



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP282222
Original Issued Date: 05/30/2023
Issued Date: 05/30/2023
Expiration Date: 05/30/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Berkshire Kind Inc.

Phone Number: 413-344-0264 Email Address: pjs@berkshirekind.com

Business Address 1: 343 Pecks Road

Business Address 2:

Business City: Pittsfield

Business State: MA

Business Zip Code: 01201

Mailing Address 1: 212 Fenn St #4021

Mailing Address 2:

Mailing City: Pittsfield

Mailing State: MA

Mailing Zip Code: 01201

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: 53

Percentage Of Control: 67

Role: Owner / Partner

Other Role:

First Name: Philip

Last Name: Silverman

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: 7	Percentage Of Control: 33	
Role: Owner / Partner	Other Role:	
First Name: Steve	Last Name: Pica	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:	Percentage of Ownership: 18		
Entity Legal Name: Whalers Trading	Entity DBA:	DBA City:	
Entity Description: Whalers Trading LLC is a single member limited liability company solely owned by Philip Silverman. Silverman used this entity to support pre-development activities and capital resource expenditures.			
Foreign Subsidiary Narrative:			
Entity Phone: 646-290-7002	Entity Email: pjs@berkshirekind.com	Entity Website:	
Entity Address 1: 51 Henry Street	Entity Address 2:		
Entity City: Brooklyn	Entity State: NY	Entity Zip Code: 11201	
Entity Mailing Address 1: 75 Henry Street TH51	Entity Mailing Address 2:		
Entity Mailing City: Brooklyn	Entity Mailing State: NY	Entity Mailing Zip Code: 11201	
Relationship Description: Whalers Trading LLC has indirect authority because it is solely owned by Philip Silverman, who is also President and majority owner of Berkshire Kind.			

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Steve	Last Name: Pica	Suffix:	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of the Capital Provided: \$2000000	Percentage of Initial Capital: 80
Capital Attestation: Yes			

CAPITAL RESOURCES - ENTITIES

No records found

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: Steve	Owner Last Name: Pica	Owner Suffix:
Entity Legal Name: Modern Dynamics Mfg LLC	Entity DBA:	

Entity Description: Cannabis Product Manufacturing Company**Entity Phone:**

617-839-9418

Entity Email:

Steve@moderndynamicsmfg.com

Entity Website:**Entity Address 1:** 5 Drapeau Street**Entity Address 2:****Entity City:** Biddeford**Entity State:** ME**Entity Zip Code:** 04005**Entity Country:** USA**Entity Mailing Address 1:** 5 Drapeau Street**Entity Mailing Address 2:****Entity Mailing City:**

Biddeford

Entity Mailing State: ME**Entity Mailing Zip Code:**

04005

Entity Mailing Country:

USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS**Establishment Address 1:** 343 Pecks Road**Establishment Address 2:****Establishment City:** Pittsfield**Establishment Zip Code:** 01201**Approximate square footage of the Establishment:** 6000**How many abutters does this property have?:** 21**Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?:** Yes**HOST COMMUNITY INFORMATION**

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Berkshire Kind_MFGlicense_PlanToRemainCompliant.pdf	pdf	632491a844fa35000af15333	09/16/2022
Community Outreach Meeting Documentation	BerkshireKind_MFGlicense_Form_COM_Attestation_wSupportingDocs.pdf	pdf	63288b79d87e7d0009e67a89	09/19/2022
Certification of Host Community Agreement	Berkshire Kind_HCA Certification Form_Pittsfield_SIGNED.pdf	pdf	633452c576c66600081242ed	09/28/2022

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	Berkshire Kind_MFG_Plan for Positive Impact_12_22.pdf	pdf	63a1e83fa0fd020008e2e624	12/20/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:**INDIVIDUAL BACKGROUND INFORMATION****Individual Background Information 1**

Role: Owner / Partner **Other Role:**

First Name: Philip **Last Name:** Silverman **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner **Other Role:**

First Name: Steve **Last Name:** Pica **Suffix:**

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION**Entity Background Check Information 1**

Role: Other (specify) **Other Role:** Entity used to support pre-development activities and capital resource expenditures

Entity Legal Name: Whalers Trading LLC **Entity DBA:**

Entity Description: Whalers Trading LLC is a single member limited liability company solely owned by Philip Silverman. Silverman used this entity to support pre-development activities and capital resource expenditures.

Phone: 646-290-7002 **Email:** pjs@berkshirekind.com

Primary Business Address 1: 51 Henry Street **Primary Business Address 2:**

Primary Business City: Brooklyn **Primary Business State:** NY **Principal Business Zip Code:** 11201

Additional Information: Whalers Trading LLC has indirect authority because it is solely owned by Philip Silverman, who is also President and majority owner of Berkshire Kind.

MASSACHUSETTS BUSINESS REGISTRATION**Required Business Documentation:**

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Berkshire Kind - MFGlicense_BK_ArticlesOfOrganization.pdf	pdf	63287d638f0d7a00097778d4	09/19/2022
Department of Unemployment Assistance - Certificate of Good standing	Berkshire Kind - MFGlicense_MassUI_CertificateOfGoodStanding.pdf	pdf	632884b6d87e7d0009e657b0	09/19/2022
Secretary of Commonwealth - Certificate of Good Standing	Berkshire Kind - MFGlicense_MassSecretaryofState_CertificateOfGoodStanding.pdf	pdf	6328ceeadd87e7d0009e76366	09/19/2022
Department of Revenue - Certificate of	Berkshire Kind - MFGlicense_MassTaxConnect_CertificateOfGoodStanding.pdf	pdf	6333089c2bb6940008541f97	09/27/2022

Good standing				
Bylaws	Berkshire Kind, Inc. - By-Laws_12_22.pdf	pdf	63a1e9ac52253500084e81c0	12/20/2022

No documents uploaded

Massachusetts Business Identification Number: 001395085

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Berkshire Kind Inc_MFGlicense_Project Timeline.pdf	pdf	63289954d87e7d0009e6abf7	09/19/2022
Plan for Liability Insurance	Berkshire Kind_PlanforObtainingLiabilityInsurance_MFGlicense.pdf	pdf	63289a1d8f0d7a000977f0bf	09/19/2022
Business Plan	Berkshire Kind - MFGlicense_BusinessPlan.pdf	pdf	6336ffb42bb694000858d3e1	09/30/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Berkshire Kind_MFGlicense_RestrictingAccesssto21andOlder.pdf	pdf	6328c12e8f0d7a000978682c	09/19/2022
Security plan	Berkshire Kind_MFGlicense_SecurityPlan.pdf	pdf	6328c2d9d87e7d0009e7396c	09/19/2022
Prevention of diversion	Berkshire Kind_MFGlicense_PreventionofDiversion.pdf	pdf	6328c40fd87e7d0009e73e21	09/19/2022
Storage of marijuana	Berkshire Kind_MFGlicense_ProceeduresforStorage.pdf	pdf	6328c5178f0d7a000978784f	09/19/2022
Personnel policies including background checks	Berkshire Kind_MFGlicense_PersonnelPoliciesandBackgroundChecks.pdf	pdf	632dc4362bb694000850766e	09/23/2022
Maintaining of financial records	Berkshire Kind_MFGlicense_Maintaining of Financial Records.pdf	pdf	632dc7272bb694000850807c	09/23/2022
Energy Compliance Plan	Berkshire Kind_MFGlicense_EnergyCompliancePlan.pdf	pdf	632dcbac2bb69400085090b0	09/23/2022
Safety Plan for Manufacturing	Berkshire Kind_MFGlicense_SafetyPlanforManufacturing.pdf	pdf	632dcbeb76c66600080d466b	09/23/2022
Inventory procedures	Berkshire Kind_InventoryProcedures_MFGlicense_12_22.pdf	pdf	63a1eacba0fd020008e2f0a3	12/20/2022

Quality control and testing	Berkshire Kind_QualityControlandTesting_MFGlicense_12_22.pdf	pdf	63a1eafea0fd020008e2f14d	12/20/2022
Record Keeping procedures	Berkshire Kind_RecordKeepingProcedures_MFGlicense_12_22.pdf	pdf	63a1eb4052253500084e8531	12/20/2022
Qualifications and training	Berkshire Kind_QualificationsandTraning_MFGlicense_12_22.pdf	pdf	63a1ebb552253500084e85da	12/20/2022
Diversity plan	Berkshire Kind_MFGLicense_DiversityPlan_12_22.pdf	pdf	63a1ebf052253500084e866f	12/20/2022
Plan to Obtain Marijuana	Berkshire Kind_Plan for Obtaining Marijuana_MFGlicense_12_22.pdf	pdf	63a1ec3752253500084e8824	12/20/2022
Types of products Manufactured.	Berkshire Kind_TypesofProductsMfg_MFGlicense_12_22.pdf	pdf	63a1ec8da0fd020008e2f359	12/20/2022
Method used to produce products	Berkshire Kind_Methods Used for MFG_MFGlicense_12_22.pdf	pdf	63a1eccca0fd020008e2f446	12/20/2022
Sample of unique identifying marks used for branding	Berkshire Kind - MFGlicense_Samples of Unique Identifying Marks_12_22.pdf	pdf	63a1ed0752253500084e8a80	12/20/2022
Transportation of marijuana	Berkshire Kind_TransportationofMarijuana_MFGlicense_1_22.pdf	pdf	63b33688a0fd020008edbe7b	01/02/2023

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 6:00 PM
Tuesday From: 8:00 AM	Tuesday To: 6:00 PM
Wednesday From: 8:00 AM	Wednesday To: 6:00 PM
Thursday From: 8:00 AM	Thursday To: 6:00 PM
Friday From: 8:00 AM	Friday To: 6:00 PM
Saturday From: 8:00 AM	Saturday To: 6:00 PM
Sunday From: Closed	Sunday To: Closed

Berkshire Kind
Plan to Remain Compliant

Berkshire Kind is committed to following all local and state policies to remain compliant, including all requirements set forth in 935 CMR 500.000 as well as the City of Pittsfield and Massachusetts State building codes, and Massachusetts Health Department requirements. Specifically, Berkshire Kind's plan to remain compliant includes the following:

- City of Pittsfield, Site Plan Review – Site Plan review completed and approved by the City with no expiration date.
- City of Pittsfield, Building Permit – Building permit will be submitted once construction design documents are completed on-site. Permit is expected to be applied for in Oct. 2022.
- Special Permits – Due to Berkshire Kind's location, no special permits were required.
- City of Pittsfield, Wastewater Discharge Permit – Discharge permit will be applied for prior to the completion of the facility's construction.
- City of Pittsfield Fire Department, Annual Dumpster Permit – Annual dumpster permit will be applied for prior to the facility opening.
- City of Pittsfield, Signage Permit – Sign permit will be applied for prior to the facility opening.
- Mass Cannabis Control Commission Architectural Review – Architectural review is anticipated to be requested in Nov 2022.

Additionally, Berkshire Kind held a project pre-development meeting with the City of Pittsfield's Community Development office, local Fire and Police officials, Water Department Representative, City Engineer, and a City Building Department representative to discuss the project, local permit requirements, and maintaining compliance. Correspondence and coordination of development has been on-going with the City and will continue as the project progresses.

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

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



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

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



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



ATTACHMENT B

RECEIVED-CITY CLERK
CITY OF PITTSFIELD, MA

2022 AUG 17 AM 10: 52

Berkshire Kind Inc.

Community Outreach Meeting – Notice for Publication

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for September 1st at 5:00pm at the Berkshire Innovation Center, 45 Woodlawn Ave. Pittsfield, MA. The proposed Manufacturing Facility is anticipated to be located at 343 Peck Road, Pittsfield, MA. There will be an opportunity for the public to ask questions. The meeting location is handicap accessible.

Berkshire Kind Inc.
212 Fenn St. #4021
Pittsfield, MA 01201

August 23, 2022

CITY OF PITTSFIELD
CONSERVATION COMMISSION
70 ALLEN ST
PITTSFIELD, MA 01201

Re: Community Outreach Meeting
Berkshire Kind - Notice to Property Abutters

To whom it may concern,

As a requirement for licensure in the State of Massachusetts, Berkshire Kind Inc. is required to hold a Community Outreach meeting and notify all occupants within 300 feet of the project site. The proposed cannabis product manufacturing facility location is 343 Pecks Road in Pittsfield. This letter and attached public notice are our formal notification for Berkshire Kind's Community Outreach Meeting being held September 1, 2022 at 5pm in the Berkshire Innovation Center, 45 Woodlawn Ave. Pittsfield, MA.

Sincerely,

Philip Silverman
Berkshire Kind Inc.



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 4-5. 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:

Berkshire Kind Inc.

2. Name of applicant's authorized representative:

Philip Silverman

3. Signature of applicant's authorized representative:

4. Name of municipality:

City of Pittsfield

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

Linda M Tyer, Mayor



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

Linda M. Zyer

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).*):

mayorsoffice@cityofpittsfield.org

8. Host community agreement execution date:

June 30, 2022



Berkshire Kind Inc.
Plan for Positive Impact

Positive Impact Plan

Berkshire Kind has developed a Plan for Positive Impact for its host community, the City of Pittsfield. This plan supports the community as a whole, as well as past or present residents of the City of Pittsfield, a community defined as an “area of disproportionate impact,” by the Massachusetts Cannabis Control Commission. Plan goals and programs are aimed at supporting the growth and advancement of both the economy and individuals living within the City of Pittsfield. Berkshire Kind’s Plan for Positive Impact will be reviewed and updated according on an annual basis.

Berkshire Kind’s Plan for Positive Impact focuses on in the implementation of two programs developed to achieve the desired outcome of the plan, otherwise known as the plan’s goals. Berkshire Kind’s Plan for Positive Impact goals are as follows:

Berkshire Kind Plan for Positive Impact Goals

1. Reduce barriers to entry and employment in the commercial adult-use cannabis industry for Pittsfield residents. Berkshire Kind will make available positions for interested individuals within Pittsfield that have no prior training or experience in the cannabis industry as well as for individuals who have past drug convictions. Positions will be publicly posted. Berkshire Kind’s hiring goal is 50% of its facility associates to be hired residing within Pittsfield, that have no prior experience and 20% of its facility associates to be hired residing within Pittsfield, that have prior drug convictions.
2. Provide mentoring, professional, and technical services related to the inclusion in the cannabis industry for individuals and businesses within the City of Pittsfield facing systemic barriers; specifically targeting individuals with prior drug related convictions or credit related issues that impede employment and business startup opportunities. Bi-annual professional / mentoring advancement sessions will be held to discuss issues and develop individual support activities for interested attendees. Berkshire Kind’s goal is to have 10 attendees per educational session and support the advancement in the cannabis industry of 4 individuals and / or businesses per year with continued mentoring.

Berkshire Kind Plan for Positive Impact Programs: (detailed actions, activities, or processes that will be utilized or implemented to achieve the outlined goals;)

Berkshire Kind Local Hiring Initiative - This program focusses on direct outreach to Pittsfield residents looking for employment with Berkshire Kind that have no prior experience or background in the cannabis industry as well as for individuals who have past drug convictions. Individuals will be targeted through public notices whenever positions become available as well as an annual Berkshire Kind hosted Job Fair to be located at the Berkshire Innovation Center. The Berkshire Innovation Center is located on Woodlawn Ave in Pittsfield, providing world class facilities and focusing on supporting regional job growth, education, and innovation.

Berkshire Kind Grow Program – An educational and mentoring program for Pittsfield residents and businesses interested in learning more about the cannabis industry in general, what opportunities are available throughout the cannabis industry, and how to develop competitive skills and resumes focused on employment and /or development of businesses in the cannabis industry. Berkshire Kind will provide free bi-annual educational and technical cannabis industry information seminars, to be held in a publicly available, handicap accessible location for any individual or business residing in the City of Pittsfield. Seminars will be published for public notice in the local newspaper. Seminars will cover topics related to employment and business start-up in the cannabis industry including but not limited to cultivation basics, Mass. cannabis regulations and business environment, RMD Licensing, and basic cannabis business management. Additionally, for interested individuals and businesses that participate in Berkshire Kind's Grow Program, Berkshire Kind will provide customized mentoring and business development services. These activities will be designed specifically to meet the needs of the individual or business being mentored and may be anything from individual resume development and business plan development, to specific skill education and MA State licensure consulting.

Berkshire Kind Plan for Positive Impact Measurements: Each program implemented through Berkshire Kind's Positive Impact Plan will be assessed annually for progress and success. Measurements collected for each program include:

Local Hiring Initiative - Berkshire Kind's hiring goal is 50% of its facility associates to be hired residing within Pittsfield, that have no prior experience, as well as 20% of its facility associates to be hired residing within Pittsfield, that have prior drug convictions.

This program will be measured by the number of Individuals submitting applications to Berkshire Kind, residing in or having resided in the City of Pittsfield with no prior experience in the cannabis industry or with prior drug convictions. This number will be compared to the total number of individuals submitting applications to measure success.

Berkshire Kind Grow Program - Berkshire Kind's goal is to have 10 attendees per educational session and support the advancement in the cannabis industry of 4 individuals and / or businesses per year with continued mentoring.

This program will be measured by the following criteria:

- Number of individuals from Pittsfield, attending the continuing education informational seminars and on what topics
- Number of businesses from Pittsfield, attending continuing education informational seminars and on what topics
- Name and addresses of individuals and / or businesses requesting continued mentoring / consulting services from Berkshire Kind after attending the Grow Program's education informational seminars and on what topics.

Berkshire Kind 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

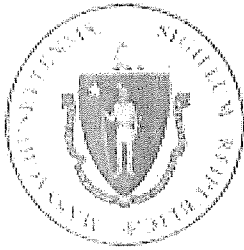
instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Positive Impact Plan Timeline

Berkshire Kind's Positive Impact Plan is expected to begin activities once operations commence.

Anticipated Positive Impact Plan timeline for activities:

- Hold first job / opportunity fair April 2023
(2 months before operations commence)
- Hold first B-Kind Grow Program Seminar August 2023



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: 001395085

ARTICLE I

The exact name of the corporation is:

BERKSHIRE KIND, 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	275,000	\$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.

NONE

ARTICLE V

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

ARTICLE V: RESTRICTIONS ON THE TRANSFER OF STOCK SECTION 1. VOLUNTARY TRANSFER. (A) ANY STOCKHOLDER WHO DESIRES TO TRANSFER ALL OR ANY PART OF THE STOCK OWNED BY HIM/HER WITHOUT CONSIDERATION, SHALL NOTIFY THE CORPORATION IN WRITING, NAMING THE PROPOSED TRANSFEREE AND AN ARBITRATOR. THE CORPORATION

N MAY WITHIN THIRTY (30) DAYS THEREAFTER GIVE WRITTEN NOTICE TO THE STOCKHOL
DER NAMING A SECOND ARBITRATOR. THE TWO ARBITRATORS SO NAMED SHALL WITHIN
TEN (10) DAYS NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASC
ERTAIN BY MAJORITY VOTE WITHIN AN ADDITIONAL THIRTY (30) DAYS THE FAIR MARKET
VALUE OF THE STOCK. AFTER THE REPORT OF THE ARBITRATORS AS TO SUCH VALUE, THE
BOARD OF DIRECTORS SHALL HAVE AN ADDITIONAL THIRTY (30) DAYS WITHIN WHICH TO
PURCHASE SUCH STOCK OR TO DESIGNATE A PERSON OR PERSONS TO PURCHASE THE SA
ME OR ANY SPECIFIED PART THEREOF AT SUCH VALUE. IN THE EVENT THE CORPORATION
DOES NOT EXERCISE ITS RIGHT TO PURCHASE WITHIN SAID THIRTY (30) DAYS, WRITTEN N
OTICE OF SUCH DETERMINATION SHALL BE GIVEN TO THE STOCKHOLDER AND THEREAFT
ER THE STOCKHOLDER MAY DISPOSE OF THE SAME IN THE MANNER SET OUT IN HIS WRIT
TEN NOTICE WITHIN THIRTY (30) DAYS AFTER THE EXPIRATION OF THE LAST THIRTY (30) D
AY PERIOD. IF THE STOCKHOLDER DOES NOT SO DISPOSE OF SUCH STOCK, ALL OF THE R
ESTRICTIONS IMPOSED HEREIN SHALL APPLY TO ALL OF THE STOCK OWNED BY HIM/HER.
(B) ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATO
RS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNE
D BY HIM/HER OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOA
RD OF DIRECTORS, IN THE MANNER FOLLOWING: HE/SHE SHALL NOTIFY THE DIRECTORS
OF HIS DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CON
TAIN THE PRICE AT WHICH HE/SHE IS WILLING TO SELL OR TRANSFER AND THE NAME OF
ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER EITHER
ACCEPT THE OFFER, OR BY NOTICE TO HIM/HER IN WRITING NAME A SECOND ARBITRATO
R, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRAT
ORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLEC
T OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORIT
Y MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR. AFTER THE ACCEPTANCE OF THE OFF
ER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTO
RS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VAL
UATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS, THE CORPORATION SHALL NOT
HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT L
IBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE/SHE MAY SEE FIT. NO SHARES OF S
TOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL TH
ESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN AN
Y PARTICULAR INSTANCE WAIVE THE REQUIREMENT. SECTION 2. INVOLUNTARY TRANSF
ER ANY PERSON ACQUIRING ANY SHARES OF STOCK BY THE INSOLVENCY OR BANKRUPT
CY OF ANY STOCKHOLDER, BY THE FORECLOSURE OF ANY PLEDGE OR HYPOTHECATION,
OR BY ANY OTHER INVOLUNTARY TRANSFER OR ASSIGNMENT, OR BY DEATH, OR OTHER
WISE BY PROCESS OF LAW, BEFORE BEING ENTITLED TO EXERCISE ANY RIGHTS AS A HOL
DER OF SUCH STOCK OF THE CORPORATION, SHALL OFFER IN WRITING ALL OF SUCH AC
QUIRED SHARES TO THE CORPORATION FOR PURCHASE BY IT AND DELIVER TO THE CORP
ORATION TOGETHER WITH SUCH OFFER, (1) THE CERTIFICATE OR CERTIFICATES REPRE
SENTING ALL OF SUCH SHARES OR STOCK (2) PROPER PROOF OR AUTHENTICATION OF SUC
H PERSON'S RIGHT TO ACQUIRE SUCH SHARES AND TO TRANSFER THE SAME, AND (3) A ST
OCK POWER OR POWERS DULY EXECUTED IN BLANK BY SUCH PERSON. SUCH OFFER SHA
LL BE MADE WITHIN THIRTY (30) DAYS OF SUCH INVOLUNTARY TRANSFER AND SHALL NA
ME ONE ARBITRATOR. THE CORPORATION MAY WITHIN THIRTY (30) DAYS THEREAFTER GI
VE WRITTEN NOTICE TO THE STOCKHOLDER NAMING A SECOND ARBITRATOR. THE TWO
ARBITRATORS SO NAMED SHALL WITHIN TEN (10) DAYS NAME A THIRD. IT SHALL THEN BE
THE DUTY OF THE ARBITRATORS TO ASCERTAIN BY MAJORITY VOTE WITHIN AN ADDITIO
NAL THIRTY (30) DAYS THE FAIR MARKET VALUE OF THE STOCK. AFTER THE REPORT OF T
HE ARBITRATORS AS TO SUCH VALUE, THE BOARD OF DIRECTORS SHALL HAVE AN ADDITI
ONAL THIRTY (30) DAYS WITHIN WHICH TO PURCHASE SUCH STOCK OR TO DESIGNATE IN
WRITING A PERSON OR PERSONS TO PURCHASE THE SAME OR ANY SPECIFIED PART THER
EOF AT SUCH VALUE. IN THE EVENT THAT THE CORPORATION DOES NOT ELECT TO EXERC

USE ITS OPTION HEREUNDER, THE SHARES OF STOCK SO ACQUIRED SHALL BE TRANSFERRED ON THE BOOKS OF THE CORPORATION INTO THE NAME OF THE PERSON ACQUIRING THE SAME AND SUCH STOCK SHALL THEREAFTER BE SUBJECT TO ALL THE RESTRICTIONS IMPOSED BY THIS ARTICLE. SECTION 3. MISCELLANEOUS. NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THE PROVISIONS CONTAINED HEREIN HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCE WAIVE THESE REQUIREMENTS. A PLEDGE OR HYPOTHECATION SHALL NOT BE SUBJECT TO THIS RESTRICTION, AND PRIOR TO FORECLOSURE NO TRANSFER OF THE SHARES PLEDGED OR HYPOTHECATED SHALL BE MADE BY THE CORPORATION ON ITS BOOKS (EXCEPT TO ANY EXTENT REQUIRED BY LAW). IF THE PLEDGE OR HYPOTHECATION SHALL BE FORECLOSED, ANY SUCH TRANSFER SHALL BE SUBJECT TO THIS RESTRICTION. THE FOLLOWING STATEMENT SHALL BE LEGIBLY STAMPED OR ENDORSED UPON EACH CERTIFICATE OF STOCK OF THE CORPORATION NOW OWNED OR HEREAFTER ACQUIRED: THIS CERTIFICATE IS SUBJECT TO AND TRANSFERABLE ON THE BOOKS OF THE CORPORATION ONLY UPON COMPLIANCE WITH THE PROVISIONS OF THE STOCK RESTRICTION PROVISIONS APPLICABLE THERETO, A COPY OF WHICH WILL BE SUPPLIED TO THE HOLDER OF THIS CERTIFICATE WITHOUT CHARGE UPON WRITTEN REQUEST TO THE CLERK OF THE CORPORATION. EACH STOCKHOLDER SHALL SURRENDER TO THE CORPORATION ALL OF THE CERTIFICATES OF STOCK IN THE CORPORATION NOW OWNED OR HEREAFTER ACQUIRED BY HIM/HER AND THE CORPORATION SHALL INSCRIBE THEREON THE LEGEND SET FORTH IN THE PRECEDING SENTENCE AND RETURN SAID CERTIFICATES TO THE STOCKHOLDER.

ARTICLE VI

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

(A) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISIONS THEREOF WHICH BY LAW THE BY-LAWS REQUIRE ACTION BY THE STOCKHOLDER. (B) MEETINGS OF THE STOCKHOLDERS MAY BE HELD ANYWHERE IN THE UNITED STATES. (C) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE IT WOULD HAVE THE POWER TO CONDUCT ITSELF.

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: BACON WILSON, P.C.

No. and Street: 33 STATE STREET

City or Town: SPRINGFIELD

State: MA

Zip: 01103

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	PHILIP SILVERMAN	75 HENRY STREET, TH51 BROOKLYN, NY 11201 USA
TREASURER	PHILIP SILVERMAN	75 HENRY STREET, TH51 BROOKLYN, NY 11201 USA
SECRETARY	PHILIP SILVERMAN	75 HENRY STREET, TH51 BROOKLYN, NY 11201 USA
DIRECTOR	PHILIP SILVERMAN	75 HENRY STREET, TH51 BROOKLYN, NY 11201 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:

HORTICULTURE

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

No. and Street: 33 STATE STREET
City or Town: SPRINGFIELD State: MA Zip: 01103 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: 33 STATE STREET
City or Town: SPRINGFIELD State: MA Zip: 01103 Country: USA
which is

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

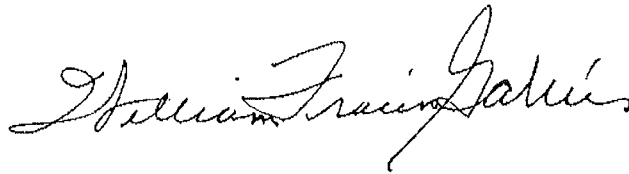
Signed this 30 Day of July, 2019 at 9:10:27 AM by the incorporator(s). (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

PHILIP SILVERMAN

THE COMMONWEALTH OF MASSACHUSETTS

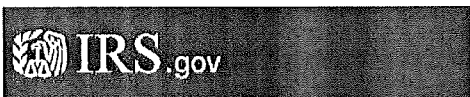
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

July 30, 2019 09:09 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



EIN Assistant

Your Progress:

1. Identity

2. Authenticate


3. Addresses

4. Details

5. EIN Confirmation



Congratulations! Your EIN has been successfully assigned.EIN Assigned: **84-2557812**Legal Name: **BERKSHIRE KIND INC****IMPORTANT:****Save and/or print this page and the confirmation letter below for your permanent records.**

The confirmation letter below is your official IRS notice and contains important information regarding your EIN.

 [CLICK HERE for Your EIN Confirmation Letter](#) [Help with saving and printing your letter](#)

Once you have saved or printed your letter, click "Continue" to get additional information about using your new EIN.

[Continue >>](#)**Help Topics**

-  [What if I do not have access to a printer at this time?](#)
-  [Can I access this letter at a later date?](#)

Date of this notice: 07-30-2019

Employer Identification Number:
84-2557812

Form: SS-4

Number of this notice: CP 575 A

BERKSHIRE KIND INC
33 STATE ST
SPRINGFIELD, MA 01103

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 84-2557812. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

04/15/2020

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is BERK. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

07-30-2019 BERK B 9999999999 SS-4

CP 575 A (Rev. 7-2007)

CP 575 A

DATE OF THIS NOTICE: 07-30-2019
EMPLOYER IDENTIFICATION NUMBER: 84-2557812
FORM: SS-4 NOBOD

BERKSHIRE KIND INC
33 STATE ST
SPRINGFIELD, MA 01103



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 16, 2022

To Whom It May Concern :

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

BERKSHIRE KIND, INC.

is a domestic corporation organized on **July 30, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 22090357910

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: L0063216576
Notice Date: September 19, 2022
Case ID: 0-001-701-502



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BERKSHIRE KIND INC
33 STATE ST
SPRINGFIELD MA 01103-2003

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, BERKSHIRE KIND 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

BY-LAWS

of

Berkshire Kind, Inc.

ARTICLE I

Articles of Organization

The name and purposes of the corporation shall be as set forth in the Articles of Organization. Upon the filing of the Articles of Organization, Philip Silverman has been elected as sole President, Treasurer, Secretary, and Director of the corporation. These By-Laws, the powers of the corporation and its Directors and stockholders, and all matters concerning the conduct and regulation of the business of the corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Director(s), the fiscal year of the corporation shall end each year on December 31st.

ARTICLE III

Meetings of Stockholders

Section I. Annual Meetings.

The annual meeting of the stockholders shall be held on the second Tuesday in March of each year (or if it be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 o'clock A.M. unless a different hour is fixed by the Board

of Directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Board of Directors of the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have for the purposes of these By-Laws or otherwise all the force effect of an annual meeting.

Section 2. Special Meetings.

A special meeting of the stockholders may be called at any time by the president, or by majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the stockholders shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more stockholders who hold at least one-tenth part in interest of the stock entitled to vote at the meeting. Such call shall state the time, place, and purposes of the meeting.

Section 3. Place of Meetings.

All meetings of the stockholders shall be held at the principal office of the corporation in Massachusetts, unless a different place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting of the stockholders shall be held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

Section 4. Notice of Meetings.

A written notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given at least seven days before the meeting to each stockholder

entitled to vote thereat and to each stockholder who is otherwise entitled by law or by the Articles of Organization to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person designated either by the Secretary, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a stockholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such stockholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5. Quorum.

At any meeting of the stockholders, a quorum shall consist of a majority in interest of all stock issued and outstanding and entitled to vote at the meeting; except that if two or more classes or series, then in the case of each such classes or series a quorum for that matter shall consist of a majority in interest of all stock of that class or series issued and outstanding; and except when a larger quorum is required by law, by the Articles of Organization or by these By-Laws. Stock owned directly or indirectly by the corporation, if any, shall not be deemed outstanding for this purpose. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice, providing that a quorum is present at said adjourned time.

Section 6. Action by Vote.

When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 7. Voting.

Stockholders entitled to vote shall have one vote for each share of stock entitled to vote held by them or recorded according to the records of the corporation and a proportionate vote for a fractional share, unless otherwise provided by the Articles of Organization. The corporation shall not, directly or indirectly, vote any share of its own stock.

Section 8. Action by Consent.

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

Section 9. Proxies.

Stockholders entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Secretary or the person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of

such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE IV

Directors

Section 1. Powers.

The business of the corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise reserved to the stockholders by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Enumeration, Election and Term of Office.

The Board of Directors shall consist of not less than three (3) Directors, unless there are fewer than three (3) stockholders, in which case the Board of Directors shall consist of not less than the number of stockholders. The number of the Directors shall be as determined from time to time by the stockholders and may be enlarged by vote of a majority of the Directors then in office. The Directors shall be chosen at the annual meeting of the stockholders by such stockholders as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. No Director need be a stockholder.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the stockholders may be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 4. Special Meetings.

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or the Treasurer or by two or more Directors, reasonable notice thereof being given to each director by the Secretary or an Assistant Secretary, or, if there be none by the Secretary or an Assistant Secretary, by the officer or one of the Directors calling the meeting.

Section 5. Notice.

It shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting

prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 6. Quorum.

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of all of the Directors then in office. Whether or not a quorum is present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

Section 7. Action by Consent.

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

Section 8. Committees.

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-Laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the

same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE V

Officers and Agents

Section 1. Enumeration; Qualification.

The officers of the corporation shall be a President, Treasurer, a Secretary, and such other officers, if any, as the incorporators at the initial meeting, or the Directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any officer may be, but none need be a Director or stockholder. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amounts and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

Section 2. Powers.

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Directors may from time to time designate.

Section 3. Election.

The President, the Treasurer and the Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the stockholders. Other officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

Section 4. Tenure.

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, the President, the Treasurer and the Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

Section 5. President and Vice-Presidents.

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside, when present, at all meetings of stockholders and of the Board of Directors.

Any Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 6. Treasurer and Assistant Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 7. Secretary and Assistant Secretaries.

The Secretary shall keep a record of the meetings of stockholders and directors. In the absence of the Secretary from any meeting of stockholders or directors, an Assistant Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VI

Resignations, Removals and Vacancies

Section 1. Resignations.

Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof.

Section 2. Removals.

Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed with or without assignment of cause by unanimous vote of the holders of the shares entitled to vote in the election of Directors, provided that the Directors of a class elected by a

particular class of stockholders may be removed only by the vote of the holders of a majority of the shares of the particular class of stockholders entitled to vote for the election of such Directors.

The Directors may by vote of a majority of the Directors then in office remove any Director for cause.

The Director may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposed to remove him.

The Directors may by unanimous vote terminate or modify the authority of any agent or employee.

Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise, provided, however, that the foregoing provisions shall not prevent such Director or officer from obtaining damages for breach of any contract of employment legally binding upon the corporation.

Section 3. Vacancies.

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office or, in the absence of such election by the Directors, by the stockholders at a meeting called for the

purpose; provided, however, that any vacancy resulting from action by the stockholder may be filled by the stockholder at the same meeting at which such action was taken by them.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by unanimous vote.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII

Indemnification of Directors and Others

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the corporation owns shares or of which it is a creditor against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) Such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:
 - (i) by a disinterested majority of the Directors then in office; or
 - (ii) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or officer; or
- (b) In the absence of action by disinterested directors or stockholders, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

Expenses including counsel fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, Trustee, Employee or Agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article, the terms "Director", "Officer", "Trustee", "Employee" and "Agent" include their respective heirs, executors and administrators, and an "interested" Director, Officer, Trustee, Employee or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

ARTICLE VIII

Stock

Section 1. Stock Authorized.

The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue, and if more than one class is authorized, a description of each class with the preferences, voting powers, qualifications and special and relative rights and privileges as to each class and any series thereof, shall be as stated in the Articles of Organization.

Section 2. Issue of Authorized Unissued Capital Stock.

Any unissued capital stock from time to time authorized under the Articles of Organization may be issued by vote of the Directors. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus. Attached hereto the By-Laws as Exhibit A is a list of the current capitalization of the corporation.

Section 3. Certificates of Stock.

Each stockholder shall be entitled to a certificate in form selected by the Board of Directors stating the number and the class and the designation of the series, if any, of the shares held by him. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the corporation.

Every certificate for shares of stock subject to any restriction or transfer pursuant to the Articles of Organization, these By-Laws, or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the

face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text or the preferences, voting powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Section 4. Transfers.

Subject to the restrictions, if any, imposed by the Articles of Organization, these By-Laws or any agreement to which the corporation is a party, shares of stock shall be transferred on the books of the corporation only by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign, or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws. It shall be the duty of each stockholder to notify the corporation of his post office address.

Notwithstanding the foregoing, no stockholder shall have the right to transfer all or any part of his/her shares of stock without the vote or written consent of stockholders holding a majority of all stock issued (the “Majority Stockholder(s)”). Any transfer of stock in compliance with this Section 4 shall be deemed effective as of the last day of the calendar month in which the stockholders’ consent thereto was given.

Section 5. Lost, Mutilated, or Destroyed Certificates.

Except as otherwise provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. It may, in its discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost, mutilated or destroyed stock certificate.

Section 6. Transfer Agent and Registrar.

The Board of Directors may appoint a transfer agent or a registrar or both for its capital stock or any class or series thereof and require all certificates for such stock to bear the signature or facsimile thereof of any such transfer agent or registrar.

Section 7. Setting Record Date and Closing Transfer Records.

The Board of Directors may fix in advance a time not more than sixty days before (i) the date of any meeting of the stockholders or (ii) the date for the payment of any dividend or the making of any distribution to stockholders or (iii) the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice and to vote at such meeting, or the right to receive such

dividend or distribution, or the right to give such consent or dissent. If a record date is set, only stockholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the corporation for all or any part of such sixty day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, and the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

Section 8. Drag-Along Rights

In the event that the Majority Stockholder(s) accept an offer to purchase their Shares from a bona fide third party, the Majority Stockholder(s) may send a written notice (the “Drag-Along Notice”) to the other stockholders (the “Drag-Along Sellers”) specifying the name of the purchaser, the consideration payable per share and a summary of the material terms of such proposed purchase. Upon receipt of a Drag-Along Notice, each Drag-Along Seller shall be obligated to (i) sell all of its shares, free of any encumbrance, in the transaction contemplated by the Drag-Along Notice on the same terms and conditions as the Majority Stockholder(s) (including payment of its Pro Rata Share of all costs associated with such transaction), and (ii) otherwise take all necessary action to cause the consummation of such transaction, including voting its shares in favor of such transaction and not exercising any appraisal rights in connection therewith. Each Drag-Along Seller further agrees to take all actions (including

executing documents) in connection with consummation of the proposed transaction as may reasonably be requested of it by the Majority Stockholder(s).

ARTICLE IX

Miscellaneous Provisions

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by this corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the corporation, with or without power of substitution, at any meeting thereof.

Section 3. Corporate Seal.

The seal of the corporation shall be a circular die with the name of the corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 4. Corporate Records.

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and stockholders, and the stock and transfer records, which

shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent or of its Secretary or of its Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any stockholder for any proper purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 5. Evidence of Authority.

A certificate by the Secretary or Assistant Secretary as to any matter relative to the Articles of Organization, By-Laws, records, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

ARTICLE X

Amendments

These By-Laws may be amended or repealed in whole or in part by the unanimous vote of the holders of the shares of each class of the capital stock at the time outstanding and entitled to vote at any annual or special meeting of stockholders, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors by unanimous vote may make, amend or repeal the By-Laws, in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the By-Laws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing

by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-Laws. No change in the date fixed in these By-Laws for the annual meeting of stockholders may be made within sixty days before the date fixed in these By-Laws, and in case of any change in such date, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting.

Any By-Law adopted, amended or repealed by the Directors may be repealed, amended or reinstated by the stockholders entitled to vote on amending the By-Laws.

ARTICLE XI

Repayment Arrangement

Any payment paid to an officer of the corporation such as a salary, commission, bonus, interest, or rent, for entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments, until the amount owed to the corporation has been recovered.

EXHIBIT A

CAPITALIZATION TABLE

Total Authorized Common Shares: 275,000

Total Issued Common Shares: 27,500

<u>SHAREHOLDER</u>	<u>CLASS OF SHARES</u>	<u>NUMBER OF SHARES AUTHORIZED</u>	<u>NUMBER OF SHARES ISSUED</u>	<u>RELATIVE OWNERSHIP (FULLY DILUTED)</u>	<u>RELATIVE OWNERSHIP (AS OF EFFECTIVE DATE)</u>
Whaler's Trading, LLC	Common	27,500	27,500	10%	17.7%
Series A Investors*	Preferred	82,500	35,865	30%	29.3%
Philip Silverman	Common	82,500	82,500	30%	53%
Founders Pool** (authorized but unissued)	Common	82,500	0	30%	0%
TOTAL		275,000	27,500	100%	100%

*Series A Investors – As of 12/14/2022 the only Series A Investor with Direct or Indirect Control is Steve Pica. All other Series A Investors are passive with no Direct or Indirect control. These investors once fully diluted will own less than 5% each.

**Founders Pool – Founders Pool shares are set aside for the individuals responsible for the initial development of the business. Currently, no founders pool shares have been issued with Philip Silverman and Steve Pica currently the only individuals scheduled to receive these shares.

Berkshire Kind
Plan for Obtaining Liability Insurance

Berkshire Kind Inc. will work with an insurance broker licensed in the Commonwealth of Massachusetts to obtain insurance that meets or exceeds the requirements set forth in 935 CMR 500.105 (10). Pursuant to 935 CMR 500.105(10) the Berkshire Kind Inc. shall obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, or such amount as otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Pursuant to 935 CMR 500.105(10)(b) if Berkshire Kind Inc. is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) Berkshire Kind Inc. will place in escrow (the "Liability Insurance Escrow Account") a sum of no less than Two Hundred and Fifty Thousand and 00/100 (\$250,000.00) or such other amount approved by the Commission, to be expended for coverage of liabilities. If Berkshire Kind Inc. is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) Berkshire Kind Inc. will properly document such inability through written records that will be retained in accordance with the Berkshire Kind's Record Retention Policy (incorporated herein by reference). If the Liability Insurance Escrow Account is used to cover such liabilities, it will be replenished within ten (10) business days of such expenditure.

Berkshire Kind Inc. will submit reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000: Adult Use of Marijuana.

Berkshire Kind has already reached out to Founder Shield Insurance Group for a quote to meet the insurance requirements set forth in 935 CMR 500.105(10).

Berkshire Kind, Inc.

Business Plan:
Manufacturing Facility

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II. Executive Summary

Berkshire Kind Inc. is a cannabis company formed in August 2019 by Philip Silverman. Incorporated in the Commonwealth of Massachusetts, Berkshire Kind intends to produce the highest quality cannabis products for recreational adult-use market in Massachusetts. Berkshire Kind will initially develop a state of the art 6,000 square foot cannabis product manufacturing facility. The facility will be located in 343 Pecks Road, a 56,000 sq. ft building in Pittsfield, Mass. The 6,000 sq. ft. manufacturing facility will be designed and built to provide the optimal conditions for cannabis product manufacturing.

The State of Massachusetts legalized the recreational use of marijuana for adults and established the Cannabis Control Commission (CCC) to regulate the industry and process applications for cannabis business permits as of April 1, 2018. Berkshire Kind has already received a tier 2 provisional license to cultivate cannabis in 2020 and is now applying for a product manufacturing license.

Berkshire Kind has a competitive advantage for operating out of Massachusetts namely:

- 1. Location** Western Massachusetts provides an exceptional area with a large population of cannabis users with a limited supply. Additionally, operating costs in this part of the state are lower than eastern Mass., and the local communities like Pittsfield are welcoming to the cannabis industry as a way of increasing economic activity and job creation.
- 2. Regulatory Environment** Massachusetts has instituted a complex set of rules and regulations to govern the cannabis industry. Management's long history of working with state regulators and local governments on various cannabis projects in other states give Berkshire Kind the expertise to efficiently navigate the permitting and compliance required by Massachusetts regulatory agencies.
- 3. Proactive Community** – The selected community Pittsfield is very proactive in the Massachusetts cannabis market with numerous cultivators, product manufacturers, and retail facilities already operating. The City has already worked with Berkshire Kind to amend their Host Community Agreement (HCA) to include the new location 343 Pecks Road and product manufacturing.

Additional general business advantages:

- 4. Management** brings a wide breath of experience and past success in project design and execution, permitting and compliance, inventory and operations management, business finance, branding and marketing and cannabis product manufacturing.

5. **Manufacturing Facility Development** – Management has experience in the development of cannabis manufacturing facilities. This experience provides the framework necessary to build and operate a successful cannabis operation in Massachusetts.
6. **Aligned Incentives** - Management will primarily be compensated based on success of the business thereby aligning their interests with the interests of shareholders.

Berkshire Kind intends to take advantage of its unique positioning and knowledge of the Massachusetts market via a two-phased approach:

- **Phase I:** Berkshire Kind plans to open a fully licensed for-profit adult-use recreational cannabis product manufacturing facility in Pittsfield, Massachusetts to capitalize on the demand for quality cannabis products. Berkshire Kind will focus on the edible marijuana market and initially produce gummies, beverages, vapes, and pre-rolls for licensed dispensaries.
- **Phase II:** will expand Berkshire Kind’s current manufacturing facility in Pittsfield to include cannabis oil extraction. This expansion project will increase the facility’s number cannabis products produced, amount of cannabis products produced, and revenue generating ability by the facility.

Company Vision

Berkshire Kind’s goal is to be an industry leader in cultivating and manufacturing the highest quality adult-use premium “craft” cannabis products.

Proposed Location

Berkshire Kind has been approved by the City of Pittsfield to locate their facility at a former manufacturing facility within in the city. This existing building is ideal for Berkshire Kind due to:

- Already zoned by the City for cannabis business activity other than retail operations
- Utilities including water, gas, and electric already on-site
- Facility parking already exists
- Cost of developing existing property is cheaper than building new site

Berkshire Kind will lease a 6,000 sq. ft. in 343 Pecks Road from BK Real Estate Partners and develop a facility in a portion of the 56,000 sq. ft. building. Berkshire Kind has already executed a lease with BK Real Estate Partners and facility design is currently underway. Once the provisional license for manufacturing as well as CCC architectural design review is complete, Berkshire Kind will begin facility development.

During the phase 1 buildout, areas needed for phase 2 activities (oil extraction) will also be built however not developed or used until needed and Berkshire Kind is ready to expand.

Berkshire Kind Products

Berkshire Kind manufacturing management team will ensure our manufacturing facility produces a consistent and diverse supply of high-quality adult use cannabis products while adhering to Massachusetts regulations 935 CMR 500.000 and all applicable state and local regulations. Using advanced production techniques, and sound operating procedures, Berkshire Kind will produce high quality adult use cannabis products.

Berkshire Kind's initial manufacturing line of products include gummy candies, juice shot beverages, iced tea beverages, cannabis oil vape cartridges, cannabis pre-rolls, and packaged cannabis flower. Product specifics are as follows:

PRODUCT	TYPE	METHOD OF PRODUCTION	FORM	SHAPES	COLORS	FLAVORS	MG THC (PER INDIVIDUAL UNIT)
GUMMY	Edible	Cooking	Gummy candy	Circular, Square	Orange, Yellow	Passion Fruit, Tropical Punch, Pineapple, Citrus	5mg
VEGAN GUMMY	Edible	Cooking	Gummy candy	Circular, Square	Orange, Yellow	Passion Fruit, Tropical Punch, Pineapple, Citrus	5mg
JUICE SHOT	Edible (Beverage)	Cooking	Juice Shot	2 oz glass bottle	Yellow, Orange, Red	Passion Fruit, Tropical Punch, Pineapple, Citrus, Tart Cherry	5mg (2 servings per unit)
JUICE COOLER	Edible (Beverage)	Cooking	Juice Beverage	12 oz can	Orange, Yellow	Passion Fruit, Tropical Punch, Pineapple, Citrus	5mg
ICED TEA	Edible (Beverage)	Cooking	Iced Tea Beverage	12 oz can	Yellow, Blue	Yerba Matte / Blueberry, Pomegranate / Hibiscus	5mg

COCONUT WATER	Edible (Beverage)	Cooking	Coconut Water Beverage	12 oz can	Yellow, Clear	Coconut, Passion Fruit, Tropical Punch, Pineapple, Citrus	5mg
PRE-ROLL	Flower	Product Manufacturing	Flower Pre-Roll	.6 gram tube, 1.0 gram tube	NA	Dependent on strain purchased for production	Dependent on Strain
INFUSED PRE-ROLL	Flower and Concentrate	Product Manufacturing	Infused Flower Pre-Roll	1.0 gram tube	NA	Dependent on strain and concentrate purchased for production	Dependent on Strain
PACKAGED FLOWER	Flower	Product Manufacturing	Packaged Flower	3.5 gram container, 1 gram container	NA	Dependent on strain purchased for production	Dependent on Strain
VAPE CARTRIDGE	Concentrate	Product Manufacturing	Vape Cart	.5 gram cart, 1.0 gram cart	NA	Dependent on strain purchased for production	Dependent on Strain
VAPE CARTRIDGE (ALL IN ONE)	Concentrate	Product Manufacturing	Vape Cart	.3 gram cart with battery	NA	Dependent on strain purchased for production	Dependent on Strain

It is the goal of Berkshire Kind to build brand loyalty and capture greater market share through innovation, quality, and consistency.

III. Operations Summary

Berkshire Kind will operate in accordance with standard business operating practices as well as Massachusetts regulation 935 CMR 500.000. Management of operations will be separated into two main categories to include:

- Financial Management, Investor Relations, and Accounting to be overseen by Philip Silverman
- General Manufacturing Facility management, including product development, product processing, production, and inventory management to be overseen by Steve Pica.

Utilizing state of the art production techniques and equipment, Berkshire Kind will have maximum control over the production of their various products. The manufacturing team will visually monitor the daily operations and be able to control the overall manufacturing process, and all the inputs into its manufacturing processes. This includes ingredients, recipes, and packaging. Furthermore, each different product produced will received hands-on attention to maximize the quality and efficiency of the product being produced.

Berkshire Kind has begun to apply for a Massachusetts product manufacturing license which allows the facility to produce Massachusetts CCC approved products. The initial Berkshire Kind manufacturing facility will include a beverage production and bottling line, edible production area, as well vape and pre-roll packaging production areas.

The facility will utilize video surveillance 24 hours a day, 365 days per year, monitoring all egress points as well as any location within the facility where marijuana products are processed, and/or stored. Perimeter alarms will add additional security at all doors and windows. Additionally, the primary system will also have a backup system in place should any failure occur with the primary system. Berkshire Kind will utilize a local security monitoring company to maintain the system as well as coordinate with the local authorities.

The Berkshire Kind team will have remote access to all security cameras as well as the production rooms. Utilizing Wi-Fi, the manufacturing team will have the ability to remotely monitor operations within the facility at all times, including in the event of an emergency.

The team has been studying cannabis trends, and product manufacturing opportunities as growing numbers of cannabis customers have become interested in extremely high-quality cannabis products. Producing high quality cannabis products require knowledge and care to produce. Additionally, our facility's manufacturing systems will be designed to produce the best quality products available today on the market. During facility development the Berkshire Kind team will identify the optimum design and take into consideration the room size; length, width and ceiling height; the desired cannabis products, and most importantly facility activity pathways. Also, with advanced production methods and quality raw materials, our systems will provide the best, highest quality products available.

Detailed Operation descriptions can be found in the Appendix and include:

- Policies and Procedures for the Cultivation of Cannabis
- Personnel Policies including Background Checks
- Record Keeping
- Qualifications and Training
- Quality Control and Testing
- Inventory Procedures
- Disposal of Cannabis Waste, Expired, and Contaminated Products
- Transportation of Cannabis
- Storage of Cannabis

IV. Neighborhood Compatibility Plan, Site Plan, and Environmental Benefits

The Berkshire Kind proposed facility location is at the former Starbase Manufacturing building, 343 Pecks Road in Pittsfield, Mass. This former woolen mill site has been used as a blow molding manufacturing facility over the past decades and is now vacant. Berkshire Kind, in partnership with BK Real Estate Partners LLC will redevelop this site and provide a new look to this vacant site for the City and surrounding neighborhood.

This previously used industrial facility is ideal for Berkshire Kind because it has all the utility connections needed currently available. Additionally, this centralized Pittsfield location means that our state-of-the-art, commercial production facility will complement and enhance the neighborhood.

The facility will be constructed in accordance with Massachusetts 935 CMR 500.000 as well as all other state and local regulations, and comply with local building codes, electricity, water usage, and agricultural discharge requirements. No product manufacturing shall be visible from the exterior of the facility. Odor control will be managed with an array of exhaust filters and a positive air pressure eliminating internal odors from being emitted externally.

We anticipate a rise in the property values of the surrounding properties due to capital improvements made on our site. Our site-plan details the improvements that will be made to the proposed site, including the exterior lighting, landscaping, and structural elements. Berkshire Kind believes in maximizing energy efficiency while minimizing our environmental impact and being a leader in “Green” facilities. Solar and geothermal will both be explored for use at the

facility. Additionally, our wastewater when possible, will be repurposed to feed landscaping elements, including shrubs, trees, and other similar vegetation.

V. Community Benefits

Berkshire Kind is committed to the growth and development of the Western Massachusetts economy, people, and its unique New England culture. This local enterprise is a collaborative effort to contribute to a vibrant local economy. Berkshire Kind will implement a Plan for Positive Impact that emphasizes hiring from within the local community whenever possible. We believe local jobs for the local economy is the preferred model to grow our business and connect with the community at large.

Additional community benefits include redevelopment of an old woolen mill site within the City.

VI. Project Timeline

• Startup Capital, Begin License Application/Process Select Engineering and Architectural Firm	Completed Aug 2022
• Conduct Community Outreach Meeting	Completed Aug 2022
• Obtain Site Plan Approval	Completed Aug 2022
• Execute Host Community Agreement with City of Pittsfield	Completed Aug 2022
• Facility Site Secured (343 Pecks Road Lease Executed)	Completed Sept 2022
• Submit Initial MA License Application – Product Manufacturing	Sept 2022
• Provisional Licenses approved	Nov 2022
• Facility Construction begins Begins once Provisional License is approved Includes 6,000 sq. ft. production area, storage area, and offices, etc.	Dec 2022
• Facility Construction completed	May 2022
• Final Manufacturing License received	June 2022
• First products manufactured	June 2022
• Start of wholesale sales	June 2022

VII. Distribution Plan

Berkshire Kind will pursue multiple pronged distribution strategy. The first part will be to

1. Develop relationships with non-vertically integrated dispensaries, meaning they do not have product manufacturing facilities. Based on our research into other states that have legalized recreational use cannabis, we estimate there will be a very significant percentage of dispensaries that are not vertically integrated. These dispensaries will rely on product manufacturers and cultivators for their inventory. We will begin contacting dispensaries prior to producing our first cannabis product to build our network and database of potential customers. Furthermore, since license information is public record on the Cannabis Control Commission's website, we can see what new dispensaries are receiving licenses and if they are manufacturing cannabis products and / or cultivating.
2. Pursue a joint venture agreement with a dispensary that is not vertically integrated. This will allow Berkshire Kind to have a dispensary that can be relied upon to purchase product and the dispensary can count on a product manufacturer that will give them preferential access and pricing to product. This can be especially important for dispensaries early on due to the very significant under supply of cannabis products currently in the market.
3. Become the "back-up" supplier to a vertically integrated company so that they have access to product when either their internal manufacturing capability is not meeting the demand of their retail customer, if we are able to supplement their product offering with our premium products, or if we are able to provide product with a higher gross margin than on the manufacturing part of their business. We believe this is possible due our facility being in a very low-cost part of the state.

VIII. Competition

As with any industry, Berkshire Kind recognizes there will be competition in the Massachusetts cannabis markets. Currently, in Berkshire County there are approximately 38 approved licenses with only a handful of dedicated manufacturers. Quality and consistent cannabis production is lacking throughout the state. This can be seen by the retail marijuana establishment in Massachusetts limiting individual purchase amounts per visit as well as the lack of availability of individual branded products that require a high level of consistency. Berkshire Kind plans on taking advantage of these challenges by utilizing proven methods.

IX. Facility Development Structure

Berkshire Kind plans to partner with BK Real Estate Partners, a real estate development company to execute facility development and commissioning.

Berkshire Kind has already raised capital and entered into a lease agreement at 343 Pecks Road with BK Real Estate Partners. Once ready, Berkshire Kind will begin construction on the facility.

X. Start-up Expenses and Capitalization – Phase I

The founders of Berkshire Kind have invested \$100,000 to start the company and get the permitting and design process started.

Total Project Budget	\$1,366,303
Licensing	\$25,000
HCA & Licensing	\$25,000
Phase 1 MFG - Initial Equipment	\$479,955
Kitchen	\$40,359
Induction Burner 3-Phase	\$1,000
Stainless Steel Tables	\$3,619
Dishwasher	\$0
commercial stick blender	\$1,200
Sous Vide	\$294
dishwasher racks	\$500
2 Bay Sink	\$764
Hand-Wash Sink	\$764
Refrigerator	\$0
Atosa 3 door freezer	\$0
Grease Trap	\$491
Pan Racks - 3	\$1,445
Bun Sheets	\$957
Dishwasher Sink/Table	\$852
Small Wares	\$5,000
Storage Racks	\$0
Beakers	\$1,000
Vita-Mix	\$606
Walk-In Fridge	\$20,468
Shelving	\$1,400
Water Filtration	\$4,000
Water Filtration	\$4,000
Air Compression	\$1,000
Compressed Air System	\$1,000
Vape Filling Machine Set Up	\$63,570
Complete ATG vape / 2oz bottle filling machine	\$59,794
Stainless Steel Tables	\$2,368
Sous Vide	\$294
Handwash Sinks	\$764
Shelving	\$350

Gummies	\$5,000
Molds	\$5,000
Warehouse	\$9,400
Pallet Jack	\$500
Shelving	\$4,900
Storage Bins	\$4,000
Pre-Roll Equipment	\$22,532
Stainless Steel Tables	\$2,068
Handwash Sinks	\$764
Futurola Knockblox Package	\$19,000
Shelving	\$700
Packaging & Labeling	\$10,150
Tamp Labeler	\$4,650
THC Solutions Labeling Package	\$4,500
Test Result Labeler	\$1,000
Canning & Bottling - Phase 1M	\$323,944
Canning Line	\$150,000
Brite Tank	\$13,500
Bath Pasteurization	\$45,000
Bottle Labeler	\$4,300
Handwash Sinks	\$764
CIP Pump	\$2,380
walkie stacker	\$7,000
Homogenizer	\$50,000
Tamper Band Applicator	\$30,000
Heat Tunnel	\$5,000
Misc. Fittings, Tools Etc.	\$1,000
3 Phase Water Heater	\$15,000

XI. Financial Projections – Manufacturing

	2023	2024	2025	2026
Gross Sales	\$1,500,000	\$3,500,000	\$7,000,000	\$10,000,000
Cost of Goods Sold				
Salaries, Wages & Benefits	\$121,741	\$516,764	\$774,584	\$878,493
Packaging	\$ -	\$394,464	\$1,006,798	\$1,006,798
Rent	\$240,000	\$247,200	\$254,616	\$262,254
Utilities	\$35,000	\$166,464	\$311,265	\$311,265
Insurance	\$24,000	\$48,000	\$48,480	\$48,965

Testing	\$36,300	\$72,600	\$178,200	\$178,200
Security	\$36,480	\$145,920	\$145,920	\$145,920
Other COGS	\$25,000	\$138,720	\$342,721	\$342,721
	\$ -	\$ -	\$ -	\$ -
Total COGS (ex. D&A)	\$518,521	\$1,730,132	\$3,062,584	\$3,174,616
Gross Profit	\$981,479	\$1,769,868	\$3,937,416	\$6,825,384

Operating Expenses				
Total Salary, Wages & Benefits	\$157,300	\$557,900	\$660,600	\$730,840
Sales & Marketing	\$66,000	\$294,000	\$490,000	\$530,055
Transportation Expense	\$5,000	\$55,000	\$93,500	\$143,990
Professional				
Legal	\$60,000	\$72,374	\$76,716	\$83,621
Consultants	\$24,000	\$48,000	\$60,000	\$84,000
IT/MIS	\$30,000	\$35,000	\$30,000	\$30,000
Total Professional	\$114,000	\$155,374	\$166,716	\$197,621
Total Operating Expenses	\$342,300	\$1,062,274	\$1,410,816	\$1,602,506
Total Operating Income / EBITDA	\$639,179	\$707,594	\$2,526,600	\$5,222,878

XII. Phase II – Facility Expansion

Once the facility is fully operational and begins building cash flow, Berkshire Kind will move on to Phase II of the business. Phase II goal is to Increase the production capacity of the Pittsfield facility. This will be commenced when Berkshire Kind is able to consistently sell all of its current production and management believes an increase in production will be able to be absorbed into the market. It is our belief that scaling up the operation will make it possible to decrease the overall cost of production which will be very important as the market matures, and prices begin to compress

Phase II consists of construction of cannabis oil extraction rooms, increasing the facility's ability and profitability.

XIII. Organization and Management

Philip Silverman – President

Philip has 20 years' experience in finance and the investment business sector. He became interested in the Cannabis industry several years back as he noticed the high levels of growth the industry was achieving as the legalization wave began forming. He has since invested in the industry through the public markets. Since 2006, Philip has managed day to day operations of P. Silverman & Co., LLC and Kingsview Capital, LLC which he co-founded in 2006. He has significant experience in managing and structuring investment funds and partnerships in the commodity and futures market and the real estate market. He has invested for hedge funds, institutions, family offices and high net worth individuals. Prior to starting his own company, Philip was a portfolio manager for West End Financial Advisors, and its sister company Sentinel Investment Management Corp.

Philip earned his MBA in finance from New York University's Stern School of Business and a BA in Biology from the University of Vermont.

Steve Pica – Facility Operations Manager

Steve Pica is a successful executive and entrepreneur, having managed, acquired and then sold a \$50M medical device distribution company. Steve worked his way up, continually expanding his technical qualifications and his experience in leadership, finance and operations until, as CFO/COO, he led an MBO of the company that he started out with as an intern. Steve's passion is growing businesses based on solid foundations, and he is now an active investor and consultant, helping other commercial and non-profit organizations achieve their strategic and financial goals.

Steve is a graduate of Northeastern University, and has an MBA and a Master's in Accountancy, both from Bentley University.

Employees and Managers

Berkshire Kind will initially have two employee divisions totaling 5 employees:

1. Production Team – This Team will initially consist of 2 production associates and a manager. Steve will be considered the production manager for the first team as well as Head of Manufacturing overseeing additional teams as Berkshire Kind expands.
2. Facility Associates – These individuals will be responsible for everything not production related. Most importantly these employees will process, and package all finished cannabis products. Additional responsibilities will include daily facility maintenance. This crew will initially consist of 2 employees with 1 Floor Manager and an Office Assistant. Steve will

also be considered the Operations Manager for the first crew as well as Facility Manager overseeing additional employees as needed,

All employees and managers will be comprehensively trained to ensure compliance with both local and Massachusetts state rules and regulations, employee sanitation and hygiene protocols, as well as emergency procedures. Employees will also undergo frequent continued education both on the job and in the classroom setting. We want all our employees to understand the biological and medical properties of the cannabis plant and will provide the opportunities to send employees to beneficial cannabis seminars and conferences. Berkshire Kind also wants to promote employee development to allow them to grow within our company. Consequently, we will provide frequent training to enhance each employee's job-related and management skills. Training programs will focus on manager effectiveness, leadership development, communication, and presentation skills, in addition to hosting mentoring and coaching programs.

Finally, we will train employees and managers on our emergency recall plan. Our plan will focus on the following areas:

1. Identifying factors which necessitate a product recall
2. Adverse Event Reporting, ensuring cooperation with the Cannabis Control Commission to minimize any repercussions
3. Lot and Batch Tracking; and
4. Comprehensive recall procedures, including the destruction of any contaminated or defective products, and a mechanism to contact all customers who may have had contact with the recalled products.

Daily Operations

Berkshire Kind's manufacturing facility day-to-day will revolve around two primary activities:

1. Cannabis product manufacturing which includes production system monitoring and maintenance, including daily raw material inspections and making sure that the product contains the right combination and amount of ingredients. In addition to production activities, our manufacturing team will also monitor the facilities environment, making any necessary adjustments when needed. Next, both production staff and managers will be tasked with reviewing and analyzing the data produced through daily operations and production numbers.
2. Cannabis Product packaging which includes inspecting, weighing, and packaging the finished cannabis products.

To organize these day-to-day activities, we will use a custom variation of a Hazard Analysis Critical Control Point (HACCP), originally designed by NASA and used by food and medicine manufacturers. In short, our employees and managers will have a daily checklist of duties to address throughout the work day. Employees and Managers will be required to “check off” each point addressed on the list, either via inspection, or verification. In the event an employee or manager cannot “check off” a duty, because of an issue, there will be a procedure to address and correct issues or imbalances and unfinished duties. After completing the checklist, the manufacturing team will present signed documents to the Head of Manufacturing for their verification and signature of all the daily task checks while the processing team will present signed documents to the Facility Manager for their verification and signature. The documents are stored (in both hard and electronic copies) and saved for record keeping. The Head of Manufacturing and Facility Manager are also required to sign and save two copies of their completed HACCP at the end of each business day. The following HACCPs are an example of what will be addressed in the following areas on a daily basis (yet, this is only a general list, and can be changed to address future city, state, or federal regulations):

1. Visual Inspection of Manufacturing Spaces
2. Facility Maintenance Activities
3. Fire Prevention
4. Sanitation Practices
5. Systems Check (electrical and mechanical)
6. Trash Disposal and Waste
7. Security Check

The point of daily HACCPs is not only to ensure the safety and integrity of the operations, but also to provide sufficient documentation for either a city or state audit, or a product recall.

Berkshire Kind
Restricting Access to Age 21 and Older

Berkshire Kind has a strict 21 and Older policy. No one under the age of 21 will be allowed into Berkshire Kind's facility.

Per statute and state regulations, all employees must be 21 years of age or older. Age of each prospective employee is verified using one of the state-approved forms of identification. Access to this facility is limited to staff and approved visitors whose age is verified by an authorized staff member upon entry to the facility.

As a cannabis manufacturer with no retail operation, sale of Berkshire Kind's products are limited to Licensed RMD's and MIP manufacturers.

According to MA adult-use marijuana regulations, any adult 21 and over may be allowed into the facility. Berkshire Kind has a comprehensive plan to ensure that access to the adult-use operation is restricted to those individuals 21 years of age or older.

- A cursory review of visitor's government-issued identification card is conducted by a facility associate upon entering the facility.
- If the individual is visiting the facility for purchasing or to perform any work inside the facility, their age and authenticity of the ID card will then be verified through use of ID scanning technology. Visitors will sign in and out of facility via visitor log. This will notate their date, arrival and departure time. Visitors will then wear a numbered visitor badge visible by cameras that correlates to their sign in info. Acceptable forms of identification for visitation include the following:
 - Motor vehicle license
 - State Issued Identification card
 - Valid passport issued by the United States government
 - Valid United States issued military identification card

Berkshire Kind

Personnel Policies and Employee Background Checks

Berkshire Kind's operations are committed to safety, professional development, compliance, and providing equitable wages to its employees. All company policies are designed to provide equal opportunities regardless of race, religion, ethnicity, sexual orientation or other factors resulting in discrimination.

Berkshire Kind has developed a specific set of policies to ensure employees have clarity as to what is expected of them and what they can expect from management. Every employee will receive a detailed Employee Handbook covering: alcohol, smoke, and drug-free workplace; immediate dismissal for dispensary agents who divert marijuana or engage in unsafe practices; reporting these infractions to law enforcement and/or the Cannabis Control Commission; safety and security policies; complying EEO, Non-Discrimination, Anti-Harassment; e-mail policy; 935 CMR 500.000 et seq.; business and working hours; wages and benefits; employment categories; performance reviews; disciplinary procedures; and compliance hotline.

Berkshire Kind employees will complete extensive operations and compliance training specific to 935 CMR 500.000 et. seq.

Prior to final hiring all employees will undergo a criminal background check to verify no issues exist or may arise from employment. Applicants with any felony conviction will not be hired.

Berkshire Kind will maintain worker's compensation insurance for all employees and will comply with both Massachusetts and Federal requirements for all workplace postings.

Berkshire Kind will maintain a staffing plan and records in compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1). This includes:

Personnel Records

All personnel records will be available for inspection by the DPH or Cannabis Control Commission, upon request. Personnel records will include:

1. Job descriptions for each employee and volunteer position\
2. Organizational charts consistent with the job descriptions;
3. All materials submitted to the Department/Commission including:
 - a. The full name, date of birth, and address of the individual;
 - b. Written acknowledgement by the individual of the limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
 - c. A copy of the dispensary agent's driver's license, government-issued identification card, or other verifiable identity document acceptable to the Department/Commission;
 - d. An attestation that the individual will not engage in the diversion of marijuana;
 - e. Any other information required by the Department/Commission.

4. Documentation of verification of references;
5. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
6. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
7. A copy of the application that the RMD submitted to the Department/Commission on behalf of any prospective dispensary agent;
8. A copy of the background check report commissioned by Berkshire Kind prior to hire;
9. Documentation of periodic performance evaluations;
10. A record of any disciplinary action taken

Personnel records for each Berkshire Kind employee must be maintained for at least 12 months after termination of the individual's affiliation with Berkshire Kind.

Staffing Plan

Berkshire Kind will recruit new employees through:

1. Traditional job opportunity websites including Indeed.com
2. Word-of-mouth advertising via current Berkshire Kind stakeholders
3. Posting on our website (www.berkshirekind.com)
4. Review of unsolicited job applications received prior to posting the opportunity
5. Additional channels TBD, if volume and quality of response requires it

Confidentiality of Records

Berkshire Kind has developed policies to ensure confidentiality and prevent the disclosure of information. Berkshire Kind will diligently safeguard the confidentiality of employee, clientele, and owner records. Berkshire Kind will not use, retain, disseminate, or disclose any such information, except as may be necessary to perform the duties required of an employee or if requested by the Cannabis Control Commission. The facility manager will be responsible for all record management and security. Additionally, all Berkshire Kind computerized inventory control systems, including Electronic Verification Systems and point-of-sale systems will provide acceptable levels of data protection similar to that required for registered medical marijuana facilities.

Immediate Dismissal Policy

As required under 935 CMR 500.105(1), Berkshire Kind maintains a policy for the immediate dismissal of any Berkshire Kind agent who has:

- A. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission; or
- B. Engaged in unsafe practices with regard to operation of the facility, which shall be reported to the Commission
- C. Been convicted or entered into a guilty plea for a felony charge of distribution of a drug to a minor, which shall be reported to the Commission

Any Berkshire Kind agent found to have diverted marijuana or engaged in unsafe practices with regard to the operations of Berkshire Kind's facility will be subject to immediate dismissal per his or her employment contract and State regulations. A member of Berkshire Kind's Executive Management Team will report any and all instances of diversion to law enforcement officials and to the DPH / Cannabis Control Commission.

Any instance of an employee engaging in unsafe practices with regard to the operations of Berkshire Kind will also be reported to the DPH / Cannabis Control Commission by a member of the Executive Management Team. Berkshire Kind has adopted a zero-tolerance policy toward individuals who knowingly violate the law, state marijuana regulations, or Berkshire Kind company policy.

Berkshire Kind
Maintaining of Financial Records

Berkshire Kind maintains its financial records within QuickBooks, including all retail and wholesale revenue, all expenses, wages, capital expenditures, liabilities, and all other items that would appear on Berkshire Kind's profit and loss or balance sheet. These records cover:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, including journals, ledgers, and supporting documents,
- Sales records including the quantity, form, and cost of marijuana products; 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 individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

Berkshire Kind Inc.
Energy Compliance Plan

Berkshire Kind, Inc. ("Berkshire Kind") is currently exploring potential energy-use reduction opportunities such as natural lighting, renewables, and energy efficiency measures and a plan for implementation of such opportunities. Berkshire Kind will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Potential Energy-Use Reduction Opportunities

Berkshire Kind is considering the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

1. Natural Lighting;
2. Energy efficient building envelope construction and / or improvements which may include, improved insulation, and air and vapor barriers; and
3. Plumbing fixtures that are Water Sense rated for reduced water consumption.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Berkshire Kind will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

Berkshire Kind is in the process of considering opportunities for renewable energy generation (including wind, hydro, and solar options). Berkshire Kind's preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Berkshire Kind may reconsider at a future date. Berkshire Kind will also consult with its architects and engineers when designing the facility to determine the building's capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

Strategies to Reduce Electric Demand

Berkshire Kind is considering the following strategies to reduce electric demand:

1. Exterior and interior glazing on windows such that maximum natural daylight can enter the building without compromising security, reducing the reliance on artificial light during daytime hours;
2. Lighting fixtures that are energy efficient and used with Energy Star rated bulbs; and
3. Room lighting and switching will have occupancy sensors to reduce electrical consumption when rooms are unoccupied.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Berkshire Kind will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

Berkshire Kind also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives.

Berkshire Kind Inc.**Safety Plan for Product Manufacturing**

In accordance with 935 CMR 500.105(3)(c), Berkshire Kind, Inc. ("Berkshire Kind") will ensure that all edibles will be prepared, handled and stored in compliance with the sanitation requirements in 105 CMR 590.000: State sanitary code chapter X: Minimum Sanitation Standards for Food Establishments.

Agent Hygiene Practices

Berkshire Kind agents will follow thorough hygienic practices and will maintain adequate personal cleanliness. All Berkshire Kind agents will wash their hands thoroughly before starting work, and at any other time when hands may have become soiled or contaminated. Hand washing facilities will be placed conveniently within the Berkshire Kind facility and will be equipped with running water, effective hand-cleaning and sanitizing preparations, suitable drying devices, and sufficient storage for all cleaning and sanitation materials. All Berkshire Kind agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

Any agent who, by medical examination or supervisory observation, is shown to have, or appears to have, an illness, open lesion (e.g., boils, sores, infected wounds), or any other abnormal source of microbial contamination for which there is a reasonable possibility of contact with cannabis shall be excluded from any operations that may be expected to result in microbial contamination until the condition is corrected.

Food Material Practices

Food material used in the preparation of marijuana products will be acquired from an approved source. Any and all materials used in the production of marijuana products that can support the rapid growth of undesirable microorganisms will be stored in a manner that prevents the growth of such microorganisms, such as proper refrigeration or other appropriate storage. All thermometers used in the storage and preparation of marijuana products will be tested regularly to ensure accuracy. All food products will be properly stored in their original containers and will be properly labeled. Only approved food additives will be used. Marijuana products and food products used in the production of marijuana products will be maintained in good condition and will be unadulterated.

Food Contact Surface Sanitation Practices

The Company recognizes the importance of properly washing, rinsing, and sanitizing food preparation equipment, utensils, and all surfaces that come into contact with food to reduce the number of bacteria, prevent the spread of bacteria, and eliminate the possibility of cross-contamination. Berkshire Kind will institute the following sanitation procedures in its commercial kitchen:

- Sanitizing solution should be used in the kitchen and other areas to sanitize food contact surfaces and utensils prior to use.
- All surfaces that come into contact with food will be washed, rinsed, and sanitized after each use, when an agent begins working with another type of food, anytime an agent is interrupted during a task and the tools or items they have been working with may have become contaminated, or at four-hour intervals if the areas or items are in constant use.
- Sanitizing solution will be stored in buckets or other containers such as a spray bottle and used with wiping cloths to sanitize prep tables, prep sinks, dining room tables, bar area, and working utensils; in the third compartment of a 3-compartment sink to sanitize all dishes that are washed; and use the final rinse in the dish machine to sanitize all dishes that are washed.
 - The chlorine-based solution will be prepared each morning, using the following recipe:

Minimum Concentration: 50ppm Range Recommended: 50 – 100 ppm. Do not exceed 200 ppm.	Amount Needed per unit of water		
	Per 2 quarts	Per Gallon	Per 12 Gallons
Use provided test strips. Check Temperature of the water for recommended temperature of 75-120 degrees Fahrenheit.	½ tsp.	1 tsp.	¼ cup

- The sanitizing solution will be measured, tested, and placed into red sanitization bins and used to wipe down surfaces that will then air-dry.
 - The third bay in the bay sinks will be filled with the solution, in order to soak utensils, cookware and labware, for a minimum of one (1) minute, and will air-dry.
- Agents will ensure that all wiping cloths are soaked with sanitizer when cleaning food contact surfaces (like cutting boards, prep tables, slicers, etc.) and stored in sanitizer when not in use.
- Sanitizer buckets will be set up at all times in areas where food is being handled. Agents will check sanitizer solutions frequently to ensure that they are at the correct concentration, using the proper test strips for the type of sanitizing chemical that they are using.

- Sanitizer solutions will be changed as needed to properly sanitize food contact surfaces.
- Cleaning of all equipment, work surfaces, laboratory glassware and kitchen cookware can be challenging given the non-aqueous nature of cannabis concentrate. Often, strong solvents such as acetone must be used to chemically dissolve hard-to-clean cannabis concentrate. When acetone is used to clean surfaces, a solvent respirator must be worn to prevent inhalation of fumes. When acetone is used to clean lab glass and utensils, soaking must be done under the fume hood located in the Berkshire Kind facility, at all times. Used solvent will be disposed of in the provided solvent-waste bin, which is only to be removed by a chemical waste disposal professional.
- Equipment and utensils utilized in the Berkshire Kind facility be so designed and of such material and workmanship as to be adequately cleanable.

Training

All agents will complete mandatory safety training sessions. Berkshire Kind agents and Berkshire Kind management will have the following responsibilities when it comes to health and safety:

- Berkshire Kind Management:
 - Ensure the health and safety of all agents.
 - Correct any workplace conditions that are hazardous to the health and safety of agents.
 - Inform agents about any remaining hazards.
 - Make copies of the OSHA Regulations and any workers compensation requirements available by posting throughout the facility.
 - Ensure agents know their rights and responsibilities under OSHA Regulations and the Commission's requirements and that they comply with them.
 - Provide and maintain protective devices, equipment, and clothing, and ensure that agents use them.
 - Provide agents with education, supervision, and training specific to equipment.
 - Perform ongoing reviews and updates to policies and procedures as needed.
- Berkshire Kind Agents:
 - Take care to protect health and safety and the health and safety of others who may be affected by individual actions.
 - Comply with all regulations and other legal requirements.
 - Follow established safe work procedures.
 - Use the required personal protective equipment.
 - Refrain from horseplay or similar conduct that may endanger others.
 - Ensure individual ability to work safely is not impaired by drugs or alcohol.
 - Report accidents and other incidents (including near misses) to the manager on duty.
 - Report the following to the manager on duty:
 - A hazard that might endanger Berkshire Kind agents;

- A problem with personal protective equipment or clothing; or
- Any suggestions to improve workplace safety.

Cleanliness & Sanitation Training:

Berkshire Kind will combine its existing successful agent training program, supplemented with Commission rules and cannabis specific training to provide exhaustive training curricula to all agents. Berkshire Kind's training will include USDA Good Handling Practices and Quality Systems, FDA Current Good Manufacturing Practices, and sickness or illness policies. Agents who handle cannabis will receive hygiene training with specific attention to preventing microbial contamination. All employees will receive, at a minimum, the following quality assurance and contamination prevention training:

- USDA Good Handling Practices and Quality Systems, including but not limited to 21 CFR part 110.
- Product care, inspection, and maintenance techniques.
- Company policies which prohibit employees showing signs of illness, open wounds, sores, or skin infections from handling cannabis or materials that come into contact with cannabis.
- Hygiene training for employees who handle cannabis with specific attention to preventing microbial contamination.
- Handwashing requirements, including washing hands with soap and hot water before beginning work, after using the bathroom, and after meal breaks.
- Quality assurance procedures and consequences of failing to follow the company's established processes; and
- ServSafe certification training.

Berkshire Kind Lab and Production Agent Health and Safety Program

Berkshire Kind has identified eight basic components which have been identified to help prevent accidents and injuries from happening in the Berkshire Kind facility, as well as to help deal effectively with any incidents that do occur. These components are:

- Hazard Identification & Risk Control—determine which hazards are present in the workplace and take steps to eliminate or minimize such hazard.
- Safe Work Procedures:
 - Dealing with wet surfaces;
 - Wearing proper personal protective equipment and clothing;
 - Handling solvents with use of protective gloves and proper ventilation; and
 - Using proper body mechanics when lifting heavy objects.
- Orientation, Education, Training & Supervision—properly prepare agents for job duties and ensure policies and procedures are consistently followed.

- Safety Inspections—regular safety inspections throughout the Berkshire Kind facility, which will help identify workplace hazards so that they can be eliminated or controlled.
- Incident Investigation—determine cause of accident or injury and implement preventive measures.
- Health and Safety Meetings—regular meetings to provide an opportunity for agents and managers to communicate any concerns about health and safety.
- First Aid—determine what level of first aid is necessary on-site.
- Records & Statistics—maintain documentation to help identify recurring problems and ensure that hazardous conditions are corrected.

An annual Health and Safety Program review will be carried out to address current concerns.

When selling or otherwise transferring marijuana to another marijuana establishment Berkshire Kind will provide documentation of its compliance with the testing requirements of 935 CMR 500.160: Testing of Marijuana and Marijuana Products, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Berkshire Kind

Quality Control and Testing of Cannabis

Berkshire Kind will strictly adhere to Massachusetts 935 CMR 500.160 – Testing of Marijuana and Marijuana Products, and all other state and local laws pertaining to the quality control (QC) and testing of all cannabis cultivated at the facility. Testing of all cannabis will be performed by a Massachusetts licensed Independent Testing Laboratory (ITL) in compliance with DHP Marijuana testing guidelines and protocol.

During all stages of manufacturing, the Berkshire Kind manufacturing team will implement quality control (QC) operating procedures. Beginning with raw materials (cannabis flower and concentrate), the Berkshire Kind team will implement daily visual inspections to identify and remove possible contamination with visual defects. Berkshire Kind will ensure that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:

- Well cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area as per 935 CMR 500.101(1)

During manufacturing stages, the production team will inspect all products daily for issues as well as signs of contamination, i.e.- mildew, mold, or pests. Any raw material or product showing signs of contamination will be immediately isolated and disposed of properly. The Head of Manufacturing will examine all raw materials and finished products weekly for any signs of growth issues.

All purchased cannabis will undergo a visual inspection for quality and contamination issues prior to being used for production and ultimately transported to the Independent Testing Laboratory for final product testing. Should the initial visual inspection determine contamination, that batch will be quarantined, recorded, and disposed of according to DPH guidelines. Each batch that passes both the on-site visual inspection and Independent Laboratory Testing will be packaged for sale. Cannabis products that fail ITL testing will be recorded and disposed of in accordance to DPH regulations.

All Berkshire Kind agents working in direct contact with marijuana will follow all requirements for food handlers specified in 105 CMR 300.000. Agents shall conform to strict sanitary practices while on duty, including maintaining adequate personal cleanliness and washing hands appropriately. Hand-washing facilities will be located in all production areas and where good sanitary practices require employees to wash and sanitize their hands.

Berkshire Kind shall maintain sufficient space at the facility for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. This includes providing an adequate water supply sufficient for necessary facility operations and adequate, readily accessible toilet facilities for Berkshire Kind employees. Plumbing will be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout Berkshire Kind's facility.

Litter and waste at Berkshire Kind's facility will be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. During facility construction floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in

good repair. All contact surfaces will be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination, and all toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana.

Testing

All finished cannabis product sampling will be performed by a DPH approved independent ISO 17025 lab. Cannabis will be tested for cannabinoid profile and contaminants (mold, mildew, heavy metals, plant-growth regulators, non-organic pesticides, and any additional info DPH requires). Excess cannabis from lab testing will be destroyed by Berkshire Kind.

Testing lab will be required to provide a signed narrative detailing:

- Sample
- Analysis
- Methods
- Chain of custody docs
- Info sought
- Summary and detail of results including, units of measure, date, and time

Results will be kept by Berkshire Kind for minimum of one (1) year to include any destruction of product as well as investigation of source of contamination and mitigation steps. Berkshire Kind will notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary. No Berkshire Kind agent will have financial interest in the ITL used. No lab employee will receive compensation from Berkshire Kind.

Berkshire Kind
Record Keeping Policies and Procedures

Berkshire Kind is dedicated to maintaining secure and accurate records. Our documentation and record-keeping plan meet or exceeds compliance requirements set forth in 935 CMR 500.000 and further enables us to operate effectively and in compliance. All applicable records will be maintained in accordance with generally accepted accounting principles and will be accessible to the Department of Health and local law enforcement when requested for inspection; confidential records will also be released when required.

All records are stored on a secure server in the limited-access security room in our manufacturing facility; additionally, all records are securely backed up on encrypted remote servers. Backup can take place over cellular connections in case of Internet failure. Video monitoring footage is maintained in accordance with standard security practices and 935 CMR 500.00 regulations. All paper documents will be scanned daily and uploaded to secure off-site servers; all paper records containing sensitive or confidential information are stored in limited access areas in lockable cabinets.

Berkshire Kind's inventory control software keeps detailed, encrypted and remotely backed-up records for all aspects of inventory control, testing and sales. All records will be stored for a minimum of 2 years. Upon closure of Berkshire Kind's establishment, all records should be kept for at least two years. Berkshire Kind will cooperate fully with any Department of Health or law enforcement request to examine records.

Records maintained by Berkshire Kind include but are not limited to:

- Written Operating Procedures
- Inventory Records as Required
- Seed-to-sale SOR Electronic Tracking Records for all marijuana as required by 935 CMR 500.105(8)(e). 935 CMR 500.105(9)
- Product tracking records
- Personnel Records
 - Job Description for each agent;
 - Personnel Record for each agent
 - All materials submitted to the Commission
 - Documentation or verification of references
 - Employment contract to include duties and responsibilities
 - Documentation of all required training
 - Performance evaluations
 - Record of any disciplinary actions
 - Notice of completed responsible vendor and eight-hour related duty training

- A staffing plan that will demonstrate accessible hours and safe conditions
 - All background check reports obtained in accordance with 935 CMR 500.030. 935 CMR 500.105(9)
- Business Records
 - Assets and Liabilities
 - Monetary Transactions
 - Books of Accounts including journals, ledgers, checks, invoices, vouchers, and supporting documentation
 - Sales records including quantity, form, and cost
 - Salaries, Stipends, and Compensation / Bonus records
- Personnel policies and procedures, including, at a minimum, the following:
 - Code of Ethics;
 - Whistle-blower policy; and
 - A policy which notifies persons with disabilities of their rights under <https://www.mass.gov/service-details/about-employment-rights> or a comparable link and includes provisions prohibiting discrimination and providing reasonable accommodations.
- Waste Disposal Records

Berkshire Kind

Qualifications and Training

Berkshire Kind will require all establishment employees to complete one-week orientation / training prior to performing any job function. Employees will be provided an Employee Handbook during their first day with trainings tailored to each specific job function at the facility. All employees must additionally complete the Responsible Vendor Training Program, administered by a third-party Cannabis Control Commission Certified Responsible Vendor Trainer as required under 935 CMR 500.000.

Following orientation / training, employees will be administered a written exam and must pass with a score of at least 70% as well as demonstrate fluency of training principles and ongoing roles prior to commencing their position. Key training topics include regulatory compliance, emergency preparedness, confidentiality, security, sexual harassment policy, EEO policies, and 935 CMR 500.000. Role specific training will complement the key training topics that all agents receive.

Berkshire Kind will also require a minimum of 8-hours of on-going training annually for all Marijuana Establishment Agents, which includes at a minimum two hours of in-class or online instruction time by a Commission-certified Responsible Vendor Trainer. Annual training topics include but are not limited to the following:

- 935 CMR 500.00 refreshers, with emphasis on safety and security
- Emergency preparedness
- Facility access
- security protocols
- Work site safety
- Sexual harassment policies (in addition to new hire training, this topic will be delivered annually to all employees)
- Alcohol and drug free work place
- Whistleblower policy and reporting of wrongdoing
- Other forms of harassment and filing complaints internally /externally with Equal Employment Opportunity Commission (EEOC) & Massachusetts Commission Against Discrimination (MCAD)

As per 935 CMR 500.105(2):

- All current owners, managers, and employees shall complete the Responsible Vendor Program after July 1, 2019 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.

Qualifications for employment at Berkshire Kind vary with the position. Here is a list of minimum qualifications with job description:

Executive Team - The Executive Team will initially consist of Berkshire Kind's Chief Executive Officer, Head of Manufacturing, and Facility Manager. These individuals are thoroughly committed to Berkshire Kind's corporate mission and will oversee all operations at the facility and throughout the company. As Berkshire Kind grows, new executive team members may be added and must have proven leadership, coaching, and relationship management experience. Additional demonstrable experience and qualifications include:

- Unwavering commitment to quality control and data-driven operational evaluation

- Excellence in organizational management with the ability to coach staff, manage, and develop high-performance teams, set and achieve strategic objectives, and manage a budget
- Past success working with a Board of Directors with the ability to cultivate existing board member relationships
- Strong marketing, public relations, and fundraising experience with the ability to engage a wide range of stakeholders and cultures
- Strong written and verbal communication skills; a persuasive and passionate communicator with excellent interpersonal and multidisciplinary project skills
- Action-oriented, entrepreneurial, adaptable, and innovative approach to business planning
- Ability to work effectively in collaboration with diverse groups of people
- Passion, idealism, integrity, positive attitude, mission-driven, and self-directed

Manufacturing Specialist (Production Team Member) – These individuals are responsible for the daily manufacturing operations at the facility. Responsibilities include daily plant inspections and maintenance, raw material and product record keeping, manufacturing room monitoring and cleaning, all associated plant activities. Required qualifications:

- Valid driver's license, proof of insurance, and reliable transportation
- Must be 21 years of age
- Basic knowledge of the manufacturing process and cannabis.
- Strong interpersonal skills/team player.
- Ability to manage time and effectively prioritize.
- Meticulous attention to detail.
- Must be professional and customer service oriented.
- Flexibility and ability to adapt quickly to business needs.
- Must be comfortable with a high level of responsibility.
- Must submit to a full background check.

Facility Associate – These individuals are responsible for daily facility operations not including manufacturing activities. Responsibilities include product sorting and packaging, facility maintenance activities, waste disposal activities, shipping and receiving of non-cannabis materials, and general facility upkeep.

- Valid driver's license, proof of insurance, and reliable transportation
- Must be 21 years of age
- Courteous manner with fellow staff members.
- Team player and strong work ethic.
- Ability to manage time and effectively prioritize.
- Meticulous attention to detail.
- Flexibility and ability to adapt quickly to business needs.
- Must be comfortable with a high level of responsibility.
- Must submit to a full background check.

Facility Assistant – These individuals are responsible all office management activities at the facility. Responsibilities include answering phones, completing required paperwork, assisting the executive team, and id verification as well as logging in and out all individuals entering the facility.

- Must be 21 years of age
- Courteous manner with fellow staff members.

- Team player and strong work ethic.
- Ability to manage time and effectively prioritize.
- Meticulous attention to detail.
- Flexibility and ability to adapt quickly to business needs.
- Must be comfortable with a high level of responsibility.
- Must submit to a full background check.

Berkshire Kind Inc. Diversity Plan

Diversity Plan

Diversity Plan

Berkshire Kind has developed a Diversity Plan to promote equity throughout the workplace for Minorities, Women, Veterans, People with Disabilities, and LGBTQ+ individuals. Berkshire Kind will focus on attracting a diverse workforce to fill its employment needs. Plan goals and programs are aimed at providing the opportunity for employment with Berkshire Kind for any Minority, Women, Veteran, Person with Disability, or LGBTQ+ individuals. Berkshire Kind's Diversity Plan will be reviewed and updated according on an annual basis.

Berkshire Kind's diversity goals for hiring are tied to local demographics. Berkshire Kind seeks to hire a local workforce that is at least as diverse as the community we reside in, Pittsfield.

2020 ACS Community Demographics	Black	Asian	Hispanic
City of Pittsfield	4.6%	1.7%	7.2%

Individuals will be targeted through public notices posted in the Berkshire Eagle whenever positions become available as well as an annual Berkshire Kind hosted Job Fair to be located at the Berkshire Innovation Center. The Berkshire Innovation Center is located directly across Woodlawn Ave from Berkshire Kind's facility providing world class facilities and focusing on supporting regional job growth, education, and innovation.

Berkshire Kind's Diversity Plan Includes:

- Hiring of approximately 20 individuals over the first 2 years of operations that meet the goals of this diversity plan and support the targeting of Minorities, Women, Veterans, People with Disabilities, and LGBTQ+ individuals.
- Continued outreach of employment opportunities for Minority, Women, Veterans, People with Disabilities, and LGBTQ+ individuals through public notices posted in the Berkshire Eagle and an annual Berkshire Kind hosted Job Fair at the Berkshire Innovation Center.
- Supporting continued educational opportunities and entry into the cannabis industry for Minority Individuals, Women, Veterans, People with Disabilities, and LGBTQ+ individuals through cannabis continuing education seminars and mentoring. Seminars and mentoring may cover a variety of topics related to employment and business start-up in the cannabis industry, including but not limited to cultivation basics, Mass. cannabis regulations and business environment, RMD Licensing, and basic cannabis business management.
- Utilizing resources such as the MA Supplier Diversity Office to identify certified minority, woman - and veteran-owned businesses for vending and contracting opportunities.

Diversity Plan Goals: (desired outcomes of the plan)

- Increase opportunities and access for entry in the commercial adult-use cannabis industry for Minorities, Women, Veterans, People with Disabilities, and LGBTQ+ individuals. Berkshire Kind will make available positions for interested individuals that have no prior training or experience in the cannabis industry. Positions will be publicly posted in the Berkshire Eagle.
- Increase the number of Minority Individuals, Women, Veterans, People with Disabilities, and LGBTQ+ individuals working at Berkshire Kind.
- Achieve Berkshire Kind's diversity plan hiring goals of:
 - 50% Women
 - 13.5% Minorities
 - 10% Veteran
 - 10% Persons with Disability
 - 10% LGBTQ+ individuals
- Provide educational, mentoring, and technical services related to the inclusion in the cannabis industry for Minority, Women, Veteran, Persons with Disability, or LGBTQ+ individuals facing barriers for employment in the cannabis industry. Bi-annual educational / mentoring advancement sessions will be held to discuss issues and develop individual support activities for interested attendees. Seminars may cover a variety of topics related to employment and business start-up in the cannabis industry including but not limited to cultivation basics, Mass. cannabis regulations and business environment, RMD Licensing, and basic cannabis business management. Berkshire Kind's goal is to have 5 Minority, Women, Veteran, Persons with Disability, or LGBTQ+ individual attendees per educational session and support the advancement in the cannabis industry of 2 Minority, Women, Veteran, Persons with Disability, or LGBTQ+ individuals and / or MWBE businesses per year with continued mentoring. All seminars and mentoring programs will be posted for public notice in the Berkshire Eagle.
- Increase the utilization of Veteran and MWBE businesses for vending and contracting within Berkshire Kind. Specifically, Berkshire Kind will prioritize working with Veteran and MWBE contractors, raw material suppliers, and consulting firms. Berkshire Kind's goal is to utilize 20% of its contracted services / purchases over \$5,000 to be from Veteran and / or MWBE business within the State of Massachusetts.

Diversity Plan Programs: (detailed actions, activities, or processes that will be utilized or implemented to achieve the outlined goals;)

Berkshire Kind Targeted Hiring Initiative - Berkshire Kind is committed to supporting a diverse workforce and providing opportunities aimed at reaching Minority individuals, Women, Veterans, People with Disabilities, and LGBTQ+ individuals. This program focusses on direct outreach to Minority individuals, Women, Veterans, People with Disabilities, and LGBTQ+ individuals looking for employment with Berkshire Kind that have no prior experience or background in the cannabis industry. Potential employees will be targeted through public notices posted in the Berkshire Eagle and an annual Berkshire Kind hosted Job Fair. Berkshire Kind Job

Fair will be located at the Berkshire Innovation Center, directly across Woodland Ave from Berkshire Kind's facility. Berkshire Kind's diversity plan hiring goals are:

- 50% Women
- 13.5% Minorities
- 10% Veteran
- 10% Persons with Disability
- 10% LGBTQ+ individuals

Berkshire Kind Grow Program – A mentoring and educational program focused on supporting the continued professional growth of Minority, Women, Veterans, Persons with Disability, or LGBTQ+ individuals in the cannabis industry. Through professional mentoring, and free bi-annual educational and technical cannabis industry information seminars, individuals will be supported in advancing their success in the cannabis industry. Seminars will be held at the Berkshire Innovation Center, a publicly available, handicap accessible location and published for public notice in the Berkshire Eagle, Pittsfield's local newspaper. Seminars will cover topics related to employment and business start-up in the cannabis industry including but not limited to cultivation basics, Mass. cannabis regulations and business environment, RMD Licensing, and basic cannabis business management. Additionally, for interested Minority, Women, Veterans, Persons with Disability, or LGBTQ+ individuals and MWBE businesses that participate in Berkshire Kind's Grow Program, Berkshire Kind will provide customized mentoring and business development services. These activities will be designed specifically to meet the needs of the individual or business being mentored and may anything from individual resume development and business plan development, to specific skill education and MA State licensure consulting.

B-Kind Purchasing Program - Implementation of a Berkshire Kind vendor and contractor program developed to seek out and engage diverse businesses. Utilizing resources such as the MA Supplier Diversity Office Berkshire Kind will identify and engage certified minority-, woman - and veteran-owned businesses for vending and contracting opportunities.

Diversity Plan Measurements: Once operational each program implemented through Berkshire Kind's Diversity Plan will be assessed annually for progress and success. It is anticipated this annual assessment and documentation of will take place in coordination with Berkshire Kind's annual license renewal (one year from provisional licensure, and each year thereafter). Data will be as identified below and tracked bi-annually by Berkshire Kind management to evaluate the plan's progress and individuals collecting and assessing the data. Measurements collected for each program include:

Targeted Hiring Program - Berkshire Kind goal is to hire a diverse workforce being 50% Women, 13.5% Minority, 10% Veteran, 10% Persons with Disability, and / or 10% LGBTQ+ individuals. Data collected will include:

1. Number of employees hired that are Minorities, Women, Veterans, People with Disabilities, or LGBTQ+ individuals.
2. Number of positions created since initial licensure

Berkshire Kind Grow Program - Berkshire Kind's goal is to have 5 Minority, Women, Veteran, Persons with Disability, or LGBTQ+ attendees per educational session and support the advancement in the cannabis industry of 2 Minority, Women, Veteran, Persons with Disability, or LGBTQ+ individuals and / or MWBE businesses per year with continued mentoring. Individuals or businesses will be selected by Berkshire Kind staff for continued mentoring due to noticeable show of interest and/or desire for continued support beyond the Grow Program's education sessions. Data collected will include:

1. Name of Minority Individuals, Women, Veterans, People with Disabilities, and LGBTQ+ individuals receiving mentoring, a description of what they have been mentored on, and hours of mentoring received
2. Total number of Minorities, Women, Veterans, People with Disabilities, and LGBTQ+ employees mentored and total hours of mentoring provided by Berkshire Kind.
3. Number of Minority, Women, Veterans, People with Disabilities, and LGBTQ+ individuals attending continuing education informational seminars and on what topics

B-Kind Purchasing Program - Berkshire Kind's goal is to utilize 20% of its contracted services / purchases over \$5,000 to be from MWBE business within the State of Massachusetts. Data collected will include:

1. Number of contracting opportunities provided
2. Number of MWBE businesses hired for contracting opportunities at Berkshire Kind

Diversity Plan Timeline

Berkshire Kind's Diversity Plan is expected to begin activities two (2) month prior to commencing operations. Anticipated Diversity Plan timeline for activities:

- Hold first job / opportunity fair April 2023
(2 months before operations commence)
- Hold first B-Kind Grow Program Seminar August 2023

Berkshire Kind 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.