



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283634
Original Issued Date: 08/19/2023
Issued Date: 08/19/2023
Expiration Date: 08/19/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Cannabis Healing LLC

Phone Number: Email Address: brian@cannabishealingllc.com

857-636-4618

Business Address 1: 2A-4 Neptune Road Business Address 2:

Business City: Boston Business State: MA Business Zip Code: 02128

Mailing Address 1: 111 Cumberland Road Mailing Address 2:

Mailing City: Leominster Mailing State: MA Mailing Zip Code: 01453

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: 60 Percentage Of Control: 60

Role: Manager Other Role:

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First Name: Brian Last Name: Jones Suffix: II

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 30 Percentage Of Control: 30

Role: Executive / Officer Other Role:

First Name: Wanda Last Name: Pettigrew Jones Suffix:

Gender: Female User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Cannabis Healing LLC Entity DBA:

Email: Phone: brian@cannabishealingllc.com 857-636-4618

Address 1: 5 Cabot Rd Address 2: Unit 302

City: Medford State: MA Zip Code: 02155

Types of Capital: Monetary/Equity Other Type of Total Value of Capital Provided: Percentage of Initial Capital:

Capital: \$658132.81 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 2A-4 Neptune Road

Establishment Address 2:

Establishment City: Boston Establishment Zip Code: 02128

Approximate square footage of the establishment: 2800 How many abutters does this property have?: 41

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category Document Name Type ID Upload

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				Date
Certification of Host Community Agreement	Cannabis Healing HCA Cert Executed.pdf	pdf	63d921a2a6f09f000865432e	01/31/2023
Plan to Remain Compliant with Local Zoning	Cannabis Healing LLC - Plan to Remain Compliant with Local Zoning.pdf	pdf	63d9293da6f09f0008655127	01/31/2023
Community Outreach Meeting Documentation	Community Outreach Meeting Documentation.pdf	pdf	6411bf3ad523e30008730162	03/15/2023

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Cannabis Healing LLC - Plan for Positive Impact.pdf	pdf	6467690c23b809000840ecde	05/19/2023

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer Other Role:

First Name: Wanda Last Name: Pettigrew Jones Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Manager Other Role:

First Name: Brian Last Name: Jones Suffix: II

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	Туре	ID	Upload Date
Articles of Organization	Certificate of Organization.pdf	pdf	63d931e0a6f09f000865642d	01/31/2023
Department of Unemployment Assistance - Certificate of Good standing	Letter of Attestation - Dept of Unemployment.DOCX.pdf	pdf	63d9320ca6f09f00086564a5	01/31/2023
Secretary of Commonwealth - Certificate of Good Standing	Cannabis Healing - Certificate of Good Standing.pdf	pdf	63e3f07a35eb06000884b0f1	02/08/2023
Bylaws	Operating Agreement CH 2023.pdf	pdf	6411c7763a44570008b065e8	03/15/2023

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Department of Revenue - Certificate of	Certificate of Good Standing - DOR.pdf	pdf	64472c4a0509d6000988b71b	04/24/2023
Good standing				

No documents uploaded

Massachusetts Business Identification Number: 001459103

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Туре	ID	Upload
				Date
Proposed Timeline	Cannabis Healing LLC - Proposed Timeline.pdf	pdf	63d93308a6f09f000865661f	01/31/2023
Plan for Liability	Cannabis Healing LLC - Plan for Obtaining Liability	pdf	63d93347a8e275000715159d	01/31/2023
Insurance	Insurance.pdf			
Business Plan	Cannabis Healing LLC - Business Plan.pdf	pdf	6467693c9c23790008c27b55	05/19/2023
Business Plan	Attestation - Latita Fisher.pdf	pdf	646769509c23790008c27b6c	05/19/2023

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Туре	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Cannabis Healing LLC - Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	63d93d94a6f09f00086582c0	01/31/2023
Restricting Access to age 21 and older	Cannabis Healing LLC - Restricting Access to Age 21 or Older.pdf	pdf	63d94078a6f09f0008658c64	01/31/2023
Security plan	Cannabis Healing LLC - Security Plan.pdf	pdf	63d940b7a6f09f0008658dbd	01/31/2023
Prevention of diversion	Cannabis Healing LLC - Prevention of Diversion.pdf	pdf	63d940e2a8e2750007153f29	01/31/2023
Storage of marijuana	Cannabis Healing LLC - Storage Plan.pdf	pdf	63d94132a6f09f0008658e3d	01/31/2023
Transportation of marijuana	Cannabis Healing LLC - Transportation of Marijuana.pdf	pdf	63d9416ea8e2750007153ff5	01/31/2023
Inventory procedures	Cannabis Healing LLC - Inventory Procedures.pdf	pdf	63d941b1a8e27500071540ca	01/31/2023
Quality control and testing	Cannabis Healing LLC - Quality Control and Testing.pdf	pdf	63d941eea8e27500071541c5	01/31/2023
Dispensing procedures	Cannabis Healing LLC - Dispensing Procedures.pdf	pdf	63d94221a6f09f000865911a	01/31/2023
Personnel policies including background checks	Cannabis Healing LLC - Personnel Policies.pdf	pdf	63d94272a8e275000715434d	01/31/2023
Record Keeping procedures	Cannabis Healing LLC - Record Keeping Procedures.pdf	pdf	63d942c3a8e2750007154548	01/31/2023
Maintaining of financial records	Cannabis Healing LLC - Maintaining of Financial Records.pdf	pdf	63d944b3a8e2750007154bb4	01/31/2023

Date generated: 09/05/2023

Qualifications and training	Cannabis Healing LLC - Qualifications and Training.pdf	pdf	63d944c9a8e2750007154c1b	01/31/2023
Energy Compliance Plan	Cannabis Healing LLC - Energy Compliance Plan.pdf	pdf	63d944d6a6f09f0008659a61	01/31/2023
Diversity plan	Cannabis Healing LLC - Diversity Plan.pdf	pdf	6434275d2c9c310008bd3889	04/10/2023

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: | 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 To: 10:00 PM
Tuesday To: 10:00 PM
Wednesday To: 10:00 PM
Thursday To: 10:00 PM
Friday To: 10:00 PM
Saturday To: 10:00 PM
Sunday To: 10:00 PM

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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:
	Cannabis Healing LLC
2.	Name of applicant's authorized representative:
	Brian Jones II
3.	Signature of applicant's authorized representative:
	Brian Jones 11 BEF2CFF8AC24488
4.	Name of municipality:
	City of Boston
5.	Name of municipality's contracting authority or authorized representative:
	Jasmin Winn
	1

6.	Signature of municipality's contracting authority or authorized representative:			
	Jasin Wai			
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).):			
	jasmin.winn@boston.gov			
R	Host community agreement execution date:			
0.	Tiosi community agreement execution date.			
	December 1, 2022			

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

The City of Boston Zoning Code (the "Code") provides that Cannabis Establishments, including Marijuana Retail Establishments, are conditionally allowed in the East Boston Neighborhood District (the "EB District").

Cannabis Healing, LLC's (the "Company") proposed marijuana retail facility is located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"). The Facility is located in the Neighborhood Shopping subdistrict within EB District, and is eligible for a conditional use permit from the Boston Zoning Board of Appeals (the "ZBA").

Conditional Use Permit and Variance Requirements

On August 10, 2022, the Company submitted an application to the ZBA for a conditional use permit and for a variance to operate its Facility pursuant to Article 6, 7 and 9 of the Code. Following a public hearing on September 27, 2022, the ZBA unanimously voted to grant a permit and variance to the Company. A copy of the ZBA decision is submitted herewith (the "Decision").

The Company agrees to comply with the Code and the Decision.

The Company understands that, subject to Section 6-1 of the Code, such permission shall lapse and become null and void unless such conditional use is commenced within two years after the Decision is filed with the office of the Building Commissioner.

The Company likewise understands that, pursuant to Section 6-5 of the Code, any subsequent nonuse of such conditional use for a period of twenty-four consecutive calendar months shall terminate the right to use such Facility or property for such conditional use.

The Company acknowledges that any substantial change, alteration or expansion of the use allowed by the conditional use permit shall require a new permit from the ZBA.

Approval from Boston Cannabis Board

The Company was also required to obtain approval from the Boston Cannabis Board pursuant to the City of Boston Ordinance Article 8-13. The Company submitted an application to the Boston Cannabis Board for approval to operate its proposed marijuana retail establishment. Following a public hearing on July 27, 2022, the Boston Cannabis Board voted to approve the Facility. A copy of the Boston Cannabis Board minutes approving the Facility is submitted herewith. The Company agrees to comply with the Ordinance and decision of the Boston Cannabis Board.



NOTICE OF DECISION
CASE NO. BOA1238402
PERMIT # ALT1182961
APPEAL SUSTAINED
WITH PROVISOS

In reference to appeal of

Cannabis Healing LLC

Concerning premises

4 Neptune Road, Ward 01

to vary the application of the Zoning Act, Ch. 665, Acts of 1956, as amended, in this specific case, I beg to advise that the petition has been granted.

Decision has been filed in the office of the Commissioner of the Inspectional Services Department, 1010 Massachusetts Avenue, Fourth Floor, Boston, MA 02118, and is open for public inspection. Date of entry of this decision in the Inspectional Services Department was November 04, 2022.

Please be advised, due to the ongoing COVID-19 public health emergency, this decision of the Board has been reviewed and signed electronically by the signing Board Members. The addition of the certification of the Executive Secretary to the signature page attests that each Board Member who has signed this decision electronically has had an opportunity to review the written decision and has given his or her express written permission to the Executive Secretary to sign this decision electronically.

FOR THE BOARD OF APPEAL /s/Thomas J. Broom
Thomas J. Broom

Principal Administrative Assistant



September 27, 2022 DATE

Cannabis Healing LLC

to vary the terms of the Boston Zoning Code, under Statute 1956, Chapter 665, as amended, Section 8,

at premises: 4 Neptune Road, Ward - 01

For the terms of the Boston Zoning Code (see Acts of 1956, c. 665) in the following respect: Variance, Conditional Use Permit, and/or other relief as appropriate

Violation

Violation Description

Violation Comments

Art. 53 Sec. 11[^]

Use: Conditional

Cannabis establishment

Purpose: Occupancy will be changing from Beauty Salon to Adult Recreational Retail Cannabis Dispensary. Application is proposing a pick-up window for pre-orders.

In his formal appeal, the Appellant states briefly in writing the grounds of and the reasons for his appeal from the refusal of the Building Commissioner, as set forth in papers on file numbered BOA-1238402 and made a part of this record.

In conformity with the law, the Board mailed reasonable notice of the public hearing to the petitioner and to the owners of all property deemed by the Board to be affected thereby, as they appeared on the then most recent local tax lists, which notice of public hearing was duly advertised in a daily newspaper published in the City of Boston, namely:

THE BOSTON HERALD on Tuesday, September 6, 2022

The Board took a view of the petitioner's land, examined its location, layout and other characteristics. The Boston Planning & Development Agency was sent notice of the appeal by the Building Department and the legal required period of time was allotted to enable the BPDA to render a recommendation to the Board, as prescribed in the Code.

After hearing all the facts and evidence presented at the public hearing held on Tuesday, September 27, 2022 in accordance with notice and advertisement forementioned, the Board finds as follows:

The Appellant appeals to be relieved of complying with the aforementioned section of the Boston Zoning Code, all as per Application for Permit#ALT-1182961 and April 16, 2021 plans submitted to the Board at its hearing and how on file in the Building Department.



4 Neptune Road, Ward 01 BOA1238402

Date of Hearing: September 27, 2022

Permit: # ALT1182961

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This appeal seeks to change the occupancy to a retail cannabis dispensary with eight parking spaces included.

The appeal is necessary as the proposed project requires relief from the terms of the Boston Zoning Code (Code). The specific relief required in furtherance of the proposed project is as follows:

Article 53, Section 11 Cannabis Establishment: Conditional Use

The proposed project will allow the Appellant to have reasonable use of the premises by allowing a change of occupancy from a beauty salon to a cannabis establishment. The project is located within a Neighborhood Shopping subdistrict in the East Boston neighborhood. The appellant is looking to use an existing building for retail cannabis and utilize the existing curb cut for eight parking spots. This will not change the dimensions of the building, but will upgrade the exterior and interior of the building. This will improve the aesthetic of the building and there will be appropriate signage.

The attorney for the applicant, Kyle Smith, reports that this cannabis location meets buffer zone requirements. Attorney Smith stated that the lot includes eight parking spots, and it is anticipated that the parking is beyond sufficient for their needs. The petitioner was approved by the Boston Cannabis Board with the condition that the originally proposed take out window was removed. The applicant followed this request and removed the walk-up window. The Board heard no testimony to suggest that this proposal was not an appropriate facility for a retail cannabis establishment in an area that currently has no existing cannabis establishments within one half-mile of the proposed location.

The Board Architect noted that, although the proposal has a small floor area, the applicant had designed the space well to accommodate an orderly flow of patrons through the establishment.

For these reasons, the requested relief may be granted in harmony with the general purpose and intent of the Code and will not be injurious to the neighborhood or otherwise detrimental to the public welfare.

After the Petitioner filed the appeal, the Board, in conformity with applicable law, mailed reasonable notice of the public hearing to the Petitioner and to the owners of all property deemed by the Board to be affected thereby, as they appeared in the then most recent local tax list, which



4 Neptune Road, Ward 01 BOA1238402

Date of Hearing: September 27, 2022

Permit: # ALT1182961

Page: # 3

notice of a public hearing was duly advertised in a daily newspaper published in the City of Boston in accordance with applicable law. The Board held public hearings on the Appeal on September 27, 2022.

At the hearing, a representative of the Mayor's Office of Neighborhood Services spoke on the community process and deferred judgment to the Board. There are no letters in opposition on file with the Board. This showing of approval from the community further supports the Board's finding that the requested relief will have no negative impact on the surrounding area and is in harmony with the general purpose and intent of the Code.

The Board of Appeal makes the following findings:

- a) The specific site is an appropriate location for such use;
- b) The use will not adversely affect the neighborhood;
- c) There will be no serious hazard to vehicles or pedestrians from the use;
- d) No nuisance will be created by the use; and
- e) Adequate and appropriate facilities will be provided for the proper operation of the use.

The Board is of the opinion that all conditions required for the granting of a Conditional Use Permit under Article 6, Section 6-3 of the Zoning Code have been met and that the varying of the terms of the Zoning Code as outlined above will not conflict with the intent and spirit of the Zoning Code.



4 Neptune Road, Ward 01 BOA1238402

Date of Hearing: September 27, 2022

Permit: # ALT1182961

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Therefore, acting under its discretionary power, the Board (the members and substitute member(s) sitting on this appeal) voted to grant the requested Conditional Use Permit as described above, annuls the refusal of the Building Commissioner and orders him to grant a permit in accordance with this decision, with the following proviso(s), which, if not complied with, shall render this decision null and void.

APPROVED AS TO FORM:

Assistant Corporation Counsel

PROVISOS:

- 1. BPDA design review.
- 2. BTD review of parking access.
- 3. This decision grants relief to this petitoner only.

With my affixed signature I, the Executive Secretary of the Board of Appeal, hereby certify that the signatories of this decision have given their express permission for electronic signature:

Thomas I Broom, Esq.
Executive Secretary
Board of Appeal

/s/ Mark Erlich
Mark Erlich — Acting Chair (Voted In Favor)
/s/ Mark Fortune
Mark Fortune — Secretary (Voted In Favor)
/s/ Sherry Dong
Sherry Dong (Voted In Favor)
/s/ Eric Robinson
Eric Robinson (Voted In Favor)
/s/ Jeanne Pinado
Jeanne Pinado (Alternate) (Voted In Favor)
/s/ Hansy Better Barraza

Hansy Better Barraza (Alternate) (Voted In Favor)

Signed: November 1, 2022



John Smith

Voting Agenda

Lisa Holmes Darlene Lombos

BOSTON CANNABIS BOARD July 27, 2022

(Commissioner St. Guillen not present) Transactional Hearing on July 20, 2022

Amendments to already approved Licenses

1. Applicant: Patriot Care Corp "DBA" Cannabist Licensed Premise: 21 Milk Street, Downtown

License Type: Co-located Medical and Recreational Retail Cannabis Dispensary **Request:** Application to remove two (2) recreational license condition(s): Licensee

will not sell pre-rolled cannabis products. Licensee will require a minimum purchase amount of \$35.00. The Applicant is also requesting to amend the operating hours: From: Monday through Sunday 9:00am-7:00pm To: Monday

through Sunday 8:00am-8:00pm

Granted-Amendment to the operating hours to 8:00am to 8:00pm Rejected- Request to remove pre-rolled cannabis products Rejected- Request to remove minimum purchase amount of \$35.00. (The BCB requests that the Applicant continues conversations with the BID prior to requesting this condition to be removed again).

2. **Applicant:** Verdant Reparative, Inc.

Licensed Premise: 150 State Street, Downtown

License Type: Recreational Cannabis Dispensary License & Product Manufacturing

License

Request: Use "DBA": Apex Noire and to provide an update to the BCB regarding

the proposed operations.

Granted - DBA: Apex Noire

Acknowledged - Updated proposal to operations

Applications for New Licenses following the 1:1 Equity to Non-Equity Ratio

3. **Applicant:** Stone's Throw Cannabis LLC

Proposed Licensed Premise: 727 Atlantic Avenue, Downtown

License Type: Retail Recreational Cannabis Dispensary and Courier License **Proposed Hours of Operation:** 9:00 AM to 9:00 PM (7) Seven Days a week

Equity Status: Equity Applicant

Date of Initial Application: December 9, 2021

Date of Filing with Inspectional Services Department: February 7, 20221

Date of Community Meeting: May 4, 2022

Granted

Old & New

The following Applicant was deferred from the BCB's June 22, 2022 voting meeting to give the Applicant time to provide more information on employment plan, security plan, proposed takeout window logistics and security, and an explanation of "observed" traffic conditions, and further communications with local elected officials.

4. **Applicant:** Cannabis Healing, LLC ("Cannabis Healing") **Proposed Licensed Premise:** 4 Neptune Road, East Boston **License Type:** Retail Recreational Cannabis Dispensary

Proposed Hours of Operation: 10:00am-10:00pm (7) Seven Days a week

Equity Status: Non-Equity Applicant

Date of Initial Application: March 29, 2021

Date of Filing with Inspectional Services Department: April 16, 2021

Date of Community Meeting: April 6, 2022

Granted with Condition (s)- The BCB has *rejected* the proposed "take-out window." The BCB requests an updated application without the proposed "take-out window."

Please contact the BCB at (617) 635-2330 or cannabisboard@boston.gov with any questions.



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 $\mathsf{date}(s)$:

12-1-2022

- 2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
- 3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).

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

a. Date of publication:b. Name of publication:East Boston Times

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

a. Date notice filed:

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

a. Date notice(s) mailed:

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

Name of applicant:	
Cannabis Healing LLC	
Name of applicant's authorized representative:	
Brian Jones	
Signature of applicant's authorized representative:	
Brian Jones II	



ATTACHMENT A

Suffolk Downs to host Holiday Happenings free event

ly-friendly way to kick off the holiday season? On Saturday, December 3, from 10am to 1pm The HYM Investment Group LLC, "HYM", will host its second annual "Holiday Happenings" event at Suffolk Downs, "Holiday Happenings" will feature all kinds of holiday fun including free photos with Santa, holiday crafts with Essem Art Studio, and cookies, cannoli and hot cocoa from Uncle Joey's

The event is free to all and open to the public. Attendees who are able to are encouraged to bring unwrapped toys to the event, which will be donated to the Eastie Elves and the Revere Police Department toy drive. Due to the generosity of last year's attendees, over 250 toys were collected in 2021 and distributed to local families in need.

"We look forward to being joined by many local families again at this year's 'Holiday Happenings'," said Thomas N. O'Brien, Managing Partner and Chief Executive Officer of HYM. "The holidays are a time to spend with family and community, and we are proud that Suffolk Downs can play a part in that time.

Those interested in attending are encouraged to register online. More information about Holiday Happenings and all upcoming events can be found on the Suffolk Downs website and social channels. Suffolk Downs

is located adjacent to the MBTA Beachmont and Suffolk Downs Blue Line stations. Free parking is available on site in Lot #3 at 525 McClellan Highway in East Boston.

The HYM Investment Group is a premier development company that is leading the development of more than 20 million square feet of real estate throughout Greater Boston. The company creates mixed-use communities that strive to push the needle on sustainability, creativity, and technology for a more productive and resilient future.

The team has an unparalleled knowledge of the development process that allows the company to bring complex projects to market through community input and support. Through experience, relationship building, and transparency with stakeholders, HYM is able to deliver projects on-time and on budget in order to bring a material return for its investors.

of 50% women and 30% people of color, HYM is committed to building projects that prioritize inclusion and embrace Greater Boston's rich diversity. From projects like Suffolk Downs to Bulfinch Crossing, the team is leading the industry on creating some of the most thriving neighborhoods in the region. www.hyminvestments.com.

Encantada Beauty Spa and Tattis Nails hold ribbon citing ceremony

On Monday November 7, the East Boston Chamber of Commerce in collaboration with Veronica Robles Cultural Center hosted a Ribbon Cutting to welcome Encantada Beauty Spa and Tattis Nails to the East Boston Business community.

The East Boston Chamber of Commerce offered the East Boston symbolic Key as a token of appreciation to invest in our community. State representative Adrian Madaro offered the welcoming remarks and State Senator Lydia Edwards, represented by Yamina Lachmi. presented a Citation. Attendees included Nathalia Benitez from the office of Neighborhood Services and Gladys Oliveros, City

of Boston Latinx Community Liaison.

Congratulations to Encantada Beauty Spa and Tattis Nails on the opening of their business located on 24 Porter St. in East Boston.

If you are interested in joining the Chamber please email at contact@ eastbostonchamber.com, more information about us visit our website www.eastbostonchamber.

Español Nota de Prensa East Boston Chamber of Commerce

8 de noviembre de 2022 Veronica Robles/Shir-

lev Fabbo 617-308-2314/617-590-3982

Cámara de Comercio de

Veronica Contactos: Robles, Presidenta y Shirley Fabbo, Vicepresidenta

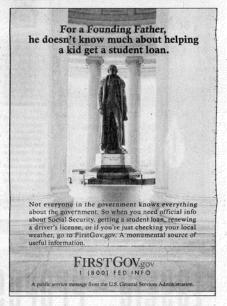
El pasado lunes 7 de noviembre, la Cámara de Comercio de East Boston en colaboración con el Centro Cultural Veronica Robles organizó un corte de cinta para dar la bienvenida a Encantada Beauty Spa & Tattis Nails a la comunidad empresarial de East Boston.

La Cámara de Comercio de East Boston ofreció la llave simbólica de East Boston como muestra de agradecimiento por invertir en nuestra comunidad. El representante estatal Adrian Madaro ofreció las palabras de bienvenida y la senadora estatal Lvdia Edwards, representada

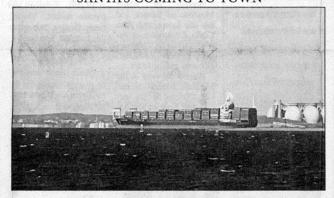
por Yamina Lachmi, presentó una reconocimiento oficial. Los asistentes incluveron a Nathalia Benítez de la oficina de Servicios Vecinales y Gladys Oliveros, Enlace Comunitario Latinx de la Ciudad de Boston.

Felicitaciones a Encantada Beauty Spa y Tattis Nails por la apertura de su negocio ubicado en 24 Porter St. en East Boston.

Si está interesado en unirse a la Cámara de Comercio, envíe un correo electrónico a contact@ eastbostonchamber.com; para obtener más información sobre nosotros. visite nuestro sitio web www.eastbostonchamber. com.







The egg-shaped digesters at the Deer Island sewage treatment, Logan Airport, and parts of Winthrop, East Boston, Boston, and Chelsea form the backdrop as the container ship Valerie enters Boston Harbor en route to its berth at the Boston shipping terminal last Tuesday, November 8. The Valerie began its voyage in early October in Singapore, proceeded to the Suez Canal and the Mediterranean, and then made the trans-Atlantic crossing with stops in Baltimore and Norfolk, Virginia before making its way up the East Coast to Boston. No doubt its cargo will be finding its way under local Christmas trees in

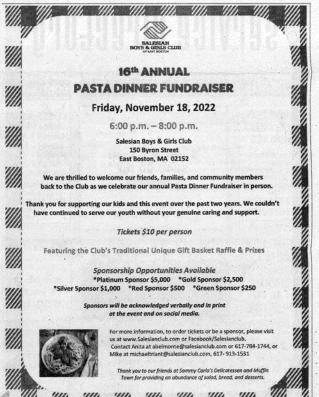
LEGAL

LEGAL NOTICE OUTREACH MEETING Notice is hereby given that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The propos ment is anticipated

to be located at 4 Neptun Road, East Boston, Mas-sachusetts 02128. There will be an opportunity for the public to ask questions and receive answers from about the proposed facilit

attendance are encourage to follow the Department of Public Health's June 10,

11/16/22



ATTACHMENT B

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

City of Boston Boston Planning & Development Agency

Clerk's Office 1 City Hall Square, #9 1 City Hall Avenue Boston, MA 02201 Boston, MA 02109

Licensing & Consumer Affairs Boston City Council

Attn: Boston Cannabis Board 1 City Hall Square, Room 550 1 City Hall Square, Room 809 Boston, MA 02201-2043

Boston, MA 02201

Re: Notice of Community Outreach Meeting for Proposed Marijuana Establishment at

4 Neptune Road, East Boston, MA 02128

Dear City Officials and Members of the City Council:

Cannabis Healing, LLC is seeking to secure a license for marijuana retail establishment from the Cannabis Control Commission. Accordingly, pursuant to 935 CMR 500, we are required to hold a "Community Outreach Meeting" addressing key questions that the Cannabis Control Commission has designated.

The purpose of this letter is to serve as a notice that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The proposed Marijuana Licensed Retail Establishment is anticipated to be located at 4 Neptune Road, East Boston, MA 02128. There will be an opportunity for the public to ask questions and receive answers from company representatives about the proposed facility and operations. This notice will be published in the East Boston Times Free Press on Wednesday, November 16th and will also be mailed to all abutters and those residents located 300 feet from the proposed facility at 4 Neptune Road. Those in attendance are encouraged to follow the Department of Public Health's June 10, 2022 Advisory Regarding Face Coverings.

I hope we can address any questions you may have about the project. We are excited for the opportunity in East Boston and look forward to growing this business and giving back to the community.

Sincerely, /s/ Brian Jones

ATTACHMENT C

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Addresses: 3, 5, 7, 9, 11, 15 Vienna St, East Boston, MA 02128

14 Neptune Road East Boston, MA 02128

Mailing Address: 1 Harborside Dr #200S, East Boston, MA 02128

Dear

The purpose of this letter is to serve as a notice that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The proposed Marijuana Licensed Retail Establishment is anticipated to be located at 4 Neptune Road, East Boston, MA 02128. There will be an opportunity for the public to ask questions and receive answers from company representatives about the proposed facility and operations. Those in attendance are encouraged to follow the Department of Public Health's June 10, 2022 Advisory Regarding Face Coverings.

The records of the City of Boston Assessor's Office show that you are an abutter or a resident owning property within three hundred feet of the property line of the proposed establishment. As an abutter or neighbor to the property in question, this letter is to notify you of this meeting in writing and to satisfy the notice requirement as set out by the Commonwealth of Massachusetts Cannabis Control Commission.

I hope we can address any questions you may have about the project. We are excited for the opportunity in East Boston and look forward to growing this business and giving back to the community.

Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: WM F McCleelan Highway, East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: Neptune Road, East Boston, MA 02128

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 200 Neptune Road, East Boston, MA 02128

Mailing Address: 50 Acorn St., Malden, MA 02148

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 520 Saratoga St., East Boston, MA 02128

Dear :

The purpose of this letter is to serve as a notice that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The proposed Marijuana Licensed Retail Establishment is anticipated to be located at 4 Neptune Road, East Boston, MA 02128. There will be an opportunity for the public to ask questions and receive answers from company representatives about the proposed facility and operations. Those in attendance are encouraged to follow the Department of Public Health's June 10, 2022 Advisory Regarding Face Coverings.

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 524 Saratoga St., East Boston, MA 02128 Mailing Address: 620 Bennington St., East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 542 Saratoga St., East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 415 Chelsea St., East Boston, MA 02128

452 Bremen St., East Boston, MA

Mailing Address: 20 Carpenter Road, Lynnfield, MA 01940

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 394 Bennington St., East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 435 Chelsea Street, East Boston, MA 02128 Mailing Address: 150 Westminster St, Hyde Park, MA 02136

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 538 Saratoga St., East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 511-515 Saratoga Street, East Boston, MA 02128

Mailing Address: 3 Neptune St., East Boston, MA 02128

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 491-493 Saratoga Street, East Boston, MA 02128 Mailing Address: 464 Bremen St, Suite B4, Boston, MA 02128

Dear .:

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 2-4 Eagle Square, East Boston, MA 02128

434 Chelsea St., East Boston, MA 02128

Mailing Address: 370 East Eagle St, East Boston, MA 02128

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 526 Saratoga St., East Boston, MA 02128

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 432 Chelsea St., East Boston, MA 02128

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 360 Bennington St, East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 402-430 Bennington St., East Boston, MA 02128 Mailing Address: 402 Bennington St., East Boston, MA 02128

Dear

The purpose of this letter is to serve as a notice that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The proposed Marijuana Licensed Retail Establishment is anticipated to be located at 4 Neptune Road, East Boston, MA 02128. There will be an opportunity for the public to ask questions and receive answers from company representatives about the proposed facility and operations. Those in attendance are encouraged to follow the Department of Public Health's June 10, 2022 Advisory Regarding Face Coverings.

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I hope we can address any questions you may have about the project. We are excited for the opportunity in East Boston and look forward to growing this business and giving back to the community.

Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 441-445 Chelsea Street, East Boston, MA 02128

Mailing Address: 1900 Dalrock Road, Rowlett, TX 75088

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 544 Saratoga St., East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 546 Saratoga Street, East Boston, MA 02128 Mailing Address: 581 Boylston St., Suite 604, Boston, MA 02116

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 394-396 Bennington St., East Boston, MA 02128

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 512-514 Saratoga Street, East Boston, MA 02128

Mailing Address: 101 High Street, Revere, MA 02151

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 428 Chelsea Street, East Boston, MA 02128 Mailing Address: 398 Meridian St., #2, East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 522 Saratoga Street, East Boston, MA 02128

Mailing Address: 111 Everett Avenue, 2nd Floor, Chelsea, MA 02150

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 518 Saratoga St, East Boston, MA 02128

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 516 Saratoga St., East Boston, MA 02128

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 540 Saratoga Street, East Boston, MA 02128

Mailing Address: 124 Howard St., Saugus, MA 01906

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 437 Chelsea St, East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 430 Chelsea Street, East Boston, MA 02128 Mailing Address: 38 Turning Mill Lane, Quincy, MA 02169

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 398 Bennington St, East Boston MA 02128

Dear :

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 433 Chelsea St., East Boston, MA 02128

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 431 Chelsea St., East Boston, MA 02128

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: Bennington St, East Boston, MA 02128 Mailing Address: 15 Broad Street, Boston, MA 02109

Dear

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Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 429 Chelsea Street, East Boston, MA 02128

Mailing Address: 519 Somerville Ave, Unit 2, East Boston, MA 02128

Dear

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 429 Chelsea Street, Unit 1, East Boston, MA 02128 Mailing Address: 519 Somerville Ave., Somerville, MA 02143

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Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 534 Saratoga Street, East Boston, MA 02128 Mailing Address: 10 Sturtevant Road, Quincy, MA 02169

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Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 355 Bennington Street, East Boston, MA 02128

Mailing Address: 222 Everett St., East Boston, MA 02128

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Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 439 Chelsea Street, East Boston, MA 02128

Dear :

The purpose of this letter is to serve as a notice that Cannabis Healing, LLC will hold a Community Outreach Meeting on December 1, 2022, from 5 p.m. to 6 p.m. at the Hilton – Boston Logan Airport, in the Middlebury Room, at One Hotel Drive, Boston, MA 02128, to discuss the proposed siting of a licensed Marijuana Establishment. The proposed Marijuana Licensed Retail Establishment is anticipated to be located at 4 Neptune Road, East Boston, MA 02128. There will be an opportunity for the public to ask questions and receive answers from company representatives about the proposed facility and operations. Those in attendance are encouraged to follow the Department of Public Health's June 10, 2022 Advisory Regarding Face Coverings.

The records of the City of Boston Assessor's Office show that you are an abutter or a resident owning property within three hundred feet of the property line of the proposed establishment. As an abutter or neighbor to the property in question, this letter is to notify you of this meeting in writing and to satisfy the notice requirement as set out by the Commonwealth of Massachusetts Cannabis Control Commission.

I hope we can address any questions you may have about the project. We are excited for the opportunity in East Boston and look forward to growing this business and giving back to the community.

Sincerely, /s/ Brian Jones

Landowner: Vilma Palavinci

Address: 4 Neptune Road, East Boston, MA 02128

Date Notice Sent: November 14, 2022

Abutter:

Abutter Address: 429 Chelsea Street, Unit 3, East Boston, MA 02128

Dear :

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Sincerely, /s/ Brian Jones

PLAN FOR POSITIVE IMPACT ON AREAS OF DISPRORTIONATE IMPACT

Statement of Purpose:

In an effort to promote and encourage full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by marijuana prohibition and enforcement, and to support the Areas of Disproportionate Impact ("ADIs") identified by the Cannabis Control Commission ("CCC" or the "Commission"), Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), has created the following Positive Impact Plan ("Plan").

Plan Goals:

The Company's Plan is an effort to respond to evidence which demonstrates that certain populations have been disproportionately impacted by high rates of arrest and incarceration for marijuana and other drug crimes as a result of state and federal drug policy. Criminalization has had long-term ill effects, not only on the individuals arrested and incarcerated, but on their families and communities.

The principal goal of the Plan is to promote practices that seek to repair the negative impacts of disproportionate enforcement of laws upon ADIs, such as the City of Boston, and areas located close to the Facility, including, but not limited to, Chelsea, Revere, Lynn, and Quincy. While the address of the Facility in Boston is not included in the published list of census tracts designated as ADIs, the Company intends to positively impact those ADI designated census tracts in the City of Boston, specifically the following:

Boston Census Tracts	6 Digit Tract
Census Tract 8.03, Suffolk County, Massachusetts	803
Census Tract 101.03, Suffolk County, Massachusetts	10103
Census Tract 101.04, Suffolk County, Massachusetts	10104
Census Tract 103, Suffolk County, Massachusetts	10300
Census Tract 104.04, Suffolk County, Massachusetts	10404
Census Tract 104.05, Suffolk County, Massachusetts	10405
Census Tract 607, Suffolk County, Massachusetts	60700
Census Tract 610, Suffolk County, Massachusetts	61000
Census Tract 611.01, Suffolk County, Massachusetts	61101
Census Tract 702, Suffolk County, Massachusetts	70200
Census Tract 712.01, Suffolk County, Massachusetts	71201
Census Tract 803, Suffolk County, Massachusetts	80300
Census Tract 611.01, Suffolk County, Massachusetts	61101
Census Tract 804.01, Suffolk County, Massachusetts	80401
Census Tract 805, Suffolk County, Massachusetts	80500
Census Tract 806.01, Suffolk County, Massachusetts	80601
Census Tract 808.01, Suffolk County, Massachusetts	80801
Census Tract 815, Suffolk County, Massachusetts	81500

Census Tract 817, Suffolk County, Massachusetts	81700
Census Tract 818, Suffolk County, Massachusetts	81800
Census Tract 819, Suffolk County, Massachusetts	81900
Census Tract 820, Suffolk County, Massachusetts	82000
Census Tract 821, Suffolk County, Massachusetts	82100
Census Tract 901, Suffolk County, Massachusetts	90100
Census Tract 902, Suffolk County, Massachusetts	90200
Census Tract 903, Suffolk County, Massachusetts	90300
Census Tract 904, Suffolk County, Massachusetts	90400
Census Tract 906, Suffolk County, Massachusetts	90600
Census Tract 912, Suffolk County, Massachusetts	91200
Census Tract 914, Suffolk County, Massachusetts	91400
Census Tract 917, Suffolk County, Massachusetts	91700
Census Tract 918, Suffolk County, Massachusetts	91800
Census Tract 919, Suffolk County, Massachusetts	91900
Census Tract 920, Suffolk County, Massachusetts	92000
Census Tract 923, Suffolk County, Massachusetts	92300
Census Tract 924, Suffolk County, Massachusetts	92400
Census Tract 1001, Suffolk County, Massachusetts	100100
Census Tract 1002, Suffolk County, Massachusetts	100200
Census Tract 1006.01, Suffolk County, Massachusetts	100601
Census Tract 1010.01, Suffolk County, Massachusetts	101001
Census Tract 1011.01, Suffolk County, Massachusetts	101101
Census Tract 1011.02, Suffolk County, Massachusetts	101102
Census Tract 1102.01, Suffolk County, Massachusetts	110201
Census Tract 1205, Suffolk County, Massachusetts	120500
Census Tract 9801.01, Suffolk County, Massachusetts	980101
Census Tract 9803, Suffolk County, Massachusetts	980300
Census Tract 9811, Suffolk County, Massachusetts	981100
Census Tract 9817, Suffolk County, Massachusetts	981700
Census Tract 9818, Suffolk County, Massachusetts	981800

The Company's Plan focuses on the following groups:

- 1. Past or present residents of Boston, Chelsea, Revere, Lynn and Quincy, who have marijuana convictions and/or have parents or spouses who have drug convictions;
- 2. Past or present residents of ADIs, as defined by the Commission;
- 3. Massachusetts residents who have past drug convictions; and
- 4. Massachusetts residents with parents or spouses who have drug convictions.

In order to have a positive impact on ADIs, the Company's Goals are to:

- 1. Hire individuals from ADIs;
- 2. Work with local vendors in ADIs; and

3. Make annual donations to organizations that support individuals from ADIs.

Plan Elements/Programs:

The first and most important element of the Plan has been to locate the Facility in the City of Boston, substantial portions of which is a Commission-designated area of disproportionate impact ("ADI"). This location will benefit the ADI sections of the City of Boston in several ways including, but not limited to: (1) having the Facility purchase goods and services in ADI sections of Boston in the ordinary course of the Facility's business; (2) attracting residents and non-residents to the Facility to purchase products within the City, both at the Company's Facility and other Boston businesses in nearby ADI sections; and (3) attracting residents and non-residents to the Facility to serve as owners, managers and employees, and thereby also facilitating spending on nearby businesses within ADI sections of the City.

As a second element of the Plan, the Facility expects to create approximately 20-25 cannabis-related jobs within one year of the receipt of a final license, at least 25% of which would be for persons within the four target groups living in ADIs—particularly in ADI sections of Boston—with room for expansion to meet the overall goals of the Plan. These new jobs will include salary-based and hourly employees from across the Boston community, as well as other ADIs. The Company intends to have residency in ADI sections of Boston or other ADIs be a supportive factor to be considered relative to a particular applicant in the Company's Diversity Plan (which is submitted separately as part of this application). The intended ways to reach those communities of hiring is via publishing open positions using job websites (such as Indeed.com), participating in job fairs, cooperating with cannabis staffing groups, community outreach groups, and encouraging Boston area organizations, including diversity organizations, to inform members of job openings and encourage applications, subject to the expressed consent of such institutions, groups and organizations to posting cannabis job information.

As a third element, the Company plans on being a long-term contributor to the City of Boston and surrounding areas, including other areas of disproportionate impact. The Company plans on investing itself in the well-being and growth of these areas by being a good corporate citizen and participating in selected community events in Boston and the surrounding area. The Company will make an annual donation of \$30,000.00 to the Jacqueline Foundation. The Jacqueline Foundation helps support local schools, youth sports programs, and other East Boston organizations and programs. The Jacqueline Foundation has applied for non-profit status in Massachusetts and its application is currently pending approval.

The Company has attached a letter of support from the Jacqueline Foundation stating that it will accept donations from Cannabis Healing, LLC. The Company also commits to participating or volunteering at a minimum of four (4) community events, including those organized by the above associations. The Company will require a minimum of two (2) employees participate in each event.

Metrics:

Regularly measuring success will be a key component of the Plan. The Company will use the following qualitative and quantitative metrics in measuring the results of its programs. The

Company acknowledges that the progress or success of this plan must be documented upon renewal (one year from its provisional license, and each year thereafter). Upon renewal, the Company will demonstrate that the identified programs in the Plan led to measurable success of its goals. The metrics have an identified data source and method for tracking the data.

The metrics the Company will utilize include:

- 1. Number of employees hired, retained, or promoted that come from ADIs.
- 2. Showing the number of job fairs attended per year.
- 3. Amount of money donated to community programs and organizations.
- 4. Amount of time spent by management and employees volunteering with local organizations.
- 5. Number of community events the Company has participated in and/or sponsored.

The Company will be able to demonstrate the success of its programs by:

- 1. Showing, via personnel records, the actual hiring for employment those who are members of the targeted groups.
- 2. Producing documentation of the amount of money donated to community programs and organizations.
- 3. Producing documentation of the amount of time spent volunteering with local organizations.
- 4. Producing documentation of the number of community events that the Company participated in and/or sponsored.

In addition, the Company will designate a manager or senior employee to attend quarterly meetings with local non-profits in an effort to remain informed about the challenges facing persons with cannabis-related criminal offenses so that the Company can play an ongoing role in helping to alleviate barriers.

Legal Obligations/Acknowledgements:

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

Non-Profit Organization

"Jacqueline Foundation"

To whom it may concern,

The non-profit Jacqueline foundation will allow donations from Cannabis Healing LLC or any organization to contribute to Boston, Massachusetts.

Tax ID# 88-1805012

Signed: Wanda Pettigrew Jones
President

Docusigned by:

Signed: Docusigned by:

Signed: Brian Jones II

Vice-President Vice-P

Subject: Inc Authority Order Confirmation
To: Jones, Brian brian@cannabishealingllc.com



1450 Vassar Street
Reno, NV 89502
877-684-2836
https://protectus.mimecast.com/s/wFQJCrkBNGU8XkvoSzJ9jg?domain=incauthority.com

Paid Invoice

Consultant: Bryan Miranda

Bill To: Date: 5/17/2023

Client: Brian Jones

Phone Number: (313) 269-0351 Email: brian@cannabishealingllc.com

RE: JACQUELINE FOUNDATION INC.

Product/Service	Price
\$19.95 Shipping and Handling - Inc Authority	\$19.95
Business Essentials Bundle - Inc Authority	\$269.00
TOTAL	\$288.95

PAID IN FULL

Thank you for making Inc Authority part of the future success and growth of your business. We appreciate your confidence in us and pledge to do all we can to provide you with one-stop convenience and a full spectrum of services to help you protect your assets and maximize your profits. We look forward to an ongoing partnership, turning your business dreams into reality!

Terms and Conditions of Sale: All sales of products and services laid forth in this invoice are final and binding. Client accepts these terms and conditions and is bound to this agreement of sale from Inc Authority, LLC. These Terms and Conditions of Sale make up the full agreement between the client and Inc Authority, LLC pertaining to the products and services for sale.

Bryan Miranda Startup Coach

(877) 462-6366 Ext. 2745 (725) 218-3730

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MA SOC Filing Number: 202004927130 Date: 9/15/2020 8:27:00 PM



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001459103

1. The exact name of the limited liability company is: <u>CANNABIS HEALING LLC</u>

2a. Location of its principal office:

No. and Street: 1659 BEACON ST

City or Town: BROOKLINE State: MA Zip: 02445 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 1659 BEACON ST

City or Town: BROOKLINE State: MA Zip: 02445 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

CANNABIS HEALING IS ORGANIZING IN ORDER TO APPLY FOR A LICENSE WITH THE CCC.

- 4. The latest date of dissolution, if specified:
- 5. Name and address of the Resident Agent:

Name: <u>BRIAN JONES II</u>

No. and Street: 111 CUMBERLAND RD

City or Town: <u>LEOMINSTER</u> State: <u>MA</u> Zip: <u>01453</u> Country: <u>USA</u>

- I, <u>BRIAN JONES II</u> resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.
- 6. The name and business address of each manager, if any:

Title	Individual Name	Address (no PO Box)	
First, Middle, Last, Suffix		Address, City or Town, State, Zip Code	

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name	Address (no PO Box)	
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code	
SOC SIGNATORY	WANDA RENITA PETTIGREW-JONES	1659 BEACON ST BROOKLINE, MA 02445 USA	

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name Address (no PO Box)		
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code	
REAL PROPERTY	BRIAN ARNOLD JONES II	1659 BEACON ST BROOKLINE, MA 02445 USA	

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 15 Day of September, 2020, BRIAN JONES II

(The certificate must be signed by the person forming the LLC.)

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MA SOC Filing Number: 202004927130 Date: 9/15/2020 8:27:00 PM

THE COMMONWEALTH OF MASSACHUSETTS

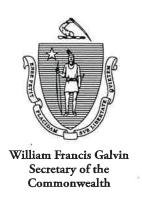
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

September 15, 2020 08:27 PM

WILLIAM FRANCIS GALVIN

Hettian Frain Galies

Secretary of the Commonwealth



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

February 1, 2023

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

CANNABIS HEALING LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **September 15, 2020.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: NONE

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: WANDA RENITA PETTIGREW-JONES, BRIAN ARNOLD JONES II

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **BRIAN ARNOLD JONES II**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth
on the date first above written.

Secretary of the Commonwealth

lein Travis Gellein

OPERATING AGREEMENT

This Operating Agreement (this "**Agreement**") of Cannabis Healing, LLC a Massachusetts limited liability company (the "**Company**"), is entered into as of July ___, 2022 by and among the Company, the persons or entities set forth on the signature page hereto as Members, and any other person who, after the date hereof, becomes a Member in accordance with the terms of this Agreement (collectively, the "**Members**"). Unless otherwise noted or defined elsewhere in this Agreement, capitalized terms used in this Agreement have the meanings ascribed herein, as more fully set forth in **ARTICLE X**.

ARTICLE I Organizational Matters

Section 1.01 Name. The name of the Company is Cannabis Healing, LLC.

Section 1.02 Principal Office. The principal office of the Company is located at 5 Cabot Rd unit 302 Medford, MA 02155. or such other location as may from time to time be determined by the Manager. The Manager shall give prompt notice of any such change to each of the Members.

Section 1.03 Registered Office; Registered Agent. The registered office of the Company and the registered agent for service of process on the Company in the Commonwealth of Massachusetts shall be that office and Person named in the Certificate of Formation or such other office (which need not be a place of business of the Company) or such other Person or Persons as the Manager may designate from time to time in the manner provided by the Massachusetts Act and Applicable Law.

Section 1.04 Purpose; Powers.

- (a) The purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be formed under the Massachusetts Act and to engage in any and all activities necessary or incidental thereto.
- (b) The Company shall have all the powers necessary or convenient to carry out the purposes for which it is formed, including the powers granted by the Massachusetts Act.

Section 1.05 Term. The term of the Company commenced on the date and time the Certificate of Formation was filed with the Secretary of State of the Commonwealth of Massachusetts and shall continue in existence perpetually or until any earlier date when the Company is terminated in accordance with the provisions of this Agreement or as provided by law.

ARTICLE II Members

Section 2.01 Members. The names, mailing addresses, and Membership Interests of the Members are set out in <u>Schedule I</u> attached hereto (the "**Members Schedule**"). The Manager shall maintain and update the Members Schedule upon the issuance or Transfer of any Membership Interests to any new or existing Member in accordance with this Agreement.

Section 2.02 Capital Contributions; Capital Accounts; No Withdrawals.

- (a) The Members have contributed to the Company the amounts, in the form of cash, property, services, or a promissory note or other obligation (as such amounts may be amended herein from time to time, the "Capital Contributions") set out in the Members Schedule. No Member is required to make additional Capital Contributions to the Company.
- The Company shall establish and maintain for each Member a separate (b) capital account (a "Capital Account") on its books and records in accordance with the provisions of Section 704(b) of the Code and Treasury Regulations Section 1.704-1(b)(2)(iv). Each Capital Account shall be (i) credited by such Member's Capital Contributions to the Company and any profits allocated to such Member in accordance with Section 4.01 and (ii) debited by any distributions to such Member pursuant to Section 5.01(a) and any losses allocated to such Member in accordance with Section 4.01. For purposes of maintaining the Members' Capital Accounts, profits and losses shall be determined in accordance with Treasury Regulation Section 1.704-1(b). The Capital Accounts shall be adjusted by the Manager upon the occurrence of an event described in Treasury Regulations Section 1.704-1(b)(2)(iv)(f)(5) in the manner described in Treasury Regulations Section 1.704-1(b)(2)(iv)(f)(5) and (g) if the Manager determines that such adjustments are necessary or appropriate to reflect the relative economic interests of the Members. In the event of a Transfer of any Membership Interest in accordance with the terms of this Agreement, the Transferee shall succeed to the Capital Account of the Transferor to the extent it relates to the transferred Membership Interest.
- (c) No Member shall be entitled to withdraw any part of its Capital Account or to receive any distribution from the Company, except as otherwise provided in this Agreement.

Section 2.03 Admission of Additional Members.

- (a) Additional Members may be admitted from time to time in connection with (i) the issuance of Membership Interests by the Company, or (ii) a Transfer of Membership Interests, subject to compliance with the provisions of ARTICLE VI, and in either case, following compliance with the provisions of Section 2.03(b).
- (b) In order for any Person not already a Member of the Company to be admitted as a Member, whether pursuant to an issuance or a Transfer (including a Permitted Transfer) of Membership Interests, such Person shall have executed and delivered to the Company a written undertaking substantially in the form of the Joinder Agreement attached as Exhibit A (a "Joinder Agreement") and, if such Person is an individual who has a Spouse, an executed written undertaking substantially in the form of

the Spousal Consent. Upon the amendment of the Members Schedule by the Manager and the satisfaction of any other applicable conditions, including, if a condition, the receipt by the Company of payment for the issuance of the applicable Membership Interests, such Person shall be admitted as a Member, shall be a party hereto, shall be deemed listed as such on the books and records of the Company, and thereupon shall be issued his, her, or its Membership Interests. The Manager shall also adjust the Capital Accounts of the Members as necessary in accordance with Section 2.02.

Section 2.04 No Withdrawal; Death of Member.

- (a) So long as a Member continues to hold any Membership Interest, such Member shall not have the ability to withdraw as a Member prior to the dissolution and winding up of the Company and any such withdrawal or attempted withdrawal by a Member prior to the dissolution and winding up of the Company shall be null and void. As soon as any Member ceases to hold any Membership Interests, such Person shall no longer be a Member.
- (b) The death of any Member shall not cause the dissolution of the Company. In such event, the Company and its business shall be continued by the remaining Member or Members and the Membership Interests owned by the deceased Member shall be automatically Transferred to such Member's executors, administrators, testamentary trustees, legatees, distributees or beneficiaries, as applicable, as Permitted Transferees; *provided*, that any such Permitted Transferee shall be admitted as a Member only upon compliance with the provisions of Section 2.03(b).

Section 2.05 Certification of Membership Interests.

- (a) The Company may, but shall not be required to, issue certificates evidencing Membership Interests in the Company.
- (b) If the Manager shall issue certificates representing Membership Interests in accordance with Section 2.05(a), then in addition to any other legend required by Applicable Law, all certificates representing issued and outstanding Membership Interests shall bear a legend substantially in the following form:

THE MEMBERSHIP INTERESTS REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO AN OPERATING AGREEMENT AMONG THE COMPANY AND ITS MEMBERS, A COPY OF WHICH IS ON FILE AT THE PRINCIPAL EXECUTIVE OFFICE OF THE COMPANY. NO TRANSFER, SALE, ASSIGNMENT, GIFT, PLEDGE, ENCUMBRANCE, HYPOTHECATION, OR OTHER DISPOSITION OF THE MEMBERSHIP INTERESTS REPRESENTED BY THIS CERTIFICATE MAY BE MADE EXCEPT IN ACCORDANCE WITH THE PROVISIONS OF SUCH OPERATING AGREEMENT.

THE MEMBERSHIP INTERESTS REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY OTHER APPLICABLE SECURITIES

LAWS AND MAY NOT BE TRANSFERRED, SOLD, ASSIGNED, PLEDGED, HYPOTHECATED, OR OTHERWISE DISPOSED EXCEPT PURSUANT TO (A) A REGISTRATION STATEMENT EFFECTIVE UNDER SUCH ACT AND LAWS, OR (B) AN EXEMPTION FROM REGISTRATION THEREUNDER.

Section 2.06 Meetings.

- (a) Meetings of the Members may be called by (i) the Manager or (ii) a Member or group of Members holding more than 50% of the Membership Interests.
- (b) Written notice stating the place, date, and time of the meeting and, in the case of a meeting of the Members not regularly scheduled, describing the purposes for which the meeting is called, shall be delivered not fewer than 7 days and not more than 30 days before the date of the meeting to each Member, by or at the direction of the Manager or the Member(s) calling the meeting, as the case may be. The Members may hold meetings at the Company's principal office or at such other place, as the Manager or the Member(s) calling the meeting may designate in the notice for such meeting.
- (c) Any Member may participate in a meeting of the Members by means of conference telephone or other communications equipment by means of which all Persons participating in the meeting hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.
- (d) On any matter that is to be voted on by the Members, a Member may vote in person or by proxy, and such proxy may be granted in writing, by means of Electronic Transmission, or as otherwise permitted by Applicable Law. Every proxy shall be revocable in the discretion of the Member executing it unless otherwise provided in such proxy; *provided*, that such right to revocation shall not invalidate or otherwise affect actions taken under such proxy prior to such revocation.
- (e) The business to be conducted at such meeting need not be limited to the purpose described in the notice and can include other business to be conducted by the Members; *provided*, that the Members shall have been notified of the meeting in accordance with Section 2.06(b). Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- (f) A quorum of any meeting of the Members shall require the presence, whether in person or by proxy, of the Members holding a majority of the Membership Interests. Subject to Section 2.07, no action may be taken by the Members unless the appropriate quorum is present at a meeting.
- (g) Subject to Section 2.07 and any other provision of this Agreement or the Massachusetts Act requiring the vote, consent, or approval of a different percentage of the Membership Interests, no action may be taken by the Members at any meeting at which a quorum is present without the affirmative vote of the Members holding a majority of the Membership Interests.

Section 2.07 Action Without Meeting. Notwithstanding the provisions of Section 2.06, any matter that is to be voted on, consented to, or approved by Members may be taken without a meeting, without prior notice, and without a vote if consented to, in writing or by Electronic Transmission, by a Member or Members holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which each Member entitled to vote on the action is present and votes/all Members entitled to vote on the matter. A record shall be maintained by the Manager of each such action taken by written consent of a Member or Members.

ARTICLE III Management

Section 3.01 Management of the Company. Except as otherwise expressly provided by the Massachusetts Act, the business, property and affairs of the Company shall be managed by the Manager. The actions of the Manager taken in accordance with the provisions of this Agreement shall bind the Company. No other Member of the Company shall have any authority or right to act on behalf of or bind the Company, unless otherwise provided herein or unless specifically authorized by the Manager pursuant to a duly adopted resolution expressly authorizing such action.

Section 3.02 Officers. The Manager may appoint one or more individuals as officers of the Company (the "**Officers**") as the Manager deems necessary or desirable to carry on the business of the Company and may delegate to such Officers such power and authority as the Manager deems advisable. An Officer is not required to be a Member of the Company. Any individual may hold two or more offices of the Company. Each Officer shall hold office until his or her successor is designated by the Manager or until his or her earlier death, resignation, or removal. Any Officer may resign at any time upon written notice to the Manager. Any Officer may be removed by the Manager at any time, with or without cause. A vacancy in any office occurring because of death, resignation, removal, or otherwise may, but need not, be filled by the Manager.

Section 3.03 Replacement and Resignation of Manager. The Manager may be removed at any time, with or without cause, by the Members holding a majority of the Membership Interests. The Manager may resign at any time by delivering a written resignation to the Company, which resignation shall be effective upon receipt thereof unless it is specified to be effective at some other time or upon the occurrence of a particular event. Following the Manager's removal or resignation, a successor Manager shall be elected by the affirmative vote of the Members holding a majority of the Membership Interests. The removal of the Manager shall not affect the Manager's rights as a Member and shall not constitute a withdrawal of such Member from the Company.

ARTICLE IV Allocations

Section 4.01 Allocation of Profits and Losses.

- (a) The Company's profits and losses for each Fiscal Year will be allocated among the Members pro rata in accordance with their Membership Interests.
- (b) Notwithstanding any other provision of this Agreement, (i) "partner nonrecourse deductions" (as defined in Treasury Regulations Section 1.704-2(i)), if any, of the Company shall be allocated for each Fiscal Year to the Member that bears the economic risk of loss within the meaning of Treasury Regulations Section 1.704-2(i) and "nonrecourse deductions" (as defined in Treasury Regulations Section 1.704-2(b)) and "excess nonrecourse liabilities" (as defined in Treasury Regulations Section 1.752-3(a)), if any, shall be allocated to and among the Members in accordance with their Membership Interests.
- (c) This Agreement shall be deemed to include "qualified income offset," "minimum gain chargeback," and "partner nonrecourse debt minimum gain chargeback" provisions within the meaning of Treasury Regulations under Section 704(b) of the Code.
- (d) All items of income, gain, loss, deduction, and credit of the Company shall be allocated among the Members for federal, state, and local income tax purposes consistent with the manner that the corresponding items are allocated among the Members pursuant to this section, except as may otherwise be provided herein or under the Code.

ARTICLE V Distributions

Section 5.01 Distributions.

- (a) Distributions of available cash shall be made to the Members at the times and in the aggregate amounts determined by the Manager. Such distributions shall be paid to the Members pro rata in accordance with their respective Membership Interests.
- (b) Notwithstanding any provision to the contrary contained in this Agreement, the Company shall not make any distribution to Members if such distribution would violate Section 18-607 of the Massachusetts Act or other Applicable Law.

ARTICLE VI Transfers

Section 6.01 General Restrictions on Transfer.

(a) Except as permitted pursuant to Section 6.02, no Member shall Transfer all or any portion of its Membership Interest in the Company, except with the written consent of Members holding a majority of the Membership Interests. No Transfer of Membership Interests to a Person not already a Member of the Company shall be deemed completed until the prospective Transferee is admitted as a Member of the Company in accordance with Section 2.03 hereof.

- (b) Notwithstanding any other provision of this Agreement (including Section 6.02), each Member agrees that it will not Transfer all or any portion of its Membership Interest in the Company, and the Company agrees that it shall not issue any Membership Interests:
 - (i) except as permitted under the Securities Act and other applicable federal or state securities or blue sky laws, and then, with respect to a Transfer of Membership Interests, only upon delivery to the Company of an opinion of counsel in form and substance satisfactory to the Company to the effect that such Transfer may be effected without registration under the Securities Act;
 - (ii) if such Transfer or issuance would cause the Company to be considered a "publicly traded partnership" under Section 7704(b) of the Code within the meaning of Treasury Regulation Section 1.7704-1(h)(1)(ii), including the look-through rule in Treasury Regulation Section 1.7704-1(h)(3);
 - (iii) if such Transfer or issuance would affect the Company's existence or qualification as a limited liability company under the Massachusetts Act;
 - (iv) if such Transfer or issuance would cause the Company to lose its status as a partnership for federal income tax purposes;
 - (v) if such Transfer or issuance would cause the Company to be required to register as an investment company under the Investment Company Act of 1940, as amended; or
 - (vi) if such Transfer or issuance would cause the assets of the Company to be deemed "Plan Assets" as defined under the Employee Retirement Income Security Act of 1974 or its accompanying regulations or result in any "prohibited transaction" thereunder involving the Company.
- (c) Any Transfer or attempted Transfer of any Membership Interest in violation of this Agreement shall be null and void, no such Transfer shall be recorded on the Company's books, and the purported Transferee in any such Transfer shall not be treated (and the purported Transferor shall continue be treated) as the owner of such Membership Interest for all purposes of this Agreement.
- (d) Except as provided in Section 2.04(b), no Transfer (including a Permitted Transfer) of Membership Interests to a Person not already a Member of the Company shall be deemed completed until the prospective Transferee (including a Permitted Transferee) is admitted as a Member of the Company in accordance with Section 2.03(b) hereof.
- (e) For the avoidance of doubt, any Transfer of a Membership Interest permitted by this Agreement shall be deemed a sale, transfer, assignment, or other disposal of such Membership Interest in its entirety as intended by the parties to such Transfer, and shall not be deemed a sale, transfer, assignment, or other disposal of any

less than all of the rights and benefits described in the definition of the term "Membership Interest," unless otherwise explicitly agreed to by the parties to such Transfer.

Section 6.02 Permitted Transfers. The provisions of Section 6.01(a) shall not apply to any Transfer by any Member of all or any portion of its Membership Interest to any of the following (each, a "**Permitted Transferee**" and, any such Transfer to a Permitted Transferee, a "**Permitted Transfer**"):

- (a) Any Affiliate of such Member; or
- (b) With respect to any Member that is a natural Person, (i) such Member's Spouse, parent, siblings, descendants (including adoptive relationships and stepchildren), and the Spouses of each such natural persons (collectively, "Family Members"); (ii) a trust under which the distribution of Membership Interests may be made only to such Member and/or any Family Member of such Member; (iii) a charitable remainder trust, the income from which will be paid to such Member during his life; (iv) a corporation, partnership, or limited liability company, the stockholders, partners, or members of which are only such Member and/or Family Members of such Member; or (v) by will or by the laws of intestate succession, to such Member's executors, administrators, testamentary trustees, legatees, distributees, or beneficiaries.

ARTICLE VII No Personal Liability and Indemnification

Section 7.01 No Personal Liability: Members; Manager.

- (a) Except as otherwise provided in the Massachusetts Act, by Applicable Law, or expressly in this Agreement, no Member will be obligated personally for any debt, obligation, or liability of the Company or other Members, whether arising in contract, tort, or otherwise, solely by reason of being a Member.
- (b) Except as otherwise provided in the Massachusetts Act, by Applicable Law, or expressly in this Agreement, no Manager will be obligated personally for any debt, obligation, or liability of the Company, whether arising in contract, tort, or otherwise, solely by reason of being a Manager.

Section 7.02 Indemnification.

(a) To the fullest extent permitted under the Massachusetts Act, any Covered Person (as defined in section (c) below) shall be entitled to indemnification and reimbursement of reasonable expenses from the Company for and against any loss, damage, claim, or expense (including reasonable attorneys' fees) (collectively, "Losses") whatsoever incurred by the Covered Person relating to or arising out of any act or omission or alleged acts or omissions (whether or not constituting negligence) performed or omitted by any Covered Person on behalf of the Company; *provided*, however, that (i) any indemnity under this Section 7.02 shall be provided out of and to the extent of the Company assets only, and neither any Member or any other Person shall have any

personal liability to contribute to such indemnity by the Company; (ii) such Covered Person acted in good faith and in a manner believed by such Covered Person to be in, or not opposed to, the best interests of the Company and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; and (iii) such Covered Person's conduct did not constitute fraud or willful misconduct, in either case as determined by a final, nonappealable order of a court of competent jurisdiction.

- (b) Upon receipt by the Company of a written undertaking by or on behalf of the Covered Person to repay such amounts if it is finally judicially determined that the Covered Person is not entitled to indemnification under this Section 7.02, the Company shall advance, to the extent reasonably required, each Covered Person for reasonable legal or other expenses (as incurred) of such Covered Person in connection with investigating, preparing to defend, or defending any claim, lawsuit, or other proceeding relating to any Losses for which such Covered Person may be indemnified pursuant to this Section 7.02.
- (c) For purposes of this Section 7.02, "Covered Person" means (i) each Member; (ii) each Manager and Officer of the Company; and (iii) each officer, director, shareholder, partner, manager, member, Affiliate, employee, agent, or representative of each Member and of each Manager.

ARTICLE VIII Accounting and Tax Matters

Section 8.01 Inspection Rights. Upon reasonable notice from a Member, the Company shall afford the Member access during normal business hours to the corporate, financial, and similar records, reports, and documents of the Company, and shall permit the Member to examine such documents and make copies thereof.

Section 8.02 Income Tax Status. It is the intent of this Company and the Members that this Company shall be treated as a partnership for US, federal, state, and local income tax purposes. Neither the Manager nor any Member shall make an election for the Company to be classified as other than a partnership pursuant to Treasury Regulations Section 301.7701-3.

Section 8.03 Tax Matters Representative.

- (a) Appointment; Resignation. The Members hereby appoint the Manager as the "partnership representative" as provided in Section 6223(a) of the Code (the "Tax Matters Representative"). The Tax Matters Representative can be removed at any time by a vote of Members holding a majority of the Membership Interests of the Company, and shall resign if it is no longer a Member. In the event of the resignation or removal of the Tax Matters Representative, the holders of a majority of the Membership Interests of the Company shall appoint a new Tax Matters Representative.
- (b) <u>Tax Examinations and Audits</u>. The Tax Matters Representative is authorized and required to represent the Company (at the Company's expense) in connection with all examinations of the Company's affairs by any federal, state, local, or

foreign taxing authority, including resulting administrative and judicial proceedings, and to expend Company funds for professional services and costs associated therewith.

The Tax Matters Representative shall have sole authority to act on behalf of the Company in any such examinations and any resulting administrative or judicial proceedings, and shall have sole discretion to determine whether the Company (either on its own behalf or on behalf of the Members) will contest or continue to contest any tax deficiencies assessed or proposed to be assessed by any taxing authority.

- and regulations, the Tax Matters Representative will cause the Company to annually elect out of the partnership audit procedures set forth in Subchapter C of Chapter 63 of the Code as amended by the Bipartisan Budget Act of 2015 (the "Revised Partnership Audit Rules") pursuant to Section 6221(b) of the Code. For any year in which applicable law and regulations do not permit the Company to elect out of the Revised Partnership Audit Rules, then within forty-five (45) days of any notice of final partnership adjustment, the Tax Matters Representative will cause the Company to elect the alternative procedure under Section 6226 of the Code, and furnish to the Internal Revenue Service and each Member (including former Members) during the year or years to which the notice of final partnership adjustment relates a statement of the Member's share of any adjustment set forth in the notice of final partnership adjustment.
- (d) <u>Section 754 Election</u>. The Tax Matters Representative will make an election under Section 754 of the Code, if requested in writing by Members holding a majority of the outstanding Membership Interests.
- (e) <u>Indemnification</u>. The Company shall defend, indemnify, and hold harmless the Tax Matters Representative against any and all liabilities sustained as a result of any act or decision concerning Company tax matters and within the scope of such Member's responsibilities as Tax Matters Representative, so long as such act or decision was done or made in good faith and does not constitute gross negligence or willful misconduct.

Section 8.04 Tax Returns.

- (a) At the expense of the Company, the Manager will cause the preparation and timely filing (including extensions) of all tax returns required to be filed by the Company pursuant to the Code as well as all other required tax returns in each jurisdiction in which the Company owns property or does business. As soon as reasonably possible after the end of each Fiscal Year, the Manager will deliver to each Member, Company information necessary for the preparation of such Member's federal, state, and local income tax returns for such Fiscal Year.
- (b) Each Member agrees that such Member shall not treat any Company item on such Member's federal, state, foreign, or other income tax return inconsistently with the treatment of the item on the Company's return.

ARTICLE IX Dissolution and Liquidation

Section 9.01 Events of Dissolution. The Company shall be dissolved and its affairs wound up only upon the occurrence of any of the following events:

- (a) An election to dissolve the Company made by holders of a majority of the Membership Interests;
- (b) The sale, exchange, involuntary conversion, or other disposition or Transfer of all or substantially all the assets of the Company; or
- (c) The entry of a decree of judicial dissolution under § 18-802 of the Massachusetts Act.
- **Section 9.02 Effectiveness of Dissolution.** Dissolution of the Company shall be effective on the day on which the event described in Section 9.01 occurs, but the Company shall not terminate until the winding up of the Company has been completed, the assets of the Company have been distributed as provided in Section 9.03, and the Certificate of Formation shall have been cancelled as provided in Section 9.04.
- **Section 9.03 Liquidation.** If the Company is dissolved pursuant to Section 9.01, the Company shall be liquidated and its business and affairs wound up in accordance with the Massachusetts Act and the following provisions:
 - (a) The Manager, or another Person selected by the Manager, shall act as liquidator to wind up the Company (the "**Liquidator**"). The Liquidator shall have full power and authority to sell, assign, and encumber any or all of the Company's assets and to wind up and liquidate the affairs of the Company in an orderly and business-like manner.
 - (b) As promptly as possible after dissolution and again after final liquidation, the Liquidator shall cause a proper accounting to be made by a recognized firm of certified public accountants of the Company's assets, liabilities, and operations through the last day of the calendar month in which the dissolution occurs or the final liquidation is completed, as applicable.
 - (c) The Liquidator shall liquidate the assets of the Company and distribute the proceeds of such liquidation in the following order of priority, unless otherwise required by mandatory provisions of Applicable Law:
 - (i) First, to the payment of the Company's debts and liabilities to its creditors (including Members, if applicable) and the expenses of liquidation (including sales commissions incident to any sales of assets of the Company);
 - (ii) Second, to the establishment of and additions to reserves that are determined by the Manager to be reasonably necessary for any contingent unforeseen liabilities or obligations of the Company; and

(iii) Third, to the Members, on a pro rata basis, in accordance with the positive balances in their respective Capital Accounts, as determined after taking into account all Capital Account adjustments for the taxable year of the Company during which the liquidation of the Company occurs.

Section 9.04 Required Filings. Upon completion of the winding up of the Company, the Liquidator shall make all necessary filings required by the Massachusetts Act.

ARTICLE X Definitions

Section 10.01 Definitions. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in this Section 10.01:

- (a) "Affiliate" means, with respect to any Person, any other Person who, directly or indirectly, controls, is controlled by, or is under common control with such Person. For purposes of this definition, "control" when used with respect to any specified Person, shall mean the power, direct or indirect, to direct or cause the direction of the management and policies of such Person, whether through ownership of voting securities or partnership or other ownership interests, by contract, or otherwise; and the terms "controlling" and "controlled" shall have correlative meanings.
- (b) "Applicable Law" means all applicable provisions of (i) constitutions, treaties, statutes, laws (including the common law), rules, regulations, decrees, ordinances, codes, proclamations, declarations, or orders of any Governmental Authority; (ii) any consents or approvals of any Governmental Authority; and (iii) any orders, decisions, advisory, or interpretative opinions, injunctions, judgments, awards, decrees of, or agreements with, any Governmental Authority.
- (c) "**Certificate of Formation**" means the certificate of formation filed with the Massachusetts Secretary of State on September 15, 2020.
 - (d) "Code" means the Internal Revenue Code of 1986, as amended.
- (e) "Massachusetts Act" means the Massachusetts Limited Liability Company Act and any successor statute, as it may be amended from time to time.
- (f) "Electronic Transmission" means any form of communication not directly involving the physical transmission of paper, including the use of, or participation in, one or more electronic networks or databases (including one or more distributed electronic networks or databases), that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.
- (g) "**Equity Securities**" means any and all Membership Interests of the Company and any securities of the Company convertible into, exchangeable for, or

exercisable for, such Membership Interests, including, without limitation, any warrants or other rights to acquire such Membership Interests.

- (h) "**Fiscal Year**" means the calendar year, unless the Company is required or elects to have a taxable year other than the calendar year, in which case Fiscal Year shall be the period that conforms to its taxable year.
- (i) "Governmental Authority" means any federal, state, local, or foreign government or political subdivision thereof, or any agency or instrumentality of such government or political subdivision, or any self-regulated organization or other non-governmental regulatory authority or quasi-governmental authority (to the extent that the rules, regulations, or orders of such organization or authority have the force of law), or any arbitrator, court, or tribunal of competent jurisdiction.
- (j) "**Lien**" means any mortgage, pledge, security interest, option, right of first offer, encumbrance, or other restriction or limitation of any nature whatsoever.
- (k) "Manager" means, initially, Moshe Pritsker, or such other Member as may be designated or become the Manager pursuant to the terms of this Agreement.
- (l) "Marital Relationship" means a civil union, domestic partnership, marriage, or any other similar relationship that is legally recognized in any jurisdiction.
- (m) "Membership Interest" means an interest in the Company owned by a Member, including such Member's rights to (i) receive a distributive share of Company assets and items of Company income, gain, loss, and deduction; (ii) vote, consent, or participate in any Member decisions provided in this Agreement and the Massachusetts Act; and (iii) receive any and all other benefits due to a Member under this Agreement and the Massachusetts Act. The Membership Interest of each Member will be stated as a percentage interest in the same proportion as the total Capital Contributions of such Member bears to the total Capital Contributions of all Members.
- (n) "**Person**" means an individual, corporation, partnership, joint venture, limited liability company, Governmental Authority, unincorporated organization, trust, association, or other entity.
- (o) "Securities Act" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time.
- (p) "Spousal Consent" has the meaning set forth in Error! Reference source not found.
- (q) "**Spouse**" means a spouse, a party to a civil union, a domestic partner, a same-sex spouse or partner, or any individual in a Marital Relationship with a Member.
- (r) "**Transfer**" means to sell, transfer, assign, gift, pledge, encumber, hypothecate, or similarly dispose of, directly or indirectly, voluntarily or involuntarily, by

operation of law or otherwise, or to enter into any contract, option, or other arrangement or understanding with respect to the sale, transfer, assignment, gift, pledge, encumbrance, hypothecation, or similar disposition of, any Membership Interests or any interest (including a beneficial interest) therein. "**Transfer**" when used as a noun shall have a correlative meaning.

(s) "**Transferor**" and "**Transferee**" mean a Person who makes or receives a Transfer, respectively.

ARTICLE XI Miscellaneous

Section 11.01 Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Massachusetts, without giving effect to any choice or conflict of law provision or rule (whether of the State of Massachusetts or any jurisdiction).

Section 11.02 Submission to Jurisdiction. The parties hereby agree that any suit, action, or proceeding based on any matter arising out of or in connection with, this Agreement or the transactions contemplated hereby, shall be brought in the federal courts of the United States of America or the courts of the State of Massachusetts, in each case located in the City of Wilmington and County of New Castle. Each of the parties hereby irrevocably consents to the jurisdiction of such courts (and of the appropriate appellate courts therefrom) in any such suit, action, or proceeding.

Section 11.03 Waiver of Jury Trial. EACH PARTY HERETO HEREBY ACKNOWLEDGES AND AGREES THAT ANY CONTROVERSY THAT MAY ARISE UNDER THIS AGREEMENT IS LIKELY TO INVOLVE COMPLICATED AND DIFFICULT ISSUES AND, THEREFORE, EACH SUCH PARTY IRREVOCABLY AND UNCONDITIONALLY WAIVES ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LEGAL ACTION ARISING OUT OF OR RELATING TO THIS AGREEMENT OR THE TRANSACTIONS CONTEMPLATED HEREBY.

Section 11.04 Waiver. No waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the party so waiving. No failure to exercise, or delay in exercising, any right, remedy, power, or privilege arising from this Agreement shall operate or be construed as a waiver thereof, nor shall any single or partial exercise of any right, remedy, power, or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power, or privilege. Nothing contained in this Section 11.04 shall diminish the waiver described in Section 11.03.

Section 11.05 Notices. All notices, requests, consents, claims, demands, waivers, and other communications hereunder shall be in writing and shall be deemed to have been given (a) when delivered by hand; (b) when received by the addressee if sent by a nationally recognized overnight courier; (c) on the date sent by facsimile or email of a PDF document (with confirmation of transmission) if sent during normal business hours of the recipient, and (d) on

the next business day if sent after normal business hours of the recipient; or (e) on the third day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid.

Such communications must be sent to the respective parties at the following addresses (or at such other address for a party as shall be specified in a notice given in accordance with this Section 11.05):

Section 11.06 Remedies. In the event of any actual or prospective breach or default by any party, the other parties shall be entitled to equitable relief, including remedies in the nature of injunction and specific performance, awarded by a court of competent jurisdiction (without being required to post a bond or other security or to establish any actual damages). In this regard, the parties acknowledge and agree that they will be irreparably damaged in the event this Agreement is not specifically enforced, since (among other things) the Membership Interests are not readily marketable. All remedies hereunder are cumulative and not exclusive, may be exercised concurrently, and nothing herein shall be deemed to prohibit or limit any party from pursuing any other remedy or relief available at law or in equity for any actual or prospective breach or default, including recovery of damages. In addition, the parties hereby waive and renounce any defense to such equitable relief that an adequate remedy at law may exist.

Section 11.07 Severability. If any term or provision of this Agreement is held to be invalid, illegal, or unenforceable under Applicable Law in any jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction.

Section 11.08 Successors and Assigns. Subject to the restrictions on Transfers set forth herein, this Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors, and assigns.

Section 11.09 Amendment. No provision of this Agreement may be amended or modified except by an instrument in writing executed by Members holding a majority of the Membership Interests. Any such written amendment or modification will be binding upon the Company and each Member. Notwithstanding the foregoing, amendments to the Members Schedule may be made by the Manager upon the admission of a new Member.

Section 11.10 Headings. The headings in this Agreement are inserted for convenience or reference only and are in no way intended to describe, interpret, define, or limit the scope, extent, or intent of this Agreement or any provision of this Agreement.

Section 11.11 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement.

Section 11.12 Entire Agreement. This Agreement, together with the Certificate of Formation and all related Exhibits and Schedules, constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein and therein, and supersedes all prior and contemporaneous understandings, agreements, representations, and warranties, both written and oral, with respect to such subject matter.

Section 11.13 No Third-Party Beneficiaries. Except as provided in **ARTICLE VII**, this Agreement is for the sole benefit of the parties hereto (and their respective heirs, executors, administrators, legal representatives, successors, and permitted assigns) and nothing herein, express or implied, is intended to or shall confer upon any other Person, including any creditor of the Company, any legal or equitable right, benefit, or remedy of any nature whatsoever under or by reason of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

The Company:

CANNABIS HEALING, LLC a Massachusetts limited liability company

By: Brian Jones !!
Brian Jones, Manager

The Members:

Brian Jones II

Brian Jones

EXHIBIT A FORM OF JOINDER AGREEMENT

SCHEDULE I

MEMBERS SCHEDULE

*Direct Control Members	Capital Contribution	Membership Interest
Member Name, Address, Email, and Fax		
Brian Jones		55%
5 Cabot rd 302		
Medford, MA 02155		
Wanda Jones		
		30%
5 Cabot Rd 302		
Medford, MA 02155		
		7%
[Latita Fisher		
5512 Iron Gate Drive		
Franklin, TN 37069]		
Sriram Dasari 39	%	
6633 Ellesmere Road		
Nashville TN 37205		

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CANNABIS HEALING NEPTUNE BLDG 4 NEPTUNE EAST BOSTON MA 02128

Why did I receive this notice?

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

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

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

end b. Glor

Edward W. Coyle, Jr., Chief

Collections Bureau

PLAN FOR OBTAINING LIABILITY INSURANCE

Cannabis Healing, LLC's (the "Company"), a marijuana retail establishment with a proposed facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), has secured quotes from an established insurance company (name to be provided to the Cannabis Control Commission if requested) to purchase general liability and products liability coverage for the Facility in the amounts required in 935 CMR 500.105(10) – specifically, 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, and with the deductible for each policy being no higher than \$5,000 per occurrence. The Company is prepared to purchase such coverages for the Facility upon approval of this application.

BUSINESS PLAN

I. Executive Summary.

Cannabis Healing, LLC (the "Company") is a family minority-owned adult-use retail establishment with a facility that will be located at 4 Neptune Road, Boston, Massachusetts 02128 (the "Facility"). The Company will be involved in the retailing of finished recreational marijuana and associated products from licensed cultivators, manufacturers, craft cooperatives and/or microbusinesses from its Facility directly to consumers. The Company's mission is to provide its customers with a variety of premium marijuana products. The Company will provide an excellent shopping experience and customer service to all its clients in a comfortable environment. Customers will be able to discover and learn about a variety of products (e.g., flower, pre-rolls, edibles, concentrates, tinctures, topicals etc.). The Company's product specialists will help navigate and guide customers through selecting items to purchase in a safe and secure environment. The Company also aims to give back and support the local community through involvement with volunteering and making donations.

a. Location

The location of the Facility adheres to both local and state laws, regulations, by-laws and ordinances. The Facility is located in the East Boston Neighborhood zoning district. The Facility will not be located within 500 feet of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12.

b. Market Analysis

Host Community Market Size: 650,000

Host Community Medium Income: \$76,298

Direct Market Competitors (within the Host Community): 11 in the City of Boston (with only 2 in East Boston)

c. Mission Statement/Objections

The Company's mission is to provide high quality cannabis to customers with a product and service they trust. The Company aims to display its core values through exemplary customer service, high standards of quality, honesty, integrity, and community outreach.

II. Company Summary

a. Company Ownership

The following individuals have an ownership interest in the Company:

Brian Jones - 60%

Wanda Jones - 30%

Latita Fisher - 7%

Sriram Dasari - 3%

The Company does not have any parent or subsidiary companies.

b. Start-up Summary

The Company offered equity for outside investment where it raised approximately \$1,000,000. However, the Company only has access to \$658,132.81 of initial capital resources. Additional capital resources raised are not available to the Company until it receives a provisional license. The Company believes the capital raised is more than sufficient needed to open and operate its business including costs of obtaining all necessary licensing, permitting, inventory, security, premises costs, employee costs, and legal fees.

III. Management Summary

a. Organizational Structure

The Company knows how important the organizational structure is to its success. Each position within the Company has a detailed job description as well as a defined relationship to the whole. At the very head of the company is the Founder and CEO, Brian Jones. Additionally, other senior leadership includes Wanda Jones, the Co-Founder and CFO, and Latita Fisher, the COO of the Company. From other management positions to department heads, to the first line implementation staff, the structure of the organization is detailed and complete. Authority is properly positioned to achieve maximum effectiveness of each organizational structure.

b. Management Team

The Company will create and open new positions depending on the demand and the efficiency of the retail operation. Projected staff will include at least the following positions:

- CEO (business manager)/President
- Chief Operating Officers/Managers
- Inventory/Merchandizing Director/Senior Product Specialist;
- Budtender/Product Specialists/ Sales Agent;
- Receptionist/ Cashier;
- Security Personnel (Third Party On-Site); and
- Security Personnel (Third Party Monitoring Service Off-Site).

c. Personnel Plan

The Company has developed Personnel Policies, submitted separately herewith, to ensure that: (1) hiring is consistent with the Company's Diversity Plan and Positive Impact Plan, each submitted separately herewith; (2) employees pass background checks and are licensed as a condition for being hired on a pay or voluntary basis; (3) references are checked prior to hiring all employees; (4) training is conducted for each employee each year to at least the minimum extent required by Commission rules; and (5) records of personnel are maintained and retained in accordance with the Commission record retention requirements.

IV. Retail Services and Products

The Company will be involved in the dispensing of recreational marijuana and marijuana products such as edibles, oils, topical creams that will strictly come from licensed cultivators, manufacturers, craft cooperatives and/or microbusinesses. The Company may also engage in the sale of accessories and supplies via licensed cannabis delivery providers. The Company's goal is to offer a wider variety of products than other retail establishments and more than just flower. By offering a wider variety of products, the Company hopes to capture a larger customer base and share of the retail market.

The Company will ensure that all of its customers are given first class treatment whenever they visit the Facility. Employees will be trained on gauging each customer's experience with cannabis and motives for why they wish to use cannabis. By establishing a customer-centric program that focuses on determining what the customer ultimately wants from their purchase, the Company will become a destination for customers and a resource for those seeking more knowledge about the benefits of different cannabis products. In addition, the Company will ask for customer input regarding the variety of strains and products it carries.

The proposed hours of operation will be:

10am – 10pm, Monday - Sunday

Please note these are the maximum timeframes we would be open, actual business hours could be less once operations begin.

V. <u>Community Impact</u>

The Company will create cannabis-related jobs, within one year of the receipt of final license, for persons living in areas of disproportionate impact—particularly Boston—with room for expansion into other disproportionately impacted areas close to the Facility such as Chelsea, Revere, Lynn and Quincy. These new jobs may include either salary-based or hourly employees. The Company has also committed to soliciting its vendor needs from companies located in these and other disproportionate impact areas.

The Company will implement a Diversity Plan policy that follows the Cannabis Control Commission and Federal EEOC (U.S. Equal Employment Opportunity Commission) guidelines

for hiring, as described in more detail in the Diversity Plan, submitted separately herewith. The Company's employees must be qualified, service-oriented, and knowledgeable of the services and products the Company offers to consumers. The Company will hire high quality employees while also maintaining a diverse workforce that is consistent with the culture and diversity of the Boston area community. The emphasis will be to recruit a diverse applicant pool and provide equal employment and advancement opportunities for minority populations to create and maintain a diverse workplace and to support the success of minority employees in all protected classifications, including but not limited to race, gender, veteran status, disability status, sexual orientation and gender identity and expression, as well those individuals adversely affected by cannabis criminal convictions and residents of Boston.

The Company will explore multiple avenues for giving back to the community and being involved in the growth and development of East Boston. The Company will make an annual donation of \$30,000 to the non-profit organization, the Jacqueline Foundation. The Jacqueline Foundation was created in memory of the Company founders' mother and grandmother. The Jacqueline Foundation raises funds and donates money to support local schools, sports programs, the Eagle Hill Civic Association, and other East Boston programs.

The economic benefits of these and other contributions to East Boston, identified as economically disadvantaged by the CCC, are described in more detail in the Positive Impact Plan, submitted separately herewith.

The Company will strictly operate as an adult-use retail establishment. The onsite sale or consumption of recreational marijuana or marijuana products is strictly prohibited. Customers, 21 years of age or younger, are prohibited from physically entering the Facility.

The Facility will not have any adverse impacts on vehicular or pedestrian traffic. The parking area at the Facility has sufficient capacity to satisfy the customer traffic and employee parking and will be compliant with local parking requirements.

VI. <u>Financial Summary/Projections</u>

Initial Investment and Start-up costs

The total investment required for the first year that the business will be developed and starts operating is approximately \$800,000.00. The initial \$1 million investment more than sufficiently cover start-up costs and fixed expenses until profit stability is achieved for the first year.

Customer Base

The Company is in business to service a wide range of customers. Aside from cannabis flowers, the Company will retail Cannabis-infused products including edibles, MIPs, CBDs, and topical creams to serve customers who do not wish to inhale smoke. The Company will serve walk-in customers and advance contactless order fulfillment.

Generally, those who will use recreational marijuana can range from those in need of relief from medical ailments, those seeking stress relief, persons with possible appetite or eating disorders, or simply those who want to use the product leisurely for personal use in the privacy of their own home. The cannabis market is a diverse group of all ages, races, and socioeconomic backgrounds. Although the Company will open its doors to a wide range of customers, aged at least 21 years old, does not stop it from demanding valid IDs and screening customers, as required by Commission rules. The Company's staff is trained to effectively service our customers and provide the highest quality experience and product available in the market today.

Projected Growth

If marijuana continues its growth trajectory, based on the opportunities in the Boston market, the Company projects the below gross marijuana sales for the first three years:

First year: \$10 million gross sales

Second year: \$12 million gross sales

Third year: \$14 million gross sales

Please note that the above projections might be lower or higher than the results that may occur.

VII. <u>Marketing Strategies</u>

The marketing and sales strategy of the Company will be based on generating long-term personalized relationships with customers. In order to achieve that, the Company will ensure that it offers recreational marijuana at prices that are competitive with and, if possible, lower compared to what is obtainable in other locations within Massachusetts. The Company will also ensure that it has a wide range of finished marijuana products in stock for purchase.

The Company will be consulting with industry experts who have a solid understanding as consultants to help us develop marketing strategies that will allow us to achieve our business goal of winning a larger percentage of the available consumer market in Suffolk County.

Cannabis is still illegal under federal law, which mandates that state governments and online advertising platforms place strict rules on how companies can market their products. To work around these strict guidelines, direct marketing at industry conferences and events and significant involvement with our host community and neighboring communities will be key to spreading the word. Promoting the health and wellness aspects of cannabis and maintaining strong relationships with cultivators and manufacturers will also be effective strategies for the Company's marketing campaign.

The Company will adopt the following sales and marketing approach to win customers over:

- Hold meetings with growers and manufacturers to build relationships across the industry.
- Introduce our business by sending introductory letters to residents, business owners and organizations.

- Advertise our business in community-based adult-focused newspapers, local TV and local radio stations, as well as larger Cannabis magazines like Cannabis Now, 420 Magazine, and Marijuana Venture.
- List our business on yellow pages ads (local directories).
- Use the internet to promote our business with our own tailored website.
- Leverage word-of-mouth marketing (referrals).
- Attend recreational marijuana related exhibitions / expos.
- Provide brochures summarizing our business and the products we offer.

The Company will comply with all advertising requirements contained in 935 CMR 500.105(4). The Company will use the following logo in conjunction with its business name, which does not include the use of medical symbols, images of Marijuana or Marijuana Products, or related paraphernalia images:



ATTESTATION OF NO DIRECT OR INDIRECT CONTROL

I, Latita Fisher, do not meet the criteria of 935 CMR 500.101 for a Person Having Direct or Indirect Control over the management or operations of the Marijuana Establishment known as Cannabis Healing, LLC (the "Company"). I hold less than 10% equity in the Company. My position as COO of the Company is to consult with ownership and management and assist the Company in achieving a great working environment.

Latita Fisher

Dated: May 18, 2023

RESTRICTING ACCESS TO AGE 21 OR OLDER

Cannabis Healing, LLC's (the "Company") facility at 4 Neptune Road, East Boston, MA 02128, will be an approximately 2,800 square foot marijuana retail establishment (the "Facility"). All employees and registered agents of the Company shall be 21 years of age or older. The main entrance and any other access points to the Facility will come with commercial grade locks and will require the use of either a keycard or passcode to unlock the door.

The Company will never knowingly invite a person under the age of 21 to visit the Facility. The Facility begins at the entrance where a licensed security employee will verify the customer is at least 21 years old and from there will unlock the secured door to let in the customer. If the customer cannot produce valid ID, the customer may not enter the Facility. If the ID presented appears to be fake or altered, the security employee will seek to retain the ID and will contact the appropriate law enforcement personnel.

For commercial site visitors such as law enforcement officers, health professionals, Cannabis Control Commission inspectors or staff, suppliers or wholesale customers, they must also enter through the main entrance and show identification that they are at least 21 years old. Visitors will be required to wear an identification badge at all times.

PROCEDURES FOR QUALITY CONTROL AND TESTING

Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility), will implement and adhere to the following quality control and testing procedures as required by 935 CMR 500.105(1)(h):

The Company shall not sell or otherwise market any marijuana or marijuana product for adult use that has not first been tested by an independent, state-licensed, testing laboratory and deemed to comply with the standards required under 935 CMR 500.160.

All of the finished marijuana products obtained by the Company will be pre-packaged and tested by our wholesale suppliers. The quality control and testing of these products is the responsibility of these suppliers. The Company will take additional steps to ensure that the products entering the Facility are of the correct quality and stored in a manner that best ensures their continued quality throughout their shelf-life.

The Company will thoroughly check all products upon arrival at the Facility to ensure they are free of contamination, properly handled and properly packaged. Each item will be reviewed to identify any that are outdated, damaged, mislabeled, contaminated or otherwise compromised. If any product is identified as being contaminated, the Company will immediately notify the Commission. The Company will also work with the original supplier and the testing laboratory to determine if the product is suitable for remediation or whether the entire batch must be destroyed.

To the extent the Company receives laboratory testing results indicating that the marijuana or marijuana product falls below Commission standards, the Company shall notify the Commission within 72 hours after becoming aware of such results. If the contaminated marijuana or marijuana product cannot be remediated, the Company shall dispose of the product (to the extent not already disposed of by the testing laboratory) and notify the Commission of such product disposal. To the extent the Company receives results indicating contamination after some product in such batch already has been sold to customers, the Company will reach out to each customer and request that they immediately return the product to the Company for replacement product at no cost or for a full refund.

Once products enter the Company's inventory, the Company will ensure that it is efficiently rotated so that older product is used before newer product and all stock is appropriately stored to prevent spoiling and damage. All storage of finished products shall be done under conditions that protect them against physical, chemical, and microbial contamination. The Company will only sell or dispense finished marijuana products that are of the correct quality and do not run the risk of deteriorating or perishing.

The Facility shall have sufficient space for the placement of equipment and storage materials as necessary for the maintenance of a sanitary operation. Litter and trash shall be properly removed from the Facility so as to minimize the development of odor and the potential for the waste attracting and harboring pests. Floors, walls and ceilings shall be constructed in such a manner

Cannabis Healing, LLC East Boston Marijuana Retail Establishment January 31, 2023

that they may be adequately kept clean and in good repair. All contact surfaces shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. All agents whose job includes contact with finished marijuana products are subject to the requirements for food handlers and shall conform to sanitary practices while on duty, including maintaining adequate personal cleanliness and washing hands appropriately. The Company will provide its employees with adequate, readily accessible toilet and hand-washing facilities

Pursuant to 935 CMR 500.140(12), if the Company receives vendor samples from a licensed cultivator or product manufacturer pursuant to 935 CMR 500.120(13), for the purpose of assessing product quality and determining whether to make the product available to sell, the vendor samples may not be consumed at the Facility or sold to another licensee or consumer. The Company will abide by the vendor sample limits and recordkeeping requirements as set forth in 935 CMR 500.140(12)(d)-(f).

PERSONNEL POLICIES

Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), will maintain personnel policies suitable for an employer in the Commonwealth of Massachusetts and, additionally, will maintain and enforce personnel policies required by the Cannabis Control Commission ("CCC" or "Commission") rules, including, but not limited to, ensuring that: (1) hiring is consistent with the Company's Diversity Plan and Positive Impact Plan, each submitted separately herewith; (2) employees pass background checks and are licensed as a condition for being hired on a pay or voluntary basis; (3) references are checked prior to hiring all employees; (4) training is conducted for each employee each year to at least the minimum extent required by Commission rules; and (5) records of personnel are maintained and retained in accordance with the Commission record retention requirements.

The Company will create and open new positions depending on the demand and the efficiency of the delivery operation. Projected staff will include at least the following positions:

- COOs (Managers);
- General Manager;
- Inventory/Merchandizing Director/Senior Product Specialist;
- Budtender/Product Specialists/ Sales Agent;
- Receptionist/ Cashier;
- Security Personnel (Third Party On-Site); and
- Security Personnel (Third Party Monitoring Service Off-Site).

Please note that this projected personnel plan can change once operations begin. More or fewer positions may become available depending on the demand for the product and the efficiency of the operation. Details of the duties of the Board and the above positions are listed in the qualifications and training procedures policy, separately submitted herewith. A list of all board of directors, members and Executives of a Marijuana Establishment, and Members, if any, of the Company shall be made available on request by any individual. This requirement may be fulfilled by placing this required information on the Company's website.

The Company shall maintain a staffing plan that will demonstrate accessible business hours and safe conditions in compliance with 935 CMR 500.105(9).

In accordance with 935 CMR 500.105(9), the Company shall maintain a personnel record for each Agent. For a period of at least twelve (12) months after termination, the Company shall maintain an Agent's personnel record, and shall include, at a minimum the following information:

- a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- b. Documentation of verification of references;
- c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- e. Documentation of periodic performance evaluations;
- f. A record of any disciplinary action taken; and
- g. Notice of completed Responsible Vendor Training Program and in-house training for Marijuana Establishment Agents required under 935 CMR 500.105(2).

The Company shall ensure that all employee records and confidential information involving employees and customers are kept confidential, except as otherwise required by law or court order. All physical copies of confidential information and employee records shall be kept in a locked file cabinet and only the General Manager and owners will have access to such. All electronic copies of confidential information and employee records shall be kept in a password-protected file and only General Manager and owners will be provided with the password to access such password-protected file.

The Company shall implement personnel policies and procedures, including, at a minimum, the following:

- a. Code of ethics;
- b. Whistle-blower policy; and
- c. A policy which notifies persons with disabilities of their rights under https://www.mass.gov/service-details/about-employment-rights or a comparable link, and includes provisions prohibiting discrimination and providing reasonable accommodations.

The Company's employees shall not be permitted to use, possess or be under the influence of drugs, tobacco or alcohol during business hours. In addition, the Company's employees shall not be permitted to use or possess drugs, whether or not such employee is working, that are criminalized by federal law, other than marijuana legally obtained from a licensed adult-use retailer or medical marijuana dispensary. The Company reserves the right to randomly drug test employees.

In terms of employee conduct, the Company will immediately dismiss any employee who has:

- 1. Diverted Marijuana, which shall be reported to Law Enforcement Authorities and to the Commission;
- 2. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or

3. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of any other jurisdiction.

The Company will develop and retain employee security policies, including personal safety and crime prevention techniques, to promote workplace safety consistent with the standards set forth under the Occupational Safety and Health Act of 1970, 29 U.S.C. § 651, et seq. ("Act"), including the general duty clause under 29 U.S.C. § 654, whereby the Company:

- 1. Shall furnish to each of its employees employment and a place of employment which are free from recognized hazards that are causing or are likely to cause death or serious physical harm to its employees;
- 2. Shall comply with occupational safety and health standards promulgated under the Act. Each employee shall comply with occupational safety and health standards and all rules, regulations, and orders issued pursuant to 29 U.S.C. § 651, et seq., which are applicable to the employee's own actions and conduct.

RECORDKEEPING PROCEDURES

Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), in accordance with 935 CMR 500.105(9), will make records falling under 935 CMR 500.000 available to the Cannabis Control Commission ("CCC" or the "Commission") upon request.

In particular, under 935 CMR 500.105(1) and 935 CMR 500.105(8), all written operating procedures and inventory records shall be maintained by the Company and made available to the Commission upon request in accordance with 935 CMR 500.105(9).

The Company will comply with 830 CMR 62C.25.1: *Record Retention* and Department of Revenue ("DOR") Directive 16-1 regarding recordkeeping requirements. The Company shall adopt separate accounting practices at the point of sale for Marijuana and Marijuana Product sales, and non-Marijuana sales. The Company acknowledges that the DOR and CCC may audit and examine the point-of-sale system used by the Company to ensure compliance with the Massachusetts Tax Laws and 935 CMR 500.140(5).

In accordance with 935 CMR 500.105(8)(e), the Company shall maintain a real-time inventory and track all Marijuana and Marijuana Products using a seed-to-sale tracking software required by the state and compliant with Metrc.

The following personnel records shall be maintained at all times:

- 1. Job description for each employee and volunteer position, as well as organizational charts consistent with the job descriptions.
- 2. A personnel record for each Marijuana Establishment Agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Company and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. Documentation of periodic performance evaluations;

- f. A record of any disciplinary action taken; and
- g. Notice of completed Responsible Vendor Training Program and in-house training for Marijuana Establishment Agents required under 935 CMR 500.105(2).
- 3. A staffing plan that will demonstrate accessible business hours and safe conditions.
- 4. Personnel policies and procedures, including, at a minimum, the following:
 - a. Code of ethics;
 - b. Whistle-blower policy; and
 - c. A policy which notifies person with disabilities of their rights and includes provisions prohibiting discrimination and providing reasonable accommodations.
- 5. Background check reports obtained in accordance with 935 CMR 500.029 and 935 CMR 500.030.

Manual or computerized business records shall be maintained by the Company including: assets and liabilities, monetary transactions, book of accounts, sales records, and records of salary and wages, or any item of value paid to any persons having direct or indirect control over the marijuana establishment. The financial records of the Company will be maintained in accordance with generally accepted accounting principles.

The Company shall keep waste disposal records in accordance with 935 CMR 500.105(12). When Marijuana Products or waste is disposed or handled, the Company shall create and maintain an electronic record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Marijuana Establishment Agents present during the disposal or other handling, with their signatures. The Company shall keep these records for at least three years. This period shall automatically be extended for the duration of any disciplinary action and may be extended by an order of the Commission.

All records will be kept for a minimum of two-years following dissolution of the Company, at the expense of the Company, at a place in such a manner as approved by the Commission.

Under 935 CMR 500.110(4) records will be stored in a restricted access area and only employees with the required credentials will have access to such areas on a limited basis.

MAINTAINING OF FINANCIAL RECORDS

Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), in accordance with 935 CMR 500.105(9), will make all records relating to accounting principles available to the Cannabis Control Commission ("CCC" or the "Commission") upon request.

Manual or computerized business records shall be maintained by the Company including: assets and liabilities, monetary transactions, book of accounts, sales records, and records of salary and wages, or any item of value paid to any persons having direct or indirect control over the marijuana establishment. The financial records of the Company will be maintained in accordance with generally accepted accounting principles.

The Company shall utilize a point-of-sale system approved by the CCC and in consultation with the Department of Revenue ("DOR"). The Company shall further utilize a sales recording module approved by the DOR. The Company shall never use software of any other method designed to manipulate or alter sales data. The Company will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be used to manipulate or alter sales data and no other methodology has been employed to manipulate or alter sales data. The Company shall maintain records as proof that the monthly analysis has been performed and will provide such records to the CCC upon request. If software or any other device used to manipulate or alter sales data has been discovered, the Company shall immediately:

- 1) Disclose the information to the CCC and DOR;
- 2) Cooperate with the CCC in any investigation regarding manipulate or alteration of sales data; and
- 3) Take such other action directed by the CCC to comply with 935 CMR 500.105.

The Company shall comply with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements.

The Company shall adopt separate accounting practices at the point of sale for Marijuana and Marijuana Product sales, and non-Marijuana sales.

The Company acknowledges that the DOR and CCC may audit and examine the point-of-sale system used by the Company to ensure compliance with the Massachusetts Tax Laws and 935 CMR 500.140(5).

QUALIFICATIONS AND TRAINING PROCEDURES

Chief Executive Officer (Brian Jones) of Cannabis Healing, LLC (the "Company") is responsible for maintaining and updating a staffing plan that will ensure the Company has the right quantity of staff with the current skill set and experience to ensure the success of all operations, subject to leadership and overall supervision from the Company's principals/managers. New employees may not work at the marijuana retail establishment located at 4 Neptune Road, East Boston, MA 02128 (the "Facility") until they have received initial orientation training and any critical task-specific training. All staff, including managers, employees and volunteers, must be 21 years of age or older and hold a marijuana establishment agent license and registration card issued by the Cannabis Control Commission ("CCC" or the "Commission").

The Company staff will potentially include the following positions:

- CEO (business manager)
- Chief Operating Officers/Managers
- Inventory/Merchandizing Director/Senior Product Specialist;
- Budtender/Product Specialists/ Sales Agent;
- Receptionist/ Cashier;
- Security Personnel (Third Party On-Site); and
- Security Personnel (Third Party Monitoring Service Off-Site).

Roles, Responsibilities and Qualifications

CEO:

- Responsible for providing business direction
- Responsible for creating, communicating, and implementing the organization's vision, mission, and overall direction i.e. leading the development and implementation of the overall organization's strategy
- Responsible for fixing prices and signing business deals
- Responsible for recruitment
- Responsible for payment of salaries
- Responsible for signing checks and documents on behalf of the company

- Evaluates the success of the organization
- Responsible for payment of tax, levies and utility bills

Chief Operating Officers/Managers:

- Responsible for managing the daily activities of the dispensary store
- Providing advice about printouts, product information in response to customer inquiries
- Responsible for recruiting, training and managing staff
- Responsible for processing orders and dispensing product
- Responsible for ordering, selling and controlling cannabis and cannabinoids and other stock
- Responsible for meeting recreational representatives from other licensed operations
- Responsible for managing the organization's budgets
- Responsible for keeping statistical and financial records
- Responsible for preparing publicity materials and displays
- Handles marketing services
- Interfaces with third-party providers (vendors)
- Controls the sales floor inventory
- Supervises the entire sales staff and workforce
- Handles any other duty as assigned by the CEO

Inventory/Merchandizing Director/Senior Product Specialist:

- Manages vendor relations, market visits, and the ongoing education and development of the organizations' buying teams
- Helps to ensure consistent quality of products on our rack
- Responsible for the purchase of goods and products for the organization
- Responsible for planning sales, monitoring inventory, selecting the merchandise, and writing and pricing orders to vendors

- Performs monthly inventory counts, file paperwork, and stock inventory
- Ensures operation of equipment by completing preventive maintenance requirements; following manufacturer's instructions; troubleshooting malfunctions; calling for repairs; evaluating new equipment and techniques
- Ensures that the organization operates within stipulated budget

Budtender/Product Specialists/ Sales Agent;:

- Ensures that the store facility is in tip-top shape and conducive enough to welcome customers (This includes turning on equipment such as computers, scales, printers and fax machines)
- Ensures that goods and products are properly arranged
- Responsible for processing orders
- Responsible for sterilizing the counter tops, scales, and measuring devices
- Handles administrative and bookkeeping tasks, inventory control, stocking shelves, and data entry
- Packages products received from third party wholesalers that are shipped in bulk under the supervision of a team lead or manager.
- Receives payments on behalf of the organization
- Issues receipt to customers
- Prepares financial report at the end of every working day and week
- Handles financial transactions on behalf of the company
- Interfaces with payment processing
- Handles any other duty as assigned by the floor manager
- Handles any other duty as assigned by management
- When designated as a receptionist, they will:
 - Greets customers and verifies that customers have valid ID providing they are at least 21 years old

- o Enters information into CRM database to track who is in the store and at what times
- o Notifies customers when a dispensary agent is available to assist them
- Handles administrative and bookkeeping tasks, inventory control, stocking shelves, and data entry

Receptionist/ Cashier:

- Greets customers and verifies that customers have valid ID providing they are at least 21 years old
- Enters information into CRM database to track who is in the store and at what times
- Notifies customers when a Dispensary Agent is available to assist them
- Handles administrative and bookkeeping tasks, inventory control, stocking shelves, and data entry

Security Personnel (Third Party – On-Site):

- Maintains safe and secure environment for customers and employees by patrolling and monitoring premises and personnel
- Verifies customers' ID prior to entering premises. Security is in charge of opening the customer entrance after verifying ID
- Guarding the gate when shipments and deliveries arrive to ensure a safe environment for transporting product and cash
- Obtains help by sounding alarms
- Prevents losses and damage by reporting irregularities; informing violators of policy and procedures; restraining trespassers
- Maintains organization's stability and reputation by complying with legal requirements
- Contributes to team effort by accomplishing related results as needed

Security Personnel (Third Party Monitoring Service – Off-Site):

• Off-site Security Monitor will oversee the safety and security of all employees and clients as well as the Facility

- The Security Monitor ensures that clients entering and exiting the premises will abide by facility policy and guidelines
- Security Monitor will also perform other routine administrative tasks as required such as incident reports and maintenance requests; in addition to taking messages, as necessary for other clients
- Security Monitor will act as an agency representative in the absence of regular staff
- Monitor all clients and staff entering and leaving the building for security purposes
- Log in communications book all activities including deliveries, arrivals and departures
- Conduct security and safety walk-through of the building and grounds
- Intervene and diffuse crisis situations. Call 911 for emergency help as required
- Report serious guideline violations to COO, including CEO, immediately. Minor incidents will be reported during business hours
- In addition, all owners, directors, board members, managers and employees must obtain their Registered Marijuana Agent card.

Employee Background Check and Training

The Company will apply for registration for all its board members, directors, employees, executives, managers, and volunteers who are associated with the Company as marijuana establishment agents. Applicants will comply with 935 CMR 500.030. All individuals applying for registration will have a signed and notarized CORI Acknowledgment Form, pursuant to 803 CMR 2.09. Applicants will also give authorization to obtain a full set of fingerprints in accordance with G.L. c. 94G § 21.

The Company will invest in training to ensure regulatory compliance, decrease turnover, and deliver consistent service. Under all applicable guidelines under 935 CMR 500.105 (1) the Company owners and employees handling cannabis and working with consumers will participate in the Commission mandated Responsible Vendor Training program and not less than eight hours of training annually, or such other amounts as are required by the Commission. Training topics will include, but are not limited to the following areas:

- Local, state and federal cannabis laws and rules
- How to check customer and visitor identification
- How to spot false identification
- Provisions for confiscating a false identification
- Personnel, product and premises security, including, but not limited to, display of ID badges on Facility employees and visitors to the Facility

- Marijuana and marijuana products handling procedures, including hand washing, sanitation practices, and ensuring product is in lawful, sale-able condition
- Locations of Limited Access Areas ("LAAs"), locations or knowledge of keys and lock-codes to such areas, and who are entitled to enter them
- Recordkeeping and other specific regulatory responsibilities
- Strategies for avoiding diversion, theft and loss of cannabis products
- Protocols for emergency situations
- Protocols and requirements for transportation of cannabis and cannabis products
- Incident reporting protocols
- Waste disposal procedures
- Quality control
- Privacy and confidentiality of sensitive Company and customer information

All current principals, managers, and employees will complete the Commission's Responsible Vendor Program prior to the commencement of business operations. Employees hired thereafter shall complete the Responsible Vendor Program within 90 days of being hired. Upon completion of the Responsible Vendor Training Program, all principals, managers and employees of the Company shall fulfill the four-hour Responsible Vendor Training requirement every year thereafter so as to ensure the Company maintains its designation as a Responsible Vendor. All documentation related to employee training, including the Responsible Vendor Program, will be retained for at least four (4) years and shall be available to the Commission upon request.

The Responsible Vendor Program will include at least two hours of instruction time and will be taught in a real-time, interactive classroom setting where the instructor is able to verify the identification of each individual attending the program and certify completion of the program by the identified individual. Pursuant to 935 CMR 500.105(2)(b), the Responsible Vendor Training Program curriculum will cover at least the following subject-matter:

- 1. Marijuana's effect on the human body, including:
 - a. Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - b. Visible signs of impairment; and
 - o Recognizing the signs of impairment
- 2. Diversion prevention and prevention of sales to minors, including best practices.
- Compliance with all tracking requirements.
- 3. Acceptable forms of identification. Training shall include:
 - a. How to check identification;

- Spotting false identification;
- b. Patient registration cards formerly and validly issued by the Department of Public Health or currently and validly issued by the Commission;
- o Provisions for confiscating fraudulent identifications; and
- c. Common mistakes made in verification.
- 4. Other key state laws and rules affecting owners, managers and employees, which shall include:
 - a. Local and state licensing and enforcement;
 - o Incident and notification requirements;
 - b. Administrative and criminal liability;
 - License sanctions;
 - c. Waste disposal;
 - Health and safety standards;
 - d. Patrons prohibited from bringing Marijuana onto licensed premises;
 - Permitted hours of sale;
 - e. Conduct of establishment;
 - o Permitting inspections by state and local licensing and enforcement authorities;
 - f. Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records;
 - g. Privacy issues;
 - o Prohibited purchases and practices; and
 - h. Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program

All employees, managers and principals of the Company will be required to pass the required program written test with a score of 70% or higher. In the event an employee, manager or principal of the Company cannot speak or write English, they may complete a verbal test offered by such vendor with a 70% score or higher.

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The lawful retail sale of marijuana is a relatively new industry, which means there will be customer feedback and regulatory changes of which management and staff must learn about and remain apprised. Employees must be excited to participate in frequent training programs to stay up-to-date with the industry, and must be welcome to accepting feedback from both management and customers and suppliers.

ENERGY COMPLIANCE PLAN

In accordance with 935 CMR 500.105(15), Cannabis Healing, LLC (the "Company") will use best management practices to reduce energy and use environmentally friendly practices to identify potential energy improvements within its facility.

During the buildout of the facility, the Company will, to the best of its ability, use all materials and equipment that have the least energy impact including all energy efficient light and HVAC systems.

The Company will identify potential energy use reduction opportunities including interior lighting, programable thermostat for temperature control, use of "smart" or advanced power strips that shut off power to electronics when they are idle, alternative energy usage, and energy-efficient systems. It will develop strategies to reduce electric demand and engage in energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through other municipal programs. The Company will also consider opportunities for renewable energy generation.

DIVERSITY PLAN

Cannabis Healing, LLC (the "Company"), a marijuana retail establishment with a facility located at 4 Neptune Road, East Boston, MA 02128 (the "Facility"), is committed to creating and sustaining a robust policy of inclusivity and diversity. The Company recognizes that diversity in the workplace is key to the integrity of the Company's commitment to the community. The Company's Diversity Plan (the "Plan") is consistent with the guidance of the Cannabis Control Commission ("CCC" or the "Commission"), state and federal law. The Plan is established in conjunction with comprehensive equal employment opportunity, anti-harassment and reasonable accommodation policies, and consistent with appropriate record-keeping policies and procedures.

Plan Goals

The Company has developed specific goals, including:

- 1. Hiring high quality, diverse workforce, consistent with the culture and diversity of the community in the Boston area, to ensure greater representation and visibility both in Boston and in the Massachusetts cannabis industry, specifically for historically marginalized persons including minorities, women, veterans, LGBTQ+ individuals and those with disabilities.
- 2. Providing the tools to ensure the success and retention of individuals falling into the above-listed demographics.
- 3. Providing opportunities for advancement and promotion for the individuals falling into the above-listed demographics.

Programs

The emphasis of the Plan is to recruit a diverse applicant pool for all job openings for this retail establishment, hire diverse employees, and provide equal employment and advancement opportunities for minority populations, to create and maintain a diverse workplace, and to support the success of minority employees in all of the above-referenced demographics. To achieve its goals, the Plan is focused on the following areas:

A. Recruitment and Hiring.

To obtain a diverse applicant pool, recruiting efforts will include outreach via the internet and to local community organizations and schools, as well as the Department of Unemployment Assistance. The Company will seek to reach a diverse group of prospective employees through concerted efforts to connect in various ways to the Boston community. Information about open positions will be disseminated via the internet, listings at college placement offices, participation in job fairs sponsored by local colleges, and contact with varied community organizations, as well as the Department of Unemployment Assistance, to encourage diversity among job applicants.

All listings and outreach efforts will make clear that candidates must be age 21 or older. The Company will solicit and receive written authorization from each organization prior to communicating job openings. Further, when the Company begins hiring additional employees, it will seek to post job opportunities, on approximately a bi-annual basis, with non-profit organizations that work closely with members of the protected classifications mentioned above. All such written permissions will be provided to the Commission upon receipt in the future.

Particular care will be paid to each aspect of the hiring process, including job applications, interviewing, background checks and orientation, to support the goals of the Plan, in compliance with applicable state and federal equal employment opportunity laws. Staff tasked with or involved in any manner with hiring process will be properly trained and the process will be carefully monitored so as to optimize opportunity for job candidates who are in protected classifications, in compliance with the guidance of the CCC and applicable law. The Company's hiring will be based on merit with special care taken to ensure procedures are free from bias.

Once the Company commences hiring activities, it plans to hire at least 50% of its employees from the above-listed demographics. It is the Company's goal that this 50% portion will be made up of at least 50 % women, 30 % minorities, 10 % LGBTQ, 5 % veteran status and 5 % disability, with some employees qualifying in multiple categories. Aside from women, which is separately specified here and in the Company's other policies and governing documents, it is exceedingly difficult to establish and ensure percentages of employment for each diverse demographic category, particularly given the prohibition on inquiring into an applicant's LGBTQ+ status. Notwithstanding the foregoing, the Company will seek to retain at least one employee from each diverse demographic, including women, minorities, veterans, the disabled and LGBTQ+. All employees shall be 21 years of age or older.

The Company also intends to utilize a portion of total vendor budget to engage diverse companies, including designated Minority Business Enterprises (MBE), Women Business Enterprises (WBE), and Veteran Business Enterprises (VBE). The Company will contract with diverse business for the purchase of wholesale marijuana product and the provision of other services required for the operation and maintenance of the Facility, with the following specific goals:

- 30% of all contracts with businesses that are majority-owned or managed by women;
- 30% of all contracts with businesses that are majority-owned or managed by minorities:
- 20% of all contracts with businesses that are majority-owned or managed by veterans;
- 10% of all contracts with businesses that are majority-owed or managed by persons with disabilities; and
- 10% of all contracts with businesses that are majority-owned or managed by individuals who identify as LGBTQ.

The Company will target these diverse businesses through monthly advertisements, career fairs, and utilizing the Massachusetts Supplier Diversity Office and other available resources to find and prioritize the engagement of qualified wholesale suppliers, vendors and other contractors that are majority owned and controlled by diverse individuals.

B. Training and Retention.

The Company will provide ongoing training, at least once every 60 days, to support the success and retention of a diverse workforce. Beginning with orientation of new hires and following through all phases of employment at every level, job training and continuing education will be provided to all employees to enable them to achieve the highest possible level of success. The Company seeks to ensure all employees have the necessary training and opportunities to succeed not only in the Company's organization, but in the cannabis industry more generally. Supervisors will be instructed and monitored to ensure that all employees receive the oversight, guidance and constructive feedback necessary to support their individual job performance. Dignity, respectful communication and collaboration will be the key values emphasized in all areas of training, continuing education and supervision.

In addition, to support employee retention, company-wide compensation reviews and pay equity self-evaluations will be regularly conducted and appropriate adjustments will be provided, to ensure that wages and benefits are equitable and that they are competitive and attractive to new hires and current employees.

C. Advancement Opportunities.

The Company will promote from within the organization whenever possible and look for advancement opportunities for its employees. In the event an internal candidate is not appropriate for any open position, the recruitment and hiring policies and procedures will be utilized and enforced.

Measurement and Accountability

At the end of the first year from receipt of a provisional license, and each year thereafter as part of the license renewal process, the Company will undertake written assessments of its success in attracting and retaining a diverse workforce, consistent with the goals of the Plan and will submit such at each renewal period. The written assessment will include, but not be limited to, (1) self-reported and/or objective data on the characteristics of the overall applicant pool, (2) self-reported and/or objective data on the characteristics of the overall work force retained by the Company, at each level of the organization, (3) a written good faith evaluation of the Company's success at attracting and maintaining diverse applicant pools and a diverse workforce, and (4) recommendations for improving the effectiveness of the Company's diversity efforts. Such assessments will include evaluation of both qualitative and quantitative information, where available.

The Company will measure its programs by tracking and reporting data on key metrics such as the number of employees hired, retained or promoted from the above-listed demographics,

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number of job publications or postings, number of job fairs attended, number of career development trainings held and employees who participated, number of employees who advance at the company, employee attrition and retention rate, and number of new hire and annual diversity trainings held and participation by employees.

All means used for this purpose will comply with applicable state and federal law. As needed, based on the results of each assessment, recruitment and hiring, training and retention and advancement programs will be modified to more effectively achieve the goals of the Plan.

Acknowledgements

The Company acknowledges that it will adhere to the following minimum requirements:

- a) The Company has contacted and received permission to post employment openings, or will do so in the future, prior to communicating employment openings to all organizations and other entities.
- b) The Company will adhere to the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and
- c) Any actions taken, or programs instituted, by the Company will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.