



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283668
Original Issued Date: 04/19/2022
Issued Date: 04/19/2022
Expiration Date: 04/19/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: BTE INC

Phone Number: 413-519-3094 Email Address: mjflahive@gmail.com

Business Address 1: 145 stonehill rd Business Address 2:

Business City: east longmeadow Business State: MA Business Zip Code: 01028

Mailing Address 1: 145 Stonehill Road Mailing Address 2:

Mailing City: East Longmeadow Mailing State: MA Mailing Zip Code: 01028

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: 100 Percentage Of Control: 100

Role: Owner / Partner Other Role:

First Name: mary Last Name: flahive-dickson Suffix:

Gender: Female

User Defined Gender:

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

Specify Race or Ethnicity: White

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: mary

Last Name: flahive-
dickson

Suffix:

Types of Capital: Monetary/
Equity

Other Type of Capital:

Total Value of the Capital Provided:
\$650000

Percentage of Initial Capital:
100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: mary

Last Name: Flahive-Dickson

Suffix:

Marijuana Establishment Name: BTE INC

Business Type: Marijuana Cultivator

Marijuana Establishment City: Plainfield

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 129 Grant St

Establishment Address 2:

Establishment City: Plainfield

Establishment Zip Code: 01070

Approximate square footage of the Establishment: 100000

How many abutters does this property have?:

6

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

Cultivation Tier:

Cultivation Environment:

FEE QUESTIONS

Cultivation Tier: Tier 11: 90,001 to 100,000 sq. ft Cultivation Environment: Outdoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Host Community Agreement Certification form BTE.pdf	pdf	61dda0a77c2bdd089a1ed3f4	01/11/2022
Community Outreach Meeting	Attachment -A-.pdf	pdf	61e980ee35cb3e08f7219c1d	01/20/2022

Documentation					
Community Outreach Meeting Documentation	Attachment B.pdf	pdf	61e9814625efbc089300c648	01/20/2022	
Community Outreach Meeting Documentation	complete outreach meeting attestation form 1.pdf	pdf	61f1ac04d3dbc608cfa401a	01/26/2022	
Plan to Remain Compliant with Local Zoning	-Plan to Remain Compliant with Local Zoning.pdf	pdf	61f1adbef2351e085f7260de	01/26/2022	
Community Outreach Meeting Documentation	Attachment C BTE-.pdf	pdf	62017726d04772090d5a4d39	02/07/2022	

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
Other	Letter of Support BTE Inc. .pdf	pdf	61e98328ea5b88086e76c0e6	01/20/2022
Plan for Positive Impact	- BTE Plan for Positive Impact-.pdf	pdf	620178e8d04772090d5a4d49	02/07/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role: President

First Name: Mary

Last Name: Flahive-Dickson Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	letter of good standing DOR.pdf	pdf	61dda35bd04772090d59be34	01/11/2022
Secretary of Commonwealth - Certificate of Good Standing	certificate of good standing BTE.pdf	pdf	61dda37d5099080851f2f96b	01/11/2022
Articles of Organization	Full Articles of Incorp. BTE.pdf	pdf	61dda39871cb790879588714	01/11/2022
Bylaws	By-Laws BTE Inc..pdf	pdf	61dda3de8dbcc309066352c6	01/11/2022
Secretary of Commonwealth - Certificate of Good Standing	Affidavit employee status.pdf	pdf	61e9862fe95b8c0888811b7e	01/20/2022

No documents uploaded

Date generated: 05/02/2022

Massachusetts Business Identification Number: 001508045

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Timeline for Application and Operation of Proposed ME.pdf	pdf	61dda428f2351e085f720ebc	01/11/2022
Plan for Liability Insurance	Plan for Obtaining Liability Insurance.pdf	pdf	61dda437dc96b108e5511be8	01/11/2022
Business Plan	BTE INC. Bus Plan, App of intent, operating P&P.pdf	pdf	61f1acc835cb3e08f721c02b	01/26/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Restricting access to age 21 or older.pdf	pdf	61dda49671cb790879588735	01/11/2022
Prevention of diversion	Access restrictions and prevention of diversion.pdf	pdf	61dda4e2ea5b88086e7690e8	01/11/2022
Storage of marijuana	Storage Policy BTE.pdf	pdf	61dda4f4f2351e085f720ee1	01/11/2022
Transportation of marijuana	Transportation Policy BTE.pdf	pdf	61dda505e95b8c088880ea88	01/11/2022
Inventory procedures	Inventory and Transfer Policy BTE.pdf	pdf	61dda5168d09e508d610db60	01/11/2022
Quality control and testing	Procedures for Quality Control and Testing of Product.pdf	pdf	61dda53225efbc08930096b2	01/11/2022
Dispensing procedures	Dispensing Procedures for BTE INC.pdf	pdf	61dda54735cb3e08f7216b7c	01/11/2022
Personnel policies including background checks	Personnel policies.pdf	pdf	61dda55fd04772090d59be64	01/11/2022
Record Keeping procedures	Record keeping procedures.pdf	pdf	61dda56edc96b108e5511c09	01/11/2022
Maintaining of financial records	Maintaining of financial records.pdf	pdf	61dda57e71cb79087958875e	01/11/2022
Qualifications and training	employee qualifications and training.pdf	pdf	61dda5c2d3dbc608cff9ec63	01/11/2022
Energy Compliance Plan	energy compliance plan.pdf	pdf	61dda5faea0b000858e82d33	01/11/2022
Security plan	security policy BTE.pdf	pdf	61e9847d25efbc089300c689	01/20/2022
Policies and Procedures for cultivating.	Operational Policy for -BTE INC-.pdf	pdf	61e98561f2351e085f723f6a	01/20/2022
Diversity plan	-Diversity Plan-.pdf	pdf	61f1ad26dc96b108e5517091	01/26/2022

ATTESTATIONS

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

Commission.: I Agree

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 8:30 AM	Monday To: 5:30 PM
Tuesday From: 8:30 AM	Tuesday To: 5:30 PM
Wednesday From: 8:30 AM	Wednesday To: 5:30 PM
Thursday From: 8:30 AM	Thursday To: 5:30 PM
Friday From: 8:30 AM	Friday To: 5:30 PM
Saturday From: 8:30 AM	Saturday To: 5:30 PM
Sunday From: 8:30 AM	Sunday To: 5:30 PM

Host Community Agreement Certification Form

Instructions

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

Certification

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

1. Name of applicant:

BTE Inc.

2. Name of applicant's authorized representative:

Mary Flahive Dickson

3. Signature of applicant's authorized representative:

Mary Flahive Dickson

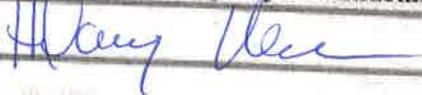
4. Name of municipality:

Town of Plainfield

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

Hilary Weeks, Select Board, Chair

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



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

hweeks@town.plainfield.ma.us

8. Host community agreement execution date:

9/22/2021

"Attachment
B"

October 31, 2021

VIA HAND DELIVERY

Board of Selectmen
Town of Plainfield
304 Main St
Plainfield, MA 01070

RE: **NOTICE OF COMMUNITY OUTREACH MEETING**

Dear Members of the Select Board:

This letter and the enclosed notice are being provided to inform you of a Community Outreach Meeting to be held by BTE, Inc., regarding its application to the Massachusetts Cannabis Control Commission for a Marijuana Outdoor Cultivation license to be located at 129 Grant St. Plainfield, MA. The enclosed notice provides information about the time, location and content of the community meeting which will take place at the Plainfield Town Hall on November 20, 2021 at 11am. This date and time is the rescheduled meeting of a postponed October 23, 2021 meeting.

Please contact me at (413) 519-3094 if you have any questions regarding the above.

Sincerely,

Mary Flahive Dickson

✓ RECEIVED
11/10/2021
fsc

"Attachment
B"

**BTE, INC.
NOTICE OF COMMUNITY
OUTREACH MEETING**

Notice is hereby given that BTE Inc. will conduct a COMMUNITY OUTREACH MEETING pursuant to MA Regulation 935 CMR 500.101 (1)(a)(9) as part of its application to the Cannabis Control Commission for a MARIJUANA OUTDOOR CULTIVATOR license, to be located at 129 Grant Street, Plainfield, MA.

Time/Place of Meeting: 11 am.
November 20, 2021

Place of Meeting: Plainfield MA
Town Hall

Subject Matter of Meeting: This Community Outreach Meeting will be held to afford all interested parties an opportunity to receive information and provide testimony on BTE's application for a MARIJUANA OUTDOOR CULTIVATOR license, proposed at 129 Grant St. Plainfield, MA. Topics discussed by BTE will include: the type of Marijuana Establishment to be located at the proposed address, the steps being taken to keep the location secure and prevent diversion of product to minors, the Establishment's plan to positively impact the community, and information to demonstrate that the location will not constitute a nuisance as defined by law. The meeting will also include a Question and Answer period during which community members will be able to ask questions of and receive answers from representatives of BTE regarding the proposal.

243183

Nov 3

 **RECEIVED**
11/10/2021
REC

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: 11/03/2021

b. Name of publication: Hampshire Gazette

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: 11/10/21

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: 10/27/21

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.

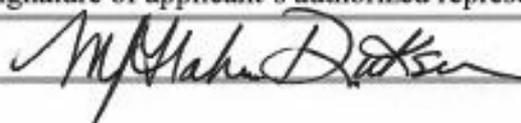
Name of applicant:

BTE Inc.

Name of applicant's authorized representative:

Mary Flahive Dickson

Signature of applicant's authorized representative:



TODAY IN HISTORY

The Associated Press

TODAY is Wednesday, Nov. 3, the 307th day of 2021. There are 58 days left in the year.

TODAY'S HIGHLIGHT IN HISTORY:
On Nov. 3, 1997, the Supreme Court let stand California's groundbreaking Proposition 209, which banned race and gender preference in hiring and school admissions.

ON THIS DATE:
In 1868, Republican Ulysses S. Grant won the presidential election over Democrat Horatio Seymour.

In 1911, the Chevrolet Motor Car Co. was founded in Detroit by Louis Chevrolet and William C. Durant. (The company was acquired by General Motors in 1918.)

In 1936, President Franklin D. Roosevelt won a landslide election victory over Republican challenger Alfred "Alf" Landon.

In 1954, the Japanese monster movie "Godzilla" was released by Toho Co.

In 1961, President John F. Kennedy established the U.S. Agency for International Development.

In 1970, Salvador Allende was inaugurated as president of Chile.

In 1979, five Communist Workers Party members were killed in a clash with heavily armed Ku Klux Klansmen and neo-Nazis during an anti-Klan protest in Greensboro, North Carolina.

In 1986, the Iran-Contra affair came to light as Ash-Shiraa, a pro-Syrian Lebanese magazine, first broke the story of U.S. arms sales to Iran.

In 1992, Democrat Bill Clinton was elected the 42nd president of the United States, defeating President George H.W. Bush. In Illinois, Democrat Carol Moseley-Braun became the first Black woman elected to the U.S. Senate.

In 1994, Susan Smith of Union, South Carolina, was arrested for drowning her two young sons, Michael and Alex, nine days after claiming the children had been abducted by a Black carjacker.

In 2004, President George W. Bush claimed a re-election mandate a day after more than 62 million Americans chose him over Democrat John Kerry; Kerry conceded defeat in make-or-break Ohio rather than launch a legal fight reminiscent of the contentious Florida recount of four years earlier.

In 2014, 13 years after the 9/11 terrorist attack, a new 1,776-foot skyscraper at the World

Trade Center site opened for business, marking an emotional milestone for both New Yorkers and the nation.

ONE YEAR AGO: Democrat Joe Biden won the presidency in an election that saw more than 103 million Americans vote early, many by mail, amid a coronavirus pandemic that upended a campaign marked by fear and rancor, waged against a backdrop of protests over racial injustice. As vote counting continued in battleground states, Biden's victory would not be known for more than three days; Republican President Donald Trump would refuse to concede, falsely claiming that he was a victim of widespread voter fraud.

TODAY'S BIRTHDAYS: Actor Lois

Smith is 91. Actor Monica Vitti is 90. Former Massachusetts Gov. Michael S. Dukakis is 88. Actor Shadoc Stevens is 75. Singer Lulu is 73. "Vogue" editor-in-chief Anna Wintour is 72.

Comedian-actor Roseanne Barr is 69. Actor Kate Capshaw is 68. Comedian Dennis Miller is 68. Singer Adam Ant is 67. Sports commentator and former quarterback Phil Simms is 66. Director-screenwriter Gary Ross is 65. Actor Dolph Lundgren is 64. Olympic gold medal figure skater Evgeni Plushenko is 39. Actor Julie Berman is 38. Alternative rock singer/songwriter Courtney Barnett is 34. TV personality and model Kendall Jenner (TV: "Keeping Up with the Kardashians") is 26.

Sudoku

Complete the grid so that every row, column and 3x3 box contains every digit from 1 to 9 inclusively.

		1	7	4	6	2		
4		2	3					
2	1	5		9		8		
			2			1		
6		4		1			5	
	8		9					
	5	9		7		6	3	
			4	6				1
	7	6	3	5	2			

11/3 DIFFICULTY RATING: ★★☆☆☆

Wonderword By DAVID OUELLET

HOW TO PLAY: All the words listed below appear in the puzzle — horizontally, vertically, diagonally and even backward. Find them, circle each letter of the word and strike it off the list. The leftover letters spell the WONDERWORD.

THE CROWN SEASON 4 (TV SERIES) Solution: 9 letters

C H A R L E S B H E L E N A F
C O R R I N O T N E H P E T S
A A L E D N E B D E N I S F S
M A A M H B A I R O N T E P I
I I E A A T A I B L A M E P I
L V M Z S N O O L G A N I M O
L I I N A Y M M O L C L P A M
A L S E R B A L E E I R E R E
E O T E E D L R H E G T I M
C R E U X F H M P S A O E O M
H L R Q O R A C S A B W R N A
A Y A T B E O G T I L G K A
R G N I T A E T A A A N E
M M A R R Y L S U N H E C I
P R I N C E S S E T A T S E

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Bend, Blame, Bomb, Bonham, Boxer, Camilla, Charles, Charm, Claire, Colman, Corrin, Denis, Diana, Eating, Elizabeth, Emma, Fagan, Female, Gillian, Gold, Hawke, Helena, Impress, Iron, Marion, Marry, Meal, Memo, Mister, Morgan, Mother, Olivia, Palace, Peter, Philip, Plays, Princess, Queen, Ring, Role, Spencer, Stag, State, Stephen, Team, Thatcher, Tobias, Tutor

Yesterday's Answer: Onions

Treasuries 23 through 43 can be purchased online at www.WonderWordBooks.com.

Tuesday's Puzzle Answer

2	5	6	8	9	4	1	3	7
1	3	8	5	7	2	9	6	4
7	4	9	1	6	3	2	5	8
3	7	5	9	2	1	8	4	6
8	1	2	7	4	6	3	9	5
6	9	4	3	5	8	7	2	1
5	8	7	6	3	9	4	1	2
9	2	1	4	8	5	6	7	3
4	6	3	2	1	7	5	8	9

Chef Batali's sexual misconduct trial set

BOSTON (AP) — Celebrity chef Mario Batali's trial on sexual misconduct charge in Boston has been set for April.

The trial will take place April 11 in Boston Municipal Court, Suffolk County District Attorney Rachael Rollins' office said Tuesday after a hearing.

Batali pleaded not guilty to indecent assault and battery on allegations that he forcibly kissed and groped a woman after taking a selfie with her at a Boston restaurant in 2017.

His lawyers didn't respond to an email seeking comment Tuesday but have previously said the charge filed in 2019 is "without merit."

Batali was once a Food Net-

work fixture on shows like "Molto Mario" and "Iron Chef America." But the ponytail- and orange Croc-wearing personality's high-flying career crumbled amid sexual misconduct allegations in recent years.

After four women accused him of inappropriate touching in 2017, Batali stepped down from day-to-day operations at his restaurant empire and left the since-discontinued ABC cooking show "The Chew."



MARIO BATALI

He also apologized, saying the allegations "match up" with ways he has acted. "I have made many mistakes and I am so very sorry that I have disappointed my friends, my family, my fans and my team," Batali said in an email newsletter at the time. "My behavior was wrong and there are no excuses. I take full responsibility."

In July, Batali, his business partner and their New York City restaurant company agreed to pay \$600,000 to resolve a four-year investigation by the New York attorney general's office into allegations that Batali, restaurant managers and other workers sexually harassed employees.

LEGAL NOTICES



Legals

LEGAL ADVERTISEMENT
AMHERST CONSERVATION COMMISSION
Notice of Public Meeting
Wednesday, November 10, 2021

The Amherst Conservation Commission will hold the following virtual Public Meeting under MGL Ch. 131, Sec. 40, the Rivers Protection Act, and Article 3.31 - Wetlands Protection under the Town of Amherst General Bylaws. Virtual login can be accessed from the following link: <https://amherstma.zoom.us/j/96982361133> Phone access is available by calling: US: +1 301 715 8592 or +1 312 626 6799 or +1 646 876 9923 or +1 669 900 6833 or +1 253 215 8782 or +1 346 248 7799 or +1 408 638 0968 Webinar ID: 969 8236 1133 International numbers available: <https://amherstma.zoom.us/j/96982361133>

7:30 PM Notice of Intent - Nitsch Engineering for Balfour Beatty Campus Solutions and the University of Massachusetts for proposed construction of new undergraduate and graduate housing, and associated parking lots within the Buffer Zone of Bordering Vegetated Wetland and within 100-feet of Tan Brook (Map 8C, Parcel 13A).

Nov 3
246999

Legals

BTE, INC.
NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that BTE Inc. will conduct a COMMUNITY OUTREACH MEETING pursuant to MA Regulation 935 CMR 500.101 (1)(a)(9) as part of its application to the Cannabis Control Commission for a MARIJUANA OUTDOOR CULTIVATOR license, to be located at 129 Grant Street, Plainfield, MA.

Time/Place of Meeting: 11 am. November 20, 2021

Place of Meeting: Plainfield MA Town Hall

Subject Matter of Meeting: This Community Outreach Meeting will be held to afford all Interested Parties an opportunity to receive information and provide testimony on BTE's application for a MARIJUANA OUTDOOR CULTIVATOR license, proposed at 129 Grant St. Plainfield, MA. Topics discussed by BTE will include: the type of Marijuana Establishment to be located at the proposed address, the steps being taken to keep the location secure and prevent diversion of product to minors, the Establishment's plan to positively impact the community, and information to demonstrate that the location will not constitute a nuisance as defined by law. The meeting will also include a Question and Answer period during which community members will be able to ask questions of and receive answers from representatives of BTE regarding the proposal.

Nov 3
243838

Legals

LEGAL NOTICE
Town of Southampton

The Town of Southampton seeks sealed bids for the construction of approx. 900 feet of new sidewalk along College Highway. Sealed Bids, plainly endorsed, "IFB 22-009 New Sidewalk" will be received at the office of the Town Administrator, Southampton Town Hall, 210 College Highway, Suite 7, Southampton, MA 01073-9004 until 3:00pm on November 18, 2021. The bids will be publicly opened and read aloud at the Select Board Meeting at 2 nd Floor Meeting Room, 210 College Highway at 6:00pm on November 18, 2021.

Copies of the bid documents and plan sets are available from Edward J. Gibson, Town Administrator at Townadministrator@townofsouthampton.org. This bid is issued under the Shared Streets Grant Program as an expedited project.

A non-mandatory pre-bid meeting will take place on Wednesday, November 10, 2021 at 9:00am at Center Cemetery, College Highway, Southampton, MA 01073. Vendor must be Mass DOT Prequalified. The successful bidder will be required to furnish a 50% payment bond. All bids are subject to the provisions of MGL, Chapter 30 Section 39m as amended.

The Town of Southampton is the awarding authority and reserves the right to reject any or all bids and to accept the bid deemed to best serve the interests of the Town of Southampton, MA.

Edward J. Gibson, Town Administrator
For the Select Board

Nov 3
249807

LEGAL NOTICE DEADLINES

Monday's paper Friday at 9am
Tuesday's paper Friday at 4pm
Wednesday's paper Monday at Noon
Thursday's paper Tuesday at Noon
Friday's paper Wednesday at Noon
Saturday's paper Thursday at Noon

American Heart Association

www.heart.org

PIONEER VALLEY and beyond! MARKETPLACE

IN PRINT • Daily Hampshire Gazette • Greenfield Recorder • Amherst Bulletin • Athol Daily News • AND ONLINE 24/7

ANNOUNCEMENTS

Lost

LOST HEARING AID in back parking lot of First Congregational Church of Sunderland on Sunday, Oct. 24 (413) 230-6960 jebhadley@charter.net

EMPLOYMENT

Full Time

TIRE CHANGER
Offering competitive wages M-F, 8-5, Saturdays, 8-12
Call or come in for interview
Arts Tire, Inc.
10 Silver St., Greenfield
413-774-4349

American Heart Association
www.heart.org

MERCHANDISE

Building Materials & Supplies

NATIVE LUMBER - Pine boards, hemlock dimension, hard & soft wood beams. Monday - Friday 8:30-4:00, Saturday, 8 to 12. Rough Cut. 978-575-0475.

Fast Action Ads

1940S VINTAGE COOKIE JAR "CAT IN BASKET" by American Bisque \$35 (413) 535-9577

ART Lladro "Girl w/Flower" porcelain figurine. Bisque finish. 6 1/2" x 5". Excellent. \$50. 413-687-2593

ART Lottie Meyer Catok's - Girl w/ Hat 20.5 x 17 signed framed oil on canvas \$250 (413) 687-2593

ART Rare Laurel & Hardy March of the Wooden Soldiers Film Poster. 29"x19.5" \$50 413-687-2593

ART Vintage Laminated Culinary Arts/Food Wall Posters (8) by Celestial Arts \$200. 413-687-2593

BOWLING BALL Maxim Ebonite, 8LB, purple swirl, w/carry bag \$17, (413)626-9926 Leave msg

MERCHANDISE

Fast Action Ads

BOWLING BALL Maxim Ebonite, 8LB, purple swirl, w/carry bag \$17, (413)626-9926 Leave msg

BOWLING BALL Maxim Ebonite, 9 lb, maroon swirl, w/carry bag, \$17, 413-626-9926

Cast iron pipe cutter. Chain type. \$60 413-527-6141

Cooper Weathermaster tires. shower chair- 225-45 R17 for tires, was on BMW, used very little. \$200 413-575-1115

MERCHANDISE

Fast Action Ads

Cutlery set 12 pieces brand new. High quality in case. \$35. 413-296-4291

DELL COMPUTER KEYBOARDS (4) Black, VG Overall Condition \$20.00 For All 4. (413-584-6526).

DELL COMPUTER KEYBOARDS (4) Black, VG Overall Condition \$20.00 For All 4. (413-584-6526).

DELL COMPUTER KEYBOARDS (4) Black, VG Overall Condition \$20.00 For All 4. (413-584-6526).

Habitat for Humanity

shelter
is the foundation for a family's strength and stability.

To learn more or to find the local Habitat, serving your community, visit habitat.org.

MERCHANDISE

Fast Action Ads

Dell keyboard: \$5. Call 413-218-4873.

Dining room set - 6 chairs, glass hutch, table w/ 2 leafs plus more! Like new. Solid oak. Must see. \$200 OBO 413-570-5602

DUTCH WEST WOOD BURNING STOVE made by Vermont Casting \$350,00 (413) 665-8581

Ferret cage. New. 47 1/2" x 17" x 25". 4 levels. \$80 OBO 413-584-6470

MERCHANDISE

Fast Action Ads

Car to sell?
Classified Advertising gets the word out!

October 26, 2021

TEMPLATE OF ABUTTER NOTICE

Abutter Name

Address

RE: **ABUTTER NOTICE OF COMMUNITY OUTREACH MEETING**
Abutting property: *Address of Abutting Property*

Dear Sir and Madam:

As an abutter to 129 Grant St. Plainfield, MA. this letter and the enclosed notice are being provided to inform you of a Community Outreach Meeting to be held by BTE, Inc., regarding its application to the Massachusetts Cannabis Control Commission for a Marijuana Outdoor Cultivation license to be located at 129 Grant St. Plainfield, MA. The enclosed notice provides information about the time, location and content of the community meeting which will take place at the Plainfield Town Hall on November 20, 2021 at 11am. This date and time is the rescheduled meeting of a postponed October 23, 2021 meeting.

Please contact me at (413) 519-3094 if you have any questions regarding the above.

Sincerely,

Mary Flahive Dickson

October 31, 2021

VIA HAND DELIVERY

Board of Selectmen
Town of Plainfield
304 Main St
Plainfield, MA 01070

RE: NOTICE OF COMMUNITY OUTREACH MEETING

Dear Members of the Select Board:

This letter and the enclosed notice are being provided to inform you of a Community Outreach Meeting to be held by BTE, Inc., regarding its application to the Massachusetts Cannabis Control Commission for a Marijuana Outdoor Cultivation license to be located at 129 Grant St. Plainfield, MA. The enclosed notice provides information about the time, location and content of the community meeting which will take place at the Plainfield Town Hall on November 20, 2021 at 11am. This date and time is the rescheduled meeting of a postponed October 23, 2021 meeting.

Please contact me at (413) 519-3094 if you have any questions regarding the above.

Sincerely,

Mary Flahive Dickson

✓ RECEIVED
11/10/2021
REC

**BTE, INC.
NOTICE OF COMMUNITY
OUTREACH MEETING**

Notice is hereby given that BTE Inc. will conduct a COMMUNITY OUTREACH MEETING pursuant to MA Regulation 935 CMR 500.101 (1)(a)(9) as part of its application to the Cannabis Control Commission for a MARIJUANA OUTDOOR CULTIVATOR license, to be located at 129 Grant Street, Plainfield, MA.

Time/Place of Meeting: 11 am.
November 20, 2021

Place of Meeting: Plainfield MA
Town Hall

Subject Matter of Meeting: This Community Outreach Meeting will be held to afford all Interested Parties an opportunity to receive information and provide testimony on BTE's application for a MARIJUANA OUTDOOR CULTIVATOR license, proposed at 129 Grant St. Plainfield, MA. Topics discussed by BTE will include: the type of Marijuana Establishment to be located at the proposed address, the steps being taken to keep the location secure and prevent diversion of product to minors, the Establishment's plan to positively impact the community, and information to demonstrate that the location will not constitute a nuisance as defined by law. The meeting will also include a Question and Answer period during which community members will be able to ask questions of and receive answers from representatives of BTE regarding the proposal.

Nov 3

243183

 RECEIVED

11/10/2021
REC

BTE Inc.
Application of Intent

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how BTE Inc. is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the cultivation site at 129 Grant St. Plainfield, MA, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana. The commercial cultivation of cannabis for adult-use or medical use is listed in the Commercial Uses section of Exhibit D - Use Table in Plainfield's Zoning Bylaws as "Marijuana Production". Per Zoning Bylaws, a special Permit (SP) is needed for Marijuana Production in Plainfield. The Planning Board in Plainfield oversees most special permits and site plan review for uses and structures, other than those which are permitted by right.

The first step in the Special Permit process is obtaining a determination from the Zoning Enforcement Officer/Building Commissioner about whether the proposed use or structure is allowed by right, requires site plan review, requires a special permit, or is not allowed in Plainfield.

If the Building Commissioner indicates that a special permit or site plan review is required, an application form must be filed with required attachments to the Planning Board.

Upon receipt, the Planning Board will then meet to discuss, which the applicant is invited to attend. At that time the application will be reviewed for completeness only, and a public hearing to review the application will be scheduled seeking public input. At the public hearing, the board will either approve the application, approve the application with conditions, or will request additional information and/or changes and continue the public hearing to a later date.

According to BTE's Timeline for Application and Operation of Proposed Cannabis Cultivation Project, BTE expects to receive the Special Permit from

Plainfield within the next 90 days. BTE has already met with the Planning Board and is filing all necessary site plans currently. BTE is on the agenda for a February Planning Board meeting.

In addition to BTE Inc. remaining compliant with existing Zoning Ordinances; BTE Inc. will continuously engage with Town of Plainfield officials to remain up to date with local zoning ordinances to remain fully compliant.

8/4/2021

10:29:10AM

PLAINFIELD GIS - Abutters by Owner

"Attachment C"

Parcel ID - Map/Block/Lot	Location	Owner/Mailing Address
017.0-0000-0001.0	GRANT STREET	[REDACTED] 169 GRANT ST PLAINFIELD MA 01070-9768
017.0-0000-0002.1	169 GRANT STREET	[REDACTED] 169 GRANT ST PLAINFIELD MA 01070-9768
017.0-0000-0002.2	165 GRANT STREET	[REDACTED] 169 GRANT ST PLAINFIELD MA 01070-9768
010.0-0000-0013.0	129 GRANT STREET	[REDACTED] 145 STONEHILL RD EAST LONGMEADOW MA 01028-1374
011.0-0000-0001.0	GRANT STREET	[REDACTED] 145 STONEHILL RD EAST LONGMEADOW MA 01028-1374
010.0-0000-0015.1	114 GRANT STREET	[REDACTED] 114 GRANT ST PLAINFIELD MA 01070
010.0-0000-0011.1	57 BOW STREET	[REDACTED] 55 BOW ST PLAINFIELD MA 01070
016.0-0000-0029.0	82 BOW STREET	[REDACTED] PO BOX 188 CUMMINGTON MA 01028
010.0-0000-0015.0	132 GRANT STREET	[REDACTED] 132 GRANT STREET PLAINFIELD MA 01070
016.0-0000-0007.0	132 GRANT STREET	[REDACTED] 132 GRANT ST PLAINFIELD MA 01070
010.0-0000-0012.0	107 GRANT STREET	[REDACTED] 107 GRANT ST PLAINFIELD MA 01070

BTE
BTE

Town of Plainfield
Aina M. Papineau
Assitant Assessor
Aug. 4, 2021

BTE Inc.
Application of Intent

Plan for Positive Impact

Pursuant to 935 CMR 500.101(1)(a)9.f., and all other applicable Cannabis Control Commission (the “Commission”) guidance. BTE Inc. (BTE), has developed the following plan in order to positively impact individuals and communities that have been disproportionately harmed by cannabis prohibition.

Overview:

The Commission has identified the following criteria to categorize individuals or communities that have been disproportionately harmed:

1. Past or present residents of the geographic “areas of disproportionate impact”, which have been defined by the Commission.
2. Commission-designated Economic Empowerment Priority applicants
3. Commission-designated Social Equity Program participants
4. Massachusetts residents who have past drug convictions
5. Massachusetts residents with parents or spouses who have drug convictions

BTE has identified and created the following goals to support and positively impact such populations that have been disproportionately harmed:

1. **Goal:** In order for BTE to positively impact past or present residents of the geographic “areas of disproportionate impact”, which have been defined by the Commission, BTE will:

- Place job advertisements to attract individuals from areas of disproportionate impact in order to ensure inclusion in the legal cannabis industry with a goal of hiring 10% of our employees from Commission-designated areas or populations of disproportionate impact.

- BTE will engage in outreach efforts to hire residents from the following community (as positions become available, but not less than annually)
 - Holyoke

Demographic Group	Target
Disproportionately Harmed Individuals; specifically, residents of Holyoke	10%

Program:

1. Placing job advertisements (as positions become available, but not less than annually). Qualified individuals will be given priority in the hiring process for open positions of employment. Management will post employment opportunity advertisements on virtual job boards at Holyoke Community College to attract a variety of local job applicant interest. In addition, and if necessary, BTE will advertise job openings in the Hampshire Gazette, until open positions are filled.

2. Management of BTE will attend community job fairs; specifically, at Holyoke Community College (HCC) Cannabis Career Fair; at least one annually.

Metrics/Measurement: BTE’s Manager will document and track the number of job fairs attended, at least one annually, post and document the job advertisements and conduct an annual staffing analysis to determine the number of employees hired from the proposed geographic area as described above. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal to the Cannabis Control Commission.

2. **Goal:** To help mitigate the effects of cannabis prohibition by providing support and resources to individuals and communities disproportionately harmed by cannabis prohibition through charitable giving to benefit these individuals and communities. BTE will make an annual contribution to the Food Bank of Western Massachusetts in the amount of \$5,000 which will in turn support the mission of the Food Bank, support the organization, help the general fund and the Food Bank programs.

Program: BTE will make a minimum annual financial contribution of \$5,000 to the Food Bank of Western Massachusetts, with the intent of the contribution specifically benefit disproportionately harmed people. The Mission of the Food Bank of Western Massachusetts is to feed our neighbors in need and lead the community to end hunger.

Metrics/Measurement: BTE's manager will maintain a record of its annual donations to the Food Bank of Western Massachusetts. BTE will keep records of feedback that we receive relative to the impact of our contributions, if any. This will in turn help us make decisions about adjustments that need to be made in the future. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal to the Cannabis Control Commission.

CONCLUSION

- BTE will conduct continuous and regular evaluations of the implementation of its goals, no less than twice annually to ensure BTE is meeting its commitments. At any point BTE will retool its policies and procedures in order to better accomplish the goals set out in this Plan for Positive Impact.
- BTE 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.
- Any actions taken, or programs instituted by BTE will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



The Food Bank of Western Massachusetts, Inc.
97 North Hatfield Road
PO Box 160
Hatfield, Massachusetts 01038
Tel (413) 247 - 9738 Fax (413) 247 - 9577

To Whom it May Concern,

This letter is to verify that The Food Bank of Western Massachusetts will accept donations from BTE Inc. to support our organization, to help our general fund and programming. Our organization would be pleased to accept donations from BTE Inc. and looks forward to partnering with them in the future.

The mission of The Food Bank of Western Massachusetts is to feed our neighbors in need and lead the community to end hunger. You can learn more about our mission at www.foodbankwma.org.

Thank you,

Natasha Schott (she/her)
Donor Relations Manager
The Food Bank of Western Massachusetts
413-203-4803

Tax Exempt 501(c)(3) 04-2751023

The Food Bank of Western Massachusetts did not provide any goods or services to the contributor in consideration, either in whole or in part, for the contribution. We do not rent, loan or sell our donor list. We value your support and privacy.



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BTE INC
145 STONEHILL RD
EAST LONGMEADOW MA 01028-1374

Why did I receive this notice?

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

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

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

What if I have questions?

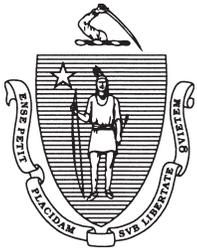
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 24, 2021

To Whom It May Concern :

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

BTE INC

is a domestic corporation organized on **May 18, 2021** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 21120700630

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

Processed by: smc



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

William Francis Galvin
Secretary of the
Commonwealth

June 4, 2021

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office,

BTE INC

was incorporated under the General Laws of this Commonwealth on **May 18, 2021**.

I further certify that no amendments to the Articles of Organization appear of record here and said corporation still has legal existence.

I further certify that in the Articles of Organization filed here, the Officers and Directors are listed as follows:

SEE ATTACHED



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



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: 001508045

ARTICLE I

The exact name of the corporation is:

BTE 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	10,000	\$0.00	100

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

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: MARY FLAHIVE-DICKSON
No. and Street: 145 STONEHILL ROAD
City or Town: EAST LONGMEADOW State: MA Zip: 01028 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	MARY J FLAHIVE-DICKSON	145 STONEHILL ROAD EAST LONGMEADOW, MA 01028 USA
TREASURER	MARY J FLAHIVE-DICKSON	145 STONEHILL ROAD EAST LONGMEADOW, MA 01028 USA
SECRETARY	MARY J FLAHIVE-DICKSON	145 STONEHILL ROAD EAST LONGMEADOW, MA 01028 USA
DIRECTOR	MARY J FLAHIVE-DICKSON	145 STONEHILL ROAD EAST LONGMEADOW, MA 01028 USA

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

April

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

APPLYING FOR A LICENSE WITH THE CANNABIS CNTRL CO

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

No. and Street: 145 STONEHILL ROAD
City or Town: EAST LONGMEADOW State: MA Zip: 01028 Country: USA

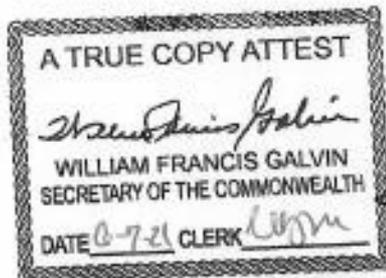
g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):

No. and Street: 145 STONEHILL ROAD

THE COMMONWEALTH OF MASSACHUSETTS

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

May 18, 2021 12:52 PM



William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS

OF

BTE INC

ARTICLE I

SHAREHOLDERS

1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders on the Third Tuesday of June each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 11:00 o'clock A.M. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these By-Laws or the time for an annual meeting is not fixed in accordance with these By-Laws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

2. Special Meetings. Special meetings of stockholders may be called by the President or by the Directors. In addition, upon written application of one or more stockholders who hold at least 10% of the capital stock entitled to vote at the meeting, special meetings shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer.

3. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation unless a different place (within the United States) is specified in the notice of the meeting or the meeting is held solely by remote communication in accordance with Section 9 of this Article.

4. Notice of Meetings. A written notice of every meeting of stockholders, stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the Articles of Organization or by these By-Laws is entitled to such notice. All notices to stockholders shall conform to the requirements of Article III. No notice need be given to any stockholder if a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto authorized, is filed with the records of the meeting. A stockholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder objects to considering the matter when presented.

5. Quorum. (a) Unless otherwise provided by law, or in the Articles of Organization, these By-Laws or a resolution of the stockholders requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a "voting group" constitutes a quorum of that voting group for action on that matter. As used in these By-Laws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of stockholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the stockholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting .

6. Voting and Proxies. (a) stockholders entitled to vote shall have one vote for each share of stock entitled to vote and a proportionate vote for each fractional share entitled to vote held by them of record according to the records of the corporation, unless otherwise provided by law or by the Articles of Organization. Stockholders entitled to vote may vote either in person or by written proxy which need not be sealed or attested. Proxies shall be filed with the Secretary of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any 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.

(b) No proxy signed (or, if not dated, received by the secretary or officer or agent authorized to tabulate votes) more than eleven months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting; provided however that if a proxy is coupled with an interest sufficient in law to support an irrevocable power, including without limitation, an interest in the shares or in the corporation generally, it may be made irrevocable if it so provides. Such an irrevocable proxy need not specify the meeting to which it applies, and it shall be valid and enforceable until the interest terminates, or for such shorter period as the proxy specifies.

7. Action at Meeting. When a quorum is present at any meeting of the stockholders, the holders of a majority of the stock present or represented and voting on a matter, except where a larger vote is required by law, the Articles of Organization or these By-Laws, shall decide any matter to be voted on by the stockholders. Any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election. No ballot shall be required for such election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election. Except where acting in a fiduciary capacity, the corporation shall not directly or indirectly vote any share of its stock. No stock shall be voted if any installment of the subscription therefor has been duly demanded by the corporation and is overdue and unpaid.

8. Action Without Meeting by Written Consent. (a) Action taken at a stockholders' meeting may be taken without a meeting if the action is taken either: (1) by all stockholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, by stockholders having not less than the minimum number of votes necessary to take the action at a meeting at which all stockholders entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by stockholders having the requisite votes, bear the date of the signatures of such stockholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting stockholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting stockholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting stockholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the stockholders entitled to vote on the matter, to all stockholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to stockholders in or with the notice of a meeting at which the action would have been submitted to the stockholders for approval.

9. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, stockholders may participate in a meeting of stockholders by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE II

DIRECTORS

1. Powers. The business of the corporation shall be managed by, or under the authority of, a Board of Directors, who may exercise all the powers of the corporation except as otherwise provided 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.

2. Membership and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as

10. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws shall be sufficient to decide such matter.

12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

13. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a regular or special meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

14. Compensation. The Board of Directors may fix the compensation of the Directors.

15. Interested Directors.

(a) A conflict of interest transaction is a transaction with the corporation in which a Director of the corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the stockholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the corporation has an indirect interest in a transaction if: (1) another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or (2) another entity of which he is a director, officer, or trustee or in which he holds another position is a party to the transaction.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the

transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of stockholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these By-Laws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

16. Committees. The Board of Directors may create one or more committees (including but not limited to an executive committee and a nominating committee) and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to stockholders action that the MBCA requires be approved by stockholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal By-Laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors .

17. Chairman of the Board of Directors. The Board of Directors may appoint a Chairman and one or more Vice Chairmen from among the members of the Board of Directors.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or

delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the stockholder's address shown in the corporation's current record of stockholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the stockholder for the purpose of notice; (2) if by electronic mail, when directed to an electronic mail address furnished by the stockholder for the purpose of notice; (3) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, directed to an electronic mail address furnished by the stockholder for the purpose of notice, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder in such manner as the stockholder shall have specified to the corporation. An affidavit of the Secretary or an Assistant Secretary of the corporation or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted .

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

1. Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Directors may determine.

2. Election. The President, Treasurer and Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

3. Qualification. The President may, but need not be, a Director. No officer need be a stockholder. Any two or more offices may be held by the same person. The Secretary may but need not be a resident of the state of incorporation of the corporation. Any officer may be required

by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Secretary shall hold office until the first meeting of the Directors following the annual meeting of stockholders and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the annual meeting of stockholders, unless a shorter term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

6. President and Vice President. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors he shall preside, when present, at all meetings of stockholders and, if a Director, at all meetings of the Board of Directors unless there be a Chairman of the Board of Directors who is present at the meeting.

Any Vice President shall have such powers as the Directors may from time to time designate.

7. Treasurer and Assistant Treasurer. The Treasurer shall, subject to the direction of the 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 Directors may otherwise provide.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate.

8. Secretary and Assistant Secretary. The Secretary shall keep a record of the meetings of stockholders and of the Directors. Unless a Transfer Agent is appointed, the Secretary shall keep or cause to be kept the stock and transfer records of the corporation, in which are contained the names of the stockholders and record address, and the amount of stock held by each in accordance with Article VII, Section 5 below.

Any Assistant Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Secretary the Assistant Secretary shall perform the duties of the Secretary.

9. Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate.

ARTICLE V
INDEMNIFICATION

1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes the corporation and any domestic or foreign predecessor entity of the corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the corporation or who, while a Director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative and whether formal or informal.

2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he conducted himself or herself in good faith; and (ii) he reasonably believed that his conduct was in the best interests of the corporation or that his conduct was at least not opposed to the best interests of the corporation; and (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (2) he engaged in conduct for which he shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his conduct was at least not opposed to the best interests of the corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the corporation may not indemnify a Director or officer under this Section if his conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

3. Advance for Expenses. The corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he is a Director or officer if he delivers to the corporation:

(a) a written affirmation of his or her good faith belief that he has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

4. Determination of Indemnification. The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two or more disinterested Directors, by the Board of Directors by a majority vote of all the disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more disinterested Directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the stockholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these By-Laws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the corporation's objection to indemnify except to the extent the corporation is adversely affected thereby. With respect to any proceeding of which the corporation is so notified, the corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the corporation to such person of its election so to assume such defense, the corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the corporation, except as otherwise expressly provided by this Article. The corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested

Directors may participate. The corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the corporation nor such person will unreasonably withhold their consent to any proposed settlement.

6. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the corporation, or who, while a Director or officer of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his status as a Director or officer, whether or not the corporation would have power to indemnify or advance expenses to him against the same liability under this Article.

7. Application of this Article.

(a) The corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and the person who serves as a Director or officer of the corporation at any time while these By-Laws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

ARTICLE VI
CAPITAL STOCK

1. Certificates of Stock. Each stockholder shall be entitled to a certificate of the capital stock of the corporation in such form as may be prescribed from time to time by the Directors. The certificate shall be signed by the President and Treasurer.

Every certificate for shares of stock which are subject to any restriction or transfer pursuant to the Articles of Organization, the 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.

2. Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require.

3. Record Holder. Except as may be otherwise required by law, by the Articles of Organization or by these By-Laws, 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.

The Board of Directors may appoint a transfer agent and a registrar of transfers or either and require all stock certificates to bear their signatures. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, the corporation shall be entitled to treat the record holder of any shares of stock as shown on the books of the corporation as the holder of such shares for all purposes, including the right to receive notice of and to vote at any meeting of stockholders and the right to receive any dividend or other distribution in respect of such shares.

4. Record Date. The Board of Directors may fix in advance a time of not more than 70 days preceding the date of any meeting of stockholders, or the date for the payment of any dividend or the making of any distribution to stockholders, or 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 of and to vote at such meeting, and any adjournment thereof, or the right to receive such dividend or distribution, or the right to give such consent or dissent. In such case, only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the Corporation after the record date. Without fixing such record date, the Board of Directors may for all or any of such purposes close the transfer books for all or any part of such period. In the event no record date is fixed and the transfer books are not closed: (i) 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 date next preceding the day on which notice is given; and (ii) The record date for determining stockholders for any other purposes shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

5. Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Directors may prescribe.

6. Authority to Issue Unissued Shares. Any unissued capital stock of the corporation authorized under the Articles of Organization, or any amendment thereto, may be issued by vote of the stockholders or by vote of the Board of Directors. Such shares shall be issued for such amounts and for such consideration as from time to time shall be determined by the Board of Directors and as may be permitted by law. The Board of Directors may make such rules and regulations not inconsistent with the law, with the Articles of Organization or with these By-Laws as it deems expedient relative to the issue, transfer and registration of stock certificates.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be the twelve months ending the last day of December.

2. Seal. The seal of the corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

3. Execution of Instruments. Either the President or Treasurer shall have full authority without vote of the Board of Directors, or such other person who by majority vote or unanimous written consent of the Board of Directors shall be so designated, to borrow on behalf of the corporation and to negotiate for the sales of, to mortgage or pledge, to lease or to release or exchange, on such terms, for such amounts, times and rates as shall be deemed expedient by either of them, any of the real or personal property of the corporation.

All deeds, written contracts, bonds, or other obligations entered into on behalf of the corporation other than those mentioned herein above in Section 3 shall be signed by the President or Treasurer or someone authorized by the Board of Directors.

4. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without discretionary power and/or power of substitution) at any meeting of stockholders or beneficial owners of any other corporation or organization, any of the securities which may be held by this corporation .

5. 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, Secretary, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for

the inspection of any stockholder for any proper purpose but not to secure a list of stockholders or other information for the purpose of selling said list or information or copies thereof 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.

6. Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary as to any action taken by the stockholders, Directors, or any officer or representative of the corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

7. Ratification. Any action taken on behalf of the corporation by a Director or any officer or representative of the corporation which requires authorization by the stockholders or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the stockholders, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.

8. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended, and in effect from time to time.

9. Gender. The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

10. Amendments. (a) The power to make, amend or repeal these By-Laws shall be in the stockholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these By-Laws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these By-Laws, requires action by the stockholders.

(b) Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all stockholders entitled to vote on amending the By-Laws. Any action taken by the Board of Directors with respect to the By-Laws may be amended or repealed by the stockholders.

(c) Approval of an amendment to the By-Laws that changes or deletes a quorum or voting requirement for action by stockholders must satisfy both the applicable quorum and voting requirements for action by stockholders with respect to amendment of these By-Laws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for stockholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement than provided for by the MBCA may be amended or repealed by the stockholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the By-Laws, approval by the Board of Directors of an amendment to the By-Laws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the By-Laws, and also the particular quorum and voting requirements sought to be changed or deleted.

Affidavit of Mary Flahive Dickson, President BTE Inc.

January 17, 2022

145 Stonehill Rd. East Longmeadow MA. 01028

RE: BTE Inc. Location: 129 Grant St. Plainfield MA. 01070. Employee Status.

I, Mary Flahive Dickson, President of BTE Inc., swear that what I am about to report is true to the best of my knowledge. BTE Inc. is unable to obtain a certificate of good standing from the Department of Unemployment Assistance because my establishment currently does not have employees.

BTE Inc. is a non-operating company, requesting licensure from the Cannabis Control Commission and therefore has no employees to report.

Again, I, Mary Flahive Dickson swear to the fact that BTE Inc. does not have any employees and therefore is unable to obtain a certificate of good standing from the Department of Unemployment Assistance.

Mary Flahive Dickson, President BTE INC.

Mary Flahive Dickson, President BTE Inc.

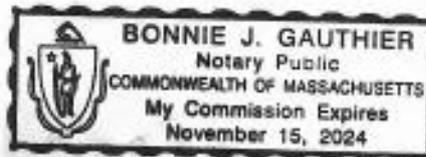
Signed and affirmed under penalty of perjury before me on the 17th day of

January 2022.

Bonnie J. Gauthier

Notary Public

My commission expires: 11/15/2024



Plan for Obtaining Liability Insurance

Purpose and Research:

The purpose of this plan is to outline the way in which BTE Inc. will obtain and maintain the required General Liability and Product Liability insurance coverage as required by 935 CMR 500.105(10); General Liability and Product Liability Insurance must be obtained. Insurance Providers familiar with the Marijuana Industry have been engaged and will continue to be engaged until such time that BTE Inc. obtains a Provisional License, when at that time a policy will be secured.

1. Upon receipt of our Provisional Marijuana Establishment License, BTE Inc. we will secure a policy with an insurance provider who is experienced in the legal marijuana industry.
 - a. BTE Inc. will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy will be no higher than \$5,000 per occurrence.

2. In the event that BTE Inc. cannot obtain the required insurance coverage, we will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities.
 - a. This amount will be replenished within 10 business days of any expenditure

3. BTE Inc. will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

BTE INC.

Contact: Mary Flahive-Dickson

Address: 145 Stonehill Rd East Longmeadow MA. 01028

Phone: (413) 519-3094

Email: mjflahive@gmail.com

BUSINESS PLAN

1.0 Executive Summary

BTE INC. will be a small family-owned farm located at 129 Grant St. Plainfield, Massachusetts that is pursuing a license from the Massachusetts Cannabis Control Commission which will allow them to cultivate outdoor (Tier 11) Recreational Cannabis in the State. Mary Flahive Dickson holds an MBA and is an RN in the state of MA. Mary has developed and operated several healthcare businesses within the state of MA. Mary has served on Nursing Boards and Development Boards for both Higher Education Institutions and Charitable, Not for Profit Organizations. In development of For Profit and Not for Profit Organizations, Mary has been responsible for formulating and developing policies, procedures and protocols that adhere not only to best practice, but to both federal and state healthcare and business law. Along with development, Mary has a high level of experience with employee training, quality and performance improvement and compliance. It has been Mary's involvement with Cannabis usage for medical purposes that she envisioned cultivation of cannabis on her 100+ acre family farm in Plainfield MA. Mary is pursuing a cultivation license from the state, knowing she has the skills, dedication and development knowledge to bring her vision to fruition. Mary has the necessary financial capital to pursue a cultivation license, as well as startup capital for operations and all necessary development of the farm property.

1.1 Objectives

- Be awarded a license to cultivate Recreational Cannabis in the State of Massachusetts
- Operate the farm on family owned land
- Reach profits that allow the initial capital to be returned within the first 2 years

1.2 Mission

The mission of BTE INC. is to run a Recreational Cannabis cultivation farm that provides top quality cannabis that is organically grown outdoors in the hill towns of MA, which in turn will produce not only a recreational product, but also can also be utilized for healthcare and medical use.

1.3 Keys to Success

The keys to success for BTE INC. are:

- Achieving all necessary licenses
- Provide the town of Plainfield with much needed revenue
- Knowledge of the industry and the Massachusetts market
- Low production costs
- Premier Product

2.0 Company Summary

BTE INC. is to be located on a family-owned 100+ acre farm in Plainfield, MA. The farm plans to cultivate and wholesale recreational cannabis and extracts. The company is owned and operated by Mary Flahive-Dickson. Upcoming duties will entail applying to government agencies for all necessary licenses and permits, property maintenance, and securing all the desired cannabis genetics and seeds. Business experiences include everything from development, operational duties, site work, and alliances with general and mechanical contracting. BTE INC. is looking to cultivate 100,000-sq. ft in the development of the outdoor cannabis farm; including a seasonal drying area within self-contained trailers and wholesaling the products.

2.1 Company Ownership

BTE INC. is a private family-owned Limited Liability Corporation. The owner of the Corporation and the property in Plainfield is Mary Flahive-Dickson. Mary bought the property from her parents in 2020 who had owned the property since 1965

2.2 Company History

BTE INC. is a new company, formed in 2021, with the vision of developing a portion of the Plainfield property into a quality cannabis cultivation farm. Mary and her family have been preparing the proposed area of the property and has started the conversation with the town of Plainfield to plan for full development and a Host Community Agreement.

3.0 Products

BTE INC. will sell cannabis to the wholesale market for recreational use and extract of oils.

4.1 Market Segmentation

The cannabis market is a commodity-based market. Prices are determined on a market demand basis. Keeping our costs low through outdoor cultivation techniques will allow us to remain profitable in the future even when market supply and demand level out and prices drop. The cannabis market is still relatively new, although it has grown substantially since MA legalization. Any increases in operational costs and energy prices will have negative consequences on ROI, however being an outdoor grown product, we feel these risks are far less than an indoor grow.

4.2 Target Market Segment Strategy

BTE INC. will focus on selling cannabis to the wholesale market. This is an optimal revenue producing stream for the farm and will utilize the family's operating resources and existing assets. Mary Flahive Dickson has decades of experience in organizational and product development and has a vision for her family farm consistent with where the Cannabis industry is heading. The market will dictate profitability of the product; however, Mary is confident in the development of a lean organization and quality product.

4.3 Industry Analysis

Cannabis production in Massachusetts is based on square feet of canopy space of cannabis. In Colorado they have almost twenty times the amount of canopy grow space to date, as Massachusetts does; with roughly the same size population; and the market is expanding. Massachusetts is one of the most appealing states in the nation to operate a cannabis business due to the high barriers to entry and average family income. Massachusetts Cannabis development has grown considerably since legalization; however, it is still a state that is highly appealing to Cannabis cultivation.

4.3.1 Competition and Buying Patterns

BTE INC. plans to sell cannabis of the highest quality to the wholesale adult use cannabis market. The last several years has seen Cannabis Cultivation explode as laws have changed. Along with this, more consumers are utilizing cannabis for recreational, medical and organic purposes. Almost every area of healthcare has seen an increase in usage of Cannabis based products, whether in oils, creams or gummies. This is in addition to recreation use of cannabis. Cannabis is being chosen by consumers for its many health benefits as well as a substitute for recreational use of alcohol. Even with more and more Cannabis cultivation businesses popping up, there is a lack of available cannabis in the market due to increase demand. For this reason, the cost of Cannabis continues to be high, with an inevitable price drop as market saturation occurs. Only producers that are able to keep production costs low will survive these fluctuations. BTE INC. is well positioned for this with our outdoor growing methods and lean organizational strategy. Massachusetts adult-use of cannabis is still an industry that is in its infancy.

5.0 Strategy and Implementation Summary

Delivering high quality cannabis is BTE INC.'s main focus. Our method of implementation is based on a reliance Mary Flahive Dickson's experience in organizational development and healthcare background along with alliances in the cannabis wholesale market. With BTE INC.'s contacts and alliances in the Cannabis wholesale market, we are well positioned to sell our quality product for market value or above.

5.1 SWOT Analysis

5.1.1 Strengths:

- Family-owned and operated. Mary's parents purchased the Grant St. property in 1965 and Mary purchased from her mother in 2019
- High level of experience in organizational development, employment training and quality control
- High level of structural and mechanical procedures
- Connections and alliances throughout the Cannabis industry. Specific individual connection with INSA dispensary

- EXPERIENCE: John Dickson (Mary's husband), the owner of JSD Mechanical Company, has a long and successful professional relationship with many Cannabis Cultivation Producers and Dispensaries, having designed, installed and maintain all necessary mechanicals (Plumbing, HVAC, dehumidification)
- A 100+-acre farm that will be partially developed (100,000 SQ. FT / 2.3 ACRES) into cannabis cultivation, with enough land left to farm or keep as pasture
- Adequate Liquid Capital totaling nearly 1 million dollars
- Alliances with general contractors

5.1.2 Weaknesses:

- New company with no proven product
- Unknown brand among wholesale companies

5.1.3 Opportunities:

- Increase in Cannabis adult-usage since legalization in MA
- Increasing use of Cannabis products in healthcare
- Massachusetts is still in its Cannabis infancy.

5.1.4 Threats:

- The cannabis market is a commodities market. For this reason, the market is hard to predict.
- If the market becomes over saturated, federal regulations and policies could drastically change
- If the Cannabis industry reacts to the downward market pressure, cannabis prices will drop dramatically and fall in line with prices on the west coast.

5.2 Competitive Edge

With dedicated liquid assets, we are independent in financial needs for our operational costs.

We will staff and train dedicated local employees.

Our alliances are knowledgeable in general and mechanical contracting with vast experience in Cannabis Production Structural Development.

The farm will utilize all its own natural resources; land, water and local talent. Plainfield has amazing soil that produce incredible and sustainable crops

5.3 Marketing Strategy

The marketing strategy is to produce the highest quality cannabis for the Massachusetts legal adult market to be sold to the wholesale market.

5.4 Sales Strategy

BTE INC. will leverage our alliances with the Cannabis wholesale market to sell our product at market value or above. Based on forecasted predictions, a shortfall of available product in Massachusetts will continue, possibly for the next five years. With this knowledge, we will continue to turn out as much product as is possible on 100,000 sq. ft., wholesaling that product at market value or above.

5.4.1 Sales Forecast

BTE INC. anticipates a sharp increase in sales from the first harvest on as the market matures. The profits gained from each harvest will be reinvested into the company for continued growth and increased profitability.

Year 1 (Startup) Initial Investment Capital: \$700,000

Year 1 (Startup) Profit: \$1,156,200.00

Year 1 (Startup) Balance: \$656,200.00

See Appendix's for Sales forecast for years 1,2 and 3.

5.5 Banking Provisions

Mary Flahive Dickson is solely authorized:

a. To designate a bank or banks as depositors for the funds of BTE Inc. as she deems necessary or advisable.

b. To open, keep and close general and special bank accounts and safe deposit boxes with any depository

c. To cause to be deposited in accounts with any Depository from time to time such funds of BTE Inc. as she may deem necessary or advisable

d. To make such general and special rules and regulations with respect to such accounts as she may deem necessary or advisable.

6.0 Management Summary:

Mary Flahive-Dickson will act as CEO and manager of all operations. Duties will include State and Local licensing, business development and planning and budget management.

7.0 Exit Strategy

BTE INC. understands that a main organizational goal is to realize a substantial profit after the value has been maximized. Our exit strategy is based on the potential changing of laws that may re-classify marijuana, lowering the entry barriers and broadening the market. With this in mind, our strategy will be to return the land to a natural state; planting, growing and harvesting trees. In addition, we are looking towards a future potential ground solar farm as the power grid is upgraded throughout the hill towns.

Plan for Obtaining Liability Insurance

This is a summary of BTE Inc.'s plan to obtain Liability Insurance

Purpose and Research:

The purpose of this plan is to outline the way in which BTE Inc. will obtain and maintain the required General Liability and Product Liability insurance coverage as required by 935 CMR 500.105(10); General Liability and Product Liability Insurance must be obtained. Insurance Providers familiar with the Marijuana Industry have been engaged and will continue to be engaged until such time that BTE Inc. obtains a Provisional License, when at that time a policy will be secured.

1. Upon receipt of our Provisional Marijuana Establishment License, BTE Inc. we will secure a policy with an insurance provider who is experienced in the legal marijuana industry.

a. BTE Inc. will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.

b. The deductible for each policy will be no higher than \$5,000 per occurrence.

2. In the event that BTE Inc. cannot obtain the required insurance coverage, we will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities.

a. This amount will be replenished within 10 business days of any expenditure

3. BTE Inc. will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

BTE Inc.
Application of Intent

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how BTE Inc. is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the cultivation site at 129 Grant St. Plainfield, MA, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana. BTE Inc. is located in R2 Zoning District and properly zoned pursuant to the Zoning and General Bylaws of Plainfield.

In addition to BTE Inc. remaining compliant with existing Zoning Ordinances; BTE Inc. will continuously engage with Town of Plainfield officials to remain up to date with local zoning ordinances to remain fully compliant.

BTE Inc.
Application of Intent

Plan for Positive Impact

Intent

Cannabis prohibition has disproportionately impacted certain communities in Massachusetts. As the Commonwealth has begun to embrace the adult-use cannabis industry in earnest, BTE Inc. (“BTE”) recognizes that it has a responsibility to contribute to the communities in which it does business and the surrounding areas in need. BTE will focus its time and resources on Springfield and/or Pittsfield, which is located not far from its proposed facility site in Plainfield and which has been identified by the Commission as an area of disproportionate impact. BTE is fully committed to ensuring that it is making positive and lasting contributions to areas of disproportionate impact.

PURPOSE

The purpose of this document is to summarize BTE’s plan to ensure our business creates positive and lasting impacts on the communities in which it will be involved.

BTE is committed to fostering positive relationships within the community and endeavoring to identify ways in which to give back. BTE will utilize our resources, including time, talent and monies, to provide assistance to those who may be underserved and/or in need. We will achieve these goals through charitable giving, volunteer time and community engagement.

INITIATIVES AND METRICS

BTE will implement the following initiatives to assist those communities that have been disproportionately impacted.

Proposed Initiative: BTE will make a minimum annual financial contribution of \$5,000 to the Commission’s Social Equity Training and Technical Assistance Fund.

Goal: BTE will make an annual contribution to the Social Equity Training and Technical Assistance Fund in the amount of \$5,000 which will in turn support Social Equity and Economic Empowerment applicants.

Metrics: BTE will maintain a record of its annual donations to the Cannabis Social Equity Loan Trust Fund. BTE will keep records of feedback that we receive relative to the impact of our contributions, if any. This will in turn help us make decisions about adjustments that need to be made in the future. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal to the Cannabis Control Commission.

Proposed Initiative: BTE believes that the recreational cannabis industry in Massachusetts will drive economic growth for the state by increasing overall job creation and taxable revenue. BTE will work diligently to attract and hire local qualified talent from areas of disproportionate impact in Springfield, Pittsfield, or individuals who have been disproportionately harmed by marijuana prohibition. These individuals will be given priority in the hiring process for open positions of employment. Management of BTE will attend community job fairs, at least one annually, in Springfield with the intent of garnering employment interest and applications from residents in areas of disproportionate impact. If permissible under 935 CMR 500.105(4)(b), management will post employment opportunity advertisements in Springfield newspapers, and bulletin boards in local stores, places of worship, and City municipal buildings where permitted to attract a variety of local job applicant interest. BTE 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.

Goal: BTE will attract individuals from areas of disproportionate in order to ensure inclusion in the legal cannabis industry with a goal of hiring 15% of our employees from Commission-designated areas or populations of disproportionate impact.

Metrics: BTE will track the number of community job fairs attended in Springfield and/or Pittsfield, at least one annually, and the number of employees hired that are past or present residents of areas of the geographic “areas of disproportionate impact” as defined by the Commission, are Massachusetts residents who have past drug convictions, or are Massachusetts residents with parents or spouses who have drug convictions. Given Plainfield’s geographic location, BTE will focus its efforts on hiring Massachusetts residents who have past drug convictions and Massachusetts residents with parents or spouses who have drug convictions. These records will allow BTE to demonstrate progress toward its goals to the Commission upon the annual renewal of its license. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal to the Cannabis Control Commission.

Proposed Initiative: BTE will commit to provide all employees with paid time to participate in a minimum of 8 hours per year in neighborhood clean-up initiative that serves identified areas of disproportionate impact. BTE will focus their clean-ups in Springfield and/or Pittsfield.

Goal: BTE is committed to serving communities that have been disproportionately impacted by serving individuals and organization through the contribution of employee volunteer time courtesy of the company.

Metrics: BTE will maintain records of each employee who participates in the neighborhood clean-up program and the number of hours contributed by each employee with a goal of donating 8 hours per employee per year. BTE will have a goal of 85 % participation in the neighborhood clean-up program by its employees each calendar year. BTE will host two clean-up days annually, one in the Spring and one in the Fall. BTE will then solicit feedback from each employee to learn about their experiences and determine whether adjustments should be made in the future with regards to this program. These metrics will be outlined in a comprehensive report that will be completed 60 days prior to our annual license renewal to the Cannabis Control Commission.

CONCLUSION

BTE will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Plan for Positive Impact. BTE will receive confirmation from an organization that it can receive a donation or work with the marijuana establishment in furthering its goals. Letters from the organizations will be attached and included in BTE's Plan for Positive Impact on file at its marijuana establishment. It is important to note that no specific organizations are currently a part of this Plan; however, BTE will adhere to this acknowledgement should it retool its policies and procedures in the future and in consultation with the Commission. Any actions taken, or programs instituted by BTE will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

DIVERSITY PLAN

1. Intent

BTE Inc. is dedicated to diversity, specifically in the workplace, that does not discriminate based on race, color, religion, gender, national origin, age, disability (or perceived disability), pregnancy, genetic information, gender identity, sexual orientation, military or veteran status, ancestry, marital or familial status, or citizenship. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful BTE will be in Massachusetts as we seek to be inclusive of a variety of backgrounds, experiences and cultures.

2. Purpose

BTE's Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

BTE's Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure we are able to reach our goals described below. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

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

3. Proposed Initiatives, Goals and Metrics

GOAL 1: Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

Proposed Initiative: As part of its hiring plan, BTE will seek to hire a workforce that is made up of at least 50% women and 25% described as minorities, veterans, people with disabilities and LGBTQ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, BTE will:

- Create gender-neutral job descriptions;
- Recruit from state and local employment staffing groups
- Post hiring needs in diverse publications
- Participate in local hiring events and job fairs, at least two annually, including events held by the Massachusetts Cannabis Business Association (MassCBA);
- Attend community group meetings in and around Plainfield, Pittsfield, and/or Springfield, at least two annually, to introduce BTE and address our existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

BTE will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. BTE will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with BTE. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics and Evaluation: BTE will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. BTE will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of BTE. BTE will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, BTE will be able to demonstrate to the Commission the success of this initiative.

GOAL 2: Create a safe, accepting and respectful work environment

Proposed Initiative: To accomplish this goal, BTE will require one annual cultural sensitivity training for all employees including specific training for employees in management positions. Employees will be asked to fill out annual engagement surveys which will elicit feedback on BTE's work environment. Employees will be able to provide feedback to BTE at any time through the use of an anonymous suggestion box outside management offices for any employee who wishes to leave a suggestion but remain anonymous when doing so. This box will remain locked, so any suggestions left inside cannot be tampered with.

Metrics and Evaluation: BTE will collect and consider the feedback from the surveys and suggestion box with a goal of having at least 85% of our employees describe BTE as a safe, accepting, and respectful work environment. All comments and feedback will be documented and reviewed by senior management staff. BTE will conduct engagement surveys annually and review the results of these surveys within a month of administering them. The suggestion box will be checked at least on a weekly basis by the CEO, or an approved corresponding management manager of the company. Management will identify the top 3-5 areas for improvement and, in collaboration with the BTE employees, develop goals (short and long term) on how to address those areas of development.

This review of feedback and engagement surveys will enable BTE to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

GOAL 3: Ensure that all participants in our supply chain are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

Proposed Initiative: To accomplish this goal, BTE will prioritize working with businesses in our supply chain that are owned and/or managed by minority groups; women, veterans, people with disabilities, and/or LGBTQ individuals (herein referred to as Plan Populations).

Metrics and Evaluation: BTE will measure how many of its participants in its supply chain are owned and/or managed by Plan Populations and will calculate the percentage of services and members of its supply chain who meet this requirement. BTE will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the Plan Populations and give supplier contractor priority to these businesses. In order to target a diverse supplier base, BTE will post hiring needs in diverse publications such as a variety of web-based recruitment platforms and attend community group meetings, at least two annually, to introduce BTE and address the

existing hiring needs to attract a diverse array of suppliers. BTE will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. During its engagement with community groups and leaders referenced in Goal 1, BTE will further identify ways in which to attract diverse supply chain candidates that may not otherwise be aware of employment opportunities with BTE. BTE's goal will be to work with at least 15% of businesses who identify as one of the Plan Populations throughout its supply chain and services. BTE will assess these percentages annually and will be able to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

4. Conclusion

BTE will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by BTE will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

BTE Inc. Maintaining of Financial Records:

BTE Inc.'s ("BTE") policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with BTE. All financial data will be backed up regularly to ensure that any computer failure will not result in the loss of records. All physical year end records will be maintained in a locked fire resistant safe for a minimum of two years from each year end.

Whenever there is a change in personnel handling the accounting practices and procedures for BTE, or a change in the operating structure of the organization that has an effect on the accounting practices and procedures, the CEO will determine and ensure that the internal control system will continue to meet the needs of BTE and continues to abide by the rules and regulations set forth by the CCC.

Following the closure of BTE, all records will be kept for at least two years at the expense of BTE and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).

Personnel Policies

BTE has developed standard personnel policies intended for use in our marijuana cultivation company. The following pages of this document provide detail of those policies. Please note that the following pages are for preliminary and may be adjusted at a later date.

It is BTE Inc.'s ("BTE") policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. BTE will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

BTE Inc. will have zero tolerance for the discrimination of any job applicant or employee for the reasons of race, color, religion, gender (including pregnancy, gender identity, and sexual orientation), national origin, age (meaning 40 or older), disability or genetic information. BTE Inc. is committed to promoting racial and gender equality and will make efforts wherever possible to include veterans, LGBTQ and people from any other community in the makeup of the company workforce.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by BTE to be involved in discriminatory practices are subject to disciplinary action and may be terminated. BTE strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

BTE Inc. will be an employer offering equal pay for equal responsibilities regardless of gender, ethnicity, race, religion or sexual orientation for all jobs with equal content and overall responsibilities. This policy shall directly follow the language put in place by the

U.S. Equal Employment Opportunity Commission regarding the Equal Pay Act and will cover all salary, overtime pay, bonuses, stock options, profit sharing and bonus plans, life insurance, vacation and holiday pay, cleaning or gasoline allowances, hotel accommodations, reimbursement for travel expenses, and benefits.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of BTE Inc. (“BTE”) that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a “responsible vendor” will require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling, or handling marijuana may participate voluntarily. BTE will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include discussion concerning marijuana effect on the human body, diversion prevention, compliance with tracking requirements, identifying acceptable forms of ID, including medical patient cards and key state and local laws.

All BTE employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by BTE and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

All BTE’s policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance with 935 CMR 500.105(1)(j). BTE will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). BTE will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

An employee handbook will be utilized for all employees. The following reflects a prototype of that handbook.

BTE Employee Handbook

Welcome!

Welcome to BTE Inc. We are delighted that you have chosen to join our organization and hope that you will enjoy a long and successful career with us. As you become familiar with our culture and mission, we hope you will take advantage of opportunities to enhance your career and further the Company's goals. BTE was founded in 2021 with goal of becoming a participant in the cannabis cultivation business in the state of Massachusetts, with a focus on superior, outdoor grown quality for cannabis consumer.

The mission of BTE INC. is to run a Recreational Cannabis cultivation farm that provides top quality cannabis that is organically grown outdoors in the hill towns of MA, which in turn will produce not only a recreational product, but also can also be utilized for healthcare and medical use.

Our team and talent is our biggest asset and we look to continuously improve our capabilities and bring in new people as is appropriate. We want our employees to use their creativity and skills to create the highest quality cannabis. With your hard work, creativity, and talent, BTE will achieve its goals. We sincerely hope you will take pride in being an important part of the Company's success.

Please take time to review the policies contained in this handbook. If you have questions, feel free to ask your supervisor.

Employment at Will

Employment at BTE is on an at-will basis unless otherwise stated in a written individual employment agreement signed by an executive of the Company.

This means that either the employee or the Company may terminate the employment relationship at any time, for any reason, with or without notice.

Nothing in this employee handbook is intended to or creates an employment agreement, express or implied. Nothing contained in this or any other document provided to the employee is intended to be, nor should it be, construed as a contract that employment or any benefit will be continued for any period of time.

Any salary figures provided to an employee in annual or monthly terms are stated for the sake of convenience or to facilitate comparisons and are not intended and do not create an employment contract for any specific period of time.

Nothing in this statement is intended to interfere with, restrain, or prevent concerted

activity as protected by the National Labor Relations Act. Such activity includes employee communications regarding wages, hours, or other terms or conditions of employment. Company employees have the right to engage in or refrain from such activities.

Equal Opportunity and Commitment to Diversity

Equal Opportunity

The Company provides equal employment opportunities to all employees and applicants for employment without regard to race, color, ancestry, national origin, gender, sexual orientation, marital status, religion, age, disability, gender identity, results of genetic testing, or service in the military. Equal employment opportunity applies to all terms and conditions of employment, including hiring, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation, and training. BTE expressly prohibits any form of unlawful employee harassment or discrimination based on any of the characteristics mentioned above. Improper interference with the ability of other employees to perform their expected job duties is absolutely not tolerated.

Americans with Disabilities Act (ADA) and Reasonable Accommodation

To ensure equal employment opportunities to qualified individuals with a disability, BTE will make reasonable accommodations for the known disability of an otherwise qualified individual, unless undue hardship on the operation of the business would result. Employees who may require a reasonable accommodation should contact management.

Commitment to Diversity

The Company is committed to creating and maintaining a workplace in which all employees have an opportunity to participate and contribute to the success of the business and are valued for their skills, experience, and unique perspectives. This commitment is embodied in company policy and the way we do business at BTE and is an important principle of sound business management.

Harassment and Complaint Procedure

Sexual and other unlawful harassment is a violation of Title VII of the Civil Rights Act of 1964 (Title VII), as amended, as well as many state laws. Harassment based on a characteristic protected by law, such as race, color, ancestry, national origin, gender, sex, sexual orientation, gender identity, marital status, religion, age, disability, veteran

status, or other characteristic protected by state or federal law, is prohibited. It is The Company's policy to provide a work environment free of sexual and other harassment. To that end, harassment of BTE employees by management, supervisors, coworkers, or nonemployees who are in the workplace is absolutely prohibited. Further, any retaliation against an individual who has complained about sexual or other harassment or retaliation against individuals for cooperating with an investigation of a harassment complaint is similarly unlawful and will not be tolerated. BTE will take all steps necessary to prevent and eliminate unlawful harassment. Definition of Unlawful Harassment. "Unlawful harassment" is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of substantially and unreasonably interfering with an individual's work performance; or otherwise adversely affects an individual's employment opportunities because of the individual's membership in a protected class. Unlawful harassment includes, but is not limited to, epithets; slurs; jokes; pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law.

Definition of Sexual Harassment. "Sexual harassment" is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

- Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any individual's employment or as a basis for employment decisions; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating a work environment that is hostile, offensive, intimidating, or humiliating to workers may also constitute sexual harassment.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwanted sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life, comments about an individual's body, comments about an individual's sexual activity, deficiencies, or prowess;

- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, brushing up against the body, sexual gestures, or suggestive or insulting comments;
- Inquiries into one's sexual experiences; and
- Discussion of one's sexual activities.

All employees should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment and retaliation against individuals for cooperating with an investigation of sexual harassment complaint is unlawful and will not be tolerated at BTE.

Complaint Procedure.

Any employee who believes he or she has been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. You may, but are not required to, complain first to the person you feel is discriminating against or harassing you. You may complain directly to your immediate supervisor or any other member of management with whom you feel comfortable bringing such a complaint. Similarly, if you observe acts of discrimination toward or harassment of another employee, you are requested and encouraged to report this to one of the individuals listed above. No reprisal, retaliation, or other adverse action will be taken against an employee for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons identified above. All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality. If the investigation confirms conduct contrary to this policy has occurred, The Company will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination.

Conflicts of Interest and Confidentiality

Conflicts of Interest

BTE expects all employees to conduct themselves and company business in a manner that reflects the highest standards of ethical conduct, and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interests. Exactly what constitutes a conflict of interest or an unethical business practice is both a moral and a legal question. BTE recognizes and respects the individual employee's right to engage in activities outside of employment which are private in nature and do not in any way conflict with or reflect poorly on the company. It is not

possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the employee should discuss this with a manager for advice and guidance on how to proceed. The list below suggests some of the types of activity that indicate improper behavior, unacceptable personal integrity, or unacceptable ethics:

1. Simultaneous employment by another firm that is a competitor of or supplier to BTE.
2. Carrying on company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest.
3. Holding a substantial interest in, or participating in the management of, a firm to which the company makes sales or from which it makes purchases.
4. Borrowing money from customers or firms, other than recognized loan institutions, from which our company buys services, materials, equipment, or supplies.
5. Accepting substantial gifts or excessive entertainment from an outside organization or agency.
6. Speculating or dealing in materials, equipment, supplies, services, or property purchased by the company.
7. Participating in civic or professional organization activities in a manner that divulges confidential company information.
8. Misusing privileged information or revealing confidential data to outsiders.
9. Using one's position in the company or knowledge of its affairs for personal gains.
10. Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.

Confidential Information

The protection of confidential business information and trade secrets is vital to the interests and success of BTE. Confidential information is any and all information disclosed to or known by you because of employment with the company that is not generally known to people outside the company about its business. Company techniques, processes, equipment and general design are considered confidential; therefore, photos and recordings of facility interiors are prohibited.

An employee who improperly uses or discloses trade secrets or confidential business information will be subject to disciplinary action up to and including termination of employment and legal action, even if he or she does not actually benefit from the disclosed information.

All inquiries from the media must be referred to a Company executive.

This provision is not intended to, and should not be interpreted to, prohibit employees from discussing wages and other terms and conditions of employment if they so choose.

Employment Relationship

Employment Classification

In order to determine eligibility for benefits and overtime status and to ensure compliance with federal and state laws and regulations, BTE classifies its employees as shown below. The Company may review or change employee classifications at any time.

Exempt. Exempt employees are paid on a salaried basis and are not eligible to receive overtime pay.

Nonexempt. Nonexempt employees are paid on an hourly basis and are eligible to receive overtime pay for overtime hours worked.

Regular, Full-Time. Employees who are not in a temporary status and work a minimum of 30 hours weekly and maintain continuous employment status. Generally, these employees are eligible for the full-time benefits package and are subject to the terms, conditions, and limitations of each benefits program.

Regular, Part-Time. Employees who are not in a temporary status and who are regularly scheduled to work fewer than 30 hours weekly, but at least 20 hours weekly, and who maintain continuous employment status. Part-time employees are eligible for some of the benefits offered by the company and are subject to the terms, conditions, and limitations of each benefits program.

Temporary, Full-Time. Employees who are hired as interim replacements to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work the company's full-time schedule for a limited duration. Employment beyond any initially stated period does not in any way imply a change in employment status.

Temporary, Part-Time. Employees who are hired as interim replacements to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work fewer than 30 hours weekly for a limited duration. Employment beyond any initially stated period does not in any way imply a change in employment status.

Background Checks

The Company, under direction of state and local laws, may request authorization to perform a background check. Generally, background checks are completed as part of pre-employment screening. Please contact management with detailed questions.

Diversions

Diversions is the unwanted movement and sale of legal marijuana into an illegal market, locally or over Massachusetts state lines. BTE prohibits employees from participation in diversions and will make all efforts to eliminate diversions from the Company's business. BTE has a zero-tolerance policy regarding diversions and, as such, any employee found to engage in diversions will be dismissed immediately. For questions about diversions, please ask management.

Black Market

Like diversions, the Company views participation in the black market as any illegally produced marijuana or marijuana product sold into an illegal market, locally or over Massachusetts state lines. BTE prohibits employees from participation in the black market. Any employee found to engage in black market activities will be dismissed immediately. For questions about black market activity, please ask management.

Work Week and Hours of Work

The standard workweek is from Sunday 12:00 a.m. until Saturday 11:59 p.m. Office hours are 8:30 a.m. to 5:30 p.m. Individual work schedules vary depending on the needs of each department.

Meal and Rest Breaks

Employees are entitled to a 30-minute unpaid meal break each day. If a nonexempt employee is required to work through a meal break, he or she will be paid for the 30-minute period. Employees are also entitled to two 15-minute rest periods each day. Meal and rest breaks will be scheduled by management.

Time Records

All nonexempt employees are required to complete accurate weekly time reports showing all time actually worked. These records are required by governmental regulations and are used to calculate regular and overtime pay. The Company will

provide a platform for recording hours to each employee. Hours worked must be approved by management each week.

Overtime

When required due to the needs of the business, you may be asked to work overtime. Overtime is actual hours worked in excess of 40 in a workweek. Nonexempt employees will be paid time and one half their regular rate of pay for all hours actually worked in a workweek. Paid leave, such as holiday, PTO, bereavement time, and jury duty does not apply toward work time. All

overtime work must be approved in advance by a supervisor or manager.

Deductions from Pay/Safe Harbor

The Company does not make improper deductions from the salaries of exempt employees and complies with the salary basis requirements of the Fair Labor Standards Act (FLSA). Employees classified as exempt from the overtime pay requirements of the FLSA will be notified of this classification at the time of hire or change in position.

Permitted deductions. The FLSA limits the types of deductions that may be made from the pay

of an exempt employee. Deductions that are permitted include:

- Deductions that are required by law, e.g., income taxes;
- Deductions for employee benefits when authorized by the employee;
- Absence from work for one or more full days for personal reasons other than sickness or disability;
- Absence from work for one or more full days due to sickness or disability if the deduction is made in accordance with a bona fide plan, policy or practice of providing compensation for salary lost due to illness;
- Offset for amounts received as witness or jury fees, or for military pay; or
- Unpaid disciplinary suspensions of one or more full days imposed in good faith for workplace conduct rule infractions.

During the week an exempt employee begins work for the company or during the last week of employment, the employee will only be paid for actual hours worked. In addition, an employee may be paid only for hours worked during a period when the employee is using unpaid leave under the Family and Medical Leave Act (FMLA).

Improper deductions. If an employee classified as exempt believes that an improper deduction has been taken from his or her pay, the employee should immediately report the deduction to management. The report will be promptly investigated and if it is found that an improper deduction has been made, the company will reimburse the employee for the improper deduction.

Paychecks

The Company's pay period for all employees is biweekly on Friday. If pay day falls on a federal holiday, employees will receive their paycheck on the preceding workday. Paychecks may be directly deposited into your checking and/or savings accounts. Paychecks for final shifts and hours will be paid in accordance with state law; please consult management for specifics.

Access to Personnel Files

Employee files are maintained by management and are considered confidential. Management may only have access to personnel file information on a need-to-know basis. Personnel file access by current employees and former employees upon request will generally be permitted within 10 days of the request unless otherwise required under state law.

Employee files may not be taken outside the office. Representatives of government or law enforcement agencies, in the course of their duties, may be allowed access to file information. The Company will furnish copies of personnel files upon request.

Employment of Relatives and Domestic Partners

Relatives and domestic partners may be hired by the company if approved by a Company executive. For the purposes of this policy, "relatives" are defined as spouses, children, siblings, parents, or grandparents. A "domestic partnership" is generally defined as a committed relationship between two individuals who are sharing a home or living arrangements.

Current employees who marry each other or become involved in a domestic partnership will be permitted to continue employment with the company provided they don't work in a direct supervisory relationship with each other or otherwise pose difficulties as mentioned above. If employees who marry or live together do work in a direct supervisory relationship with each other, the company will attempt to reassign one of the employees to another position for which he or she is qualified if such a position is available. If no such position is available, one of the employees may be required to leave the company.

Separation from Employment

In all cases of voluntary resignation (one initiated by the employee), employees are asked to provide a written notice to their supervisors at least 10 working days in advance of the last day of work. The 10 days must be actual working days. Holidays and paid time off (PTO) will not be counted toward the 10-day notice. Employees who provide the requested amount of notice will be considered to have resigned in good

standing and generally will be eligible for rehire.

In most cases, Management will conduct an exit meeting on or before the last day of employment to collect all company property, and to discuss final pay. Should it become necessary because of business conditions to reduce the number of employees or work hours, this will be done at the discretion of the company.

Workplace Safety

Drug-Free Workplace

It is the policy of BTE to maintain a drug- and alcohol-free work environment that is safe and productive for employees and others having business with the company. The unlawful use, possession, purchase, sale, distribution, or being under the influence of any illegal drug and/or the misuse of legal drugs while on company or client premises or while performing services for the company is prohibited. The State of Massachusetts prohibits the consumption and unauthorized distribution of marijuana and marijuana infused products in licensed facilities. BTE employees are prohibited from any consumption or unauthorized distribution of marijuana on site.

Compliance with this policy is a condition of employment. Notwithstanding any provision herein, this policy will be enforced at all times in accordance with applicable state and local law. Any employee violating this policy is subject to discipline, up to and including termination, for the first offense.

Smoke-Free Workplace

Smoking is not allowed in the office or work areas at any time. "Smoking" includes the use of any tobacco products, electronic smoking devices, and e-cigarettes containing nicotine cartridges. Smoking is only permitted during break times in designated outdoor areas. Employees using these areas are expected to dispose of any smoking debris safely and properly.

Workplace Violence Prevention

BTE is committed to providing a safe, violence-free workplace for our employees. Due to this commitment, we discourage employees from engaging in any physical confrontation with a violent or potentially violent individual or from behaving in a threatening or violent manner.

Threats, threatening language, or any other acts of aggression or violence made toward or by any employee will not be tolerated. A threat may include any verbal or physical harassment or abuse, attempts to intimidate others, menacing gestures, stalking, or any other hostile, aggressive, and/or destructive actions taken for the purposes of

intimidation. This policy covers any violent or potentially violent behavior that occurs in the workplace or at company-sponsored functions. All BTE employees bear the responsibility of keeping our work environment free from violence or potential violence. Any employee who witnesses or is the recipient of violent behavior should promptly inform their manager. All threats will be promptly investigated. No employee will be subject to retaliation, intimidation, or discipline as a result of reporting a threat in good faith under this guideline. Any individual engaging in violence against the company, its employees, or its property will be prosecuted to the full extent of the law. All acts will be investigated, and the appropriate action will be taken. Any such act or threatening behavior may result in disciplinary action up to and including termination. The Company prohibits the possession of weapons on its property at all times, including our parking areas or company vehicles. Additionally, while on duty, employees may not carry a weapon of any type. Weapons include, but are not limited to, handguns, rifles, automatic weapons, and knives that can be used as weapons (excluding pocketknives, utility knives, and other instruments that are used to open packages, cut string, and for other miscellaneous tasks), martial arts paraphernalia, stun guns, and tear gas. Any employee violating this policy is subject to discipline up to and including dismissal for the first offense.

The company reserves the right to inspect all belongings of employees on its premises, including briefcases, purses and handbags, gym bags, and personal vehicles on company property.

Commitment to Safety and Security

Protecting the safety of our employees and visitors is the most important aspect of running our business. All employees have the opportunity and responsibility to contribute to a safe work environment by using commonsense rules and safe practices and by notifying management when any health or safety issues are present. All employees are encouraged to partner with management to ensure maximum safety for all. Due to the nature of the business, employees are asked to treat personal and company security as a top priority. The Company's safety and security procedures are outlined in its standard operating procedures and all employees will receive safety and security training covering such procedures. In the event of an emergency, dial 911 to activate the medical emergency services.

Emergency Closings

BTE will always make every attempt to be open and operating. In situations in which some employees are concerned about their safety, management may notify employees that the office is not officially closed, but anyone may choose to leave the office if he or

she feels uncomfortable.

If the office is officially closed during the course of the day to permit employees to leave early, nonexempt employees who are working on-site as of the time of the closing will be paid for a full day. If you leave earlier than the official closing time, you will be paid only for actual hours worked, or you can take PTO time. Exempt employees will be paid for a normal full day but are expected to complete their work at another time.

Solicitation

Employees should be able to work in an environment that is free from unnecessary annoyances and interference with their work. In order to protect our employees and visitors, solicitation by employees is strictly prohibited while either the employee being solicited or the employee doing the soliciting is on “working time.” “Working time” is defined as time during which an employee

is not at a meal, on break, or on the premises immediately before or after his or her shift. Employees are also prohibited from distributing written materials, handbills, or any other type of literature on working time and, at all times, in “working areas,” which includes all office areas.

“Working areas” do not include parking areas, or common areas shared by employees during nonworking time.

Nonemployees may not trespass or solicit or distribute materials anywhere on company property at any time.

Computers, Internet, Email, and Other Resources

The company provides a wide variety of communication tools and resources to employees for use in running day-to-day business activities. Whether it is the telephone, voice mail, fax, scanner, Internet, e-mail, text messaging, or any other company-provided technology, use should be reserved for business-related matters during working hours. All communication using these tools should be handled in a professional and respectful manner.

Employees should not have any expectation of privacy in their use of company computer, phone, or other communication tools. All communications made using company-provided equipment or services including email and internet activity, are subject to inspection by the company.

Employees should keep in mind that even if they delete an email, voicemail or other communication, a copy may be archived on the company’s systems.

E-mails that are not job-related have the potential to drain, rather than enhance, productivity and system performance. You should also be aware that information transmitted through e-email is not completely secure, and information you transmit and

receive could damage the reputation and/or competitiveness of the company. The company encourages employees to use this tool only to communicate with fellow employees or suppliers, regarding company business. Internal and external e-mails are considered business records and may be subject to discovery in the event of litigation. Be aware of this possibility when sending e-mails within and outside the company. Refrain from using e-mail in a manner that violates any of our company guidelines/policies, including but not limited to the Equal Opportunity and Harassment policies, the Conflict of Interest Policy, etc. Delete any e-mail messages prior to opening that are received from unknown senders and advertisers.

It is the company's goal to respect the dignity of employees at all times. Because e-mail, telephone and voice mail, and internet communication equipment are provided for company business purposes and are critical to the company's success, your communications may be accessed without further notice by administrators and company management to ensure compliance with this guideline. The electronic communication systems are not secure and may allow inadvertent disclosure, accidental transmission to third parties, etc. Sensitive information should not be sent via unsecured electronic means.

Office telephones are for business purposes. While the company recognizes that some personal calls are necessary, these should be kept as brief as possible and to a minimum. Personal use of the company's cell phones, long-distance account, or toll-free numbers is strictly prohibited.

Abuse of these privileges is subject to corrective action up to and including termination. The company reserves the right to monitor work related calls to ensure employees abide by company quality guidelines and provide appropriate levels of customer service. It is also against company policy to turn off antivirus protection software or make unauthorized changes to system configurations installed on company computers. Violations of this policy may result in termination for a first offense.

Employee Benefits

Workers' Compensation

Workers' compensation is a "no-fault" system that provides compensation for medical expenses and wage losses to employees who are injured or who become ill because of employment. BTE pays the entire cost of workers' compensation insurance. The insurance provides coverage for related medical and rehabilitation expenses and a portion of lost wages to employees who sustain an injury on the job.

The company abides by all applicable state workers' compensation laws and regulations. If an employee sustains a job-related injury or illness, it is important to notify management immediately. Management will complete an injury report with input from the employee and return the form to management. Management will file the claim with the insurance company. In cases of true medical emergencies, report to the nearest emergency room.

Workers' compensation benefits (paid or unpaid) will run concurrently with FMLA leave, if applicable, where permitted by state and federal law.

EMPLOYEE HANDBOOK ACKNOWLEDGMENT AND RECEIPT

I hereby acknowledge receipt of the employee handbook of BTE INC. I understand and agree that it is my responsibility to read and comply with the policies in the handbook.

I understand that the handbook and all other written and oral materials provided to me are intended for informational purposes only. Neither it, company practices, nor other communications create an employment contract or term. I understand that the policies and benefits, both in the handbook and those communicated to me in any other fashion, are subject to interpretation, review, and change by management at any time without notice.

I further agree that neither this document nor any other communication shall bind the Company to employ me now or hereafter and that my employment may be terminated by me or the company without reason at any time. I understand that no representative of the Company has any authority to enter into any agreement for employment for any specified period of time or to assure any other personnel action or to assure any benefits or terms or conditions of employment or make any agreement contrary to the foregoing.

I also understand and agree that this agreement may not be modified orally and that only an executive of the Company may make a commitment for employment. I also understand that if such an agreement is made, it must be in writing and signed by an executive of the Company.

Employee's Name in Print

Signature of Employee

Date Signed by Employee

TO BE PLACED IN EMPLOYEE'S PERSONNEL FILE

Employee Qualifications & Training Requirements:

BTE Inc., in compliance with 935 CMR 500.105(2)(a) will ensure all employees complete training prior to performing the duties and functions of their job. Training will be tailored to the role and responsibilities of the job function. BTE intends to maintain sufficient employment levels to operate lean, yet employ enough individuals to maintain safety, security and product quality. Employment levels will vary depending on actual canopy size and regulatory requirements.

Employees shall receive a minimum of eight hours of on-going training annually. New employees will receive employee orientation prior to beginning work with BTE Inc. Each department managed will provide orientation for employees assigned to their department.

All personnel employed with BTE Inc. shall receive a company handbook upon being hired outlining all company policies and procedures. The handbook will be reviewed with all new employees by the hiring manager prior to the start of employment. The handbook will provide an overview of company policies and procedures including, but not limited to the following:

- Equal Opportunity Employment
- Safety and Security
- Background Check and CORI Requirements
- Alcohol, Smoke, and Drug Free Work Environment
- Zero Tolerance Diversion and Theft Policies
- Cannabis Control Commission Issued Registration Card
- Employee Rules of Conduct
- Anti-Harassment
- Non-Violent Workplace
- Business Operating and Working Hours
- Email and Internet Policy
- Employee Attendance, Sick Time, and Vacation Time Off Requests
- Visitor Rules and Procedures
- Employee Performance Reviews
- Responsible Vendor Training Requirements

- Laws of the Recreational Marijuana Industry
- Emergency Contact Information
- Resignation or Termination of Employment
- Employee Signed Acknowledgement of Handbook Receipt and Review

Prior to the start of employment, all new employees will be required to review with their hiring manager the policies and procedures outlined in the handbook. At that time the new employee will be required to sign an Acknowledgement of Handbook Receipt and Review form, acknowledging that they have read and understand the contents of the handbook.

BTE will originally hire all employees on a probationary basis. During this probationary period, candidates will complete a comprehensive training program and will be evaluated for suitability in a restricted-access environment. Training will be highly customized based on the role of each employee and the employee's level of experience and training. BTE ensures that all hired staff will complete training prior to performing job functions. Training will be held on-site and will cover the following topics:

1. General Training;
2. Responsible Vendor Training;
3. Health and Sanitation;
4. Legal Compliance;
5. Safety and Security;
6. Inventory Monitoring and Reporting/Recordkeeping;
7. Marijuana Product Education; and
8. Job Specific Roles.

General Training:

BTE' general training will include but is not limited to the following topics:

1. Recordkeeping – BTE will train its employees on its stringent recordkeeping protocols that ensure data acquired by all logging and tracking systems is responsibly and accurately maintained.
2. Inventory Monitoring and Reporting - BTE will ensure all employees are proficient in the facility's inventory protocols with respect to tracking, monitoring and reporting all marijuana and/or marijuana product(s) cultivated and/or manufactured at the facility.
3. Facility Information – BTE will provide all requisite information to ensure all staff

members are fully informed on the important facility specific information, such as understanding what the limited access areas are and the facility's hours of operations.

At a minimum, BTE Agents shall receive a total of eight hours of training annually.

1. The eight-hour total training requirement shall be tailored to the roles and responsibilities of the job function of each BTE Agent.
2. A minimum of four hours of training shall be from Responsible Vendor Training Program courses established under 935 CMR 500.105(2)(b). Any additional RVT hours over the four-hour RVT requirement may count toward the eight-hour total training requirement.
3. Non-RVT training will be conducted in-house by BTE or by a third-party vendor engaged by the Marijuana Establishment.
4. BTE Agents responsible for tracking and entering product into the Seed-to-sale SOR shall receive training in a form and manner determined by the Commission. At a minimum, staff shall receive eight hours of on-going training annually.
5. BTE shall maintain records of compliance with all training requirements noted above. Such records shall be maintained for four years and BTE will make such records available for inspection on request.
6. An individual who is both a Marijuana Establishment Agent and MTC Agent at a CMO location shall receive the training required for each license under which the agent is registered including, without limitation, with respect to patient privacy and confidentiality requirements, which may result in instances that would require such an agent to participate in more than eight hours of training. BTE will utilize both internal and external experts and professionals in fostering on-going training. On-going training will be recorded and stored with the individual's personnel records.

Responsible Vendor Training: In accordance with 935 CMR 500.105(2),

1. All current BTE Agents involved in the handling or sale of Marijuana shall have attended and successfully completed a Responsible Vendor Training Program to be designated a "Responsible Vendor".
 - a. BTE Agents shall first take the Basic Core Curriculum.
 - b. On completing the Basic Core Curriculum, a BTE Agent is eligible to take the Advanced Core Curriculum.
 - c. Exception for Administrative Employees. Marijuana Establishment Agents who serve as administrative employees and do not handle or sell Marijuana are exempt from the four-hour RVT requirement but may take a Responsible Vendor

Training Program course on a voluntary basis as part of fulfilling the eight-hour total training requirement.

All BTE Inc. employees will be duly registered as marijuana establishment agents and must complete a background check in accordance with 935 CMR 500.030(1). All registered agents of BTE Inc. shall meet suitability standards of 935 CMR 500.800.

All employees who will play a role in the planting, cloning, harvesting, trimming, or packaging of marijuana shall be trained on proper procedures and operational guidelines prior to handling any marijuana products. These employees will be evaluated regularly and subject to performance reviews every 6 months to ensure compliance.

All management level employees of BTE Inc. will be required to complete cultural sensitivity training upon being hired. Any non-management level employee who is promoted to a management position within the company shall also be required to complete the training. This training will be focused on cultural sensitivity as it relates to managerial skills and practices and proper positive reinforcement techniques. The goal of this training will be to develop knowledge and management skill sets surrounding cultural awareness for all management personnel within the organization. Managers will be trained on how to properly communicate and address situations that arise between employees and on the proper techniques of conflict resolution.

Workplace safety and hazard awareness training will be conducted on an annual basis for all employees by the appropriate member of BTE Inc. executive management. All employees will be required to complete a sign in sheet acknowledging their participation. This training will be focused on workplace safety and hazard prevention and control. BTE St LLC is dedicated to the safety and security of all employees and will routinely ensure all company safety and hazard training procedures meet or exceed industry standards.

Health and Sanitation

BTE will provide thorough training to all employees to mitigate potential sanitation or safety risks. An emphasis will be placed on the regular cleaning and sanitation of all areas where products may be present.

Health and sanitation training will focus primarily on contamination prevention and employees will learn best practices for preventing contamination of marijuana products from biological contaminants (e.g. parasites, mold, bacteria), physical contaminants (e.g. dirt, dust, glass) and chemical contaminants (e.g. cleaning compounds, sanitizing agents,

solvents). BTE' health and sanitation training will primarily focus on the following topics:

1. Inventory inspections – Procedure for inspecting marijuana products for signs of damage (e.g. water damage), pests and expiration dates.
2. Cleaning and sanitizing – Procedures for:
 - a) regular cleaning of equipment, utensils and surfaces to protect against contamination; and
 - b) cleaning and sanitization of display cabinets, countertops and other service areas at the beginning and end of each shift, and throughout the day as needed.
3. Storage of chemicals – Procedures for identifying and storing chemicals, including cleaning compounds, sanitizing agents and solvents.
4. Handling of marijuana products – Protocol for proper sanitation and personal hygiene prior to handling any marijuana product.

Health and sanitation training will also include the protocol for handling, storing and disposing of marijuana waste. These policies and training programs are aimed at ensuring all employees are informed on how to cultivate and manufacture marijuana and/or marijuana product(s) in a safe and sanitary manner.

Legal Compliance

Legal compliance training will educate employees on local, federal, and state laws and regulations that BTE may be subject to (“Applicable Laws”). The legal compliance training will focus particularly on the Applicable Laws that inform the day-to-day operations of the facility. Legal compliance training will include, but is not limited to, the following topics:

1. Inventory tracking compliance;
2. Required labeling and packaging of marijuana products;
3. Recordkeeping and confidentiality;
4. Prevention of illegal diversion of marijuana; and
5. Disposal of marijuana waste.

Employees will complete initial legal compliance training at new employee orientation and will receive additional training from time-to-time as necessary to track any relevant changes to any Applicable Laws.

Safety and Security

Each successful employee applicant shall undergo safety and security training before beginning their work at BTE. As a part of the employee orientation process, all employees will be provided with a copy of the final security plan of the facility, as well as security and safety training. Security and safety training shall consist of examination and discussion of the

security plan, premises orientation, emergency training, and situational training.

Initial employee safety and security training shall include, but is not limited to, the following topics:

1. Building orientation and access authority, which shall include:
 - a) The proper use and display of employee's identification and access badge for entry onto the premises;
 - b) The proper use and display of employee's identification and access badge for entry into employee's authorized access areas;
 - c) Facility standard business hours and protocol for entry and exit outside standard business hours;
 - d) Employee's authorized entry and exit points;
 - e) Employee's locker; and
 - f) Restroom and sink facilities.

2. Measures and controls for the prevention of diversion, theft or loss of marijuana and/or marijuana product(s), which shall include:
 - a) Necessity of keeping all limited access areas locked and secure at all times;
 - b) Prohibited activities such as entrance into unauthorized access areas;
 - c) Awareness of video monitoring; and
 - d) Requirement to report any unusual activity, security concern, or loitering.

3. Procedures and instructions for responding to an emergency that will include:
 - a) Accident prevention training;
 - b) How to respond to an emergency;
 - c) Emergency service provider location;
 - d) Emergency service contact information;
 - e) Emergency first aid kit locations; and
 - f) Emergency exits and panic button locations.

Marijuana Product Education

BTE will provide comprehensive training of employees regarding various aspects the marijuana and/or marijuana product(s) to be cultivated at BTE' facility. Such training will aim to provide all employees with a thorough understanding of the following topics:

1. The various marijuana strains, and the benefits and drawbacks of each;
2. The various marijuana products and consumption methods, and the benefits and drawbacks of each;
3. The various cannabinoids (including THC and CBD) found in marijuana products and

the benefits and drawbacks of each;

4. Dosage information, cannabinoid content and serving size for different marijuana products; and

5. Warnings of the potential differing effects of various strains of marijuana products.

Marijuana product education training sessions will be held periodically to keep employees informed on new marijuana product(s) and information on marijuana strains that will be cultivated.

Job Specific Roles

Prior to performing any job functions employees will learn the responsibilities of their position and how the position operates on a day to day basis. A component of this part of training is done in a shadowing context. New hires will spend time following around their supervisor and current agents working the same role. New hires will be able to visually experience a regular day in this position and will be able to ask questions.

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Procedures for Quality Control and Testing of Product

Pursuant to 935 CMR 500.160, BTE Inc. (“BTE”) will not sell any marijuana product that is not capable of being tested by Independent Testing Laboratories, including testing of marijuana products and environmental media. BTE will implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by BTE for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to BTE by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). BTE will never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Pursuant to 935 CMR 500.105(11)(a)-(e), BTE Inc. (“BTE”) will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. BTE will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. BTE storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The BTE storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

Our quality assurance manager will ensure all batches of Marijuana will be tested, by an independent testing laboratory pursuant to 935 CMR 500.160. All products shall be tested for the cannabinoid profile and for contaminants as specified by the CCC, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides.

Environmental media will be tested in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the Department of Public Health pursuant to 935 CMR 500.160(1).

All testing results will be maintained by BTE for no less than one year in accordance with 935 CMR 500.160(3).

Samples that pass testing will be packaged for use.

Samples that fail testing will be reported and destroyed. Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the Independent Testing Laboratory standards.

Sanitation and Cleanliness:

Cultivation staff will shower and dress in sanitary scrubs at the start of each shift, reducing the threat of external environmental factors. Cultivation staff also are required to wash their hands before the start of each shift and upon entry and re-entry of the cultivation area. For greater certainty, BTE shall ensure that hand-washing facilities are also located in production areas and any area where good sanitary practices require employees to wash and sanitize their hands.

BTE shall ensure the Center provides its employees with adequate, readily accessible toilet facilities.

There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations at the Center. Pursuant to 935 CMR 500.105(3), the storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination.

BTE will ensure that the water supply is sufficient for its operations. BTE will ensure that the plumbing is of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the cultivation site.

Cultivation and Post-Life Process:

BTE will record cultivation inputs to ensure consistency and traceability. Growing mediums, water, nutrients and pesticides will be carefully tracked throughout the cultivation phase. This detailed level of tracking and the Marijuana Enforcement Tracking Reporting & Compliance system ("METRC"), the statewide monitoring system for integrated marijuana tracking, inventory and verification, enables BTE staff to retrace a plant's lifecycle back to its beginning phases.

The application of pesticides shall be performed in compliance all Applicable Laws. Any

testing results indicating non-compliance with Applicable Laws shall be immediately reported to the Commission.

The post-life process will be controlled in a similar manner, with a focus on environmental controls, standard procedures and sanitary conditions. Staff members will be trained on the policies and procedures related to hygiene and sterilization during the cultivation and post-production processes to ensure all marijuana is handled on clean surfaces with sterilized utensils. All marijuana that are not handled in accordance with BTE policies will be segregated, reviewed, and disposed if required. BTE will implement standard operating procedures to ensure employees are in compliance with the requirements set out in section 105 CMR 500.105(3) "Requirements for the Handling of Marijuana". Specifically, BTE shall process the leaves and flowers of female plants only. The processing of the leaves and flowers of female plants will be done in a safe and sanitary

manner through ensuring all marijuana is:

- (i) Well cured and generally free of seeds and stems;
- (ii) Free of dirt, sand, debris and other foreign matter;
- (iii) Free of contamination by mold, rot, other fungus and bacterial diseases;
- (iv) Prepared and handled on food-grade stainless steel tables; and
- (v) Packaged in a secured area at the Center.

All agents whose job function includes contact with marijuana will be subject to the requirements for food handlers specified in 105 CMR 300.00 and any other Applicable Laws that may be amended from time to time.

BTE will ensure that any agent working in direct contact with marijuana conforms to all sanitary policies, prescribed by Applicable Laws and in accordance with BTE policies, while on duty, including, but not limited to:

- (i) Maintaining adequate personal cleanliness; and
- (ii) Washing hands appropriately.

Testing and Sampling:

BTE will prepare for third-party testing methodically and with organization as a priority. In accordance with section 105 CMR 500.160(1), BTE shall ensure all testing of environmental media (i.e., soils, solid growing media, and water) shall be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the Department of Public Health.

Inventory that has been through the post-life process but has not been tested in accordance with section 935 CMR 500.160 will be separated from all other marijuana and/or marijuana product(s). Packages containing untested marijuana and/or marijuana product(s) will be labeled in a similar manner as all other marijuana and/or marijuana product(s) but will be sealed and clearly labeled to indicate that the contents of the package(s) have not been tested. BTE will host regular sampling events with approved licensed Independent Testing Laboratories to ensure that samples are collected in a representative and fair manner. Inventory undergoing compliance testing is only released upon approved test results. BTE will ensure the results of all are maintained for at least one (1) year.

BTE will have a written standard operating procedure for responding to laboratory results that indicate contaminant levels are above the acceptable limits identified in section 935 CMR 500.160(1). This policy will include, at a minimum, the following:

- (1) BTE must notify the Commission within seventy-two (72) hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch.
- (2) The notification must be from both BTE and the Independent Testing Laboratory, separately and directly.
- (3) BTE's notification must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Quarantine and Failed Tests:

In the event that BTE cultivates a product that yields negative test results, any contaminated inventory associated with a failed compliance test will be immediately segregated and labeled to indicate the marijuana is not for use or sale due to negative test results. Contaminated product that cannot be remediated will be thoroughly researched to locate the cause of contamination and subsequently set up for destruction. Destruction activities will render the product unrecognizable and unusable. BTE will notify the Commission of its findings within seventy-two (72) hours of receiving the relevant laboratory test results.

Waste Disposal:

Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pets. In addition, all excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to BTE or by the Independent Testing Laboratory disposing directly.

Any excess marijuana returned to BTE shall be disposed in a manner that complies with the requirements set out in section 935 CMR 500.105(12).

Only designated, authorized BTE agents are allowed to perform waste disposal activities, and performance of such activities must be in accordance with BTE' policies. Save and except for the General Manager, all other BTE agents must be authorized by BTE prior to performing any waste disposal activities. The performance of any waste disposal activities must be simultaneously completed by at least two (2) BTE employees at all times. The two (2) BTE employees must witness and document all information related to handling and disposal of any marijuana. A Waste Disposal Report will include, at minimum, the date, type and quantity product(s) disposed, the location, and the names of the agents who conducted the disposal activities. BTE will ensure adequate surveillance systems are installed in the disposal area to ensure the entirety of the waste disposal activity is clearly caught on camera and recorded.

Before rendering the product useless, BTE agents are trained to log the appropriate information in regard to quantity, weight, storage bin details, relevant time and dates, and all other information required by the Commission. Once the BTE agents receive clearance from an authorized management personnel, the BTE agents will sign out the dumpster key and remove the designated bin or container from the quarantined area. The BTE agents will then mix the marijuana waste with solid waste product, rendering it unusable and unrecognizable. The trash bag will be placed into the locked dumpster prior to the BTE agents signing off on the report and filing the disposal report.

ACCESS RESTRICTIONS AND PREVENTION OF DIVERSION

BTE deploys two primary practices to support the overall security of BTE: access restriction and surveillance monitoring. Entrances to BTE's inside space will be secure with standard commercial-grade locking mechanisms. Access to specific areas, such as limited access areas, are restricted by demonstration of need.

BTE will also have 24-hour surveillance recording covering all areas of the cultivation field and inside space. Additionally, any areas known to be high risk will be monitored more closely. Recordings will be saved digitally and periodically backed up to an offsite data storage partner. BTE will deploy surveillance systems to prevent and detect theft or loss of marijuana and/or unauthorized access. The security system will comply with all requirements imposed by the Applicable Laws, including, but not limited to, the Commission's security requirements set out in 935 CMR.

For more information regarding BTE's security policies and procedures, please refer to the "Security Policy" and "Storage Policy" sections of this application

Prevention of Diversion

BTE prevents diversion to individuals younger than twenty-one (21) years old by positively identifying individuals seeking access to BTE through verifying the individual's active, government issued identification card.

Recording/Reporting Diversion, Theft, and Loss

In accordance with subsection (7)(a) of 935 CMR 500.110, BTE will ensure the Commission and law enforcement authorities are notified immediately upon discovering a breach of security. BTE staff will complete an incident report for breaches of security along with any other events deemed appropriate by management. BTE agents who witnessed, discovered, encountered or were otherwise involved in the incident, will be required to fill out an incident report. The General Manager is also required to complete an incident report for all

occurrences. BTE will ensure all incident reports are filed and stored in a secure manner at the facility.

Employees, Registered Agents and Visitors' Access

Pursuant to 935 CMR 500.110, entry to the Center will only be granted to pre-approved staff and visitors twenty-one (21) years of age or older. For greater certainty, all BTE employees and registered agents shall be, at a minimum, twenty-one (21) years of age or older.

Each visitor is required to show a valid, government-issued, photo identification, indicating that the visitor is at least twenty-one (21) years of age or old, and sign the visitor log. Identification is verified by BTE personnel prior to receiving clearance. Visitors must leave their identification with the BTE personnel, which identification will be returned to the visitor at the end of their visit. During their visitation, the visitor will receive a visitor badge that must kept on their persons and visibly displayed at all times. Each visitation is tracked through a visitor log that contains, at a minimum, the first and last name of the visitor, the purpose of their visit, the date and time of the visit, and any notes by BTE staff. Visitor logs will be maintained for at least three (3) years. For more information on BTE' recordkeeping policies and procedures, please refer to the "Record keeping Procedures" section in this document.

BTE Inc.

Management and Operations Profile

Operating Policies and Procedures

Record Keeping Procedures:

Records from BTE Inc. will be made available to the CCC upon request in accordance with 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

BTE Inc., will maintain personnel records in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee and any volunteers, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. All personnel records will be maintained for at least 12 months after termination of any employee's affiliation with BTE Inc., in accordance with 935 CMR 500.105(9)(d)(2), including but not limited to the following:

- All documents the employee was required to sign as a part of employment with BTE Inc.
- The employee's job description or employment contract including all duties, authority, responsibilities and qualifications
- Documentation of all required training that was completed while the individual was employed with BTE Inc.
- Documentation of performance evaluations
- Records of any disciplinary actions
- Documentation of completed responsible vendor training requirements by the employee while employed with BTE Inc.

Business records will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records in accordance with 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12). These records shall include all:

- Assets and liabilities

- Monetary transactions
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers
- Sales records including the quantity, form, and cost of marijuana products
- Salary and wages paid to each employee, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with BTE Inc.

Following the closure of BTE Inc., all records will be kept for at least two years at the expense of BTE Inc. and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 935 CMR 500.140(6)(e).

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

Restricting Access to Age 21 or Older

As a Registered Marijuana Establishment, and pursuant to 935 CMR 500.030, BTE Inc. (BTE) will only hire individuals who are 21 years of age or older. BTE will require a copy of the applicant's driver's license, government-issued identification card, identification card issued pursuant to M.G.L. c. 138, 34B, or other verifiable identity document acceptable to the Commission, in the hiring process. If the applicant is deemed to be younger than the age of 21, the applicant will not be hired.

Pursuant to 935 CMR 500.140(3) any visitor or vendor will be required to produce their government issued identification to authorized staff prior to being granted entry into the building or any secure areas. If the authorized staff verifies the visitor/vendor's age to be 21 or over, authorized staff will document name, date, time, date of birth, company affiliation, and reason for visit. The visitor/vendor will then be allowed to enter the property. If the authorized staff determines that the visitor/vendor is less than 21 years of age, the visitor/vendor will immediately be escorted off the property and will not be allowed into any secure buildings or areas.

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

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- (2) The notification must be from both BTE and the Independent Testing Laboratory, separately and directly.

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Waste Disposal:

Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pets. In addition, all excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to BTE or by the Independent Testing Laboratory disposing directly. Any excess marijuana returned to BTE shall be disposed in a manner that complies with the requirements set out in section 935 CMR 500.105(12).

Only designated, authorized BTE agents are allowed to perform waste disposal activities, and performance of such activities must be in accordance with BTE's policies. Save and except for the General Manager, all other BTE agents must be authorized by BTE prior to performing any waste disposal activities. The performance of any waste disposal activities must be simultaneously completed by at least two (2) BTE employees at all times. The two (2) BTE employees must witness and document all information related to handling and disposal of any marijuana. A Waste Disposal Report will include, at minimum, the date, type and quantity product(s) disposed, the location, and the names of the agents who conducted the disposal activities. BTE will ensure adequate surveillance systems are installed in the

disposal area to ensure the entirety of the waste disposal activity is clearly caught on camera and recorded.

Before rendering the product useless, BTE agents are trained to log the appropriate information in regard to quantity, weight, storage bin details, relevant time and dates, and all other information required by the Commission. Once the BTE agents receive clearance from an authorized management personnel, the BTE agents will sign out the dumpster key and remove the designated bin or container from the quarantined area. The BTE agents will then mix the marijuana waste with solid waste product, rendering it unusable and unrecognizable. The trash bag will be placed into the locked dumpster prior to the BTE agents signing off on the report and filing the disposal report.

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

Personnel Policies

BTE has developed standard personnel policies intended for use in our marijuana cultivation company. The following pages of this document provide detail of those policies. Please note that the following pages are for preliminary and may be adjusted at a later date.

It is BTE Inc.'s ("BTE") policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. BTE will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

BTE Inc. will have zero tolerance for the discrimination of any job applicant or employee for the reasons of race, color, religion, gender (including pregnancy, gender identity, and sexual orientation), national origin, age (meaning 40 or older), disability or genetic information. BTE Inc. is committed to promoting racial and gender equality and will make efforts wherever possible to include veterans, LGBTQ and people from any other community in the makeup of the company workforce.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by BTE to be involved in discriminatory practices are subject to disciplinary action and may be terminated. BTE strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping

with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients.

BTE Inc. will be an employer offering equal pay for equal responsibilities regardless of gender, ethnicity, race, religion or sexual orientation for all jobs with equal content and overall responsibilities. This policy shall directly follow the language put in place by the U.S. Equal Employment Opportunity Commission regarding the Equal Pay Act and will cover all salary, overtime pay, bonuses, stock options, profit sharing and bonus plans, life insurance, vacation and holiday pay, cleaning or gasoline allowances, hotel accommodations, reimbursement for travel expenses, and benefits.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of BTE Inc. ("BTE") that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a "responsible vendor" will require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling, or handling marijuana may participate voluntarily. BTE will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include discussion concerning marijuana effect on the human body, diversion prevention, compliance with tracking requirements, identifying acceptable forms of ID, including medical patient cards and key state and local laws.

All BTE employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by BTE and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a).

All BTE's policies will include a staffing plan and corresponding records in compliance with 935 CMR 500.105(1)(h) and ensure that all employees are aware of the alcohol, smoke, and drug-free workplace policies in accordance

with 935 CMR 500.105(1)(j). BTE will also implement policies to ensure the maintenance of confidential information pursuant to 935 CMR 500.105(1)(k). BTE will enforce a policy for the dismissal of agents for prohibited offenses according to 935 CMR 105(1)(l).

An employee handbook will be utilized for all employees.

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

Record Keeping Procedures:

Records from BTE Inc. will be made available to the CCC upon request in accordance with 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

BTE Inc., will maintain personnel records in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee and any volunteers, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. All personnel records will be maintained for at least 12 months after termination of any employee's affiliation with BTE Inc., in accordance with 935 CMR 500.105(9)(d)(2), including but not limited to the following:

- All documents the employee was required to sign as a part of employment with BTE Inc.
- The employee's job description or employment contract including all duties, authority, responsibilities and qualifications
- Documentation of all required training that was completed while the individual was employed with BTE Inc.
- Documentation of performance evaluations
- Records of any disciplinary actions
- Documentation of completed responsible vendor training requirements by the employee while employed with BTE Inc.

Business records will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records in accordance with 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12). These records shall include all:

- Assets and liabilities
- Monetary transactions
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers
- Sales records including the quantity, form, and cost of marijuana products
- Salary and wages paid to each employee, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with BTE Inc.

Following the closure of BTE Inc., all records will be kept for at least two years at the expense of BTE Inc. and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 935 CMR 500.140(6)(e).

BTE Inc. Maintaining of Financial Records:

BTE Inc.'s ("BTE") policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with BTE. All financial data will be backed up regularly to ensure that any computer failure will not result in the loss of records. All physical year end records will be maintained in a locked fire resistant safe for a minimum of two years from each year end.

Whenever there is a change in personnel handling the accounting practices and procedures for BTE, or a change in the operating structure of the organization that has an effect on the accounting practices and procedures, the CEO will determine and ensure that the internal control system will continue to meet the needs of BTE and continues to abide by the rules and regulations set forth by the CCC.

Following the closure of BTE, all records will be kept for at least two years at the expense of BTE and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).

BTE Inc.
Management and Operations Profile
Operating Policies and Procedures

Employee Qualifications & Training Requirements:

BTE Inc., in compliance with 935 CMR 500.105(2)(a) will ensure all employees complete training prior to performing the duties and functions of their job. Training will be tailored to the role and responsibilities of the job function. BTE intends to maintain sufficient employment levels to operate lean, yet employ enough individuals to maintain safety, security and product quality. Employment levels will vary depending on actual canopy size and regulatory requirements.

Employees shall receive a minimum of eight hours of on-going training annually. New employees will receive employee orientation prior to beginning work with BTE Inc. Each department managed will provide orientation for employees assigned to their department.

All personnel employed with BTE Inc. shall receive a company handbook upon being hired outlining all company policies and procedures. The handbook will be reviewed with all new employees by the hiring manager prior to the start of employment. The handbook will provide an overview of company policies and procedures including, but not limited to the following:

- Equal Opportunity Employment
- Safety and Security
- Background Check and CORI Requirements
- Alcohol, Smoke, and Drug Free Work Environment
- Zero Tolerance Diversion and Theft Policies
- Cannabis Control Commission Issued Registration Card
- Employee Rules of Conduct
- Anti-Harassment
- Non-Violent Workplace
- Business Operating and Working Hours
- Email and Internet Policy

- Employee Attendance, Sick Time, and Vacation Time Off Requests
- Visitor Rules and Procedures
- Employee Performance Reviews
- Responsible Vendor Training Requirements
- Laws of the Recreational Marijuana Industry
- Emergency Contact Information
- Resignation or Termination of Employment
- Employee Signed Acknowledgement of Handbook Receipt and Review

Prior to the start of employment, all new employees will be required to review with their hiring manager the policies and procedures outlined in the handbook. At that time the new employee will be required to sign an Acknowledgement of Handbook Receipt and Review form, acknowledging that they have read and understand the contents of the handbook.

BTE will originally hire all employees on a probationary basis. During this probationary period, candidates will complete a comprehensive training program and will be evaluated for suitability in a restricted-access environment. Training will be highly customized based on the role of each employee and the employee's level of experience and training. BTE ensures that all hired staff will complete training prior to performing job functions. Training will be held on-site and will cover the following topics:

1. General Training;
2. Responsible Vendor Training;
3. Health and Sanitation;
4. Legal Compliance;
5. Safety and Security;
6. Inventory Monitoring and Reporting/Recordkeeping;
7. Marijuana Product Education; and
8. Job Specific Roles.

General Training:

BTE' general training will include but is not limited to the following topics:

1. Recordkeeping – BTE will train its employees on its stringent recordkeeping protocols that ensure data acquired by all logging and tracking systems is responsibly and accurately maintained.
2. Inventory Monitoring and Reporting - BTE will ensure all employees are proficient in the facility's inventory protocols with respect to tracking, monitoring and reporting all marijuana and/or marijuana product(s) cultivated and/or manufactured at the facility.
3. Facility Information – BTE will provide all requisite information to ensure all staff members are fully informed on the important facility specific information, such as understanding what the limited access areas are and the facility's hours of operations.

At a minimum, BTE Agents shall receive a total of eight hours of training annually.

1. The eight-hour total training requirement shall be tailored to the roles and responsibilities of the job function of each BTE Agent.
2. A minimum of four hours of training shall be from Responsible Vendor Training Program courses established under 935 CMR 500.105(2)(b). Any additional RVT hours over the four-hour RVT requirement may count toward the eight-hour total training requirement.
3. Non-RVT training will be conducted in-house by BTE or by a third-party vendor engaged by the Marijuana Establishment.
4. BTE Agents responsible for tracking and entering product into the Seed-to-sale SOR shall receive training in a form and manner determined by the Commission. At a minimum, staff shall receive eight hours of on-going training annually.
5. BTE shall maintain records of compliance with all training requirements noted above. Such records shall be maintained for four years and

BTE will make such records available for inspection on request.

6. An individual who is both a Marijuana Establishment Agent and MTC Agent at a CMO location shall receive the training required for each license under which the agent is registered including, without limitation, with respect to patient privacy and confidentiality requirements, which may result in instances that would require such an agent to participate in more than eight hours of training. BTE will utilize both internal and external experts and professionals in fostering on-going training. On-going training will be recorded and stored with the individual's personnel records.

Responsible Vendor Training: In accordance with 935 CMR 500.105(2),

1. All current BTE Agents involved in the handling or sale of Marijuana shall have attended and successfully completed a Responsible Vendor Training Program to be designated a "Responsible Vendor".

a. BTE Agents shall first take the Basic Core Curriculum.

b. On completing the Basic Core Curriculum, a BTE Agent is eligible to take the Advanced Core Curriculum.

c. Exception for Administrative Employees. Marijuana Establishment Agents who serve as administrative employees and do not handle or sell Marijuana are

exempt from the four-hour RVT requirement but may take a Responsible Vendor

Training Program course on a voluntary basis as part of fulfilling the eight-hour total

training requirement.

All BTE Inc. employees will be duly registered as marijuana establishment agents and must complete a background check in accordance with 935 CMR 500.030(1). All registered agents of BTE Inc. shall meet suitability standards of 935 CMR 500.800.

All employees who will play a role in the planting, cloning, harvesting, trimming, or packaging of marijuana shall be trained on proper procedures and operational guidelines prior to handling any marijuana products. These employees will be evaluated regularly and subject to performance reviews every 6 months to ensure compliance.

All management level employees of BTE Inc. will be required to complete cultural sensitivity training upon being hired. Any non-management level employee who is promoted to a management position within the company shall also be required to complete the training. This training will be focused on cultural sensitivity as it relates to managerial skills and practices and proper positive reinforcement techniques. The goal of this training will be to develop knowledge and management skill sets surrounding cultural awareness for all management personnel within the organization. Managers will be trained on how to properly communicate and address situations that arise between employees and on the proper techniques of conflict resolution.

Workplace safety and hazard awareness training will be conducted on an annual basis for all employees by the appropriate member of BTE Inc. executive management. All employees will be required to complete a sign in sheet acknowledging their participation. This training will be focused on workplace safety and hazard prevention and control. BTE St LLC is dedicated to the safety and security of all employees and will routinely ensure all company safety and hazard training procedures meet or exceed industry standards.

Health and Sanitation

BTE will provide thorough training to all employees to mitigate potential sanitation or safety risks. An emphasis will be placed on the regular cleaning and sanitation of all areas where products may be present.

Health and sanitation training will focus primarily on contamination prevention and employees will learn best practices for preventing contamination of marijuana products from biological contaminants (e.g. parasites, mold, bacteria), physical contaminants (e.g. dirt, dust, glass) and

chemical contaminants (e.g. cleaning compounds, sanitizing agents, solvents). BTE' health and sanitation training will primarily focus on the following topics:

1. Inventory inspections – Procedure for inspecting marijuana products for signs of damage (e.g. water damage), pests and expiration dates.
2. Cleaning and sanitizing – Procedures for:
 - a) regular cleaning of equipment, utensils and surfaces to protect against contamination; and
 - b) cleaning and sanitization of display cabinets, countertops and other service areas at the beginning and end of each shift, and throughout the day as needed.
3. Storage of chemicals – Procedures for identifying and storing chemicals, including cleaning compounds, sanitizing agents and solvents.
4. Handling of marijuana products – Protocol for proper sanitation and personal hygiene prior to handling any marijuana product.

Health and sanitation training will also include the protocol for handling, storing and disposing of marijuana waste. These policies and training programs are aimed at ensuring all employees are informed on how to cultivate and manufacture marijuana and/or marijuana product(s) in a safe and sanitary manner.

Legal Compliance

Legal compliance training will educate employees on local, federal, and state laws and regulations that BTE may be subject to (“Applicable Laws”). The legal compliance

training will focus particularly on the Applicable Laws that inform the day-to-day operations of the facility. Legal compliance training will include, but is not limited to, the following topics:

1. Inventory tracking compliance;
2. Required labeling and packaging of marijuana products;
3. Recordkeeping and confidentiality;
4. Prevention of illegal diversion of marijuana; and
5. Disposal of marijuana waste.

Employees will complete initial legal compliance training at new employee

orientation and will receive additional training from time-to-time as necessary to track any relevant changes to any Applicable Laws.

Safety and Security

Each successful employee applicant shall undergo safety and security training before beginning their work at BTE. As a part of the employee orientation process, all employees will be provided with a copy of the final security plan of the facility, as well as security and safety training. Security and safety training shall consist of examination and discussion of the security plan, premises orientation, emergency training, and situational training.

Initial employee safety and security training shall include, but is not limited to, the following topics:

1. Building orientation and access authority, which shall include:
 - a) The proper use and display of employee's identification and access badge for entry onto the premises;
 - b) The proper use and display of employee's identification and access badge for entry into employee's authorized access areas;
 - c) Facility standard business hours and protocol for entry and exit outside standard business hours;
 - d) Employee's authorized entry and exit points;
 - e) Employee's locker; and
 - f) Restroom and sink facilities.

2. Measures and controls for the prevention of diversion, theft or loss of marijuana and/or marijuana product(s), which shall include:
 - a) Necessity of keeping all limited access areas locked and secure at all times;
 - b) Prohibited activities such as entrance into unauthorized access areas;
 - c) Awareness of video monitoring; and
 - d) Requirement to report any unusual activity, security concern, or loitering.

3. Procedures and instructions for responding to an emergency that will include:

- a) Accident prevention training;
- b) How to respond to an emergency;
- c) Emergency service provider location;
- d) Emergency service contact information;
- e) Emergency first aid kit locations; and
- f) Emergency exits and panic button locations.

Marijuana Product Education

BTE will provide comprehensive training of employees regarding various aspects the marijuana and/or marijuana product(s) to be cultivated at BTE' facility. Such training

will aim to provide all employees with a thorough understanding of the following topics:

- 1. The various marijuana strains, and the benefits and drawbacks of each;
- 2. The various marijuana products and consumption methods, and the benefits and drawbacks of each;
- 3. The various cannabinoids (including THC and CBD) found in marijuana products and the benefits and drawbacks of each;
- 4. Dosage information, cannabinoid content and serving size for different marijuana products; and
- 5. Warnings of the potential differing effects of various strains of marijuana products.

Marijuana product education training sessions will be held periodically to keep employees informed on new marijuana product(s) and information on marijuana strains that will be cultivated.

Job Specific Roles

Prior to performing any job functions employees will learn the responsibilities of their position and how the position operates on a day to day basis. A component of this part of training is done in a shadowing context. New hires will spend time following around their supervisor and

current agents working the same role. New hires will be able to visually experience a regular day in this position and will be able to ask questions.

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Energy Compliance Plan: BTE INC

BTE INC (BTE) shall demonstrate consideration of the following factors as part of its operating plan and application for licensure:

- (a) Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities; 935 CMR: CANNABIS CONTROL COMMISSION 500.105:
- (b) Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
- (c) Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
- (d) Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Energy and resource conservation are important philosophical missions to BTE. BTE will adopt and use best management practices as determined by the CCC to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and shall provide report such energy usage to the CCC as required. The procedures listed below are a part of the Energy and Resource Conservation practices BTE plans to implement.

BTE is committed to identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities, pursuant to 935 CMR 500.105(15). BTE is an outdoor cultivation facility and therefore natural light is paramount to the success of BTE. There will be no other light source for the cultivation of BTE cannabis.

Within any indoor space, BTE will monitor energy consumption and regularly assess the effectiveness of operational changes in reducing energy consumption.

- Additionally, as BTE engages in renovations, expansions, or upgrades, or replaces or repairs equipment, BTE will actively identify opportunities to implement energy efficiency measures.
- BTE will identify energy saving opportunities when equipment fails or needs replacement.
- Regardless, BTE will satisfy minimum energy efficiency standards established by the CCC and shall comply with all applicable environmental laws, regulations, and permits.

BTE will consider opportunities for renewable energy generation including, where applicable, submission of plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable, as per 935 CMR 500.105(15).

BTE will:

- Make energy supply decisions and regularly evaluate renewable options based on the available options for renewable energy;
- Identify renewable or alternative energy opportunities as part of any upgrades, renovations, or expansions;
- and Identify renewable or alternative energy opportunities when equipment fails or needs to be replaced.

BTE will employ strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage), in compliance with 935 CMR 500.105(15).

BTE will:

- Monitor energy demand and make adjustments to operations based on usage data;
 - Participate in load curtailment, energy storage, or other active demand management programs to the extent applicable to our outdoor operations.
- BTE will engage with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, 935 CMR 500.105(15).

BTE will utilize the MassSave programs which offer energy assessments and incentives to upgrade to energy-saving equipment and systems if applicable.

BTE will ensure on a regular basis that any/all equipment is maintained, calibrated, and operating properly. Including, but not limited to, maintaining operations manuals and operating procedures for all major energy-using equipment, such as HVAC systems and dehumidification systems.

Prior to final licensure, BTE will have a Massachusetts licensed engineer or architect write a letter documenting energy compliance, and will also submit supporting documentation and plans, as per 935 CMR 500.120(11).

A licensed mechanical engineer will prepare and sign a letter regarding the HVAC and dehumidification systems. All lighting products will be safety- certified by an appropriate third-party Upon applying for license renewal, BTE will include a report of energy and water use over the preceding 12-month period, in compliance with 935 CMR 500.120(11).

BTE Inc.

Management and Operations Profile Operating Policies and Procedures

DIVERSITY PLAN

1. Intent

BTE Inc. is dedicated to diversity, specifically in the workplace, that does not discriminate based on race, color, religion, gender, national origin, age, disability (or perceived disability), pregnancy, genetic information, gender identity, sexual orientation, military or veteran status, ancestry, marital or familial status, or citizenship. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful BTE will be in Massachusetts as we seek to be inclusive of a variety of backgrounds, experiences and cultures.

2. Purpose

BTE's Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

BTE's Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure we are able to reach our goals described below. The Diversity Plan represents an initial approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

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

3. Proposed Initiatives, Goals and Metrics

GOAL 1: Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

Proposed Initiative: As part of its hiring plan, BTE will seek to hire a workforce that is made up of at least 30% women and 35% described as minorities, veterans, people with disabilities and LGBTQ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. BTE will seek to hire the following:

30% Women
10% minorities
10% veterans
10% persons with disabilities
5% LGBTQ+

To achieve this goal, BTE will:

- Create gender-neutral job descriptions
- Recruit from state and local employment staffing groups
- Post hiring needs on diverse job boards/publications such as the Hampshire Gazette and Holyoke Community College. Hiring needs specifically looking for women, minorities, persons with disabilities, veterans or LGBTQ+. Hiring needs to be posted monthly or until all positions are filled
- Participate in/partner with local hiring events, community and job fairs, at least one annually, with organizations supporting specific populations to fill hiring needs. Job fairs such as those sponsored by and held at Holyoke Community College (HCC) Cannabis Career Fair, and also including events held by the Massachusetts Cannabis Business Association (MassCBA);
- Attend community group meetings in and around Plainfield, Holyoke and/or Springfield, at least one annually, to introduce BTE and address our existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

BTE will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. BTE will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with BTE. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics and Evaluation: BTE will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. BTE will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of BTE. Those analytics will be assessed from the total number of individuals hired to ensure that 65% of all individuals hired fall within this goal. BTE will assess and review its progress within a year of receiving its Final License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, BTE will be able to demonstrate to the Commission the success of this initiative.

GOAL 2: Create a safe, accepting and respectful work environment

Proposed Initiative: To accomplish this goal, BTE shall, in addition to the annual cultural sensitivity training for all employees including specific training for employees in management positions, offer additional trainings on cultural sensitivity to any/all employee(s).

Employees will be asked to fill out bi-annual engagement surveys which will elicit feedback on BTE's work environment. Employees will be able to provide feedback to BTE at any time through the use of an anonymous suggestion box outside management offices for any employee who wishes to leave a suggestion but remain anonymous when doing so. This box will remain locked, so any suggestions left inside cannot be tampered with.

Metrics and Evaluation: BTE will collect and consider the feedback from the surveys and suggestion box with a goal of having at least 85% of our employees describe BTE as a safe, accepting, and respectful work environment. All comments and feedback will be documented and reviewed by senior management staff. BTE will conduct engagement surveys annually and review the results of these surveys within a month of administering them. The suggestion box will be checked at least on a weekly basis by the CEO, or an approved corresponding management manager of the company. Management will identify the top 3-5 areas for improvement and, in collaboration with the BTE employees, develop goals (short and long term) on how to address those areas of development.

This review of feedback and engagement surveys will enable BTE to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

GOAL 3: Ensure that all participants in our supply chain are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

Proposed Initiative: To accomplish this goal, BTE will prioritize working with businesses in our supply chain that are owned and/or managed by minority groups; women, veterans, people with disabilities, and/or LGBTQ individuals (herein referred to as Plan Populations). BTE's goal will be to work with at least 15% of businesses who identify as one of the Plan Populations throughout its supply chain and services. BTE will seek to work with the following Plan Populations:

- 5% veterans
- 4% persons with disabilities
- 2% Women
- 2% minorities
- 2% LGBTQ+

Metrics and Evaluation: BTE will measure how many of its participants in its supply chain are owned and/or managed by Plan Populations and will calculate the percentage of services and members of its supply chain who meet this requirement. To achieve this goal, BTE will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the Plan Populations and give supplier contractor priority to these businesses. In order to target a diverse supplier base, BTE will post hiring needs in diverse publications and web-based recruitment platforms such as the Hampshire Gazette, MilitaryHire.com, mass-veterans.jobs, and Holyoke Community College, and attend offered community group meetings, at least one annually, to introduce BTE and address the existing hiring needs to attract a diverse array of suppliers. BTE will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. During its engagement with community groups and leaders referenced in Goal 1, BTE will further identify ways in which to attract diverse supply chain candidates that may not otherwise be aware of employment opportunities with BTE. BTE's goal will be to work with at least 15% of businesses who identify as one of the Plan Populations throughout its supply chain and services. BTE will assess these percentages annually and will be able to demonstrate to the Commission the success of its progress upon the renewal of its license each year.

4. Conclusion

BTE will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by BTE will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.