



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283504
Original Issued Date: 03/14/2023
Issued Date: 03/14/2023
Expiration Date: 03/14/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Aspen Blue Mashpee, Inc.

Phone Number: 401-286-2119
Email Address: matt@terps.com

Business Address 1: 14 Wags Road
Business City: Mashpee
Business State: MA
Business Zip Code: 02649
Business Address 2:
Mailing Address 1: 20 Centerville Road
Mailing City: Warwick
Mailing State: RI
Mailing Zip Code: 02886
Mailing Address 2:

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: Percentage Of Control:
Role: Other (specify) Other Role: Director & Executive/Officer

First Name: Patrick	Last Name: Casey	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: Director	Other Role:
First Name: Nicholas	Last Name: Salvadore 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: Director	Other Role:
First Name: Andrew	Last Name: Wilkes Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control:
Role: Director	Other Role:
First Name: Jill	Last Name: Moniz 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 5

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

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Aspen Blue, LLC	Entity DBA:	DBA City:
Entity Description: Cannabis investment and real estate holding company		
Foreign Subsidiary Narrative:		
Entity Phone: 401-286-2119	Entity Email: m.wilkes@terps.com	Entity Website: aspenblue.com

Entity Address 1: 20 Centerville Road		Entity Address 2:
Entity City: Warwick	Entity State: RI	Entity Zip Code: 02886
Entity Mailing Address 1: 20 Centerville Road		Entity Mailing Address 2:
Entity Mailing City: Warwick	Entity Mailing State: RI	Entity Mailing Zip Code: 02886

Relationship Description: Aspen Blue, LLC is the sole shareholder of the applicant, Aspen Blue Mashpee, Inc.

Entity with Direct or Indirect Authority 2

Percentage of Control:	Percentage of Ownership:	
Entity Legal Name: Aspen Blue Development Fund, LLC	Entity DBA:	DBA City:
Entity Description: Limited Liability Company wholly owned by Aspen Blue, LLC		
Foreign Subsidiary Narrative:		
Entity Phone: 401-286-2119	Entity Email: m.wilkes@terps.com	Entity Website: aspenblue.com
Entity Address 1: 72 Pine Street	Entity Address 2:	
Entity City: Providence	Entity State: RI	Entity Zip Code: 02903
Entity Mailing Address 1: 20 Centerville Road	Entity Mailing Address 2:	
Entity Mailing City: Warwick	Entity Mailing State: RI	Entity Mailing Zip Code: 02886

Relationship Description: Aspen Blue Development Fund, LLC is used solely for the funding of construction of facilities in the pre-licensing phase.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Aspen Blue Development Fund, LLC	Entity DBA:
Email: m.wilkes@terps.com	Phone: 401-286-2119
Address 1: 72 Pine Street	Address 2:
City: Providence	State: RI
Zip Code: 02903	
Types of Capital: Monetary/Equity	Other Type of Capital:
Total Value of Capital Provided: \$20000	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 an Owner

Owner First Name: Nicholas	Owner Last Name: Salvadore	Owner Suffix:
Entity Legal Name: STJ, LLC	Entity DBA: Fire Ganja	
Entity Description: Horticultural Activities		
Entity Phone: 401-500-7487	Entity Email: nick@fireganja.com	Entity Website:
Entity Address 1: 36 Bellair Avenue	Entity Address 2:	
Entity City: Warwick	Entity State: RI	Entity Zip Code: 02886
		Entity Country: USA

Entity Mailing Address 1: 1363 Narragansett Boulevard		Entity Mailing Address 2:	
Entity Mailing City: Cranston	Entity Mailing State: RI	Entity Mailing Zip Code: 02905	Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Nicholas	Last Name: Salvatore	Suffix:
Marijuana Establishment Name: Aspen Blue Cultures, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 2

First Name: Nicholas	Last Name: Salvatore	Suffix:
Marijuana Establishment Name: Nature's Alternative, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Wellfleet	Marijuana Establishment State: MA	

Individual 3

First Name: Matthew	Last Name: Wilkes	Suffix:
Marijuana Establishment Name: Aspen Blue Cultures, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 4

First Name: Matthew	Last Name: Wilkes	Suffix:
Marijuana Establishment Name: Nature's Alternative, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Wellfleet	Marijuana Establishment State: MA	

Individual 5

First Name: Patrick	Last Name: Casey	Suffix:
Marijuana Establishment Name: Aspen Blue Cultures, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 6

First Name: Patrick	Last Name: Casey	Suffix:
Marijuana Establishment Name: Nature's Alternative, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Wellfleet	Marijuana Establishment State: MA	

Individual 7

First Name: Jill	Last Name: Moniz	Suffix:
Marijuana Establishment Name: Aspen Blue Cultures, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 8

First Name: Jill	Last Name: Moniz	Suffix:
Marijuana Establishment Name: Nature's Alternative, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Wellfleet	Marijuana Establishment State: MA	

Individual 9

First Name: Andrew	Last Name: Wilkes	Suffix:
Marijuana Establishment Name: Aspen Blue Cultures, Inc.	Business Type: Marijuana Retailer	

Marijuana Establishment City: Attleboro

Marijuana Establishment State: MA

Individual 10

First Name: Andrew

Last Name: Wilkes

Suffix:

Marijuana Establishment Name: Nature's Alternative, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Wellfleet

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 14 Wags Road

Establishment Address 2:

Establishment City: Mashpee

Establishment Zip Code: 02649

Approximate square footage of the Establishment: 6144

How many abutters does this property have?: 176

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

Cultivation Tier:

Cultivation Environment:

FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification Form.pdf	pdf	609404226f8420077bfc7489	05/06/2021
Community Outreach Meeting Documentation	Community Outreach Documentation.pdf	pdf	60940ff08ecb05074fe6a329	05/06/2021
Plan to Remain Compliant with Local Zoning	Aspen Blue Mashpee Local Compliance Plan.pdf	pdf	609464f1e54b280786bb0d53	05/06/2021

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Plan for Positive Impact_v4.pdf	pdf	61264f6c8aea4607aa2a9aa4	08/25/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other (specify)

Other Role: Director & Executive/Officer

First Name: Patrick

Last Name: Casey

Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Director

Other Role:

First Name: Nicholas

Last Name: Salvadore Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: Director

Other Role:

First Name: Matthew

Last Name: Wilkes Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Director

Other Role:

First Name: Andrew

Last Name: Wilkes Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: Director

Other Role:

First Name: Jill

Last Name: Moniz Suffix:

RMD Association: RMD Manager

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify)

Other Role: Owner/Majority Shareholder

Entity Legal Name: Aspen Blue, LLC

Entity DBA:

Entity Description: Cannabis investment and real estate holding company

Phone: 401-286-2119

Email: m.wilkes@terps.com

Primary Business Address 1: 20 Centerville Road

Primary Business Address 2:

Primary Business City: Warwick

Primary Business State: RI

Principal Business Zip Code: 02886

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor

Other Role:

Entity Legal Name: Aspen Blue Development Fund, LLC

Entity DBA:

Entity Description: Depository for construction funds

Phone: 401-286-2119

Email: m.wilkes@terps.com

Primary Business Address 1: 72 Pine Street

Primary Business Address 2:

Primary Business City: Providence

Primary Business State: RI

Principal Business Zip Code: 02903

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Articles of Organization.pdf	pdf	609341f12e7a1d0770d08d7e	05/05/2021
Bylaws	ABM.Bylaws.pdf	pdf	609557d385675207abc7a50e	05/07/2021
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing Mashpee.pdf	pdf	6095a06785675207abc7a829	05/07/2021
Department of Revenue - Certificate of Good standing	Certificate of Good Standing Dept of Revenue.pdf	pdf	609be61309011007a03d26c0	05/12/2021
Department of Revenue - Certificate of Good standing	DUA Memorandum.pdf	pdf	60be904a70eb6e3601abf5e7	06/07/2021

No documents uploaded

Massachusetts Business Identification Number: 001446148

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Aspen Blue Mashpee Business Plan.pdf	pdf	6095a8c63fd8b2075df9de5a	05/07/2021
Proposed Timeline	Proposed Operational Timeline.pdf	pdf	6095ac9985675207abc7a8ac	05/07/2021
Plan for Liability Insurance	PLAN TO OBTAIN REQUIRED INSURANCE.pdf	pdf	6095ad57e067a90777b50832	05/07/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Policies and Procedures for cultivating.	CULTIVATION PLAN.pdf	pdf	6095ae99d91389075ed39ef5	05/07/2021
Restricting Access to age 21 and older	RESTRICTING ACCESS TO AGE 21 AND OLDER.pdf	pdf	6095af60b15b200795552283	05/07/2021
Security plan	Security Plan.pdf	pdf	6095b052247e180786c9650d	05/07/2021
Prevention of diversion	PREVENTION OF DIVERSION.pdf	pdf	6095b0bd8ecb05074fe6ab55	05/07/2021
Storage of marijuana	Storage and Waste Disposal of Marijuana.pdf	pdf	6095b12ce067a90777b50845	05/07/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	6095b17009011007a03d1836	05/07/2021
Inventory procedures	Inventory Procedures.pdf	pdf	6095b1fa3bbe600765b4dba9	05/07/2021
Quality control and testing	QUALITY CONTROL AND TESTING.pdf	pdf	6095b27068436d078d6b3281	05/07/2021
Maintaining of financial records	Maintaining Financial Records.pdf	pdf	6095b60a85675207abc7a8c6	05/07/2021
Qualifications and training	STAFFING AND TRAINING PLAN.pdf	pdf	6095b83cd91389075ed39f07	05/07/2021
Energy Compliance Plan	Energy Compliance.pdf	pdf	6095b99809011007a03d184c	05/07/2021
Personnel policies including background checks	Aspen Blue Mashpee Personnel Policies.pdf	pdf	60c0e7ec7e34cf21bec13d5c	06/09/2021

Personnel policies including background checks	Aspen Blue Mashpee Personnel Policies.pdf	pdf	60c0e9cf307f65213f0c885a	06/09/2021
Record Keeping procedures	Aspen Blue Mashpee Record Keeping Procedures.pdf	pdf	60c0e9d952c8c12155c9751e	06/09/2021
Diversity plan	DIVERSITY PLAN FINAL.pdf	pdf	613a4fca25900e079f2b6f3d	09/09/2021

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 9:00 AM	Monday To: 7:00 PM
Tuesday From: 9:00 AM	Tuesday To: 7:00 PM
Wednesday From: 9:00 AM	Wednesday To: 7:00 PM
Thursday From: 9:00 AM	Thursday To: 7:00 PM
Friday From: 9:00 AM	Friday To: 7:00 PM
Saturday From: 9:00 AM	Saturday To: 7:00 PM
Sunday From: 9:00 AM	Sunday To: 7:00 PM

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:

Aspen Blue Mashpee, Inc.

2. Name of applicant's authorized representative:

Matthew Wilkes

3. Signature of applicant's authorized representative:

MW

4. Name of municipality:

Town of Mashpee

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

Rodney C. Collins



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

 **RODNEY C. COLLINS**
Town Manager

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).*):

tmcook@mashpeema.gov

8. Host community agreement execution date:

May 4, 2021



Community Outreach Meeting Attestation Form

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

I, Matthew Wilkes, (insert name) attest as an authorized representative of Aspen Blue Mashpee, Inc. (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on May 4, 2021 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 23, 2021 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on April 15, 2021 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 15, 2021 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

Legal Notice

Aspen Blue, LLC is planning on opening a marijuana cultivation facility located at 14 Wags Road, Mashpee, MA 02649. Pursuant to MA Regulation 935 CMR 500.101, we are hereby notifying the public that there will be a Community Outreach Meeting concerning this proposed facility on Tuesday, May 4, 2021 at 7:00PM via Zoom. There will be an opportunity for the public to meet key members of the company and ask questions. Meeting ID, Passcode and Call-in number are listed below:

Meeting Link:

<https://us02web.zoom.us/j/82346077370?pwd=dm5nRmZoVm9ENFdMcEFTOUthaWh6UT09>

Meeting ID: 823 4607 7370

Passcode: 032263

Dial-in Number: +1 646 558 8656

Please e-mail Matthew Wilkes (Chief Business Officer) if you would like the Zoom invitation with the corresponding hyperlink.

Matthew Wilkes' E-mail: m.wilkes@terps.com

Sincerely,
Aspen Blue, LLC

April 23,2021



ATTACHMENT B

April 15, 2021

Deborah Dami
Town Clerk
Town of Mashpee
16 Great Neck Road North
Mashpee, MA 02649

Ms. Dami,

Aspen Blue, LLC is planning on opening a marijuana cultivation facility located at 14 Wags Road, Mashpee, MA 02649. Pursuant to MA Regulation 935 CMR 500.101, we are hereby notifying the town clerk, the abutters, the planning board, and the contracting authority for the town that there will be a Community Outreach Meeting concerning this proposed facility on Tuesday, May 4, 2021 at 7:00PM via Zoom. Aspen Blue placed an ad in the Mashpee Enterprise regarding the aforementioned Community Outreach Meeting. Meeting ID, Passcode and Call-in number are listed below:

Meeting Link:

<https://us02web.zoom.us/j/82346077370?pwd=dm5nRmZoVm9ENFdMcEFTOUthaWh6UT09>

Meeting ID: 823 4607 7370

Passcode: 032263

Dial-in Number: +1 646 558 8656

Please e-mail Matthew Wilkes (Chief Business Officer) if you would like the Zoom invitation with the corresponding hyperlink.

Matthew Wilkes' E-mail: m.wilkes@terps.com

Sincerely,

Aspen Blue, LLC



ATTACHMENT C

April 15, 2021

Aspen Blue, LLC is planning on opening a marijuana cultivation facility located at 14 Wags Road, Mashpee, MA 02649. Pursuant to MA Regulation 935 CMR 500.101, we are hereby notifying the town clerk, the abutters, the planning board, and the contracting authority for the town that there will be a Community Outreach Meeting concerning this proposed facility on Tuesday, May 4, 2021 at 7:00PM via Zoom. Aspen Blue placed an ad in the Mashpee Enterprise regarding the aforementioned Community Outreach Meeting. Meeting ID, Passcode and Call-in number are listed below:

Meeting Link:

<https://us02web.zoom.us/j/82346077370?pwd=dm5nRmZoVm9ENFdMcEFTOUthaWh6UT09>

Meeting ID: 823 4607 7370

Passcode: 032263

Dial-in Number: +1 646 558 8656

Please e-mail Matthew Wilkes (Chief Business Officer) if you would like the Zoom invitation with the corresponding hyperlink.

Matthew Wilkes' E-mail: m.wilkes@terps.com

Sincerely,

Aspen Blue, LLC

Aspen Blue Mashpee, Inc.

LOCAL COMPLIANCE PLAN

Aspen Blue Mashpee, Inc.'s ("ABM, Inc.") proposed cultivation-only Marijuana Establishment will be sited at 14 Wags Road, Mashpee, MA 02649. A petition was filed on November 5, 2020 requesting a modification to a special permit (SP-24-26) under §174-25 (E) (16) and §174-24 (K) of the Zoning Bylaws to allow for a change of use and modifications of an existing building from a boat storage facility to a marijuana cultivation and manufacturing establishment on property located in an 1-1, C-1, and R3 Zoning District(s), at 14 Wags Road, Map 81 Parcel 6, Mashpee, MA. The Mashpee Zoning Board of Appeals determined the ABM, Inc. met the criteria for a modification to a special permit by unanimous vote at the public hearings on February 24, 2021. ABM, Inc. has hired local counsel to assist with its efforts in ensuring continued compliance with all applicable local requirements.

Aspen Blue Mashpee, Inc.

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Aspen Blue Mashpee, Inc. (“ABM, Inc.”) is applying for a license to operate a cultivation-only Marijuana Establishment in Mashpee, MA. In accordance with Massachusetts law and the Cannabis Control Commission (the “Commission”) regulations (M.G.L. c. 94G, § 4; 935 CMR 500.101(1)(a)(11)), ABM, Inc. submits the following plan to positively impact areas of disproportionate impact (the “Plan”). The Plan details the efforts ABM, Inc. will undertake in order to positively impact communities disproportionately impacted by marijuana prohibition and enforcement. Accordingly, ABM, Inc. will focus efforts on serving the Town of Wareham (the “Target Community”), a community identified by the Commission as an area of disproportionate impact.

Goals

ABM, Inc. has developed the following goals to positively impact the Targeted Community in its first full year of operation:

- **Provide mentoring, professional, and technical services for disproportionately harmed people:** Provide free legal services and professional career services to residents of Wareham twice per calendar year.
- **Donations:** Aspen Blue Mashpee, Inc. is a proud member of the Cape Cod Canal Region Chamber of Commerce. Our goal is to donate at least \$15,000 annually to the Chamber of Commerce to support the community of Wareham that was disproportionately impacted.

Programs

ABM, Inc.’s Plan will be implemented through participation and investment in the following programs:

- **Provide mentoring, professional, and technical services for disproportionately harmed people:** ABM, Inc. will host bi-annual seminars for the residents of the target community. ABM, Inc. will provide free legal services and professional career services.
 - The legal services provided will focus on record sealing and expungement for residents from the target community.
 - The educational seminars will focus on preparation for all job types throughout the marijuana industry for residents from the target community.
 - The seminars will take place at the Cape Cod Canal Region Chamber of Commerce Conference Room on 70 Main Street, Buzzards Bay 02532, MA.
 - We will work with the Elk’s Lodge at 2855 Cranberry Highway, East Wareham, MA 02538 if we need a larger venue depending on the demand for the services from the target community.
 - We plan to advertise the seminars in the Wareham Weekly.
- **Donations**

- ABM, Inc. will donate, on an annual basis, money to support the target community of Wareham through the Cape Cod Canal Region Chamber of Commerce. We will donate a minimum of \$15,000 annually. We will work with the Chamber of Commerce to ensure the monies get donated to help people from Wareham who were disproportionately impacted. We intend to donate the money to organizations providing job recruiting services, legal services, monetary support, child support or any other services that will help individuals disproportionately impacted. Our work with the Chamber of Commerce will ensure the money helps individuals disproportionately impacted.

Measurement and Accountability

NA, Inc. will measure the success of this Plan using the following metrics:

- **Provide mentoring, professional, and technical services for disproportionately harmed people:**
 - The number of legal services seminars hosted per year.
 - The number of educational seminars hosted per year.
 - The number of records sealed and/or expungements facilitated through our program.
 - The number of residents from the target community who attend our educational seminars. We will follow up with the attendees to receive feedback on the seminars hosted. We will report the positive and/or negative feedback to ensure we provide a quality seminar for the target community.
- **Donations**
 - Aggregate monetary donations from ABM, Inc. to the Cape Cod Canal Region Chamber of Commerce during the calendar year.

All data will be tracked electronically by the Vice President, Retail Operations.

Acknowledgements

- ABM, Inc. officers will conduct a review of this policy quarterly and will report on its efforts and the identified metrics and corresponding goals above to the Commission in accordance with its annual marijuana establishment licensure renewal pursuant to 935 CMR 500.103(4)(a). Following such review, ABM, Inc. will identify strategic objectives related to promotion of positive impact in the Targeted Community, including possible changes in policies and procedures, targeted recruitment efforts, and/or donation and investment activities.
- ABM, Inc. acknowledges the following regarding the implementation of this Plan:
 - All specifically named organizations in this Plan have agreed to partner with ABM, Inc. to implement the identified goals and programs stated herein, as applicable;
 - ABM, Inc. acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and

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

Appendix A

Specific data to be tracked by the Vice President, Retail Operations:

- **Provide mentoring, professional, and technical services for disproportionately harmed people:**
 - The number of legal services seminars hosted per year. The name and contact information of the lawyers and/or legal professionals who provide these services.
 - The number of educational seminars hosted per year.
 - The number of records sealed and/or expungements facilitated through our program.
 - The number of residents from the target community who attend our educational seminars.
 - All positive/negative feedback from attendees.
- **Donations**
 - Aggregate monetary donations to Wareham based nonprofits during calendar year?
 - Amount of each donation, if made in multiple installments?



Matthew Wilkes <m.wilkes@terps.com>

RE: Cape Cod Canal Region Chamber

1 message

Marie Oliva <moliva@capecodcanalchamber.org>

Thu, Jun 10, 2021 at 9:42 AM

To: Marcy Leventhal <m.leventhal@terps.com>

Cc: Matthew Wilkes <m.wilkes@terps.com>, Member at Cape Cod Canal Chamber
<member@capecodcanalchamber.org>

Hi Marcy,

Yes, we can accept donations. We appreciate joining at the Premier Level! Checks are payable to Cape Cod Canal Region Chamber, [70 Main Street, Buzzards Bay](#) or you can join online at <https://web.capecodcanalchamber.org/join-us/application.aspx>

Anything else you need, please let me know. Thanks again.

Marie Oliva

President & CEO

Cape Cod Canal Region Chamber

[70 Main Street, Buzzards Bay, MA 02532](#)

P 508-759-6000 X12 F 508-759-6965

moliva@capecodcanalchamber.org

www.capecodcanalchamber.org

From: Marcy Leventhal <m.leventhal@terps.com>

Sent: Wednesday, June 9, 2021 5:50 PM

To: Marie Oliva <moliva@capecodcanalchamber.org>

Cc: Matthew Wilkes <m.wilkes@terps.com>

Subject: Re: Cape Cod Canal Region Chamber

Hi Marie,

It was a pleasure chatting with you as well. We are very excited and plan to join at the \$750 tier in the morning tomorrow. Can you confirm for me that you are able to accept donations from a state-licensed cannabis company? As I mentioned before, my previous relationships with the Chamber of Commerce in different municipalities have always been collaborative and fruitful. We hope this relationship will be the same!

Thanks so much!

Marcy Leventhal

Aspen Blue, LLC dba. Terps

c. 510.815.1997

On Wed, Jun 9, 2021 at 4:19 PM Marie Oliva <moliva@capecodcanalchamber.org> wrote:

Hi Marcy,

Great talking with you! So glad you reached out and we sincerely appreciate it. I attached the member application and pricing schedule. Happy to answer any questions you might have when you review this.

When you become a new member, we will publicize this in our E-news broadcast to over 1,500 recipients, and on social media. We look forward to developing a partnership!

Best,

Marie Oliva

President & CEO

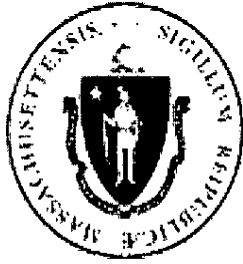
Cape Cod Canal Region Chamber

[70 Main Street, Buzzards Bay, MA 02532](#)

P 508-759-6000 X12 F 508-759-6965

moliva@capecodcanalchamber.org

www.capecodcanalchamber.org



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001446148

ARTICLE I

The exact name of the corporation is:

ASPEN BLUE MASHPEE, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	1,000	\$0.00	0

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: JEFFERY JOHNSON, ESQ.
No. and Street: 67 SCHOOL STREET
City or Town: HYANNIS State: MA Zip: 02601 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	PATRICK J. CASEY III	3 TWIN OAK DR. WARWICK, RI 02889 USA
TREASURER	MATTHEW WILKES	422 BROADWAY PROVIDENCE, RI 02909 USA
SECRETARY	MATTHEW WILKES	422 BROADWAY PROVIDENCE, RI 02909 USA
VICE PRESIDENT	NICHOLAS A. SALVADORE	6 BETTY DRIVE NARRAGANSETT, RI 02882 USA
VICE PRESIDENT	JILL E. MONIZ	95 BLUFF AVENUE EDGEWOOD, RI 02905 USA
DIRECTOR	PATRICK J. CASEY III	3 TWIN OAK DR. WARWICK, RI 02889 USA
DIRECTOR	NICHOLAS A. SALVADORE	6 BETTY DRIVE NARRAGANSETT, RI 02882 USA
DIRECTOR	JILL E. MONIZ	95 BLUFF AVENUE EDGEWOOD, RI 02905 USA
DIRECTOR	MATTHEW WILKES	422 BROADWAY PROVIDENCE, RI 02909 USA

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

WHOLSESALE BUSINESS OPERATION AND MANAGEMENT



ASPEN BLUE, LLC
ASPEN BLUE BEVERLY, INC.
72 Pine Street, 1st Fl.
Providence, RI 02903

Massachusetts address:
67 School Street
Hyannis, MA 02601

July 12, 2020

Secretary of the Commonwealth
Corporations Division
One Ashburton Street, Rm. 1717
Boston, MA 02108-1512

Re: Aspen Blue Mashpee, Inc.

To Whom it May Concern:

Aspen Blue, LLC and Aspen Blue Beverly, Inc. hereby consent to the organization of Aspen Blue Mashpee, Inc. and specifically consent to the company using the words "Aspen Blue" within its corporate name.

Aspen Blue Mashpee, Inc. is affiliated with both Aspen Blue, LLC and Aspen Blue Beverly, Inc.

Patrick J. Casey III, President
Aspen Blue, LLC
Aspen Blue Beverly, Inc.

f. The street address (*post office boxes are not acceptable*) of the principal office of the corporation:

No. and Street: 20 CENTERVILLE ROAD
City or Town: WARWICK State: RI Zip: 02886 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (*post office boxes are not acceptable*):

No. and Street: 67 SCHOOL STREET
City or Town: HYANNIS State: MA Zip: 02601 Country: USA
which is
☐ its principal office ☐ an office of its transfer agent
☐ an office of its secretary/assistant secretary ☒ its registered office

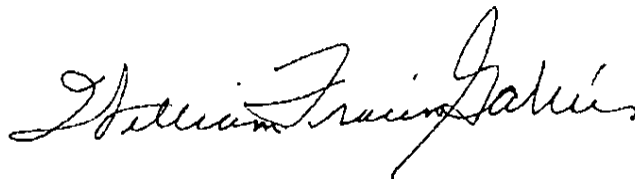
Signed this 12 Day of April, 2021 at 12:41:41 PM by the incorporator(s). (*If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.*)

PATRICK J. CASEY III

THE COMMONWEALTH OF MASSACHUSETTS

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

April 12, 2021 12:40 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

ASPEN BLUE MASHPEE, INC.

BYLAWS

Date of Incorporation: April 12, 2021

BYLAWS OF ASPEN BLUE MASHPEE, INC.

ARTICLE I

OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be located at such place within or without the Commonwealth of Massachusetts as shall be fixed from time to time by the board of Directors, and if no place is fixed by the board of Directors, such place as shall be fixed by the President.

ARTICLE II

SHAREHOLDERS

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

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

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

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

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

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

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

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

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

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

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

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

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or

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

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

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

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

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

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

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

quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in the Articles of Organization, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

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

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

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

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

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

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

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

ARTICLE III

DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be between one (1) and seven (7) Directors until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote.

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

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

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

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

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

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

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

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

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

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

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

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

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

(d) The authorized number of Directors is increased.

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

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

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

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

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

Section 3.07 Meetings of Directors.

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

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

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

(d) Deadlock. In the event the Directors reach a deadlock regarding a decision or action, and such deadlock cannot be resolved by the Directors for a period of thirty (30) days, the Directors shall call a meeting of the shareholder at the earliest available date for purposes of breaking the deadlock. The decision or action shall be presented to the shareholders at the meeting, and the affirmative vote of a majority of the shareholders represented at the meeting at which a quorum is present, shall be the deciding vote to break the deadlock.

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

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more

than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section.

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

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

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

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

The board of Directors, by resolution adopted by the majority of authorized Directors, may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

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

ARTICLE IV

OFFICERS

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

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

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

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

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

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators,

successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

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

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

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

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

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

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

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

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

ARTICLE VII CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII MISCELLANEOUS

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

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

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

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

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

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

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

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

ARTICLE IX AMENDMENT OF BYLAWS

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

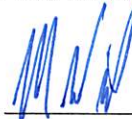
Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the board of Directors may adopt, amend or repeal these bylaws.

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CERTIFICATE OF SECRETARY

The undersigned, Matthew Wilkes, hereby certifies that he is the duly elected and acting Secretary of Aspen Blue Mashpee, Inc., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of April 19, 2021 and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 19th day of April, 2021.



Matthew Wilkes, Secretary



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

William Francis Galvin
Secretary of the
Commonwealth

Date: May 06, 2021

To Whom It May Concern :

I hereby certify that according to the records of this office,
ASPEN BLUE MASHPEE, INC.

is a domestic corporation organized on **April 12, 2021** , 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: 21050153090

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

Processed by: bod



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

mass.gov/dor

Letter ID: L0814008128
Notice Date: May 11, 2021
Case ID: 0-001-156-346



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ASPEN BLUE MASHPEE, INC.
20 CENTERVILLE RD OFC WARWICK
WARWICK RI 02886-6912

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

June 7, 2021

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

Re: Aspen Blue Mashpee, Inc. - DUA Certificate

To Whom it May Concern:

As a Director of Aspen Blue Mashpee, Inc. ("ABM, Inc."), an applicant for licensure to operate a Marijuana Establishment in the Town of Mashpee, I write to confirm that ABM, Inc. currently has no employees. As a result, the requirement to obtain a certificate of good standing from the Massachusetts Department of Unemployment Assistance is not applicable to ABM, Inc.'s licensure application.

Should you have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Sincerely,


Matthew Wilkes, Director
Aspen Blue Mashpee, Inc.



Aspen Blue Mashpee, Inc.

BUSINESS PLAN SUMMARY

Mission

Aspen Blue Mashpee, Inc.'s ("ABM, Inc.") mission is to develop and operate a premier cultivation facility that provides our customers with first-class service and superior brands of Cannabis Flower.

Summary

- ABM, Inc. is a cannabis company founded and managed by experienced, successful cannabis operators and represented by best-in-class legal and accounting professionals with nationally recognized and dedicated cannabis practices, all intimately familiar with the Massachusetts cannabis landscape.

Achievements to Date

ABM, Inc. has:

- Assembled a team of industry-recognized professionals for all facets of the development and the business operation.
- Successfully navigated the regulatory process and community relations to secure a Host Community Agreement and Special Permit for this cultivation site.
- Architectural and engineering construction documents have been completed.
-

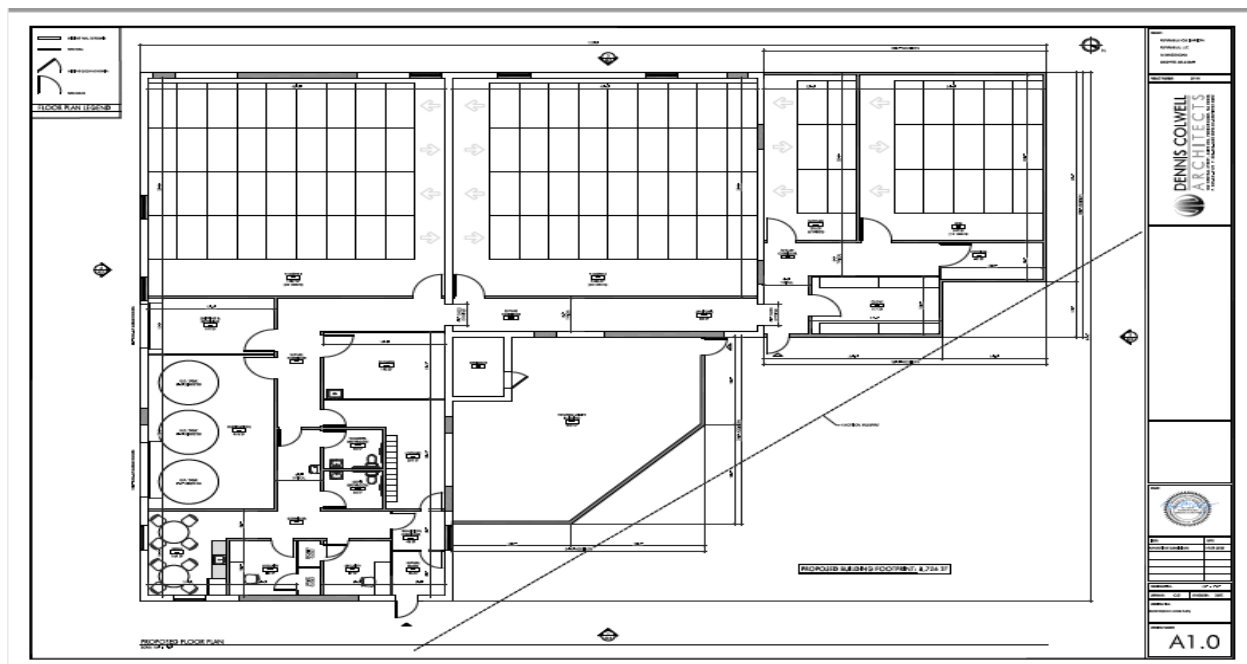
Competitive Advantages

ABM, Inc. has several distinct competitive advantages over other MA cannabis start-ups:

- COO Nick Salvadore is a proven industry professional. His RI grow facility (STJ, d/b/a Fire Ganja) is one of only a handful of independent, wholesale cultivation facilities successfully and profitably selling product in the constrained RI market.
- President Patrick Casey has successfully licensed numerous cannabis facilities in MA. He is intimately familiar with the regulatory process and has supervised the design and build-out of grow facilities and retail stores.
- ABM, Inc. has chosen Frank Zaino & Associates (FZA) one of the industry's most experienced engineering firms, to "value-engineer" its facility in accordance with the highest processing, energy efficiency and quality standards. FZA is on the leading edge of cannabis engineering and design, which capabilities will help ABM, Inc. to minimize start-up timelines and maximize yield per square foot. <http://www.fza-inc.com>
- ABM, Inc. has chosen Bentley Builders, a national leader in cannabis facility construction, to complete all construction. <https://www.bentleycompanies.com>

Planned Mashpee Facility

ABM, Inc. is finalizing the acquisition of a 6,000 sf modern industrial building in Mashpee, MA, Cape Cod's busiest commercial hub, and adding on an additional 2,000 sf. The closing on the acquisition is scheduled for May. The Mashpee facility is expected to yield 3,000± lbs of flower annually.



About the Team

ABM, Inc.'s Board is comprised of:

NICHOLAS SALVADORE

Nicholas Salvatore founded STJ, LLC (dba Fire Ganja), a Class B, state licensed, RI based medical marijuana cultivation, manufacturing, & packaging facility, serving as its CEO for 3 years. In his time as CEO, Mr. Salvatore worked closely with representatives of his local dispensaries to develop new products not offered in the market, then post production on marketing strategies. Part of the marketing effort was educating dispensary personnel on the product uses, lineage, and manufacturing processes, as well as customer education/sales techniques. Mr. Salvatore has extensive industry experience and industry connections in all aspects of the marijuana industry. STJ, LLC is one of the few stand-alone cultivators selling profitably in the constrained Rhode Island market.

PATRICK CASEY

Patrick Casey III has spent much of the last 18 months appearing before numerous cities and towns in the Commonwealth, licensing adult-use stores for two separate cannabis companies and planning all phases of development and construction for one large retail store. In the course of these efforts, he has become an expert in the highly-nuanced and often conflicting regulatory demands of various cities and towns and his reputation for candor and knowledge have been instrumental in securing entitlements. As the Sr. VP for a boutique finance firm, Mr. Casey helped finance several cannabis-related businesses in the Commonwealth before joining Nature's Alternative, Inc.

JILL MONIZ

Ms. Moniz is a graduate of Brown University (B.A., History of Art & Architecture, 2004). From 2005 to 2012, Jill wore a variety of hats at Amos House (Providence, RI), one of the region's best known non-profit social services agencies focused on assisting people released from prison. She served as a development officer, web content manager, and VP of Marketing and Communications for the organization's Social Enterprise Division. She successfully opened Amos House's non-profit restaurant (which doubly served as a training facility for Amos House residents) after overseeing its design and construction and securing financing for the organization's acquisition of the underlying premises. Her interest in the legalization of medical and recreational marijuana was sparked from her seeing large numbers of Amos House residents struggle to re-enter the community after serving substantial prison time.

ANDREW WILKES

Mr. Wilkes started his career in accounting as an auditor for a Big 4 CPA firm, and formed his own recruiting company in 1990, focusing on the financial sectors. For the past 20 years, he has served as CFO and CEO of a multi-state employment agency with over 1,000 employees, which has experienced top line growth virtually every year. He is a prudent and successful investor, in a wide range of fields including real estate and cannabis. Mr. Wilkes holds a BS degree (Business Administration) from Bryant College, where he graduated Magna Cum Laude.

MATTHEW WILKES

Mr. Wilkes, an accountant by trade, has worked as a Senior Accountant in the private sector and, more recently, as a Senior Auditor for a federal/state government entity. He has the experience and expertise necessary to coordinate the complicated licensing and compliance requirements of the cannabis industry, with respect to both government and banking.

3-Year Projections

ABM, Inc. has established a three-year business plan based on several operational and budgetary assumptions as detailed herein. These assumptions inform ABM, Inc.'s projections for utilization, revenues, and expenses which are further described below.

ABM, Inc.'s proposed cultivation-only Marijuana Establishment will be sited in Mashpee, MA which has approximately 14,180 residents. ABM, Inc. projects **first year (2022)** gross revenues of \$8,845,200, expenses of \$2,200,090, and 5 full-time employees and 30 part-time employees; **second year (2023)** gross revenues of \$12,960,000, expenses of \$2,515,164, and 5 full-time employees and 30 part-time employees; and **third year (2024)** gross revenues of \$12,240,000, expenses of \$2,470,508, and 5 full-time employees and 30 part-time employees.

Wholesale purchases of finished marijuana and marijuana products from originating Marijuana Establishment cultivators and product manufacturers, to the extent necessary, are anticipated to be \$225-\$275 per ounce (or \$3,600-\$4,400/ LB.)

Payroll expenses are projected to be \$1,500,750 in year one, \$1,500,750 in year two, and \$1,500,750 in year three. Projected payroll expenses include all payroll taxes, workers compensation insurance, and per employee per month healthcare benefit costs. Payroll expenses are projected to increase proportionately with added hiring and fair salary increases to ABM, Inc.'s existing employees.

Operating expenses (excepting payroll) are projected to be \$2,200,090 in year one, \$2,515,164 in year two, and \$2,470,508 in year three. Operating expenses (excepting payroll) include ongoing expenses related to legal services and other expert consultant services, annual licensing/application fees, lease expenses for the facility in Mashpee, standard office expenses (e.g., computer, telephone and utilities and other general equipment), security, general and product liability insurance premiums, and associated federal and state taxes.

Federal tax liabilities are projected at a rate of 21% based on the projected revenues for the next three years. Massachusetts state tax liabilities specific to marijuana cultivation are projected to be \$415,516 in year one, \$775,738 in year two, and \$712,276 in year three.

Aspen Blue Mashpee, Inc.

PLAN TO OBTAIN REQUIRED INSURANCE

Aspen Blue Mashpee, Inc. (“ABM, Inc.”) is in discussion with several agents and insurers that are qualified to provide the required policies of coverage as required by the Cannabis Control Commission (the Commission). ABM, Inc. shall obtain and maintain, in accordance with 935 CMR 500.105(10)(a) and 935 CMR 501.105(10)(a), 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) and 935 CMR 501.105(10)(b) or otherwise approved by the Commission. ABM, Inc. shall obtain policies with no higher than a \$5,000 per occurrence deductible. ABM, Inc. will provide evidence of such coverage to the Commission upon receipt.

Aspen Blue Mashpee, Inc.

RESTRICTING ACCESS TO AGE 21 AND OLDER

Aspen Blue Mashpee, Inc. (“Aspen Blue”) plans to open a Marijuana Establishment in Mashpee, MA. Aspen Blue will implement strict security measures to ensure that all individuals entering the facility in Mashpee are appropriately identified and that access to the facility is limited to individuals age 21 and older. All Aspen Blue employees and agents shall also be age 21 and older in order to work at the facility in Mashpee.

Upon immediate entry into the premises, all individuals will be required to present valid proof of identification to security staff. Individuals who fail to present valid proof of identification to demonstrate they are age 21 or older will be required to promptly leave the premises.

Aspen Blue Mashpee, Inc.

QUALITY CONTROL AND TESTING

Aspen Blue Mashpee, Inc. (“Aspen Blue”) ensures that all marijuana and marijuana products at its Marijuana Establishment (including all finished marijuana flower, cannabis resins, cannabis concentrates, and infused/edible products) meet applicable quality and testing standards prior to any sales for adult use, as required by 935 CMR 500.140(9) and 500.160.

Aspen Blue will cultivate and manufacture the majority of marijuana and marijuana products dispensed at its Marijuana Establishment. In processing its marijuana, Aspen Blue will ensure that all leaves and flowers are well cured and generally free of seeds and stems; free of dirt, sand, debris and other foreign matter; free of contamination by mold, rot, other fungus, and bacterial diseases; prepared and handled on food-grade stainless steel table; and packaged in a secure area. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

Aspen Blue agents whose job includes cultivation, production or packaging of marijuana and/or marijuana products shall be subject to the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. Aspen Blue will ensure agents are trained on, and conform to, proper sanitary practices, and will provide agents with convenient access to fully-equipped hand-washing facilities in production areas. Aspen Blue’s water supply shall provide safe, potable, and adequate supply of water for the facility’s operations. Plumbing shall be of adequate size and design, and shall properly convey sewage and liquid disposable waste from the establishment with no cross-connections between potable and wastewater lines.

Aspen Blue ensures sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. Litter and waste are properly removed, disposed of to minimize the development of odor and minimize the potential for attracting and harboring pests. Aspen Blue’s waste disposal systems are maintained in accordance with the requirements of 935 CMR 500.105(12). All floors, walls and ceilings are constructed in such a manner that they may be adequately kept clean and in good repair. All toxic items are identified, held, and stored in a manner that protects against contamination of marijuana products. No toxic products are stored in an area containing products used in the cultivation of marijuana.

All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable.

Aspen Blue’s water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet Aspen Blue’s needs. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout Aspen Blue’s facility.

Plumbing shall properly convey sewage and liquid disposable waste from the facility, and there shall be no cross-connections between the potable and waste water lines. Aspen Blue employees are provided access to adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

If Aspen Blue's own cultivation and manufacturing supply is not sufficient to meet its consumer demand, Aspen Blue will request from all originating Marijuana Establishment partners from which finished marijuana and marijuana products are obtained, and in all cases prior to the procurement of the product from such third party, evidence of the following, to the extent applicable:

- a) Records demonstrating that all environmental media used to cultivate marijuana (e.g., soils, water) was tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries*, as published by the Cannabis Control Commission (the Commission); and
- b) Records demonstrating that all marijuana and marijuana products were tested by an Independent Testing Laboratory registered with the Commission for cannabinoid profile and contaminants in compliance with the *Protocol for Sampling and Analysis of Finished Marijuana Products and Marijuana-Infused Products*. Testing for contaminants includes but is not limited to mold, mildew, heavy metals, plant-growth regulators, and presence of pesticides.

In the event laboratory testing results indicate unacceptable contaminant levels, no marijuana or marijuana products from the same batch number as the contaminated sample(s) will be procured from such third party. In the event Aspen Blue is notified or otherwise made aware that marijuana and/or marijuana products obtained from a third party are contaminated, such product will be promptly removed from the applicable storage area and transferred to the disposal room.

Aspen Blue will cooperate with third party Marijuana Establishments, as applicable, in reporting unacceptable testing results that cannot be remedied to the Commission within 72 hours. Aspen Blue shall notify the Commission of any other Commission-specified or -requested information immediately. Aspen Blue shall retain all testing result records obtained from third party Marijuana Establishments for a period of no less than one year. Aspen Blue shall deem any marijuana or marijuana products that has not been tested in over one year to be expired and shall not dispense, sell, transfer or otherwise convey expired marijuana or marijuana product until it has been retested in accordance with 935 CMR 500.160(4).

Aspen Blue Mashpee, Inc.

MAINTAINING FINANCIAL RECORDS

Aspen Blue Mashpee, Inc. (“Aspen Blue”) will operate a Marijuana Establishment in accordance with applicable law and regulation and shall maintain general business and financial records in accordance with generally accepted accounting principles.

Business and financial records maintained by Aspen Blue include manual or computerized records of: assets and liabilities; monetary transactions; books of accounts, including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; sales records including the quantity, form, and cost of marijuana products, as well as the name of a registered qualifying patient or personal caregiver purchasing medical-use marijuana; and salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any persons with direct or indirect control over or affiliated with Aspen Blue in accordance with 935 CMR 500.105(9)(e) and 935 CMR 501.105(9)(e).

Aspen Blue will conduct a monthly analysis of its equipment and sales data to ensure no software has been installed which could manipulate or alter sales data, and this analysis and related records will be made available to the Commission upon request. All Aspen Blue marijuana sales records will be kept in compliance with DOR record retention requirements set forth in 830 CMR 62C.25.1 and Directive 16-1.

Aspen Blue Mashpee, Inc.

STAFFING AND TRAINING PLAN

Aspen Blue Mashpee, Inc. (“Aspen Blue”) anticipates that it will need to hire approximately 5 full-time employees (FTEs) and 30 part-time employees to run its cultivation Marijuana Establishment at its facility in Mashpee during the first year of operations. In particular, new staff will be needed for the following job functions:

□ Cultivation staff (5FTEs)

Anticipated positions and qualifications:

Director of Cultivation

- Previous experience of a minimum of 2 years managing a 10,000 sq/ft cultivation facility.
- Familiarity and experience with multiple methods of cultivation (hydroponics/ DWC/ ebb & flow, and drip systems including ability to construct/ retrofit growing systems as needed.
- Previous management/ leadership experience in a high-volume sales establishment or a comparable industry

Cultivation Associates

- Minimum one year experience working in a commercial cultivation facility
- Ability to stand, sit, kneel, and lift equipment or plants up to 50 lbs for extended periods of time
- A passion for cannabis and a desire to learn

Director of Trim

- Minimum one year experience working in a commercial cultivation facility or Inventory roll in a retail dispensary operation.
- Familiarity with harvesting, separation of usable from non usable plant matter, familiarity with storage procedures, overall knowledge of cultivation/ extraction processes
- Ability to stand, sit, kneel, and lift equipment or plants up to 50 lbs for extended periods of time

Trim Associates

- Cultivation experience preferred
- Manual dexterity required
- Ability to execute repetitive and tedious tasks while maintaining productivity and precision

□ Security staff (1 FTEs)

Anticipated positions and qualifications:

Security Associates

- Prior experience in law enforcement, corrections or security preferred

Aspen Blue will ensure that all staff complete a comprehensive training and orientation program prior to performing any related job functions in accordance with 935 CMR 500.105(2). Training will be tailored to the roles and responsibilities of the job functions of each Marijuana Establishment Agent. In addition to initial employee orientation, all staff shall receive at least eight (8) hours of on-going training annually. Staff training will focus on the following areas:

- ☐ Regulatory compliance
- ☐ Identification and confidentiality
- ☐ Safe marijuana handling practices
- ☐ Security and diversion
- ☐ Confidentiality
- ☐ Privacy

Moreover, in accordance with 935 CMR 500.105(2), all current owners, managers and employees shall complete the Responsible Vendor Program after July 1, 2021 or when available. All new employees shall complete the Responsible Vendor Program within 90 days of being hired. Responsible Vendor Program documentation must be retained for four (4) years.

Aspen Blue Mashpee, Inc.

ENERGY COMPLIANCE PLAN

Aspen Blue Mashpee, Inc. (“Aspen Blue”) shall implement policies and procedures at its proposed Marijuana Establishment in Mashpee which promote energy efficiency and conservation in accordance with 935 CMR 500.105(15) and 935 CMR 501.105(15). Aspen Blue has engaged Frank Zaino & Associates, Inc. (“FZA, Inc.”) to assist with the design and build-out of its cultivation facility to ensure it meets applicable energy efficiency standards.

Aspen Blue will collaborate with FZA, Inc. in the planning and development of the facility to identify potential energy use reduction opportunities (including, but not limited to, natural lighting, heat recovery ventilation and energy efficiency measures), and plan for implementation of such opportunities. Aspen Blue and FZA, Inc. will (i) identify ways to monitor energy consumption at the facility and make adjustments to operations based on energy use data and (ii) establish procedures for identifying energy saving opportunities as part of any facility upgrades, renovations, or expansions, or when equipment fails and needs to be replaced.

Aspen Blue and FZA, Inc. will consider opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable. Aspen will regularly, and no less frequently than annually, evaluate renewable energy options for its facility. Aspen Blue will establish procedures for identifying renewable or alternative energy opportunities as part of any facility upgrades, renovations, or expansion, or when equipment fails and needs to be replaced.

Aspen Blue and FZA, Inc. will also work together to identify strategies to reduce electric demand (such as lighting schedules, active load management and energy storage). Aspen Blue and FZA, Inc. will identify ways to monitor energy demand at the facility and make adjustments to operations based on energy use data, and will explore opportunities for participation in load curtailment, energy storage, or other active demand management, as applicable. Aspen Blue and FZA, Inc. will review and consider engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. FZA, Inc. will continue to advise Aspen Blue of applicable energy efficiency programs, opportunities and incentives following completion of the Mashpee facility.

Aspen Blue Mashpee, Inc.

PERSONNEL POLICIES

Aspen Blue Mashpee, Inc. ("ABM, Inc.") maintains all personnel policies and procedures in an employee handbook. The employee handbook addresses a wide variety of topics including information on employee benefits, vacation and sick time, work schedules, confidentiality, criminal background checks, security, employee identification and facility access, personal safety and crime prevention techniques, alcohol, drug and smoke-free workplace, and grounds for discipline and termination. Each employee is required to review the handbook and attest to their understanding of Aspen Blue's personnel policies and procedures. Aspen Blue reviews its employee handbook periodically and communicates any changes to its employees.

ABM, Inc. also maintains a staffing plan and a personnel record for each Marijuana Establishment Agent in accordance with the requirements under 935 CMR 500.105(9)(d) and 935 CMR 501.105(9)(d). Each personnel record is maintained for at least 12 months after termination of the individual's affiliation with Aspen Blue, and includes, at a minimum, the following: all materials submitted to the Commission as part of the Marijuana Establishment, including applicable background check reports obtained through such registration process; documented verification of references; copy of job description or employment contract which includes the duties, authority, responsibilities, qualifications and supervision; documentation of all required training, including a signed statement by the individual indicating the date, time and place the individual received such training; periodic performance evaluations and records of any disciplinary actions taken; and documentation of completed responsible vendor (Marijuana Establishment Agent only) and eight-hour related duty training. Such personnel policies and records will be made available for inspection by the Commission upon request.

The original copy of each cultivation agent's employee file, including all the aforementioned records, will be kept within the secured Human Resources office by the Human Resources Director. Cultivation management will be responsible for maintaining files within the cultivation management office. Physical files will be kept in a locked filing cabinet, which is only accessible by Cultivation Management. Digital employee files will be stored in a secured access, cloud based document repository that is controlled by Human Resources.

All Cultivation agents must keep safety and compliance in mind at all times while working. Any incidents involving Marijuana or Marijuana Product diversion will be communicated to the CCC and immediate dismissal will be enforced. The definition of engaging in unsafe practices can include a variety of actions by the agent. Following all security, compliance, product handling, and confidentiality SOPs are essential to remain safe while working within the cultivation or its facilities. Any actions that are deemed unsafe will result in immediate termination. Additionally, if any cultivation agents, including Management, have been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of any Other Jurisdiction, that will result in their immediate termination.

Aspen Blue Mashpee, Inc.

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Aspen Blue Mashpee, Inc.

RECORD-KEEPING PROCEDURES

Aspen Blue Mashpee, Inc. ("ABM, Inc.") retains applicable records for a period of time no less than required by law and in accordance with 935 CMR 500.105(9) and 935 CMR 501.105(9). Such records include but are not limited to written operating policies and procedures, inventory and seed-to-sale tracking, personnel, general business and financial, sales and dispensing, and waste disposal records. ABM, Inc. keeps waste records for at least three years, in accordance with 935 CMR 500.105(12). ABM, Inc.'s management team is responsible for the proper retention, storage and disposal of records that Aspen Blue generates, maintains and/or receives in the course of doing business.

ABM, Inc. protects the security, privacy and confidentiality of records as required by law, contract, or regulatory body, including those records containing confidential information. This includes adult consumer, registered qualifying patient, and employee records containing such information. All records subject to confidentiality restrictions are stored securely, whether electronically or in hard copy.

ABM, Inc. maintains records in accordance with generally accepted accounting principles per 935 CMR 500.105(9). These records include assets and liabilities; monetary transactions; books of accounts; sales records; and records of salary and wages paid to each employee.

Personnel records of ABM, Inc. are secured and maintained by the Human Resources Director. These records include job descriptions for each agent; a personnel record for each agent, a staffing plan that includes accessible business hours and information about safe cultivation conditions; all applicable personnel policies and procedures; and all background check reports obtained in accordance with 935 CMR 500.030 and 935 CMR 500.105(9).

ABM, Inc. records shall be made available for inspection by the Commission upon request. ABM, Inc. shall maintain all records that are required by any section of 935 CMR 500.000, 935 CMR 501.000, and 935 CMR 502.000.

Aspen Blue Mashpee, Inc.

DIVERSITY PLAN

Overview

Aspen Blue Mashpee, Inc. (“Aspen Blue”) is applying to operate a cultivation-only Marijuana Establishment in the Town of Mashpee. In accordance with the Cannabis Control Commission (the “Commission”) regulations (935 CMR 500.101(1)(c)(8)(k)), Aspen Blue submits the following Diversity Plan (the “Plan”). This Plan specifically seeks to promote equity among minorities, women, veterans, individuals with disabilities, and individuals identifying as LGBTQ+ by including them in the operations of Aspen Blue’s Marijuana Establishment.

Goals

Aspen Blue has developed the following goals to promote equity among minorities, women, veterans, individuals with disabilities, and individuals identifying as LGBTQ+:

Hiring Strategy:

- Casting a wide net with job placement advertising using online resources, community-specific publications, and community-based resources to ensure people over the age of 21 from diverse backgrounds have access to potential employment with Aspen Blue Mashpee, Inc., with a goal of 35% of hires falling into one of the recognized categories
- Increasing the number of women, minorities, people with disabilities, and LGBTQ+ who gain access to meaningful employment in the Massachusetts cannabis industry, by hiring a minimum of 15% women, 15% minorities, 10% veterans, 5% people with disabilities, 5% LGBTQ+ or some combination thereof.

Career Advancement:

- Increase career advancement opportunities for women, minorities, people with disabilities, and LGBTQ+ employed by Aspen Blue, with of Aspen Blue’s management-level positions being held by 30% women, 15% minorities, 5% people with disabilities, or 5% LGBTQ+ or some combination thereof.
- Prioritize upward mobility of internal Aspen Blue Mashpee employees when management opportunities become available, to ensure that employees representing each of the recognized classes have equal opportunity for career advancement within the company with a barometer of 25% women, 15% minorities, 10% veterans, 5% people with disabilities, or 5% LGBTQ+ being promoted when positions in management become available.

These goals and the programs designed to further each will be monitored by Aspen Blue’s Vice President and reevaluated by its executive officers each quarter.

Programs

Aspen Blue's Plan will be implemented through participation and investment in the following programs:

Hiring Strategy:

- In accordance with its hiring policy, Aspen Blue will post quarterly job postings in the local newspaper, The Mashpee Enterprise, stating that Aspen Blue is looking for a diverse pool of potential candidates, including, in particular, women, minorities, veterans, people with disabilities, and LGBTQ+ to work at its marijuana establishment.[See Appendix A for certifying correspondence]

Career Advancement:

- Management/leadership at Aspen Blue will hold quarterly career workshops which are focused on providing entry and management-level educational guidance to women, minorities, veterans, people with disabilities, and LGBTQ+ regarding entering and succeeding in the commercial marijuana industry. Topics discussed at these workshops will include: cannabis business management best practices and cannabis industry trends.

Measurement and Accountability

Aspen Blue will measure the success of this Plan using the following metrics:

Hiring Strategy:

- Aspen Blue will track the number of job advertisements placed with The Mashpee Enterprise
- The number of applications received from women, minorities, people with disabilities, and LGBTQ+ as a result of such advertisements.
- The number of respondent applicants successfully hired who are women, minorities, people with disabilities, and LGBTQ+.
 - This number will be assessed from the total number of individuals hired to ensure that 25% of all individuals hired are women, minorities, people with disabilities, or LGBTQ+.

Career Advancement:

- The number and subject matter of career workshops held during each calendar year.
- The number of attending employees who are women. Attendance will be recorded by sign-in sheet and will be noted in each employee's personnel file.
- The number of employed women who hold management-level positions at Aspen Blue. This number will be assessed from the total number of individuals in management-level positions to ensure that women, minorities, people with disabilities, and LGBTQ+ hold 30% of such positions.

All data will be tracked electronically by the Vice President, Retail Operations.

Acknowledgments

- Aspen Blue officers will conduct a review of this policy quarterly and will report on its efforts and the identified metrics and corresponding goals above to the Commission in accordance with its annual marijuana establishment licensurere renewal in accordance with 935 CMR 500.103(4)(a). Following such review, Aspen Blue will identify strategic objectives related to promotion of equity and diversity at Aspen Blue, including possible changes in policies and procedures, staff training, targeted recruitment efforts, and/or sponsored equity and diversity awareness events for employees and the local community.
- Aspen Blue acknowledges the following regarding the implementation of this Diversity Plan:
- All specifically named organizations in this plan have agreed to partner with Aspen Blue to implement the identified goals and programs stated herein, as applicable;
- Aspen Blue acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and
 - Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Appendix A

Written correspondence certifying that the local newspaper will collaborate with Aspen Blue to postprospective job listings.



Matthew Wilkes <m.wilkes@terps.com>

Re: Aspen Blue Mashpee Job Postings

1 message

Matthew Wilkes <m.wilkes@terps.com>
To: ads@capenews.net

Thu, May 6, 2021 at 9:45 AM

Thank a lot Greg!

Matthew Wilkes, Chief Business Officer
Aspen Blue LLC d/b/a TERPS
20 Centerville Road
Warwick, Rhode Island 02886
401-286-2119

On Thu, May 6, 2021 at 9:45 AM <ads@capenews.net> wrote:

We are willing to post this. Let me know if you need a formal written document signed.

Greg Smith

Multi-Media Advertising
Falmouth Publishing Company
508-548-4700 ext.252
www.capenews.net

-----Original Message-----

From: "Matthew Wilkes" <m.wilkes@terps.com>
Sent: Wednesday, May 5, 2021 5:45pm
To: ads@capenews.net
Subject: Aspen Blue Mashpee Job Postings

Hey Greg,

I recently published an ad in the Mashpee Enterprise. I am submitting our application to the Cannabis Control Commission. One of the requirements is to get written justification that a local newspaper is willing to post your job advertisements (given the nature of our business). Will the Mashpee Enterprise be willing to post our job advertisements for our proposed marijuana cultivation facility? Please let me know. Thanks so much.

Matthew Wilkes, Chief Business Officer
Aspen Blue LLC d/b/a TERPS
20 Centerville Road
Warwick, Rhode Island 02886
401-286-2119