Norwood

Entity Mailing State: MA

Entity Mailing Zip Code: 02062

Entity Mailing Country: USA

Business Interest in Other State 6

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: Green Growth Group Inc

Entity DBA:

Entity Description: Cultivation, Processing

Entity Phone: 636-299-7781

Entity Email: rnaumovski@thriveil.com

Entity Website:

Entity Address 1: 13136 North Chestnut Lane

Entity Address 2:

Entity City: Mt Vernon

Entity State: IL

Entity Zip Code: 62864

Entity Country: USA

Entity Mailing Address 1: 10 Oceana Way

Entity Mailing Address 2:

Entity Mailing City: Norwood

Entity Mailing State: MA

Entity Mailing Zip Code: 02062

Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 216 Ricciuti Drive

Establishment Address 2:

Establishment City: Quincy

Establishment Zip Code: 02169

Approximate square footage of the establishment: 33758

How many abutters does this property have?: 3

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

HOST COMMUNITY INFORMATION

Host Community Documentation:				
Document Category	Document Name	Type	ID	Upload

				Date
Plan to Remain Compliant with Local Zoning	RFI 1 Revised - Plan to Remain Compliant with Local Zoning.pdf	pdf	649af94dd003570008024b1a	06/27/2023
Certification of Host Community Agreement	ARL - HCA Certification Form.pdf	pdf	649c5f6bd0035700080401c5	06/28/2023
Community Outreach Meeting Documentation	Attachment B.pdf	pdf	649ee8472c0fbe0008f05f92	06/30/2023
Community Outreach Meeting Documentation	Attachment A.pdf	pdf	649eeaa22c0fbe0008f064c6	06/30/2023
Community Outreach Meeting Documentation	Attachment C.pdf	pdf	649eeab42c0fbe0008f064f2	06/30/2023
Community Outreach Meeting Documentation	Attestation Form.pdf	pdf	649f1d3ed00357000807050b	06/30/2023

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

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Revised Positive Impact_10.23.pdf	pdf	6526facfca49d200073b0761	10/11/2023
Plan for Positive Impact	Interfaith Social Services donation confirmation.pdf	pdf	6526fae5ca49d200073b078c	10/11/2023
Other	IFS Donation Approval Letter.pdf	pdf	65295b04ca49d200073cffb0	10/13/2023

#### ADDITIONAL INFORMATION NOTIFICATION

Notification:

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

Role: Executive / Officer      Other Role:

First Name: Jon      Last Name: Levine      Suffix:

RMD Association: RMD Manager

Background Question: no

##### Individual Background Information 2

Role: Executive / Officer      Other Role:

First Name: Susan      Last Name: Villare      Suffix:

RMD Association: RMD Manager

Background Question: no

##### Individual Background Information 3

Role: Executive / Officer      Other Role:

First Name: Timothy      Last Name: Shaw      Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Board Member                      Other Role:

First Name: Eva                      Last Name: Selhub    Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: Board Member                      Other Role:

First Name: David                      Last Name: Allen    Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 6

Role: Board Member                      Other Role:

First Name: Edward                      Last Name: Gildea    Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 7

Role: Board Member                      Other Role:

First Name: Kathleen                      Last Name: Tucker    Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 8

Role: Manager                      Other Role:

First Name: Romel                      Last Name: Velasco    Suffix:

RMD Association: RMD Manager

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION  
Entity Background Check Information 1

Role: Parent Company                      Other Role:

Entity Legal Name: MariMed Inc.                      Entity DBA:

Entity Description: Delaware Corporation

Phone: 774-634-8327                      Email: jlevine@marimedinc.com

Primary Business Address 1: 2711 Centerville Road                      Primary Business Address 2:

Primary Business City: Wilmington                      Primary Business State: DE    Principal Business Zip Code: 19808

Additional Information: ARL Healthcare Inc. is wholly owned by MariMed Inc.

MASSACHUSETTS BUSINESS REGISTRATION  
Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization (1).pdf	pdf	646e5eda23b809000846813e	05/24/2023
Bylaws	ARL Bylaws Amended (September 2016) 3rg (002).pdf	pdf	646e5f5c9c23790008c7e6ce	05/24/2023

Articles of Organization	ARL - Explanation Regarding Persons Having Direct or Indirect Control.pdf	pdf	649af9c92c0fbe0008ec34a8	06/27/2023
Secretary of Commonwealth - Certificate of Good Standing	Commonwealth-Good Standing.pdf	pdf	649eef83d003570008068e59	06/30/2023
Department of Revenue - Certificate of Good standing	Cert of good standing_Revenue.pdf	pdf	64c2b9cf22035f0008f464f3	07/27/2023
Department of Unemployment Assistance - Certificate of Good standing	Cert. of Good Standing_2023 Unemployment.pdf	pdf	64c2b9ee22035f0008f4651f	07/27/2023

No documents uploaded

Massachusetts Business Identification Number: 001357092

Doing-Business-As Name: Panacea Wellness

DBA Registration City: Quincy

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	RFI 1 Revised - Business Plan - Quincy.pdf	pdf	649af9fad003570008024e30	06/27/2023
Plan for Liability Insurance	RFI 1 Revised - Plan for Obtaining Liability Insurance.pdf	pdf	649afa022c0fbe0008ec34cf	06/27/2023
Proposed Timeline	RFI 1 Revised - Proposed Timeline for Commencement of Operations.pdf	pdf	649c5f452c0fbe0008ede47a	06/28/2023
Business Plan	ARL - Explanation Regarding Persons Having Direct or Indirect Control.pdf	pdf	649d91be2c0fbe0008ef03c5	06/29/2023

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Personnel policies including background checks	Confidentiality.pdf	pdf	6478cbc93f2c1a000822bea5	06/01/2023
Inventory procedures	ARL Inventory Procedures Retail.pdf	pdf	6478cbd25ab6120008ce19c8	06/01/2023
Prevention of diversion	Prevention of Diversion Retail.pdf	pdf	6478cc7b5ab6120008ce1c52	06/01/2023
Separating recreational from medical operations, if applicable	RMD-Segregating Cannabis.pdf	pdf	6478cd5e3f2c1a000822c2f5	06/01/2023
Security plan	RFI 1 Revised - Security Plan.pdf	pdf	649afa57d003570008024f14	06/27/2023
Storage of marijuana	RFI 1 Revised - Storage Plan.pdf	pdf	649afa712c0fbe0008ec358f	06/27/2023
Transportation of marijuana	RFI 1 Revised - Transportation Plan.pdf	pdf	649afa832c0fbe0008ec35e9	06/27/2023
Energy Compliance Plan	RFI 1 Revised - Energy Compliance Plan.pdf	pdf	649afaa02c0fbe0008ec3676	06/27/2023
Restricting Access to age 21 and older	RFI 1 Revised - Restricting Access to Individuals 21 or Older.pdf	pdf	649afabed00357000802506d	06/27/2023
Dispensing procedures	RFI 1 Revised - Dispensing Procedures.pdf	pdf	649afada2c0fbe0008ec36d2	06/27/2023



Maintaining of financial records	RFI 1 Revised - Maintenance of Financial Records Plan.pdf	pdf	649afb2cd0035700080253f5	06/27/2023
Separating recreational from medical operations, if applicable	RFI 1 Revised - Plan for Separating Medical and Adult Use Operations.pdf	pdf	649afb5b2c0fbe0008ec3841	06/27/2023
Plan for obtaining marijuana or marijuana products	RFI 1 Revised - Plan for Obtaining Marijuana.pdf	pdf	649afb7ed0035700080254ee	06/27/2023
Quality control and testing	RFI2 Revised_Quality Control Testing.pdf	pdf	64f8b0cd2de47a000858b021	09/06/2023
Qualifications and training	RFI2 Revised_Employee Qualifications and Training.pdf	pdf	64f8b0de2de47a000858b04c	09/06/2023
Record Keeping procedures	RFI2 Revised_Maintaining Records Plan.pdf	pdf	64f8b121704981000875f787	09/06/2023
Personnel policies including background checks	RFI2 Personnel Policies Including Background Checks.pdf	pdf	64f8b40e70498100087600d8	09/06/2023
Diversity plan	RFI2 Revised_Diversity Plan.pdf	pdf	64f8b7e47049810008760914	09/06/2023

### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

### ATTESTATIONS

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

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

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

Notification:

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

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

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

### ADDITIONAL INFORMATION NOTIFICATION

Notification:

### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

### COMPLIANCE WITH DIVERSITY PLAN

No records found

### HOURS OF OPERATION

Date generated: 02/01/2024

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Monday From: 10:00 AM	Monday To: 7:00 PM
Tuesday From: 10:00 AM	Tuesday To: 7:00 PM
Wednesday From: 10:00 AM	Wednesday To: 7:00 PM
Thursday From: 10:00 AM	Thursday To: 7:00 PM
Friday From: 10:00 AM	Friday To: 7:00 PM
Saturday From: 10:00 AM	Saturday To: 7:00 PM
Sunday From: 12:00 PM	Sunday To: 5:00 PM

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

ARL Healthcare Inc. (“ARL”) will remain compliant at all times with the local zoning requirements set forth in the Quincy, MA Zoning Bylaw, more specifically, Zoning Bylaw, Chapter 375, Section 6.11 governing Marijuana Establishments. In accordance with Quincy’s Zoning Bylaw, ARL’s proposed marijuana retailer location at 216 Ricciuti Drive is located in an Industrial A/Industrial B zone and ARL has received written confirmation from the City’s Zoning Enforcement Officer that no special permit is required for ARL’s proposed use of the facility as a marijuana retailer establishment (*see* Exhibit A).

In accordance with Quincy Zoning Bylaw c. 375, §6.11.4.1A and G.L. c. 94G, §5(b)(3), ARL’s proposed facility is not located within five hundred (500) linear feet of:

- Any preexisting elementary or secondary public or private school providing education in pre-school, kindergarten, or any of grades one through 12; or
- Any other educational institution which enrolls students under the age of 21 years of age; or
- Any public playground or any athletic field which serves youth under the age of 21 years; or
- Any childcare or daycare center, or any other facility in which children commonly congregate; or
- Any public facility which sponsors youth activities for youth under the age of 21 years; or
- Any public park; or
- Any library; or
- Any public transit center; or
- Any public beach; or
- Any public skating rink; or
- Any establishment licensed under the provisions of M.G.L. Chapter 138, section 12.

For the avoidance of doubt, ARL will comply with all of the criteria set forth in Quincy’s Zoning Bylaw, c. 375, §6.11 governing the siting and operation of Marijuana Establishments within the City. ARL will work cooperatively with various municipal departments, boards, and officials to ensure that its facility remains compliant with all laws, regulations, rules, and codes with respect to design, construction, operation, and security. In accordance with 935 CMR 500.101, ARL convened a properly noticed Community Outreach Meeting in May of 2023 to inform and gather feedback from the community related to its proposed marijuana establishment at 216 Ricciuti Drive. ARL has also retained counsel to assist with ongoing compliance with local zoning and regulatory compliance.

## Law Office of David P. Mahoney

ATTORNEYS AT LAW  
15 FOSTER STREET  
QUINCY, MASSACHUSETTS 02169-5307

TELEPHONE (617) 770-0000  
FACSIMILE (617) 770-4091

DAVID P. MAHONEY

ROBERT C. DAVIS  
*of Counsel*

October 20, 2022

Mr. Joseph Duca

Director—Inspectional Services Department

City of Quincy

55 Sea Street

Quincy, MA 02169

Re: Request for Zoning Code Determination - 216 Ricciuti Drive

Dear Mr. Duca:

Please confirm as Zoning Enforcement Officer that no special permit is required to be issued under Section 6.11 of the Zoning Ordinance for the partial conversion of the existing medical marijuana establishment at 216 Ricciuti Drive to the sale of marijuana for recreational use. Thank you.

Very truly yours,

  
David P. Mahoney

Confirmed:

 10/25/2022  
Joseph Duca

## Law Office of David P. Mahoney

ATTORNEYS AT LAW  
15 FOSTER STREET  
QUINCY, MASSACHUSETTS 02169-5307

TELEPHONE (617) 770-0000  
FACSIMILE (617) 770-4091

DAVID P. MAHONEY

ROBERT C. DAVIS  
*of Counsel*

October 20, 2022

Mr. Joseph Duca

Director Inspectional Services Department

City of Quincy

55 Sea Street

Quincy, MA 02169

Re: Request for Zoning Code Determination - 216 Ricciuti Drive

Dear Mr. Duca:

My client intends to convert the existing medical marijuana facility (the "Existing Facility") at 216 Ricciuti Drive, in part, to the sale of marijuana products for recreational use.

Previously the Quincy Zoning Board of Appeals issued a special permit dated October 22, 2014 authorizing the construction of the Existing Facility as a Registered Marijuana Dispensary under Section 6.9 of the City's Zoning Ordinance. Subsequently, the Zoning Ordinance was amended, by the addition of Section 6.11, to regulate the creation and operation of a variety of licensed marijuana facilities in the City (the "New Ordinance"). The New Ordinance regulates a range of marijuana related uses but does not specifically address the conversion intended to be made to the Existing Facility.

The provisions of a municipal zoning ordinance are controlled by the provisions of Chapter 94G of the General Laws. Such a conversion is strictly controlled by Section 3(a) of Chapter 94G of the General Laws which draws a clear distinction between the zoning regulation of the establishment of marijuana uses in general and the zoning regulation of the conversion of an existing medical marijuana facility.

Specifically under Section 3(a), local zoning ordinance provisions are overridden where such a use is to be added by conversion of an existing medical marijuana treatment facility. Section 3(a) of Chapter 94G provides as follows:

A city or town may adopt ordinances and by-laws that impose reasonable safeguards on the operation of marijuana establishments, provided they are not unreasonably impracticable and are not in conflict with this chapter or with regulations made pursuant to this chapter and that govern the time, place and manner of marijuana establishment operations and of any business dealing in marijuana accessories, except that zoning ordinances or by-laws shall not operate to: (i) prevent the conversion of a medical marijuana treatment center licensed or registered not later than July 1, 2017 engaged in the cultivation, manufacture or sale of marijuana or marijuana products to a marijuana establishment engaged in the same type of activity under this chapter.

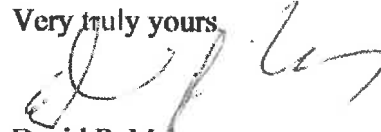
The New Ordinance makes all uses within its scope subject to the issuance of a special permit. Under the Quincy Zoning Ordinance, the issuance of a special permit is discretionary and can be denied. Specifically, the criteria of Section 9.4.2 for the granting of a special permit provides:

Special permits shall be granted by the special permit granting authority, unless otherwise specified herein, only upon its written determination that the proposed use or structure(s) shall not cause substantial detriment to the neighborhood or the City, taking into account the characteristics of the site and of the proposal in relation to that site (emphasis added).

Section 3(a) of Chapter 94G does not give municipalities the latitude to deny a special permit for such a conversion, where, in fact, marijuana medical treatment use has already been lawfully established. As to the establishment of other marijuana uses, municipalities have greater control and in those instances regulation through a special permit, including the power to deny one, fits within the limits of the statute. The provisions of the New Ordinance, under Chapter 94G, are required to be administered in this manner and for that reason, the special permit requirements of New Ordinance should not be applied to the conversion of the Existing Facility.

I am including with this letter a separate letter seeking your confirmation that no special permit is required for the intended conversion of the Existing Facility. I would respectfully request that you countersign the letter and return it to me. Thank you for your consideration.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'D. P. Mahoney', written over the printed name.

David P. Mahoney



## Host Community Agreement Certification Form

### Instructions

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

### Certification

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

1. Name of applicant:

ARL Healthcare

2. Name of applicant's authorized representative:

Jon Levine

3. Signature of applicant's authorized representative:



4. Name of municipality:

Quincy

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

Thomas P. Koch, Mayor





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



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

mayorkoch@quincyma.gov

8. Host community agreement execution date:

6/27/2019





MariMed  
Inc.



- **Date & Time:** 05/11/23 (10AM – 12:30PM)
- **Location:** Neighborhood Club of Quincy  
27 Glendale Rd, Quincy, MA 02169
- **Subject matter of the meeting;**
  - **Who We Are?** Overview of Panacea Wellness and introduction to our team of experienced operators.
  - **What We Do?** Explanation of the services/products provided to our customers and patients.
  - **Community Partnership** - How we partner with the local community to create a positive impact.
  - **Question & Answer** – We will leave time to address any questions/concerns from attendees.
- **Proposed Address of Marijuana Establishment:**  
216 Ricciuti Drive, Quincy MA 02169

# LOCALiQ

## NEW ENGLAND

PO Box 631210 Cincinnati, OH 45263-1210

### **PROOF OF PUBLICATION**

Michael Silvestri  
Panacea Wellness  
29 Harding ST  
Middleborough MA 02346-1013

### **STATE OF MASSACHUSETTS, COUNTY OF NORFOLK**

The Patriot Ledger, a newspaper printed and published in the city of Quincy, and of general circulation in the County of Norfolk, State of Massachusetts, and personal knowledge of the facts herein state and that the notice hereto annexed was Published in said newspapers in the issue:

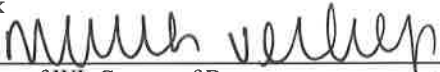
04/25/2023

and that the fees charged are legal.

Sworn to and subscribed before on 04/25/2023



Legal Clerk



Notary, State of WI, County of Brown

8.25.26

My commission expires

Publication Cost: \$314.34

Order No: 8731941

# of Copies:

Customer No: 915525

1

PO #: Silvestri, Michael

**THIS IS NOT AN INVOICE!**

*Please do not use this form for payment remittance.*

### 216 RICCIUTI DR, QUINCY LEGAL NOTICE

Panacea Wellness will be hosting a Community Outreach Meeting for members in the local community of Quincy, MA on 05/11/2023 at the Neighborhood Club of Quincy. The purpose of this meeting is to provide attendees with a clear understanding of Panacea Wellness' mission and values, discuss the proposed Marijuana Establishment, and to offer education and insight into the Cannabis Industry.

- Date & Time: 05/11/23 (10AM – 12:30PM)
- Location: Neighborhood Club of Quincy 27 Glendale Rd, Quincy, MA 02169
- Subject matter of the meeting;
- Who We Are? Overview of Panacea Wellness and introduction to our team of experienced operators.
- What We Do? Explanation of the services/products provided to our customers and patients.
- Community Partnership - How we partner with the local community to create a positive impact.
- Question & Answer – We will leave time to address any questions/concerns from attendees.
- Proposed Address of Marijuana Establishment: 216 Ricciuti Drive, Quincy MA 02169

AD# 8731941  
PL 04/25/2023

MARIAH VERHAGEN  
Notary Public  
State of Wisconsin

# SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:



9590 9402 6582 1028 4375 70

2. 7020 1290 0001 4795 0122

# COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Chris [Signature]*

☐ Agent

☐ Addressee

B. Received by (Printed Name)

*Chris [Signature]*

C. Date of Delivery

4/2/23

D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

3. Service Type

☐ Adult Signature

☐ Adult Signature Restricted Delivery

☐ Certified Mail®

☐ Certified Mail Restricted Delivery

☐ Collect on Delivery

☐ Insured Mail Restricted Delivery (over \$500)

☐ Priority Mail Express®

☐ Registered Mail™

☐ Registered Mail Restricted Delivery

☐ Signature Confirmation™

☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2020 PSN 7530-02-000-9053

Domestic Return Receipt

# SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:



9590 9402 6582 1028 4375 87

7020 1290 0001 4795 0139

# COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Wenbin [Signature]*

☐ Agent

☐ Addressee

B. Received by (Printed Name)

WENBIN NI

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☒ No

3. Service Type

☐ Adult Signature

☐ Adult Signature Restricted Delivery

☐ Certified Mail®

☐ Certified Mail Restricted Delivery

☐ Collect on Delivery

☐ Insured Mail Restricted Delivery (over \$500)

☐ Priority Mail Express®

☐ Registered Mail™

☐ Registered Mail Restricted Delivery

☐ Signature Confirmation™

☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2020 PSN 7530-02-000-9053

Domestic Return Receipt

## Community Outreach Meeting Attestation Form

### Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

### Attestation

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

1. The Community Outreach Meeting was held on the following date(s): 5/11/2023
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).

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

- a. Date of publication:
- b. Name of publication:

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

- a. Date notice filed:

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

- a. Date notice(s) mailed:

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

Name of applicant:

ARL Healthcare, Inc, DBA Panacea Wellness

Name of applicant's authorized representative:

Romel E. Velasco

Signature of applicant's authorized representative:



# Positive Impact Plan

## **Introduction**

The Cannabis Control Commission ("Commission") has identified certain communities in Massachusetts as "areas of disproportionate impact." New Bedford, MA, the location of ARL Healthcare, Inc.'s ("ARL") cultivation and product manufacturing facility is one such area. In addition, the Commission has also identified Quincy, MA – the site of ARL's proposed marijuana retailer facility – and Braintree, MA – a community that abuts Quincy, as areas of disproportionate impact.

As a critical part of its commitment to improve the lives of the residents of Quincy and Braintree and share the tremendous benefits of the Commonwealth's nascent adult-use marijuana industry, ARL will work diligently to hire residents of Quincy and Braintree in addition to qualified candidates who have past drug convictions or who have parents or spouses with drug convictions (these individuals and residents of Quincy are referred to in this plan, collectively, as "Impacted Individuals").

## **Positive Impact Goals**

ARL will positively impact Impacted Individuals by providing employment opportunities and training, through real-world experience, with the ultimate goal of providing access to and opportunities for advancement within the Commonwealth's adult-use marijuana industry. ARL believes that by focusing its hiring efforts on these previously marginalized individuals, it can remove barriers to entry into the adult-use marijuana industry and ensure that the expected prosperity from a new industry will benefit people of all income levels and backgrounds, not merely those who have access to significant amounts of capital. ARL acknowledges that progress or success of its plan must be documented upon renewal.

## **Positive Impact Programs**

ARL understands and appreciates that Impacted Individuals may not have received the same opportunities to develop the skills needed to be attractive candidates for employment in the adult-use marijuana industry. Accordingly, ARL will employ a multi-faceted approach to attracting and supporting Impacted Individuals.

First, ARL will participate at community jobs fairs in the region and broadcast open opportunities through local channels such as the Quincy Chamber of Commerce Job Board, of which it is a member, quarterly or more frequently based on hiring demands. ARL pledges to participate in at least 3 community job fairs per year, at least one of which will be located in Quincy or Braintree, and will also encourage its diverse employees to publicize job openings to other qualified diverse candidates within their communities. ARL has not yet identified the specific job fairs that it will attend. ARL will also give hiring preference to qualified Impacted Individuals. ARL's Human Resource team will work to identify qualified Impacted Individuals to fill open positions within the company. For the avoidance of doubt, as used in this narrative, "Impacted Individuals" are defined to be:

- Residents of disproportionately impacted communities (including Quincy and Braintree);
- Residents of other Massachusetts municipalities who have past drug convictions; and/or
- Residents of other Massachusetts municipalities or who have parents or spouses with drug convictions.



Each of these groups has been identified in Commission guidance as "populations falling within areas of disproportionate impact." It is possible that a given individual may meet more than one of these criteria. In any event, this narrative targets only these Impacted Individuals, and does not target individuals that would fall within the scope of ARL's Diversity Plan.

Second, to bolster its positive impact on the Quincy community, ARL will also introduce an internship training program ("ARL Internship Program") during the first year of operation of its facilities in Quincy (the "Facilities"), where a limited number of skilled entry-level positions (e.g., retail assistants etc.) will be made available only to Impacted Individuals. Interns will be trained on the different jobs within the retail operations of a marijuana business. Interns will also be trained on applicable state and local requirements and restrictions relating to marijuana cultivation, product manufacturing and retailing, and they will be evaluated and given constructive feedback as they go through the training process. The ultimate goal of the ARL Internship Program is to educate and train Impacted Individuals who otherwise lack experience in the adult-use marijuana industry with the expectation that, upon completion of the internship program, interns will possess the job skills and experience to secure gainful employment at any adult-use facility within the Commonwealth. ARL will re-evaluate the success of the internship program after the first year and expects that the ARL Internship Program will grow proportionally with the company. For the avoidance of doubt, ARL confirms that any involvement or advertisement for the education institutions that it may partner with regarding the ARL Internship Program will only be targeted to students who are at least 21 years of age.

Third, ARL will establish free, public training session for any Impacted Individuals who are interested in learning about the adult-use marijuana industry. The training sessions will be tailored to provide the basic skills and background information needed to secure employment and within the Commonwealth's adult-use marijuana industry. ARL will host these informative training sessions at 216 Ricciuti Dr, Quincy, MA 02169

Fourth, ARL will create a standing charitable support team that will be tasked with identifying worthy local organizations and initiatives whose goals are to improve Quincy. The ARL charitable support team will, on at least an annual basis, provide annual grant funding to such organizations, with preference being given to organizations whose missions are to improve youth health and wellness within the cities, or to improve opportunities for economically disadvantaged local populations. In this regard, ARL hopes to be a responsible corporate citizen and catalyst for improving the quality of life in the cities of Quincy and. ARL's grant review process will be dynamic and ARL's charitable support team will review potential new grantees on an annual basis and endeavor to provide financial support to an ever-changing roster of worthy Quincy or Braintree organizations. To begin this initiative, ARL will commit to the following:

- An annual cash donation of \$2,500 to Interfaith Social Services. IFS provides South Shore residents with the resources necessary to support a healthy and fulfilling life with programs focused on alleviating hunger, providing mental health counseling, preventing homelessness, and bringing joy to children. Exhibit A, attached hereto, confirms IFS's willingness to accept donations from ARL.
- An annual food donation to IFS will also be made.

## **Positive Impact Measurement**

ARL will track its positive impact and community outreach efforts. ARL will record and maintain (in accordance with the Commission's record keeping procedures) employment applications, for both full-time employment opportunities and ARL Internship Program positions, with the expectation that applications from Impacted Individuals will steadily increase during ARL's first 5 years of operation of its Facilities. In addition, ARL will record and document its participation at local job fairs and pledges to participate in at least 3 jobs fairs per year (at least one of which will be in Quincy or Braintree). ARL will log and track communications with any Impacted Individuals occurring at these job fairs and record any subsequent follow-up communications.

in addition, ARL will host at least one public training session within the first year of operations in Quincy and will then reevaluate the program details and frequency of future training sessions based on feedback from attendees.

ARL will also hire at least 1 intern as part of the ARL Internship Program during the first year of operations of the Facilities in Quincy and expects that the company will hire more interns in future years, depending on the growth and success of the Facilities. Moreover, ARL's charitable support team will complete the first cycle of ARL's grant funding initiative within the first year of operations.

Finally, ARL's long-term target is to hire a working staff (i.e., all company positions below the level of manager) that is at least 50 % composed of Impacted Individuals by year 7 of operations in Quincy. The Human Resources Manager will oversee progress toward this long-term hiring goal by obtaining annually, employee biographical data through self-identifying surveys. ARL also intends to meet the following intermediate positive impact hiring goals in years 1-4 of operation in Quincy.

- Commencement of Operations: minimum 25% Impacted Individual employment.
- End of Year 1: minimum 30% Impacted Individual employment.
- End of Year 2: minimum 35% Impacted Individual employment.
- End of Year 3: minimum 40% Impacted Individual employment.
- End of Year 4: minimum 45% Impacted Individual employment.

ARL's Human Resources Manager will include in the Annual Audit Report a narrative describing ARL's progress towards these interim and long-term positive impact hiring goals. These short-term metrics and will ensure that ARL is regularly evaluating progress toward its positive impact plan hiring goals and employing corrective actions if intermediary targets are not met.

## **Positive Impact Plan Acknowledgments**

ARL pledges to adhere to the requirements set forth in 935 CMR 500.105(4)(a) which provides the permitted advertising, branding, marketing, and sponsorship practices for all Marijuana Establishments. ARL likewise pledges not to employ any of the prohibited practices articulated in 935 CMR 500.105(4)(b). Finally, none of the actions taken or programs instituted by ARL will violate the Commission's regulations with respect to limitations on ownership or control or any other applicable state laws.

## Jill Compagnone

---

**From:** Eileen Kelly <ekelly@interfaithsocialservices.org>  
**Sent:** Tuesday, November 8, 2022 11:01 AM  
**To:** Jill Compagnone  
**Cc:** Natalie McMenamin; Geoff Bowen  
**Subject:** RE: Thanksgiving Donation

**[EXTERNAL EMAIL]** This message is being sent from outside your organization. DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Good Morning Jill –

Thank you so very much for thinking of us and reaching to assist us in serving our neighbors here on the south shore.

We are expecting to serve over 1400 households this Thanksgiving holiday. We do have our food stuffs ordered and shelf space allocated for this holiday. How many turkeys are you considering donating? I will need to check our freezer capacity.

We take donations Monday through Friday 12:30-3:00pm.

Thank you again to you and your co-workers for your kindness.

Sincerely,

*Eileen Kelly*  
Food Pantry Manager  
Interfaith Social Services  
105 Adams Street  
Quincy, MA 02169

#617-773-6203, ext. 19  
e-mail: [ekelly@interfaithsocialservices.org](mailto:ekelly@interfaithsocialservices.org)

There is no vaccine for hunger.  
Give today - help end hunger in our community.

**From:** Jill Compagnone <jcompagnone@marimedinc.com>  
**Sent:** Monday, November 7, 2022 2:50 PM  
**To:** Eileen Kelly <ekelly@interfaithsocialservices.org>  
**Subject:** Thanksgiving Donation

Good afternoon,

Quincy donation  
5 turkeys  
here

We are a new company that will be moving into Quincy. We hold a turkey drive for our employees and additionally like to donate turkey's locally. We are reaching out to see if your organization is looking for Thanksgiving donations for turkeys. The turkey's we are receiving on Friday, 11/17 will be frozen and the donation could be made any time after we receive them on that Friday.

Please let me know if you are accepting donations. We would love to help.

Best,  
Jill

Jill Compagnone  
Executive Assistant/Office Manager  
MariMed Inc  
10 Oceana Way  
2<sup>nd</sup> Floor  
Norwood, MA 02062  
[jcompagnone@marimedinc.com](mailto:jcompagnone@marimedinc.com)  
(781) 619-8548

## Jill Compagnone

---

**From:** Michele Ross  
**Sent:** Monday, November 7, 2022 11:51 AM  
**To:** Jill Compagnone  
**Subject:** Quincy Food Pantry  
**Attachments:** Donate Food - Interfaith Social Services.pdf

Here is the food pantry I heard about in Quincy...



### Food Pantry Hours

**Monday - Friday**      **10:00 AM – 11:45 AM**

**Wednesday**      **5:00 PM – 7:00 PM**

The Food Pantry is closed on all major holidays, the day after Thanksgiving, and the week between Christmas and New Year's.

### Food Pantry Location

105 Adams St.  
Quincy, MA 02169

**Michele R. Ross**  
Staff Accountant  
Email: [mross@marimedinc.com](mailto:mross@marimedinc.com)



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

Articles of Organization  
(General Laws, Chapter 180)

Federal Employer Identification Number: 463459666 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

ARL Healthcare Inc

ARTICLE II

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

The corporation, formed pursuant to MGL Ch. 180, was established as a non-profit entity to engage in activities that promote health care services, wellness, education, both charitable and otherwise in Massachusetts, and to do everything incidental and necessary thereto and allowable by law.

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")*

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.



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: 193 Oak Street No 507  
City or Town: Newton State: MA Zip: 02464 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	Kenneth A. Housman	193 Oak St. #507 Newton, MA 02464 USA	December 31, 2016
		193 Oak St. #507 Newton, MA 02464 USA	
Treasurer	Kenneth A. Housman	193 Oak St., #507 Newton, MA 02464 USA	December 31, 2016
		193 Oak St., #507 Newton, MA 02464 USA	
Clerk	Kenneth A. Housman	193 Oak St. #507 Newton, MA 02464 USA	December 31, 2016
		193 Oak St. #507 Newton, MA 02464 USA	
Director	Kenneth A. Housman	193 Oak St. #507 Newton, MA 02464 USA	December 31, 2016
		193 Oak St. #507 Newton, MA 02464 USA	
Director	Jon Levine	15 Sullivan Way Canton, MA 02021 USA	December 31, 2013
		15 Sullivan Way Canton, MA 02021 USA	

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: Robert Fireman, Esq.  
No. and Street: 26 Ossipee Road  
City or Town: Newton State: MA Zip: 02464 Country: USA

Filer's Contact Information  
(Enter a contact name, mailing address, and email and/or phone number.)  
Contact Name: Kenneth Housman  
Business Name: ARL Healthcare, Inc.  
No. and Street: 193 Oak Street  
City or Town: Newton State: MA Zip: 02464 Country: USA  
Contact Phone: (617) 413-3500 ext:  
Contact Email: newtonken@aol.com

Please provide an email address to receive an expedited response from the Corporations Division. If the filing is rejected for any reason, you will be contacted. If no email address is provided, correspondence from the Division will be sent by mail.

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:  
Kenneth A. Housman

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 20 Day of August, 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.)*  
Kenneth A. Housman



**BYLAWS**  
**of**  
**ARL HEALTHCARE INC.**  
**(AMENDED SEPTEMBER 2016)**

- A. Compliance:** The Corporation shall at all times be in compliance with 725.100(A)(1) and the “Guidance for Registered Marijuana Dispensaries (RMD) Regarding Non-Profit Compliance”. The RMD shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that the revenue of the RMD is used solely in furtherance of its nonprofit purpose.
- B. Mission:** To provide licensed patients with safe, affordable, high quality medical marijuana under the laws and regulations established by the Commonwealth of Massachusetts. To establish facilities that are models for regulatory compliance and compassion for patients

**Section 1. MEMBERS /STOCKHOLDERS**

The corporation shall have no members or stockholders. . Any action or vote required or permitted by law to be taken by vote of the Board of Directors

**Section 2. BOARD OF DIRECTORS**

**2.1 Powers.**

The affairs of the corporation shall be managed by the Directors who may exercise all the powers of the corporation.

**2.2 Number and Election.**

The corporation shall have a board of up to *seven* Directors, the *initial Directors of which shall be appointed by the Incorporator*. A vacancy in the office of director shall be filled as provided in Section 5.3 below.

**2.3 Duties.** It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of organization, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;

- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### 2.4 Committees.

The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

#### 2.5 Annual Meeting.

The annual meeting of Directors shall be held within **six months** after the end of the fiscal year of the corporation on such date and at such hour and place as the Directors or an officer designated by the Directors shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

#### 2.6 Regular and Special Meetings.

Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. Special meetings of the Directors may be held at any time and at any place when called by the chairman of the board of Directors, if any, the president or a majority of the Directors.

#### 2.7 Notice of Meetings.

Forty-eight hours' notice by mail, fax, email, telephone or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting. Whenever notice of a meeting is required, such notice need not be given to any Director. If a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such trustee. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or the bylaws.

#### 2.8 Quorum.

A majority of the Directors in person or by proxy shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

#### 2.9 Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the bylaws.

#### 2.10 Action by Writing.

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

#### 2.11 Presence Through Communications Equipment.

Unless otherwise provided by law or the articles of organization, Directors may participate in a meeting of the board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### 2.12 Vote of Interested Directors.

A Director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such trustee or Directors have or may have interests therein which are or might be adverse to the interests of the corporation. No trustee or Directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such trustee or Directors be accountable for any gains or profits to be realized thereon.

#### 2.13 Director's Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of organization, other provisions of these bylaws, and provisions of law.

#### 2.14 Periodic Report.

The board shall cause any annual or periodic report of this corporation, required under law to be prepared and delivered to a Massachusetts agency office, to be so prepared and delivered within the time limits set by law.

### **Section 3. OFFICERS AND AGENTS**

#### **3.1 Number and Qualification.**

The officers of the corporation shall be a president, ceo, vice presidents, treasurer, clerk and such other officers, if any, as the Directors may determine. An officer may but need not be a Director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

The president, treasurer and clerk shall be elected annually by the Directors at the annual meeting. Other officers, if any, may be elected by the Directors at any time.

#### **3.2 Tenure.**

The president, ceo, treasurer and clerk shall each hold office until the next annual meeting of the Directors, or until a successor is elected and qualified, and other officers shall serve at the pleasure of the Directors.

#### **3.3 Chairman of the Board of Directors.**

If a chairman of the board of Directors is elected, he or she shall preside at all meetings of the Directors except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

#### **3.4 President.**

Unless otherwise determined by the Directors, the president shall be the chief executive of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. If no chairman of the board of Directors is elected, the president shall preside at all meetings of the Directors, except as the Directors otherwise determine. The president shall have such other duties and powers as the Directors shall determine.

#### **3.5 CEO.**

The CEO shall oversee the development of corporate facilities and business operations of the corporation. He/she shall report to the President. He/she may have such other duties as the Directors shall determine.

#### **3.6 Treasurer.**

The treasurer shall be the chief financial officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Directors or the President.

#### **3.7 Clerk.**

The clerk shall record and maintain records of all proceedings of the Directors in a book or books kept for that purpose and shall have custody of the seal of the corporation. If the clerk is

absent from any meeting of Directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

### 3.8 Other Officers.

Other officers shall have such duties and powers as may be designated from time to time by the Directors.

## **Section 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION**

Without conferring or recognizing any legal authority, the Directors may designate persons or groups of persons as sponsors, benefactors, members, contributors, advisors or friends of the corporation or similar title. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## **Section 5. RESIGNATION, REMOVAL AND VACANCIES**

### 5.1 Resignation.

Any Director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

### 5.2 Removal.

Any Director may be removed with cause at any time, or without cause, by the vote of a majority of the Directors then in office.

### 5.3 Vacancies.

Any vacancy in the board of Directors may be filled by vote of a majority of the Directors then in office. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies in the board. Vacancies in any office may be filled by the Directors.

## **Section 6. INDEMNIFICATION**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a trustee, director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding

was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the corporation approves the payment of indemnification, such trustee shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to

indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the Directors, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the Directors, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than Directors, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

## **Section 7. SEAL AND FISCAL YEAR**

### **7.1 Corporate Seal.**

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or such other form as the Directors may determine.

### **7.2 Fiscal Year.**

The fiscal year of the corporation shall end on **December 31** in each year or such other date as the Directors may determine.

## **Section 8. AMENDMENT**

These bylaws may be amended or repealed, in whole or in part, by the Incorporator or vote of a majority of the Directors then in office at any meeting of the Directors.

## **Section 9. EXECUTION OF PAPERS**

Except as provided by law or in the Articles of Organization or as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the corporation may be signed by the president, by the CEO, by any vice president, or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other of whom is the treasurer or an assistant treasurer, shall

be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these bylaws, or resolutions or votes of the corporation.

#### **Section 10. COMPENSATION**

Unless otherwise provided by law, the Articles of Organization, or these bylaws, a director shall be entitled to receive for such director's services such reasonable amounts, if any, as the directors may determine, which may include expenses of attendance at meetings. A director shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

#### **Section 11. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### **Section 12. CONSTRUCTION AND TERMS**

(i) If there is any conflict between the provisions of these bylaws and the articles of organization of this corporation, the provisions of the articles of organization shall govern.

(ii) Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

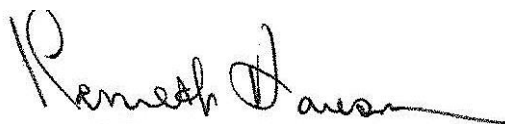
(iii) All references in these bylaws to the articles of organization shall be to the articles of organization, certificate of incorporation, corporate charter, or other founding document of this corporation filed with an office of Massachusetts Secretary of State and used to establish the legal existence of this corporation.

(iv) All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### **Section 13. CHARITABLE CONTRIBUTIONS**

The Board of Directors shall have the right to approve charitable contributions to other non profit organizations or others that further the mission of the **corporation**

APPROVED AND ADOPTED by the Incorporator and Chairman of the Board of Directors this 7th Day of September, 2016.



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Kenneth Housman, Chairman



**Attestation Regarding Persons Having Direct or Indirect Control**

Neither Mr. Kenneth Housman nor Mr. Gerald McGraw exercise any ownership or control over ARL Healthcare Inc. ("ARL") or its parent company MariMed Inc. Each individual was at one time an officer of ARL, but neither is currently affiliated with the company. For the avoidance of doubt, the only individuals currently exercising control over ARL are: 1) Jon Levine; 2) Tim Shaw; 3) Romel Velasco; 4) Susan Villare; 5) David Allen; 6) Edward Gildea; 7) Eva Selhub; and 8) Kathleen Tucker. Please see the attached Business Entity Summary page from the Secretary of the Commonwealth, which confirms that neither Mr. Housman nor Mr. McGraw are identified as current officers or agents of ARL.

**Secretary of the Commonwealth of Massachusetts**

William Francis Galvin

**Business Entity Summary****ID Number: 001357092**[Request certificate](#)[New search](#)**Summary for: ARL HEALTHCARE INC.**

<b>The exact name of the Domestic Profit Corporation:</b> ARL HEALTHCARE INC.		
<b>Converted from</b> <a href="#">ARL HEALTHCARE INC</a> <b>on</b> 11-30-2018		
<b>Entity type:</b> Domestic Profit Corporation		
<b>Identification Number:</b> 001357092		
<b>Date of Organization in Massachusetts:</b> 11-30-2018 <b>Date of Revival:</b>		
<b>Last date certain:</b>		
<b>Current Fiscal Month/Day:</b> 12/31 <b>Previous Fiscal Month/Day:</b> 12/31		
<b>The location of the Principal Office:</b>  Address: 10 OCEANA WAY City or town, State, Zip code,      NORWOOD, MA 02062 USA Country:		
<b>The name and address of the Registered Agent:</b>  Name: JON LEVINE Address: 10 OCEANA WAY City or town, State, Zip code,      NORWOOD, MA 02062 USA Country:		
<b>The Officers and Directors of the Corporation:</b>		
<b>Title</b>	<b>Individual Name</b>	<b>Address</b>
PRESIDENT	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
TREASURER	JON LEVINE	10 OCEANA WAY NORWOOD, MA 02062 USA
SECRETARY	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
DIRECTOR	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
DIRECTOR	JON LEVINE	10 OCEANA WAY NORWOOD, MA 02062 USA

**Business entity stock is publicly traded:** ☐

**The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:**

Class of Stock	Par value per share	Total Authorized		Total issued and outstanding
		No. of shares	Total par value	No. of shares
CWP	\$0.0001	100	\$0.01	

☐**Consent**☐**Confidential  
Data**☐**Merger  
Allowed**☐**Manufacturing**

**View filings for this business entity:**

ALL FILINGS  
 Annual Report  
 Application For Revival  
 Articles of Amendment  
 Articles of Charter Surrender  
 Articles of Consolidation, Domestic and Foreign

**View filings**

**Comments or notes associated with this business entity:**

**New search**



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: June 02, 2023

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**ARL HEALTHCARE INC.**

is a domestic corporation organized on **November 30, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

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

Secretary of the Commonwealth

Certificate Number: 23050600170

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

Processed by: mas



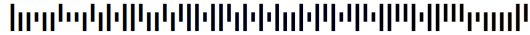
Commonwealth of Massachusetts  
Department of Revenue  
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L2122112288  
Notice Date: July 25, 2023  
Case ID: 0-002-092-690



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ARL HEALTHCARE, INC.  
10 OCEANA WAY STE 2  
NORWOOD MA 02062-2646

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

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

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

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

### ***What if I have questions?***

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

### ***Visit us online!***

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau

# **ARL Healthcare Inc.**

## **BUSINESS PLAN**

June 2023

216 Ricciuti Drive  
Quincy, MA

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## **1. EXECUTIVE SUMMARY**

### **1.1 Mission Statement**

ARL Healthcare Inc.<sup>1</sup> (“ARL”) is committed to producing and providing safe, dignified and affordable access to the highest-quality medical and adult-use marijuana.

### **1.2 Vision**

ARL is a community-oriented organization that provides registered patients and adult-use customers over the age of 21 with safe access to high quality marijuana, wellness services and educational resources.

ARL foresees the Quincy facility as a model marijuana retailer in the Commonwealth comprised of experts from a diverse range of backgrounds that will adhere to strict compliance with all state and local regulations, while maintaining the highest standards of safe and professional operation.

As a company with roots in the community, ARL is committed to creating sustainable value for its employees and its customers by drawing inspiration from the traditions of authenticity, hard-work, family and community.

### **1.3 Product**

ARL will offer high-grade marijuana and extract products consistent with the limits, quality and testing standards set forth by the Cannabis Control Commission (the “Commission”). In addition to traditional sativa, indica, and hybrid marijuana flower, ARL will offer marijuana-infused products containing THC in weights and dosages consistent with Commission limits, quality and testing standards, tracking and traceability, other regulatory standards, and consumer demands for safe and regulated products.

### **1.4 Customers**

Target customers include qualified registered patients and consumers who are over the age of 21.

## **2. COMPANY DESCRIPTION**

### **2.1 Structure**

ARL is a Massachusetts domestic for-profit corporation, which owns and operates multiple licenses issued by the Commission. ARL wholly owns four-adult use marijuana establishment licenses (MC281622, MP281681, MR282334, MR282382) and two medical marijuana establishment licenses (RMD1085 and RMD225). ARL is also a minority owner of a delivery operator license (DOA100113). ARL is a wholly-owned subsidiary of MariMed Inc. one of the most well-respected multi-state cannabis operators in the country. Founded in 2012, MariMed

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<sup>1</sup> ARL’s Quincy retail facility will do business as “Panacea Wellness.”



Inc. is a company steeped in medical cannabis history having opened Rhode Island's first medical marijuana dispensary, the Thomas C. Slater Center, in 2013 and having commenced vertically-integrated medical cannabis operations in Massachusetts only two years later in 2015. Over many years has earned both the trust of the Commission and the loyalty of thousands of medical cannabis patients across the Commonwealth.

## **2.2 Operations**

ARL intends to operate co-located marijuana retail organization ("CMO") at its 216 Ricciuti Drive, Quincy facility, operating under both an RMD registration pursuant to 935 CMR 501.000: *Medical Use of Marijuana*, and under a marijuana retailer license pursuant to 935 CMR 500.00: *Adult Use of Marijuana*, on the same premise.

ARL will establish inventory controls and procedures for conducting inventory reviews and comprehensive inventories of marijuana products in the process of cultivation and finished, stored marijuana. ARL will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission. Please see ARL's Inventory Procedures for greater detail.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

ARL will maintain records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records will also be maintained in accordance with generally accepted accounting principles. Please see ARL's Recordkeeping Procedures for greater detail.

ARL will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

ARL will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements.

ARL will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) and Commission guidance as part of its operating plan and application for licensure.

Prior to commencing operations, ARL will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund, or escrow account of at least \$5,000, to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of and agents will comply with all local rules, regulations, ordinances, and bylaws.

ARL already has two Host Community Agreements with the City of Quincy, which, in tandem authorize ARL to operate a medical and adult-use retail facility at 216 Ricciuti Drive.

## **2.3 Security**

ARL will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community. The following is a summary of the security features that will adorn and protect the Quincy facility – please see ARL’s Security Plan for greater details:

- The state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs.
- A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.
- Security personnel will be on-site during business hours, and all interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational and monitored 24/7 and available to the Quincy Police Department for review and monitoring as well. These surveillance cameras will remain operational even in the event of a power outage.
- The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.
- Only registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity.
- All agents and visitors will be required to visibly display an ID badge and will maintain a current list of individuals with access.
- On-site consumption of marijuana by employees and visitors will be strictly prohibited.

## **2.4 Benefits to the Quincy**

ARL looks forward to working cooperatively with the City of Quincy to ensure that the facility operates as a responsible, contributing member of the community. ARL anticipates establishing a mutually beneficial relationship with the City as more particularly set forth in its existing Host Community Agreements.

## **2.5 Competitive Advantage**

Experience is one of ARL's major competitive advantages over its competition. Its team of executives has decades of combined experience in highly-competitive retail markets including the marijuana industry. Additionally, ARL is an affiliate of MariMed Inc., a publicly-traded company involved nationwide in operating and consulting for all aspects of the marijuana industry—cultivating, extracting, infusing, retail, wholesale, medical, and recreational. MariMed Inc. has significant experience advising and managing dispensing sites.

Equally as important, ARL's purpose-driven mission and brand messaging have, over many years, yielded a competitive advantage over other marijuana retailers in the Commonwealth. The company sources product from its own local cultivation and manufacturing facility and, therefore, will provide the highest quality products that will resonate with discerning medical and adult-use consumers. So too will the quality and uniqueness of the shopping experience and superior customer service. ARL will utilize state-of-the-art technology and showcase products in a beautifully designed interior retail space modeled after the proven high-end marijuana retailer affiliates of MariMed Inc.

## **3. MARKETING AND PRICING**

ARL will engage in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) that do not jeopardize the public health, welfare or safety of the general public or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising and branding created for viewing by the public shall include the statement "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and shall include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the face of the advertisement.

All marketing, advertising and branding produced by or on behalf of ARL shall include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

The goal of ARL is to provide a high-quality product that will be recognized and sought after by consumers and among adult use dispensaries in Massachusetts. Our focus on branding and brand messaging, and our commitment to quality will differentiate our product in the marketplace. ARL is planning a responsible, targeted and integrated marketing program to raise awareness, interest and understanding of ARL's brand, its sustainability mission, its products and its educational resources. The program will include fully integrated website and digital marketing

tools, proprietary search engine optimization techniques, social media, direct marketing and partnership programs with uncompromised attentiveness to only targeting adult markets per Commission regulations.

The ARL service model, shopping experience, variety of products and its plan to feature locally-sourced products combine to create unique selling opportunities, driving profitability. ARL also plans to offer loyalty programs and other incentives for high-volume customers.

Our location in Quincy will enable us to keep costs down and we anticipate that our pricing will be extremely competitive in the adult-use market. Pricing will also depend on a variety of factors including the availability of product in an emerging market.

#### **4. CAPITALIZATION AND FINANCIAL PROJECTIONS**

Please see the Pro-Forma Income (P&L) Statement for the Quincy facility included as Exhibit A hereto. Notably, MariMed Inc. has become one of the strongest and most financially sound companies in the cannabis industry earning over \$130,000,000 in total revenue in 2022. As a result, ARL has significant financial resources to bring to bear in Quincy.

#### **5. TEAM**

One of the Northeast's longest-operating medical cannabis companies, licensed, and operating for almost a decade, MariMed Inc. was guided by the patient-focused ethos of its Co-Founder Robert Fireman. A visionary and the beating heart of the company's ever-expanding mission to bring pharmaceutical-grade medical cannabis products to the doorsteps of patients in need, Mr. Fireman passed away in late 2022 leaving an indelible legacy and also having ignited the company's smoldering desire to expand access and positively impact the lives of individuals suffering from debilitating medical conditions.

Now led by Co-Founder, Chief Executive Officer and President Jon Levine and Chief Operating Officer Timothy Shaw, MariMed will bring its knowledge and experience on how to operate and manage a vertically-integrated medical cannabis business with compliance and safety as animating principles.

Mr. Levine is an executive with over 10 years of experience in the medical cannabis industry and brings a broad range of operational, financial services, real estate transaction, and healthcare management experience to his role navigating the company through its prolific growth and expansion over the past decade. Prior to entering the industry, Mr. Levine worked for 13 years in credit management and as a controller in the banking and manufacturing industries.

Not to be outdone, few individuals brandish the technical credentials and real-world experience of MariMed Inc.'s Timothy Shaw, who has served as Chief Operating Officer since 2013. A seasoned medical cannabis executive, Mr. Shaw will bring over 20 years of experience in business leadership, operations, cultivation, compliance, and training experience to the company's operations. His unimpeachable backgrounds in horticulture and commercial agriculture have elevated MariMed Inc.'s craft cultivation techniques, equipment, and controls to the apex in the industry. In turn, his dedication to optimizing production processes and his

uncompromising approach to safe cultivation have yielded market-leading environmental management initiatives, extraction techniques, and product development initiatives. His meticulous execution has also led to extraordinary success in developing human capital, *i.e.*, a workforce that always produces top results for patients and creates maximum value for company stakeholders.

Finally, ARL's General Manager, Romel Velasco, MariMed Inc.'s CFO, Susan Villare, and MariMed Inc.'s Board Members – Eva Selhub, David Allen, Kathleen Tucker and Edward Gildea – will also lend a guiding hand and support ARL's efforts to operate a first-class, compliant facility in Quincy.

## EXHIBIT A

<b>Quincy - Panacea</b>		Projections					
<b>AU (Adult Use)</b>	<b>FY23</b>	<b>FY24</b>	<b>FY25</b>	<b>FY26</b>	<b>FY27</b>	<b>FY28</b>	<b>FY29</b>
<i>Sales Growth %</i>	107%	5%	4%	3%	3%	3%	2%
<b>Revenues</b>							
<i>Revenues</i>	12,080,000	12,684,000	13,191,360	13,587,101	13,994,714	14,414,555	14,702,846
<i>Cost of Revenue</i>	6,281,600	6,595,680	6,859,507	7,065,292	7,277,251	7,495,569	7,645,480
<b>Gross Profit</b>	5,798,400	6,088,320	6,331,853	6,521,808	6,717,463	6,918,987	7,057,366
<i>Gross Margin %</i>	48%	48%	48%	48%	48%	48%	48%
<b>Operating Expenses</b>							
<i>Sales &amp; Marketing Expenses</i>	2,909,555	2,967,402	3,026,845	3,087,930	3,150,704	3,215,215	3,281,513
<i>General &amp; Administrative Expenses</i>	386,000	389,860	393,759	397,696	401,673	405,690	409,747
<i>Total Operating Expenses</i>	3,295,555	3,357,262	3,420,604	3,485,626	3,552,377	3,620,905	3,691,260
<i>Total Operating Expenses %</i>	27%	26%	26%	26%	25%	25%	25%
<b>Total Spend</b>	9,577,155	9,952,942	10,280,111	10,550,919	10,829,628	11,116,474	11,336,740
<i>Total Spend %</i>	79%	78%	78%	78%	77%	77%	77%
<b>EBITDA</b>	<b>2,502,845</b>	<b>2,731,058</b>	<b>2,911,249</b>	<b>3,036,182</b>	<b>3,165,085</b>	<b>3,298,081</b>	<b>3,366,106</b>
<i>EBITDA %</i>	21%	22%	22%	22%	23%	23%	23%
<i>Amortization &amp; Depreciation</i>	533,248	541,819	550,391	558,962	567,534	576,105	584,676
<b>EBIT</b>	1,969,597	2,189,239	2,360,858	2,477,220	2,597,552	2,721,976	2,781,430
<i>Capital Leases</i>	-	-	-	-	-	-	-
<i>Interest &amp; Financing Expense</i>	-	-	-	-	-	-	-
<i>Other Income/Expense</i>	-	-	-	-	-	-	-
<i>Income taxes</i>	1,565,568	1,643,846	1,709,600	1,760,888	1,813,715	1,868,126	1,905,489
<b>Net Income</b>	404,029	545,392	651,258	716,332	783,837	853,850	875,941

### **Plan to Obtain Liability Insurance**

ARL Healthcare Inc. (“ARL”) will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Prior to commencing operations, ARL will provide proof of having obtained a surety bond or escrow account in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 544 or 935 CMR 500.000 or the cessation of operation of ARL.

**Attestation Regarding Persons Having Direct or Indirect Control**

Neither Mr. Kenneth Housman nor Mr. Gerald McGraw exercise any ownership or control over ARL Healthcare Inc. ("ARL") or its parent company MariMed Inc. Each individual was at one time an officer of ARL, but neither is currently affiliated with the company. For the avoidance of doubt, the only individuals currently exercising control over ARL are: 1) Jon Levine; 2) Tim Shaw; 3) Romel Velasco; 4) Susan Villare; 5) David Allen; 6) Edward Gildea; 7) Eva Selhub; and 8) Kathleen Tucker. Please see the attached Business Entity Summary page from the Secretary of the Commonwealth, which confirms that neither Mr. Housman nor Mr. McGraw are identified as current officers or agents of ARL.



**Secretary of the Commonwealth of Massachusetts**

William Francis Galvin

**Business Entity Summary****ID Number: 001357092**[Request certificate](#)[New search](#)**Summary for: ARL HEALTHCARE INC.**

<b>The exact name of the Domestic Profit Corporation:</b> ARL HEALTHCARE INC.		
<b>Converted from</b> <a href="#">ARL HEALTHCARE INC</a> <b>on</b> 11-30-2018		
<b>Entity type:</b> Domestic Profit Corporation		
<b>Identification Number:</b> 001357092		
<b>Date of Organization in Massachusetts:</b> 11-30-2018	<b>Date of Revival:</b>	
<b>Last date certain:</b>		
<b>Current Fiscal Month/Day:</b> 12/31	<b>Previous Fiscal Month/Day:</b> 12/31	
<b>The location of the Principal Office:</b>  Address: 10 OCEANA WAY City or town, State, Zip code, NORWOOD, MA 02062 USA Country:		
<b>The name and address of the Registered Agent:</b>  Name: JON LEVINE Address: 10 OCEANA WAY City or town, State, Zip code, NORWOOD, MA 02062 USA Country:		
<b>The Officers and Directors of the Corporation:</b>		
<b>Title</b>	<b>Individual Name</b>	<b>Address</b>
PRESIDENT	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
TREASURER	JON LEVINE	10 OCEANA WAY NORWOOD, MA 02062 USA
SECRETARY	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
DIRECTOR	TIM SHAW	10 OCEANA WAY NORWOOD, MA 02062 USA
DIRECTOR	JON LEVINE	10 OCEANA WAY NORWOOD, MA 02062 USA

**Business entity stock is publicly traded:** ☐

**The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:**

Class of Stock	Par value per share	Total Authorized		Total issued and outstanding
		No. of shares	Total par value	No. of shares
CWP	\$0.0001	100	\$0.01	

☐**Consent**☐**Confidential  
Data**☐**Merger  
Allowed**☐**Manufacturing**

**View filings for this business entity:**

ALL FILINGS  
 Annual Report  
 Application For Revival  
 Articles of Amendment  
 Articles of Charter Surrender  
 Articles of Consolidation, Domestic and Foreign

**View filings**

**Comments or notes associated with this business entity:**

**New search**

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# Confidentiality

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ARL Healthcare will comply with state law and regulations regarding confidentiality. All information held by the organization about registered qualifying patients, personal caregivers, and the company itself is confidential 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. Information regarding registered patients, personal caregivers, and dispensary agents may be accessed by the Commission in carrying out its official duties.

The law and our professional ethics require that each employee maintain confidentiality when handling license holder matters. To maintain this professional confidence, no employee shall disclose company information to outsiders, including other license holder, third parties or members of one's own family. License holders must trust our employees to maintain their confidentiality and care. Due to the nature of our business, the Company strongly discourages any employee from developing personal relationships with patients. Any disclosure of confidential information will result in disciplinary action up to and including discharge.

## ***Personal Health Information***

ARL is committed to protecting confidential information and personal health information. Information held by the Commission about applicants for registration as a qualifying patient, personal caregiver, or dispensary agent, and registered qualifying patients, personal caregivers, and dispensary agents is confidential and exempt from the provisions of M.G.L. c. 66. Information held by an RMD about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall 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

## ***Training- HIPAA***

Confidentiality of personal information will be included in mandatory training for all staff members. All agents will be given an overview presentation on the Health Insurance Portability and Accountability Act. The presentation focuses specifically on the Act's Privacy Rule. Employees will gain a deep understanding of the Privacy Rule and what is considered to be Protected Health Information. The training regarding HIPAA compliance is completed by each employee completing a mandatory test on all issues related to privacy. Because privacy is an ongoing concern, an annual in-service training on HIPAA compliance will be mandated for each employee. The organization will also provide a copy of its Notice of Privacy Practices to all patients and to anyone else who requests a copy. All personnel will not use or disclose patient information in a manner that is inconsistent with the Notice, HIPAA, or state law.

### ***Protecting Compliance and Company Information***

Protecting compliance and company information is the responsibility of every employee and we all share a common interest in making sure information is not improperly or accidentally disclosed.

Due to the nature of our business, compliance and company confidentiality is strictly enforced. Employees may not discuss the confidential business of our Company with anyone who does not work for the Company. Discussions regarding confidential patient or Company business with other employees are also prohibited, unless it is a necessary work related function. All telephone calls regarding an agent or former employee's position/compensation with the Company must be forwarded to human resources. The Company's address shall not be used for the receipt of personal mail.

### ***Disclosure of Confidential Information***

The Company considers any information relating to the Company's business or strategy to be strictly confidential. Some examples of confidential information are personal employee information, including salaries, performance histories or reasons for departure of employees, sales information, and internal pricing structure.

This applies to communicating company information and status to former Company employees who no longer work for the Company. The Company requires that employees sign an agreement of confidentiality. Any infraction of this policy will be prosecuted to the full extent of the law.

### ***Prohibited Devices in the Workplace***

Employees are prohibited from using any form of recording or photography device in the workplace and from recording or photographing fellow employees in the workplace or during working time. Violations of this policy may result in discipline (including the possibility of termination), immediate removal of the recording device and/or the employee from the workplace, and retention of the recording device for inspection by the Company and/or legal authorities. Limited exceptions will apply when the employee in possession of the recording device has been provided advance written authorization to use the recording device by an authorized member of company management and the recording device is being used in an authorized manner to further company business.

Prohibited "recording devices" under this policy include but are not limited to cameras, camcorders, video devices, picture or video capable cellular telephones, cassette recorders, and digital voice or image recorders. Cellular telephones, PDAs, MP3 and DVD devices, portable computers, and other devices are covered if they are equipped with any device or technology that has the capability to record images or sounds. This prohibition applies irrespective of whether the recording capability is activated or not.

### ***Document Retention***

The Company maintains a formal document retention policy and procedure. Managers will explain how that policy applies to you and the work performed. Employees must retain all work products in the manner required and for the time period required by our policy. Never destroy or delete any work product until the retention periods specified by Company policy have been satisfied. Failure to comply with the Company document retention policy and procedure may result in discipline up to and including termination.

### ***Contact with the Media***

All media inquiries regarding the Company and its operations must be referred to the Chief Executive Officer (CEO). Only the President & CEO and the Chief Operating Officer (COO) are authorized to make or approve public statements pertaining to the Company or its operations. No employees, unless specifically designated by President & CEO or Chief Operating Officer, are authorized to make those statements.



## **Segregating Cannabis**

ARL Healthcare (“ARL”) is committed to ensuring any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. The COO, Inventory Manager is primarily responsible to ensure such marijuana and marijuana product are meticulously identified and quarantined from other areas. The segregation/inventory program is a commitment between the organization's departments that will be treated as a partnership. Management will create a culture that promotes communication between the quarantine department and the entire organization to ensure control and disposition of nonconforming material.

### ***Overview***

The organization will implement a segregation procedure for medical cannabis that will be overseen by the COO, Director of Security, and Inventory Manager. Once a determination has been made on a recall based on consumer complaints, lab testing, or another reason, these products will be segregated from existing material and quarantined in a secure area of the dispensing facility for disposal. Other reasons for quarantine include:

- Out of date/ Expired product
- Damaged product
- Deteriorated product
- Mislabeled product
- Patient Return

The COO, Director of Compliance, and Packaging Manager are responsible for ensuring labels and products are checked regularly to ensure timely identification.

### ***Segregation of Products***

The dispensary facility will immediately enter all products flagged for recall into the LeafLogix inventory control system. The products will be bagged and vacuum sealed to ensure no release of harmful contaminants. Product will be weighed at the inventory vault staging area in view of cameras and weights recorded . Recalled products will be placed on a storage shelf designated and labeled “Quarantine” within a secure storage area of the facility. Employees will be trained to observe signs of any defect, including expired products, deteriorated products, or mislabeled products.

## **Segregation of Dispensed Product**

For medical cannabis that has already been sold to a patient or their designated caregiver, the organization will inform them of the recall and establish a secure return/receipt of product in accordance with state regulations. Once returned to ARL by a patient or caregiver, the recalled cannabis will also be stored in the secure, quarantine area of the facility that is designated for product subject to disposal. Employees will update information in the LeafLogix system on all returned product subject to a recall prior to placement in the quarantine area. All quarantined medical cannabis received from a patient or caregiver will be bagged with a vacuum seal to prevent release of harmful contaminants. Access to the segregated quarantine area will be limited to avoid potential contamination. The organization will await authorization from the COMMISSION to commence final disposal.

### ***Written documentation for disposition of marijuana***

As referenced above the ARL quarantine program involves several components: notification, record preparation, segregation, and disposition.

**Notification-** The individual or department that identifies a discrepancy is responsible for notifying the recall coordinator of any needed quarantine activities. There are several methods of quarantine notification. This may include management requests such as an internal memo or a discrepancy tracking system. Another form of notification is a phone call to ensure timely action, then follow-up with official documented notification.

**Record preparation-** Quarantine records will summarize the material, batch number, weight or quantity, and the reason the material is quarantined. A sequential log number will be assigned to each quarantine record in order for accurate filing. Any documentation that supports the discrepant material (e.g., a quarantine notification) must be attached to the quarantine record.

**Segregation-** Quarantine material should be segregated and secured in a specific location, as it applies to the material type. The discrepant material may be moved to a separate area of the building. The storage conditions should be considered when selecting the area where the product will be quarantined. Access to the segregated areas should not be permitted without the presence of the quarantine coordinator or designate.

**Disposition-** The recall coordinator will release the material based on the manager's written request or the approval of a discrepancy investigation. If the material is classified as "discard material," then appropriate documentation must be reviewed and/or approved before discarding. This documentation will be attached to the quarantine record. The Inventory Manager or designate will remove any quarantine labels from the containers after material disposition. Once the quarantine record is closed, records will be filed according to the log number in a separate area from the open quarantine records.

The quarantine room will be cleared at the end of each week.



***Documentation: Quarantine databases***

To accurately track and document the quarantine and disposed material, the LeafLogix inventory tracking system is essential. This tracking system is designed to provide data inputs, queries, and reports associated with the discrepant material. The Inventory Manager is responsible for entering the quarantine information within the tracking system. The database is a key element in viewing the quarantine inventory. The database will include the following properties for each discrepant material: material description, batch number, quantity along with unit of measurement, the date the material was quarantined, and the reason why it was quarantined. The database will reference each record log number. Records of all segregation of medical cannabis in the quarantine area will be available for review by the Commission at all times.

## **Energy Compliance Plan**

ARL Healthcare Inc. (“ARL”) appreciates that consideration of energy efficiency and conservation should occur during the application process for marijuana establishment licensees and throughout the operational lives of its facilities. ARL’s facility at 216 Ricciuti Drive in Quincy will be a retail-only operation. Accordingly, the facility will not utilize large amounts of energy or water in its operations. Nevertheless, ARL will develop procedures to comply with all energy conservation regulations and guidance documents to marijuana retailer facilities. In accordance with 935 CMR 500.105(1)(q), ARL will implement policies and procedures for energy efficiency and conservation that shall include:

- A. 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;
- B. 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;
- C. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- D. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants

The build-out of the facility at 216 Ricciuti Drive will include collaboration with energy professionals who will review facility and equipment needs and make recommendations for optimal facility equipment choices based on energy usage. In addition, to the extent the Commonwealth’s Executive Office of Energy and Environmental Affairs (“EOEEA”) promulgates any energy or water conservation regulations applicable to marijuana retailers, ARL will nimbly incorporate such regulations into its energy compliance procedures.

Although, ARL does not intend to be producing much waste at its 216 Ricciuti Drive marijuana retailer facility, to the extent that waste is produced on site, ARL will comply with the Commission’s Guidance on Best Management Practices for Waste Management.<sup>1</sup> Likewise, although ARL does not expect to utilize significant quantities of water at its marijuana retailer facility, ARL will nevertheless comply with the Commission’s Guidance on Best Management Practices for Water Use.<sup>2</sup>

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<sup>1</sup> Available at: [https://mass-cannabis-control.com/wp-content/uploads/200825\\_Energy\\_and\\_Environment\\_Compiled\\_Guidance.pdf](https://mass-cannabis-control.com/wp-content/uploads/200825_Energy_and_Environment_Compiled_Guidance.pdf).

<sup>2</sup> *Id.*

For the avoidance of doubt, all of ARL's energy and water conservation procedures will be fully compliant with h 935 CMR 500.101(1)(c)(10) and 500.105(15), to the extent applicable to marijuana retailers.

### **Restricting Access to Age 21 and Older**

Access to ARL Healthcare Inc. (“ARL”) shall be strictly limited to individuals age 21 or older who possess a valid, non-expired, government-issued photo identification verifying their age. All ARL agents shall be age 21 or older, ARL and will require all visitors to present government-issued photo identification to verify their age. In the event that ARL discovers that any of its agents intentionally or negligently allowed a person under the age of 21 to enter its facility, the agent will be terminated and the Commission will be notified.

While ARL will not be marketing directly to consumers, ARL will take all possible measures to ensure that its products reach intended recipients, which will only be Consumers 21 years of age and older as outlined in 935 CMR 500.000 *et seq.*

ARL’s advertising, marketing, and labeling practices will comply with 935 CMR 500.105, including the requirements designed to ensure that individuals under 21 years of age do not use marijuana or marijuana products. ARL’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.

ARL’s Quincy marijuana retailer facility will be co-located with a Medical Marijuana Treatment Center. Therefore, for the avoidance of doubt, all consumers entering a the facility must be 21 years of age or older unless the they are registered medical patients intending to purchase medical marijuana products from ARL’s co-located Medical Marijuana Treatment Center in accordance with 935 CMR 500.050(5). In accordance with 935 CMR 500.140(3), if an individual consumer is younger than 21 years old, but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the DPH. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card, and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.

### **Maintaining of Financial Records**

ARL Healthcare Inc. (“ARL”) has operating policies and procedures and robust recordkeeping procedures to ensure that its financial records are accurate and maintained in compliance with the Commission’s regulations at 935 CMR 500 *et. seq.* a financial records maintenance plan includes policies and procedures requiring that:

A. 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.

B. All recordkeeping requirements under 935 CMR 500.105(9) are followed, including the keeping written business records available for inspection, and in accordance with Generally Accepted Accounting Principles (“GAAP”), which will include manual or, if possible, electronic records of: 1) statements assets and liabilities; 2) monetary transactions; 3) books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4) the quantity, form, and cost of marijuana products sold to other licensed marijuana establishments; and 5) 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.

C. Additional written business records will be kept, including, but not limited to, records of: 1) compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16); 2) fees paid under 935 CMR 500.005 or any other section of the Commission’s regulations; and 3) fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission’s regulations.

For the avoidance of doubt, ARL acknowledges that it is prohibited from utilizing software or other methods to manipulate or alter sales data. ARL will conduct a monthly analysis of equipment determine that no software has been installed that could be utilized to manipulate or alter sales data and will maintain records to confirm that it has performed the required monthly analysis. If ARL determines that software or other methods have been installed/utilized to manipulate or alter sales data: it shall immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission. Finally, ARL will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements and will adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales.

## **Separating Medical from Adult-Use Operations**

In accordance with 935 CMR 500.140(2) and (3), access to ARL Healthcare Inc.'s ("ARL") Quincy retail operation is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Program ID Card. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer or patient's entry into ARL's premises, an ARL Security Agent will immediately inspect the customer/patient's proof of identification and determine the individual's age. Excepting only for registered qualifying patients, an individual will not be admitted to the premises unless an ARL Security Agent has verified that the individual is 21 years of age or older by an individual's proof of identification. At the door, a designated Security Agent will collect valid customer identification and confirm a minimum age of 21 years old. Failing confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

ARL will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical-use and adult-use sales areas. ARL will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. ARL will provide for separate queues for sales of marijuana products for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card who is aged 21 or older may use either line and will not be limited only to the medical-use queue. Registered qualifying patients under the age of 21 will only have access to the medical-use queue. ARL's retail location will provide an area that is separate from the sales floor to allow for confidential patient consultation.

As ARL intends to co-locate its medical-use and adult-use operations in Quincy, marijuana products reserved for registered patients will be maintained on site in an area separate from marijuana products intended for adult use. ARL may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product's date of expiration. ARL will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales and provide access to the Commission pursuant to 935 CMR 500.000 and 935 CMR 500.140(10).

In compliance with 935 CMR 500.140(10), ARL will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of ARL's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

ARL's Quincy facility will be a CMO. Therefore, ARL will provide a separate area for confidential patient consultation. The signage shall state, "Consultation Area". In addition, ARL will use best efforts to prioritize patient and caregiver identification verification and physical entry into its retail area. In accordance with 935 CMR 501.140(13), marijuana products reserved for patient supply shall, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. If a substitution must be made, the substitution shall reflect the type and strain no longer available at the retailer as closely as possible. In turn, on a biennial basis, the ARL shall submit to the Commission an inventory plan to reserve a sufficient quantity and variety of marijuana for registered patients. On each occasion that the reserved patient supply is exhausted, and a reasonable substitution cannot be made, the retailer shall submit a report to the Commission. Finally, ARL will perform audits of patient supply available at the establishment on a weekly basis and retain those records for a period of six months.

# Quality Control and Testing

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ARL Healthcare Inc. (“ARL”) is dedicated to producing the highest quality marijuana and marijuana products. That commitment requires ARL to maintain safe and sanitary working conditions, to hold its employees to the highest sanitation standards at ARL’s facilities in Quincy, and to ensure that its products are properly tested for contaminants. Accordingly, ARL shall abide by the below requirements.

## Testing of Marijuana

- ARL shall engage an Independent Testing Laboratory to test its marijuana and marijuana products in compliance with the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*, as amended in November, 2016, published by the Massachusetts Department of Public Health (“DPH”) and to test its environmental media (e.g., soils, solid growing media, and water) in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the DPH.
- ARL will never market or sell marijuana or marijuana product that is not capable of being tested by Independent Testing Laboratories (except as allowed under 935 CMR 500.000).
- ARL will utilize an Independent Testing Laboratory to conduct testing for contaminants as required by the Commission, including for mold, mildew, heavy metals, plant-growth regulators, and pesticides not approved for use on marijuana by the Massachusetts Department of Agricultural Resources. Testing records shall be maintained for no less than one year.
- ARL shall provide written notification within seventy-two hours to the Commission of any testing results indicating that its marijuana or marijuana products’ contaminant levels are above the acceptable limits identified in 935 CMR 500.160(1), that contamination cannot be remediated, and must be disposed of. ARL shall also ensure that its Independent Testing Laboratory notify the Commission of the results. In its written notification to the Commission, ARL shall offer a proposed plan to destroy the contaminated product and to identify and remediate the source of contamination.
- All transportation of marijuana and marijuana products to and from an Independent Testing Laboratory shall be secure and in compliance with 935 CMR 500.105(13).

- Following testing, all excess marijuana shall be disposed of in compliance with ARL's Disposal Policy and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning the excess marijuana to ARL for disposal or by the Independent Testing Laboratory disposing of it directly.
- Consistent with 935 CMR 500.120(6), ARL shall provide documentation of compliance or lack thereof, as the case may be, with the testing requirements of 935 CMR 500.160 for all marijuana and marijuana products sold, or otherwise transferred, to other Marijuana Establishments.

### Handling of Marijuana & Sanitation

ARL shall handle and process marijuana and marijuana products in a safe and sanitary manner. ARL shall implement the following policies:

- ARL shall process the leaves and flowers of the female marijuana plant only. Such leaves and flowers shall be: (i) well cured and generally free of seeds, stems, dirt, sand, debris, mold, rot, other fungus, and bacterial diseases; (ii) prepared and handled on food-grade stainless steel tables; and (iii) packaged in a secure area.
- Any ARL agent whose job includes contact with marijuana or nonedible marijuana products shall comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*; maintain adequate personal hygiene; and wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. ARL shall provide such agents with readily-accessible hand-washing and drying facilities in all areas where good sanitary practices require employees to wash and sanitize their hands.
- ARL shall implement the following policies and procedures to ensure that its facility is maintained in a sanitary conditions:
  - Provide adequate storage for equipment and materials necessary for the maintenance of sanitary operations;
  - Remove and dispose of litter and waste, in a manner consistent with 935 CMR 500.105(12), to prevent the development of odor and minimize the potential for the waste attracting and harboring pests;
  - Ensure that the facility is constructed in a manner that allows surfaces to be kept clean and in good repair;
  - Provide ample lighting in all areas where marijuana is processed and stored and where equipment or utensils are cleaned;



- Purchase equipment and utensils that are designed to allow adequate sanitization;
  - Maintain all contact surfaces in a clean and sanitary condition, cleaning them as frequently as necessary to protect against contamination. All cleaning of contact surfaces will be performed with a sanitizing agent registered by the US Environmental Protection Agency (“EPA”);
  - Clearly label any toxic item and store them in a manner that protects against contamination of marijuana products;
  - Maintain a safe, potable, and adequate water supply, with plumbing that is adequately designed and installed to carry sufficient quantities of water throughout the facility, and to convey sewage and liquid disposable waste from the facility;
  - Provide agents with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair; and
  - Store products that can facilitate the rapid growth of undesirable microorganisms in a manner that prevents such growth.
- ARL shall store and transport products under conditions that protect against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers. This includes ensuring that vehicles and transportation equipment provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation.
  - All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*.

# Employee Qualifications and Training

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ARL Healthcare Inc. (“ARL”) shall ensure that all marijuana establishment agents undergo and maintain comprehensive training prior to performing job functions, and at regular intervals. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum, shall include participation in a Commission-mandated Responsible Vendor Program pursuant to 935 CMR 500.105(2)(b). ARL will require that all marijuana agents and staff receive and participate in, a minimum of, eight hours of training annually.

## **Company Training Program**

ARL’s employee training policies shall include the following requirements:

1. All ARL owners, managers and employees that are involved in the handling, wholesaling or selling of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall attend and successfully complete a responsible vendor training program.
2. All new ARL employees involved in the handling, wholesaling or selling of marijuana for adult use shall successfully complete a responsible vendor training program within 90 days of hiring.
3. After initial successful completion of a responsible vendor training program, each ARL owner, manager, and employee involved in the handling and wholesale of marijuana for adult use shall successfully complete the program once each year thereafter in order to maintain designation as a responsible vendor.
4. ARL administrative employees who do not handle, wholesale or sell marijuana may voluntarily participate in a responsible vendor training program.
5. ARL shall maintain records of responsible vendor training program compliance for four years and make such records available for inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

## **Responsible Vendor Training Program**

ARL shall ensure that the core curriculum of the responsible vendor training program with which it contracts includes the following minimum requirements and meets any other requirements of a Commission approved curriculum. The responsible vendor training program is operated by a licensed, third-party vendor. See 935 CMR 500.002. “A Responsible Vendor Training Program is a program operated by an education provider accredited by the Commission to provide the annual minimum two hours of responsible vendor training to marijuana establishment agents :

1. Safety and security best practices, and rules and regulations pertaining to Cultivation and Product Manufacturing, including sanitary procedures;
2. Discussion concerning marijuana’s effect on the human body, with specific focus on:
  - a. Marijuana’s physical effects based on the type of marijuana product;s

- b. Duration of physical effects;
  - c. The visible signs of impairment; and
  - d. Recognizing the signs of impairment.
3. Diversion prevention and prevention of sales to minors;
4. Compliance with all inventory tracking requirements;
5. Acceptable forms of identification, with specific focus on:
  - a. Verifying identification;
  - b. Spotting false identification;
  - c. Medical registration cards issued by the Department of Public Health;
  - d. Confiscating fraudulent identifications;
  - e. Common mistakes made in verification.
6. Other state laws and regulations affecting owners, managers, and employees, which shall include:
  - a. Local and state licensing and enforcement;
  - b. Incident and notification requirements;
  - c. Administrative and criminal liability;
  - d. License sanctions and court sanctions;
  - e. Waste disposal;
  - f. Health and safety standards;
  - g. Patrons prohibited from bringing marijuana onto licensed premises;
  - h. Permitted hours of sale;
  - i. Conduct of establishment;
  - j. Permitting inspections by state and local licensing and enforcement authorities;
  - k. Licensee responsibilities for activities occurring within licensed premises;
  - l. Maintenance of records;
  - m. Privacy issues; and
  - n. Prohibited purchases and practices.
7. Any other areas of training determined by the Commission to be included in a responsible vendor training program.

## **Personnel Plans**

At launch or shortly thereafter, the ARL plans to hire personnel to fill the following positions at its Quincy retail location.

1. Retail Managers
2. Retail Assistant Manager
3. Inventory Manager
4. Inventory Agents
5. Patient Administrators
6. Patient Assistants
7. Security Agents
8. Facility Maintenance

# Maintaining Records Plan-Retail

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ARL Healthcare Inc. ("ARL") has developed a documentation and maintenance of records plan that strictly adheres to applicable state law and Commission regulations pertaining to the operation of adult-use Marijuana facilities, as well as complies with state and federal privacy laws. The documentation and maintenance of records plan will be overseen by the organization's Chief Operating Officer ("COO"), with daily oversight by the Director of Compliance. The documentation and maintenance of records program at ARL is focused on multi-platform record keeping that is secure, accessible to regulators, and comprehensive in scope. The program in all respects complies with 935 CMR 500.000.ss

Records related to the Sale of Marijuana, Marijuana products and infused products are essential to the standardization of ARL's processes. ARL will maintain written operating policies of the facility as required by 935 CMR 500.501(1).

## Documentation and Maintenance of Records Plan

Record keeping is essential to maintaining proper regulatory controls for inventory oversight, as well as ensuring full compliance for functions like finance, security, and audits. ARL's management plans, business records, transaction records, equipment maintenance logs, operating procedures, security records, inventory reports, and audit records will be recorded, secured, and available for review and inspection by state regulators and law enforcement officials at any time. The guiding principles of the record keeping program are to discourage any potential unlawful activity as well as ensuring the organization's operating efficiency and compliance.

ARL will maintain clear records of maintenance of equipment that comes in contact with marijuana in the facility. As part of the regular maintenance of operation of this equipment, ARL will routinely calibrate, check and inspect all automatic, mechanical or electronic equipment in its facility used in the dispensing of marijuana. Scales, balances, and other measurement devices used in the Quincy facility's operations will be included maintenance program. Detailed records of maintenance of equipment, cleaning of equipment, and calibration will be recorded each day by ARL staff and included in Leaflogix. These records will be maintained as part of the organization's recordkeeping protocol, and stored for a period of five years in hard copy and electronic format. The hard copy records will be maintained on-site and held in fire-resistant containers.

In accordance with 935 CRM 500.105(8), inventory and transaction records are another significant component of ARL's maintenance of records plan. Once again, the ARL will utilize the industry-leading electronic inventory control system LeafLogix. ARL has a thorough protocol for entering all inventories into the LeafLogix system as marijuana, marijuana products and infused products are created or enter the facility, with immediate identification and tracking through unique 16-digit barcodes applied to every single product in inventory. A product record is maintained in the LeafLogix system which will include a description of the Marijuana product; product type (species); name; address; percentage of THC and CBD per independent lab testing results; amount of doses per package; the form and quantity of marijuana; expiration date; packaging date; proper storage information, if applicable; and price.

ARL's electronic inventory system will record the unbroken chain of custody of all marijuana, marijuana products and infused products throughout the facility pursuant to 935 CMR 500.105(8)(e). In addition, protections are built into the system to ensure that no amount of Marijuana will be available for transport, recall, or disposal without being appropriately tracked in the electronic records system.

By utilizing LeafLogix, ARL will track exact records of all marijuana, marijuana products and infused products in its facility in real time. Inventory reports can be run at any time by the organization's execution management team or other employees with inventory management responsibilities. The inventory reports will be reconciled with regular counts of all marijuana, marijuana products and infused products contained in the facility, regularly monthly inventory reviews, and a comprehensive annual inventory of all items contained in the facility. All inventory reports will be documented and maintained for a period of five years. Inventory reports will be maintained electronically on the ARL's internal file servers, with hard copies retained in fire-resistant storage containers on site. Inventory reports and records will be made available to the Commission at any time.

Along with cultivation, equipment maintenance, and inventory records, ARL will institute a record keeping program for other organizational records, including the following:

#### Security Records

ARL will document and retain records pertaining to security at the facility. Security record keeping will be overseen by the Director of Security, GM and the COO. Security records will include hard copies of visitor logs to the facility, reports on any reportable incidents (disruptions, diversion, theft, code of conduct violation, emergencies, etc.). All security records will be maintained in hard copy form and retained by the organization in fire-resistant containers for a period of five years. Reports will be scanned and preserved electronically on the organization's file server as well. All security records will be made available to the Commission and law enforcement agencies upon request.

All surveillance video recordings and images will be retained for a 90-day period and stored on file servers in a secure room within the facility. The video recordings will have the capability to immediately produce a clear, color, still photo in accordance with 935 CMR 500.110(5) and will include an embedded date and time stamp. At the conclusion of the 90-day period, all recordings will be archived in an electronic format and securely stored at an off-site records storage facility. The archived recording will be stored in waterproof and fireproof storage containers at the storage facility.

ARL will promptly respond to any request for video surveillance recordings from the Commission or law enforcement upon request. Requested content will be provided electronically (thumb drive, disk) and sent via email or standard mail per the preference of the requesting agency. ARL will also make the recordings available to the Commission or law enforcement on site. The Director of Security will confirm each request, document the request in the ARL's records, and provide the requested content immediately.

#### Closure

In the event ARL's facility closes, all records will be kept for at least two (2) years at the expense of ARL in both electronic and hard copy and at a location acceptable to the commission. ARL will communicate with the Commission during the closure process and accommodate any additional request that the commission or other commonwealth agencies may have.

#### Personnel Records

ARL will maintain extensive records for all employees of its facilities in accordance with 935 CMR 500.030 and 935 CMR 500.030(2). The personnel records will include the following information:

1. Name, address, and contact information for each employee.
2. Photocopy of employee's identification badge.
3. Written notice from the Commission indicating passage of state and federal criminal background checks.
4. Documentation of verification of references.
5. Annual affidavit signed by the employee stating that they have not been found guilty of a felony in MA or any other state.
6. Documentation of all employee trainings (security, safety, job-specific responsibilities, responsible vendor program) including the signature of the employee receiving the training and the supervisor responsible for all training.
7. Updated resume for each employee.

8. Job description for each employee and their respective position.
9. Records of disciplinary actions.
10. Attendance records.
11. Documentation of periodic performance evaluations.

Personnel records will be maintained for a period of five years after the employee is no longer employed at ARL. Hard copies will be maintained on site in fire resistant storage containers. Review of personnel records by the Commission and law enforcement agencies will be permitted in accordance with applicable state and federal employment law.

#### Waste Disposal Records

when marijuana or marijuana products are disposed of ARL 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 agents present during the disposal or handling, with their signatures in compliance with 935 CMR 500.105(12). ARL 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.

#### Reportable Incidents

ARL will maintain records of any reportable incidents at the facility, and make such records available to the Commission and law enforcement agencies in accordance with state laws and regulations. Reportable incidents include any instance of diversion, loss, or theft of marijuana, as well as any disciplinary action taken by the organization. The incident reports will include the following:

1. ARL's name and contact information.
2. Description of the incident including its cause, and identification of injuries if applicable.
3. Names of employees or other persons involved in the incident if applicable.
4. The date and time of the incident.
5. The action taken in direct response to the incident.
6. The identity of any law enforcement or emergency personnel contacted or allowed to enter the premises as a result of the incident.
7. The signature of the person reporting the incident.

All reportable incident records will be retained in hard copies on site for a period of five years and contained in fire-resistant containers. The reports will be scanned and preserved electronically on the organization's file server as well with regular back-up.

#### Transportation & Visitors

ARL will be involved in transportation of marijuana, Marijuana products and infused products as dictated by the normal course of business.

ARL will only transport marijuana or marijuana products and used licensed marijuana transporters in the Commonwealth. The organization will also record all visitors to the facility. Records for all transportation and visitors will be documented by the organization and retained for inspection and review by state regulators. The records will be preserved in hard copy on site for a period of five years, stored in a fire-resistant container. The reports will also be scanned and saved electronically on the organization's files server with regular back-up. The offsite transportation and visitor records will include: 1) dates and times that all employees are either in the registered premises or offsite transporting Marijuana products; 2) Transports manifests to and from the ARL facility; 3) access to the ARL premises by other authorized persons, including the name, signature, date, times, state purpose, and the name of the employee providing escort.

#### Testing and handling

ARL will maintain all testing results for a minimum of one (1) year.

#### Management Plans, Business Records, Operating Procedures

ARL has developed a litany of documents that are specific to the management and operation of the organization. These plans are confidential in nature, given the intellectual property contained within. As an effective organization, ARL is committed to storing, updating and maintaining these materials, which include: business plans, operating manuals, staffing plans, departmental operating procedures, employee handbooks/manuals, management plans, cultivation and processing procedures, and human resources plans. All of these materials will be maintained in hard copy at the ARL facilities and kept in a secure location on each premise. Electronic copies of all management plans and operating procedures will be maintained by the CEO with suitable backup maintained on the organization's secure file server. Access to these documents will be restricted to only those with appropriate clearance for review. ARL will provide copies of all management plans and operating procedures for review by the Commission upon request.



Maintenance of business and financial records of ARL are an essential component of the regulatory compliance. State regulators will have regular and immediate access to all pertinent business and financial records upon request. These records include:

1. Computerized reports of assets and liabilities.
2. Monetary transactions.
3. Bank statements.
4. Journals.
5. Ledgers.
6. Checks.
7. Invoices.
8. Vouchers.

ARL works with a certified public accountant licensed in Massachusetts to verify the accuracy of all financial reports. ARL also employs an internal finance department with professionals who maintain the day-to-day books and records of the organization. All financial records will be maintained electronically on the in-house accounting system, which is integrated with the inventory control systems of the retail operations (LeafLogix). All financial records will be encrypted and secure, backed-up to the internal file servers with added backup to an additional storage system. Hard copies of all financial records will be maintained on-site for a period of five years and stored in fire-resistant storage containers on premise. All records will be available for inspection and review by state regulators and law enforcement upon request.

## **Personnel Policies Including Background Checks**

### ***Introduction***

ARL Healthcare Inc. (“ARL”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning any marijuana establishment agent (“Agent”), including registration status and background check records. At a minimum, ARL will maintain the following personnel records:

1. Job descriptions for each employee and internship as well as organizational charts consistent with the job descriptions.
2. Personnel records for each Agent in accordance to commission regulations.
3. A staffing plan that will demonstrate accessible business hours and safe conditions for all positions at ARL’s facility in Quincy.
4. Personnel policies and procedures and all background check reports obtained in will be in accordance with 935 CMR 500.030.

### ***Marijuana Establishment Agent Personnel Records***

Personnel records for each Agent as defined in 935 CMR 500.002 will be maintained for at least twelve (12) months after termination or other separation of the Agent from ARL and will include at a minimum, the following:

5. All materials submitted to the Commission pursuant to 935 CMR 500.030(2).
6. Documentation of verification of references.
7. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision of the Agent.
8. 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.
9. Periodic performance evaluations and or any notice of disciplinary action against the Agent.
10. Notice of completed responsible vendor and eight-hour related duty training.
11. 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, additional training required as a result of an incident. These personnel records will be kept in a secure location and accessible only by ARL’s Director of Security and executive management team.

### ***Marijuana Establishment Agent Background Checks***

In addition to completing the Agent registration process required by the Commission, all Agents hired to work for ARL will undergo a detailed background investigation prior to being granted access to any of ARL's facilities or beginning work duties. Background checks will be conducted on all Agents in their capacity as employees pursuant to 935 CMR 500.100 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.

For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), ARL will consider:

1. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
2. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
3. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802, shall commence upon the date of disposition; provided, however, that if such disposition resulted in incarceration in any institution, the look-back period will commence upon the date of release from incarceration. ARL will make employment suitability determinations in accordance with the procedures set forth in 935 CMR 500.800.
4. In addition to the requirements established in 935 CMR 500.800, ARL will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background reviews are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination;
  - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, will consider the following factors:
    - i. Time since the offense or incident.
    - ii. Age of the subject at the time of the offense or incident.
    - iii. Nature and specific circumstances of the offense or incident.
    - iv. Sentence imposed and length, if any, of incarceration, if criminal.
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative.
    - vi. Relationship of offense or incident to nature of work to be performed.
    - vii. Number of offenses or incidents.
    - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered.

- ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including but not limited to, professional or educational certifications obtained; and
- x. Any other relevant information, including information submitted by the subject.

Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS. Upon an adverse determination for a particular applicant, ARL will provide the applicant a copy of his/her background screening report and a pre-adverse determination letter and provide the applicant with a copy of his/her right to dispute the contents of the report, whom to contact in order to do so, and the opportunity to provide a supplemental statement to ARL. After 10 business days, if the applicant does not dispute the contents of the report and no applicant-provided statement gives cause to alter the suitability determination, an adverse action letter will be issued providing the applicant with information on the final determination made by ARL along with any legal notices required. All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 *et seq.* and applicable guidance provided by the Commission.

All ARL background screenings 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 Commission's regulations and any applicable guidance provided by the Commission. Any references provided by the applicant will be verified at the time of hire. As deemed necessary, individuals applying to be hired for key positions with unique and sensitive access (e.g., members of the executive management team and security staff) will undergo additional screening, which may include ARL's conducting of interviews with prior employers and/or colleagues. As a condition of continued employment or business relationship with ARL, Agents, contractors, and subcontractors are required to renew their Registration Cards (as that term is defined in 935 CMR 500.002) annually and submit to other background screening as may be required by ARL or the Commission.

### ***Staffing Plan and Business Hours***

#### ***Hiring and Recruitment***

ARL's Human Resources Manager will work with the executive management team on a regular basis to determine if vacancies are anticipated at ARL's facility in Quincy and determine whether specific positions need to be created in response to company needs. ARL's hiring practices will include but are not limited to the following and apply to all types of workforce determinations including hiring, firing, promotions, harassment or discrimination complaints, training, wages and benefits:

1. Equal Employment Opportunity Commission (EEOC) Compliance.
2. ARL's Diversity Plan.
3. ARL's Positive Impact Plan.
4. Background checks and references.
5. Mandatory reporting of criminal convictions (and termination if necessary).
6. The Federal Family and Medical Leave Act and analogous state law.
7. State and Federal Workplace Safety Laws;
8. State and Federal Minimum Wage Requirements.
9. Non-Disclosure and Non-Compete Agreements.

### *Standards of Employee Conduct*

ARL's mission is to provide a professional workplace free from harassment and discrimination for all employees. ARL has a zero-tolerance policy against harassment or discrimination based on 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 contravenes ARL's employee policies. A broad range of behavior could constitute harassment and/or discrimination. In general, harassment is any verbal or physical conduct that:

1. Has the purpose or effect of creating an intimidating, hostile, or offensive working environment.
2. Has the purpose or effect of unreasonably interfering with an individual's work performance.
3. Adversely and unjustifiably affects an individual's employment opportunities.

ARL Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by ARL employees is strictly prohibited. Furthermore, harassing or discriminatory behavior of non-employees (including customers, vendors or other visitors to ARL's facilities) directed at ARL employees or ARL customers also will be condemned and promptly addressed.

### *Violence and Weapons in the Workplace*

Any and all acts of violence in the workplace will result in immediate removal of the employee, customer, or offending parties from ARL's premises. Any ARL employee engaging in acts of violence in the workplace will be terminated. Local police and other law enforcement authorities, as applicable, will be contacted immediately in the case of a violent event. Weapons are not permitted at any of ARL's facilities by employees, customers, or any other persons.

#### *Agents*

(including employees) found carrying weapons at any ARL facility will be immediately terminated. Vendors or other visitors to the facility found carrying weapons on the premises will be asked to leave and/or the local police department 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 marijuana agents at ARL varies based upon the facility at which the employee works and the employee's job functions. New hire training will define appropriate attire for each role and the Human Resources Manager will be responsible for ensuring employee compliance.

## ***Overview of Personnel Policies and Procedures***

### *Standard Employment Practices*

ARL values and thrives off of the contributions of its management and staff positions. ARL intends to be a market leader in workplace satisfaction by offering competitive wage and benefits packages and by nurturing a corporate culture that values meaningful work-life balance, complete transparency and accountability and service to the community. Please see ARL's Diversity Plan and Positive Impact Plan for greater detail on ARL's plans to serve the local community.

### *Employee Advancement Practices*

ARL's facility in Quincy will be structured in a relatively flat manner, with promotional opportunities available within each department. Participation in training and bi-annual performance evaluations will be a prerequisite for any promotions or pay increases. ARL pledges to be an equal opportunity employer and advancer of its employees.

ARL's written employment policies will address 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, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 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, Health Insurance Portability and Accountability Act ("HIPAA"), patient confidentiality, and compliance hotline.

### *Compliance Investigations*

ARL will develop policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to remain compliant with 935 CMR 500.000 et. seq.

### *Designated Outside Counsel*

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

### *Job Status*

### *Job Classifications*

Positions at ARL are categorized by rank and by department. ARL's executive management team will oversee the overall success of achieving the company's mission. ARL's CEO is responsible for implementation of the mission and the larger executive management team is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: 1) executive management; 2) managers/supervisors; and 3) non-manager employee staff.

### *Work Schedules*

Work schedules will be 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 applicable department manager in consultation with the executive management team. It is the department management's duty and responsibility to develop a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for normal operations of the facility. Department managers will also ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

### *Mandatory Meetings*

ARL will convene a mandatory, reoccurring, company-wide meeting on a quarterly basis. This meeting will be held online and in-person at an ARL location. All full-time employees will be notified of their required attendance.

### *Breaks*

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

### *Performance Reviews*

Performance reviews will be conducted by the ARL executive management team or department managers. Reviews will be conducted at three-month intervals for new employees during the first year of employment and at 6-month intervals thereafter. A written review will be provided to, and signed by, the employee under review. All review documentation will be saved in employee personnel files and treated as a personnel record in accordance with ARL's records

maintenance policies. Performance reviews must take into account positive performance factors and areas requiring improvement.

### *Leave Policies*

ARL's leave policies will comply with all applicable state and federal laws. All full-time employees will receive two 40-hour weeks of paid vacation per year. Additional leave must be requested in writing at least 2 weeks in advance and must be approved by the department management or executive management team in consultation with the Human Resources Manager. ARL will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager. ARL's executive management team will determine which holidays will be observed and which departments will not be required to work on those. The holidays currently recognized and observed by ARL are:

1. New Years
2. Martin Luther King Day
3. Presidents Day
4. Memorial Day
5. Independence Day
6. Labor Day
7. Thanksgiving
8. Christmas

### *Disciplinary Policies*

#### *Purpose*

ARL's disciplinary policies and procedures are designed to provide a structured and uniform corrective action process to improve and prevent a recurrence of undesirable employee behavior and/or job performance issues. The steps outlined below have been designed for consistency with ARL's organizational values, industry best practices, and applicable employment laws. ARL reserves the right to combine or skip steps depending upon facts of each situation and the nature of the offense. Each offense will be reviewed and remediated on a case-by-case basis. The level of disciplinary intervention may also vary. The procedure outlined below is intended to provide guidance to the Human Resources Manager and executive management team and not bind them in any given disciplinary scenario. Some of the factors that will be considered depend upon: 1) whether the offense is repeated despite coaching, counseling, and/or training; 2) the employee's work record; and 3) the overall impact of the conduct and performance issues on ARL as a company.

#### *Procedure*

##### *Step 1: Informal Counseling and Verbal Warning*

Step 1 creates an opportunity for the immediate supervisor/manager to schedule a meeting with an employee to bring attention to an existing performance, conduct, or attendance issue. The supervisor/manager should discuss with the employee the nature of the problem or violation of



company policies and procedures. The supervisor/manager shall clearly outline expectations and steps the employee must take to improve performance or resolve the problem. Within five business days, the supervisor/manager will prepare written documentation of the preliminary meeting. The employee will be asked to sign the written documentation to demonstrate: 1) that the meeting took place; and 2) that the employee understands the issue and, if applicable, any corrective action that is needed.

#### *Step 2: Written Warning*

A written warning involves a more formal documentation of the performance, conduct, or attendance issue and potential consequences.

At Step 2, the employee's immediate supervisor and a department manager or an executive team member 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 implemented at Step 1. Management staff will then outline the consequences for the employee of his or her continued failure to meet performance and/or conduct expectations. A formal performance improvement plan ("PIP") formally implementing corrective action(s) will be issued within five business days of a Step 2 meeting. Management staff may also include in the PIP a written warning explaining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken.

#### *Step 3: Suspension and Final Written Warning*

There may be egregious performance, conduct, or safety incidents requiring the temporary removal of the employee from the workplace while the offending conduct is being investigated or remediated. When immediate action is necessary to ensure the safety of the employee or others, the employee's immediate supervisor may suspend the employee pending the results of an investigation. Suspensions that are recommended as part of the normal progression of this progressive discipline policy and procedure are subject to approval from the executive management team and the Human Resources Manager.

Depending upon the seriousness of the infraction, the 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 the discipline is administered without jeopardizing ARL's FLSA exemption status. Pay may be restored, and back pay provided, to the employee if an investigation of the incident or infraction absolves the employee of wrongdoing.

#### *Step 4: Recommendation for Termination of Employment*

The final and most serious step in ARL's progressive discipline procedure is a recommendation to terminate employment. ARL will endeavor to utilize and implement the progressive nature of this discipline policy by first providing warnings, a final written warning, and/or suspension

from the workplace before instituting termination proceedings. However, ARL reserves the right to combine and skip steps depending upon the circumstances and severity of each situation and the nature of the offense. For the avoidance of doubt, ARL reserves the right to terminate employees without prior notice or disciplinary action. All management recommendations to terminate an employee must be approved by the Human Resources Manager and the employee's department manager or direct supervisor. Notwithstanding the foregoing, 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 ARL and its employees.

### *Appeal Process*

ARL employees will have the opportunity to present information that may challenge information ARL management has relied upon in issuing disciplinary action. The purpose of this process is to permit the employee to counter allegations or provide additional detail into extenuating circumstances that may have contributed to the employee's performance and/or conduct issues while allowing for an equitable solution. If an employee does not present information (either orally or in written form) during any of the above-described meetings, the employee will have five business days after that meeting to present information.

### *Performance and Conduct Issues Not Subject to Progressive Discipline*

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

### *Documentation*

The employee will be provided copies of all progressive discipline documentation, including all PIPs. The employee will be required to sign copies of this documentation attesting to his/her receipt and understanding of the allegations and corrective action, if any, outlined in therein documents. All such documents will be placed in employee's personnel file and maintained in accordance with the recordkeeping requirements of the Commission.

### *Separation of Employment*

Separation of employment from ARL 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 ARL, his or her manager must contact the Human Resources Manager to schedule an exit interview. Exit interviews generally take place on the employees last day of work.

### *Types of Separation*

1. **Resignation:** Resignation is a voluntary act initiated by the employee to end employment with ARL. The employee must provide a minimum of two (2) weeks' notice prior to the employee's last day. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire and will not receive accrued benefits.
2. **Retirement:** An ARL employee who wishes to retire is required to notify his or her department manager and the Human Resources Manager in writing at least one (1) month before planned his or her retirement date.
3. **Job Abandonment:** An employee who fails to report to work or contact his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the job without notice effective at the end of the employee's normal shift on the second day. The department manager responsible for the employee 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 to receive accrued benefits and are ineligible for rehire.
4. **Termination:** Employees of ARL 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 ARL employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. ARL 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 in accordance to the terms of the individual's temporary employment.

#### *Exit Interview*

The separating employee will contact the Human Resources Manager as soon as notice is given to schedule an exit interview. This will be scheduled on the last day of the separating employee's employment.

#### *Return of Property*

The separating employee must return all ARL property at the time of separation, including but not limited to uniforms, cell phones, keys, facility access cards, computers, and identification cards. Failure to return some items may result in deductions from final paycheck. At the time of hiring, all employees will be required to sign the Wage Deduction Authorization Agreement, which shall permit ARL to deduct the costs of any such items from the employee's final paycheck.

#### *Termination of Benefits*

An employee separating from ARL is eligible to receive benefits as long as he or she follows the appropriate procedures described stated above. Any accrued vacation and/or accrued sick leave will be paid in the last paycheck.

### *Health Insurance*

Health insurance terminates on the last day of the last month of employment, unless the employee requests immediate termination of benefits. ARL will provide information about COBRA continued health coverage. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

### *Rehire*

Former ARL employees who left the company in good standing and were classified as eligible for rehire may be considered for reemployment in the future. An application must be submitted to the Human Resources Manager, and the applicant must meet all then-existing, minimum qualifications and requirements of the open position, including the satisfactory completion of any qualifying exam and current registration processes with the Commission, if applicable. Department managers must obtain approval from the Human Resources Manager or designee prior to rehiring a former employee. Rehired employees will be classified, for benefits purposes, as a new employee. For example, previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits. An ARL applicant or employee who is terminated for violating company policy or who resigned in lieu of termination as a result of a company policy violation will be ineligible for rehire.

### *Compensation*

ARL believes that it is in the best interests of both the organization and its employees to fairly compensate its workforce for the value of the work provided. ARL therefore intends 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. ARL 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 employee positions to market by using local, national, and marijuana-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 ARL, 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 will be flexible enough to ensure that the ARL is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the company's overall compensation program.

### *Responsibilities*

The executive management team will possess final approval authority over ARL's compensation system, and, on an annual basis will:

1. Review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. Review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonus, variable-based or incentive-based pay, and all other related expenses, including benefit plans.

### *Management Responsibility*

The CEO is charged with ensuring that ARL is staffed with highly-qualified, fully-competent employees and that all company programs are administered within appropriate guidelines and within the approved salary budget. 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. Finally, 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.

### *Other Policies*

Finally, ARL will maintain alcohol, smoke and drug-free workplace policies in accordance with 935 CMR 500.105. In turn, ARL has and will maintain a policy for the immediate dismissal of any agent who has diverted marijuana engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor.

# Diversity Plan

## **Introduction**

Quincy is a coastal U.S. city in Norfolk County, Massachusetts, United States. It is the largest city in the county and a part of Metropolitan Boston as one of Boston's immediate southern suburbs. Its population in 2020 was 101,636, making it the seventh-largest city in the state. It will be the new home to ARL Healthcare Inc.'s ("ARL") third recreational dispensary in the Commonwealth of Massachusetts. The purpose of this Diversity Plan is to increase access to opportunities in the adult-use cannabis industry to diverse individuals – defined in Commission guidance to comprise people of color, women, veterans, individuals with disabilities, and individuals identifying as LGBTQ+.

## **Diversity Goals**

ARL will develop and maintain a diverse, aware, and inclusive working environment through its: 1) diversity hiring initiative; 2) diversity training and advancement policies; and 3) Diversity Committee. Drawing primarily from Quincy's diverse population, ARL plans to employ a workforce at its Quincy location that is at least 50% comprised of diverse individuals and will devote significant institutional resources to ensuring that those diverse individuals have every chance at succeeding within the company. ARL will also implement a zero-tolerance policy against discrimination in the workplace and encourage its employees to report and speak out against any forms of discrimination or intolerance within the company. ARL acknowledges that progress or success of its plan must be documented upon renewal.

ARL long-term hiring goal is a minimum of 50% diverse (i.e., minorities, women, veterans, people with disabilities, and LGBTQ+ individuals) individual employment across the entire company by year 3 of operations. ARL's Human Resources Manager will oversee progress toward this long-term hiring goal by obtaining, at least annually, employee biographical data through self-identifying surveys. This will permit the Human Resources Manager to measure ARL progress toward its diversity hiring goals.

ARL also intends to meet the following intermediate goals in the first two years of operation in Quincy:

Commencement of Operations: minimum 40% diverse individual employment.

- Goal: 25% Women
- Goal: 10% Minority
- Goal: 5% LGBTQ+
- Goal: 0% Vets
- Goal: 0% Individuals with Disabilities

End of Year 1: minimum 45% diverse individual employment.

- Goal: 25% Women
- Goal: 10% Minority
- Goal: 5% LGBTQ+
- Goal: 5% Vets
- Goal: 0% Individuals with Disabilities

End of Year 2: minimum 50% diverse individual employment.

- Goal: 30 % Women
- Goal: 10% Minority

- Goal: 5% LGBTQ+
- Goal: 5% Vets
- Goal: 5% Individuals with Disabilities

## **Diversity Programs**

### **Diversity Hiring Initiative**

As part of its diverse candidate outreach and hiring practices, ARL will broadcast job openings to diverse individuals in Quincy and proactively seek out qualified, diverse candidates for employment. ARL will achieve this goal through participation at community job fairs.

### **Diversity Training and Advancement Policies**

ARL is also committed to being an equal opportunity employer in Quincy. To ensure and maintain a diverse staff, ARL will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth. ARL will provide this equal opportunity by communicating opportunities for promotion within the company and clearly defining job responsibilities. ARL will also provide all employees with equal opportunity for career counseling, counsel employees on advancement opportunities, and provide training programs to assist all employees in their career development.

In addition, peer mentoring will play an important role in advancing ARL diversity efforts. Peer mentors will be trained at ARL by the Human Resources Manager and Diversity Committee on issues of concern that are specific to individuals from diverse communities. Opportunities to match new diverse employees with seasoned diverse mentors will be an ongoing initiative at ARL to promote a positive and productive work environment.

Moreover, ARL will instill its commitment to diversity in all new employees from the date of hire. ARL will require a robust diversity and anti-bias training program for all employees. This program will require that all employees undergo diversity awareness and anti-bias training in accordance with industry best practices at least once per year. This diversity and anti-bias training will underscore the company's zero-tolerance commitment against discrimination and intolerance in the workplace.<sup>1</sup> Annual training will be provided through the company's intranet portal. Training results will be reported to the Diversity Committee and included in the committee's annual report.

### **Diversity Committee**

Finally, ARL will establish the Diversity Committee to support Human Resources Manager and the ARL executive management team with the implementation, growth, and regular review of this Diversity Plan. The Human Resources Manager will chair the Diversity Committee. Other members of the committee will be appointed by the executive management team and shall include representatives from all levels (i.e., executives, managers, and staff) of ARL corporate hierarchy. The Diversity Committee will be responsible for:

- Developing equal employment opportunity statements and policy goals for inclusion within the ARL employee handbook;
- Reviewing and resolving any complaints of discrimination or intolerance within the workplace and, if appropriate, recommending remedial or disciplinary actions to the executive management team;
- Assisting the executive management team in arriving at effective solutions to problems regarding issues of diversity and inclusion in the workplace;

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<sup>1</sup> Pursuant to page 13 of the Commission's Guidance on Diversity Plans, August 2021, "[p]roviding antiracism and unconscious bias training for all employees" is a program that can effectuate the goals of a Diversity Plan, impact diverse populations, and promote the inclusion of diverse populations in the cannabis industry.

- In accordance with the process set forth in section IV below, assisting the Human Resources Manager in measuring ARL progress towards achievement of its interim and long-term diversity hiring goals; and
- Will provide a detailed annual report of all committee initiatives and findings

All employees will be encouraged to report any incidents of discrimination or intolerance to the Human Resources Manager or other members of the Diversity Committee. The Diversity Committee shall then investigate and report all bona fide complaints to the ARL executive management team and provide recommendations for resolving the complaint and/or remedial/disciplinary actions. The executive management team is ultimately responsible for implementing any recommendations of the Diversity Committee and shall take any other action necessary or appropriate to affect the ARL zero-tolerance commitment against discrimination and intolerance in the workplace.

### **Diversity Measurement**

Under the leadership of the Diversity Committee, ARL will regularly analyze the effectiveness of its diversity hiring initiative and diversity training and advancement policies. As part of that regular analysis, ARL's Human Resources Manager will annually audit all job applications received by the company to ensure that the company is attracting interest from the diverse populations of Quincy. The Human Resources Manager will also audit all new hiring decisions to ensure that the ARL commitment to a diverse and inclusive work environment is reflected in its hiring decisions. The Human Resources Manager will report the results of these annual audits to the ARL executive management team in the form of an Annual Diversity Audit Report. The executive team will annually review the results of the report and determine whether the company's diversity policies have yielded a staff that reflects the diverse community of Quincy and demonstrates progress toward or satisfaction of ARL interim and long-term diversity hiring goals. The Diversity Committee shall be responsible for updating the company's diversity hiring policies and diversity training and advancement policies as necessary to ensure that the policies yield a diverse workforce that reflects the surrounding community in Quincy.

ARL pledges to participate in at least 3 community job fairs per year, at least one of which will be located in Quincy, and will also encourage its diverse employees to publicize job openings to other qualified diverse candidates within their communities. ARL has not yet identified the specific job fairs that it will attend.

ARL will log and track communications with any diverse candidates occurring at these job fairs and record any subsequent follow-up communications. The Human Resources Manager will include in the Annual Audit Report a narrative describing ARL progress towards these interim and long-term hiring goals:

Commencement of Operations: minimum 40% diverse individual employment.

- Goal: 25% Women
- Goal: 10% Minority
- Goal: 5% LGBTQ+
- Goal: 0% Vets
- Goal: 0% Individuals with Disabilities

End of Year 1: minimum 45% diverse individual employment.

- Goal: 25% Women
- Goal: 10% Minority
- Goal: 5% LGBTQ+
- Goal 5% Vets



- Goal: 0% Individuals with Disabilities

End of Year 2: minimum 50% diverse individual employment.

- Goal: 30 % Women
- Goal: 10% Minority
- Goal: 5% LGBTQ+
- Goal: 5% Vets
- Goal: 5% Individuals with Disabilities

These short-term metrics and oversight by the Human Resources Manager will ensure that ARL is regularly evaluating progress toward its overall diversity hiring goal of 50% of staff and employing corrective actions if interim targets are not met.

### **Diversity Plan Acknowledgments**

ARL pledges to adhere to the requirements set forth in 935 CMR 500.105(4)(a) which provides the permitted advertising, branding, marketing, and sponsorship practices for all Marijuana Establishments. ARL likewise pledges not to employ any of the prohibited practices articulated in 935 CMR 500.105(4)(b). Finally, none of the actions taken or programs instituted by ARL will violate the Commission's regulations with respect to limitations on ownership or control or any other applicable state laws.