



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP282232
Original Issued Date: 02/11/2023
Issued Date: 02/11/2023
Expiration Date: 02/11/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Caroline's Cannabis, LLC

Phone Number: 774-243-0323 Email Address: caroline@carolinescannabis.com

Business Address 1: 4 Charlesview Road

Business Address 2:

Business City: Hopedale

Business State: MA

Business Zip Code: 01747

Mailing Address 1: PO Box 175

Mailing Address 2:

Mailing City: Douglas

Mailing State: MA

Mailing Zip Code: 01516

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

To your knowledge, is the existing RMD certificate of registration in good standing?:

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100

Percentage Of Control: 100

Role: Owner / Partner

Other Role:

First Name: Caroline

Last Name: Frankel

Suffix:

Gender: Female

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Caroline

Last Name: Frankel

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$500000 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name:

Owner Last Name: Frankel

Owner Suffix:

Caroline

Entity Legal Name: Caroline's Cannabis II, LLC

Entity DBA:

Entity Description: Business has intentions of becoming a licensed marijuana retailer in CT

Entity Phone:

Entity Email:

Entity Website:

401-323-0335

caroline@carolinescannabis.com

Entity Address 1: 81 S. Main St

Entity Address 2:

Entity City: West

Entity State: CT

Entity Zip Code: 06107

Entity Country: United States

Hartford

Entity Mailing Address 1: PO Box 175

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State: MA

Entity Mailing Zip Code:

Entity Mailing Country: United

Douglas

01516

States

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Caroline

Last Name: Frankel

Suffix:

Marijuana Establishment Name: Caroline's Cannabis, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Uxbridge

Marijuana Establishment State: MA

Individual 2

First Name: Caroline

Last Name: Frankel

Suffix:

Marijuana Establishment Name: Caroline's Cannabis, LLC

Business Type: Marijuana Retailer

Marijuana Establishment City: Hopedale

Marijuana Establishment State: MA

Individual 3

First Name: Caroline

Last Name: Frankel

Suffix:

Marijuana Establishment Name: Caroline's Bud Delivery, LLC

Business Type: Other

Marijuana Establishment City: Hopedale

Marijuana Establishment State:

MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 4 Charlesview Road

Establishment Address 2:

Establishment City: Hopedale

Establishment Zip Code: 01747

Approximate square footage of the Establishment: 5675

How many abutters does this property have?: 15

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	CC-Hopedale PM Host Community Agreement Certification.pdf	pdf	634219172bb694000862672f	10/08/2022
Community Outreach Meeting Documentation	CC-Hopedale PM--Community Outreach Meeting Attestation Form.pdf	pdf	634aed1676c6660008272e1d	10/15/2022
Plan to Remain Compliant with Local Zoning	CC-Hopedale PM-Plain to Remain Compliant.pdf	pdf	634af4dc2bb69400086aa986	10/15/2022
Community Outreach Meeting Documentation	CC-Hopedale PM Community Outreach Documentation.pdf	pdf	63900ab7a0fd020008d30bb8	12/06/2022

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	EforAll-Letter of Donation Acceptance.pdf	pdf	63331d592bb6940008546415	09/27/2022
Plan for Positive Impact	CC-Hopedale PM-Plan to Postiively Impact Disproportionately Harmed People.pdf	pdf	638e970652253500083d0581	12/05/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Caroline

Last Name: Frankel Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Caroline's Cannabis, LLC-Operating Agreement-.pdf	pdf	634b6f4d76c6660008276870	10/15/2022
Department of Unemployment Assistance - Certificate of Good standing	CC-Department of Unemployment Assistance 10.2022.pdf	pdf	635034229962490008c359a2	10/19/2022
Secretary of Commonwealth - Certificate of Good Standing	CC-Secretary of Commonwealth-Certificate of Good Standing.pdf	pdf	6350a73ecb5f040007ba0789	10/19/2022
Department of Revenue - Certificate of Good standing	CC-DOR-10.8.22 Letter of Good Standing.pdf	pdf	635b1d2aa311610008ae2b6e	10/27/2022
Articles of Organization	Caroline's Cannabis, LLC-Articles of Organization.pdf	pdf	635b24e1bd58f90008715ee8	10/27/2022

No documents uploaded

Massachusetts Business Identification Number: 001284542

Doing-Business-As Name: Caroline's Cannabis, LLC

DBA Registration City: Uxbridge

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Caroline's Cannabis,LLC-Product Manufacturing Business Plan.pdf	pdf	6334f16b2bb694000856f585	09/28/2022
Plan for Liability Insurance	CC-Hopedale PM-Plan for Obtaining Liability Insurance.pdf	pdf	633512ce76c6660008139b87	09/28/2022
Proposed Timeline	CC-Hopedale PM-Proposed Timeline.pdf	pdf	638ff551a0fd020008d308fb	12/06/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	CC-Hopedale PM-Restricting Access.pdf	pdf	63387dc376c6660008169e10	10/01/2022
Storage of marijuana	CC-Hopedale PM-Storage of Marijuana.pdf	pdf	6338983c76c666000816aa8f	10/01/2022
Transportation of marijuana	CC-Hopedale PM-Transportation.pdf	pdf	6338a93c2bb69400085a1fa3	10/01/2022
Inventory procedures	CC-Hopedale PM-Inventory.pdf	pdf	6338b3832bb69400085a21cb	10/01/2022
Quality control and testing	CC-Hopedale PM-Quality Control & Testing.pdf	pdf	6339f3442bb69400085a74d8	10/02/2022
Personnel policies including background checks	CC-Hopedale PM-Personnel Policies.pdf	pdf	6339fe6276c666000817038b	10/02/2022
Record Keeping procedures	CC-Hopedale PM-Recordkeeping.pdf	pdf	633a3fdb76c666000817187c	10/02/2022

Maintaining of financial records	CC-Hopedale PM-Mantaining of Financial Records.pdf	pdf	6342be0276c66600081f15ca	10/09/2022
Diversity plan	CC-Hopedale PM-Diversity Plan.pdf	pdf	6342c64f76c66600081f1846	10/09/2022
Qualifications and training	CC-Hopedale PM-Qualifications & Training.pdf	pdf	63436c1076c66600081f57bd	10/09/2022
Energy Compliance Plan	CC-Hopedale PM-Energy Compliance Plan.pdf	pdf	63437f6c2bb694000862c802	10/09/2022
Safety Plan for Manufacturing	CC-Hopedale PM-Safety.pdf	pdf	6344a88576c66600082068e3	10/10/2022
Sample of unique identifying marks used for branding	CC-Hopedale PM-Samples of unique identifying marks used for branding.pdf	pdf	634f497ecb5f040007b8a450	10/18/2022
Security plan	CC-Hopedale-Security.pdf	pdf	63500e9a9962490008c30ab5	10/19/2022
Prevention of diversion	CC-Hopedale PM-Plan to Prevent Diversion.pdf	pdf	6351f130cb5f040007bba237	10/20/2022
Plan to Obtain Marijuana	CC-Hopedale PM-Plan for Obtaining Marijuana.pdf	pdf	63600ea8a311610008b15750	10/31/2022
Method used to produce products	CC-Hopedale PM-Method used to Produce Products.pdf	pdf	638fea96a0fd020008d30611	12/06/2022
Types of products Manufactured.	CC-Hopedale PM-Types of Products.pdf	pdf	638febbd52253500083e9fdd	12/06/2022

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

Monday From: 7:00 AM	Monday To: 11:00 PM
Tuesday From: 7:00 AM	Tuesday To: 11:00 PM
Wednesday From: 7:00 AM	Wednesday To: 11:00 PM
Thursday From: 7:00 AM	Thursday To: 11:00 PM
Friday From: 7:00 AM	Friday To: 11:00 PM
Saturday From: 7:00 AM	Saturday To: 11:00 PM
Sunday From: 7:00 AM	Sunday To: 11:00 PM

Host Community Agreement Certification Form

Instructions

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

Certification

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

1. Name of applicant:

Caroline's Cannabis, LLC

2. Name of applicant's authorized representative:

Caroline Frankel

3. Signature of applicant's authorized representative:

Caroline Frankel

4. Name of municipality:

Town of Hopedale

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

Diana M. Schindler



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

Diana H. Schindler

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).*):

dschindler@hopedale.ma.us

8. Host community agreement execution date:

September 21, 2022

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

1. The Community Outreach Meeting was held on the following date(s): 10/15/2022
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:

6/1/2022

b. Name of publication:

The Milford Daily News

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:

5/31/2022

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:

6/1/2022

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



Name of applicant:

Caroline's Cannabis, LLC

Name of applicant's authorized representative:

Caroline Frankel

Signature of applicant's authorized representative:

Caroline Frankel



Public Notices

disclaims any and all warranties, including those of merchantability and fitness for particular purpose.

Buyer to pay sales tax upon registration.

Other terms and conditions may be available for viewing at the auction website (the terms of which are incorporated herein by reference.)

Town of Natick, Massachusetts

AD# 7348862
DN: 6/01/2022

BE BOLD!

Make your ad stand out.

Public Notices

CAROLINE'S CANNABIS, LLC.

LEGAL NOTICE OF COMMUNITY OUTREACH MEETING REGARDING AN ADULT-USE PRODUCT MANUFACTURING MARIJUANA ESTABLISHMENT

CAROLINE'S CANNABIS, LLC.
4 CHARLESVIEW ROAD,
HOPEDALE, MASSACHUSETTS 01747

Notice is hereby given that Caroline's Cannabis, LLC. of 640 Douglas Street, Uxbridge, Massachusetts will conduct a Virtual Community Outreach Meeting on the following matter on June 15, 2022 at 7:00 pm via Zoom. Caroline's Cannabis, LLC. will be applying for an Adult-Use Product Manufacturing Marijuana Establishment License, siting a location at 4

Public Notices

Charlesview Road, Hopedale, Massachusetts 01747.

Information presented at the community outreach meeting will include, but not be limited to:

1. The type of adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the proposed Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Interested members of the community will have the

Public Notices

opportunity to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing bekind@carolinescannabis.com or asked during the meeting. A copy of the meeting presentation will be made available at least 24 hours prior to the meeting by visiting carolinescannabis.com/hopedalecommunityoutreach

Virtual Community Outreach Meeting can be accessed at:

Join Zoom Meeting:
<https://zoom.us/j/91658648555?pwd=UERYQ2NlK3lId2pxZXNzZmpxVi9NZz09>
Meeting ID: 916 5864 8555
Passcode: CC01747

A copy of this notice is on file with the Town Clerk, the Board of Selectmen's office, and the Planning Department, all located at the Hopedale Town Hall, 78 Hopedale Street, Hopedale, MA 01747, and copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300-feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Caroline's Cannabis, LLC.

#7351729
DN 6/1/22

MONTANEZ
LEGAL NOTICE
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Middlesex Probate and Family Court
10-U Commerce Way
Woburn, MA 01801
(781) 865-4000
Docket No. M122C0329CA
CITATION ON PETITION
TO CHANGE NAME

In the matter of: Jenesis Faith Montanez

A Petition to Change Name of Minor has been filed by Jenesis Faith Montanez requesting that the court enter a Decree changing their name to: Jenesis Faith Bastidas

IMPORTANT NOTICE
Any person may appear for purposes of objecting to the petition by filing an appearance at: Middlesex Probate and Family Court before 10:00 a.m. on the return day of 7/2021. This is NOT a hear-

Public Notices

Thursday, through on www.Project copies of accepted b or by the sealed elec submitted forms. Tuto tions are a www.Project will be at ately for p date and ti online www.Project shall be cle per instruct dog's websi accompanie deposit of n (5%) percer the bid in M.G.L. c. 30 made payat Marlborough Authority.

may be su form of a c treasurer's check issuer ble bank or a Bid Bond. Bond, depos be submitte envelope wi Bid Bond Af received by the bidding Bidder mus completed davit form tronic bid. download a Affidavit www.Project COVID-19 bi at this time accepting ce In accordance sions of app laws, rules, ordinances, borough doe nate in emp provision of qualified c receive cons regard to r religious handicap, se veteran's sh origin. The right to can ment proce: whole or in bids, if the

PHO
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The Commonwealth of Massachusetts
Town of Bellingham

The owner or occupants of the following described parcels of land situated in the Town of Bellingham, in the County of Norfolk County and the Commonwealth of Massachusetts, and the public, are hereby notified that the taxes, thereon, severally assessed for the year(s) hereinafter specified, according to the list committed to me as the Collector of Taxes for the Town of Bellingham by the Board of Assessors of said town, remain unpaid, and that said parcels of land will be taken for the Town of Bellingham on June 14, 2022, at 10 a.m. for the principal and interest, if any, with all legal costs and charges thereon unless the same shall be previously discharged, all plans referred to are on file in the Assessor's Office.

Sandra Matar, Treasurer/Collector
Fiscal 2021

AHEARN WILLIAM A & JULIA M
14,898 Sq.Ft. of land with improvements situated at 486 HARTFORD AV Parcel 0004-0037-0000
Registry of Deeds Deed Book-14561 Page-355
2021 001058-00
Tax assessed \$6,546.38, Balance due \$1,599.27
JGGG REALTY TRUST
JOSEPH A GARRETT - TR
50,965 Sq.Ft. of land with improvements situated at 167 FARM ST Parcel 0007-0009-0000
Registry of Deeds Deed Book-LC 972 Page-36
2021 001091-00
Land Court Cert#-194472
Tax assessed \$3,848.91, Balance due \$3,916.91
MASON, RONALD F + CHRISTINE P
29,011 Sq.Ft. of land with improvements situated at 69 APACHE RD Parcel 0009-0052-0000
Registry of Deeds Deed Book-LC620 Page-185
2021 001188-00
Tax assessed \$5,217.99, Balance due \$2,159.97
DAVIES, EVAN J + DAWN M
81,588 Sq.Ft. of land with improvements situated at 116 GROVE ST Parcel 0016-0018-0000
Registry of Deeds Deed Book-10679 Page-562
2021 001620-00
Tax assessed \$5,775.53, Balance due \$1,739.24
THORTON, ANDREW
WILLEMS, ILSE
38,812 Sq.Ft. of land with improvements situated at 38 FARM ST Parcel 0018-0008-0000
Registry of Deeds Deed Book-LC 962 Page-72
2021 001682-00
Land Court Cert#-192544
Tax assessed \$6,379.68, Balance due \$1,059.45
SALVATORE GRACEFFA REV TRU
ANGELA CACI GRACEFFA REV TRUST
Subsequent Owner O'CONNELL, HEATHER T
Subsequent Owner FITZGERALD, NEIL &
KATHLEEN
14,201 Sq.Ft. of land with improvements situated at 90 ARROWHEAD RD Parcel 0016-0062-0000
Registry of Deeds Deed Book-LC 962 Page-422

at 93 NORTH MAIN ST Parcel 0040-0160-0000
Registry of Deeds Deed Book-11153 Page-226
2021 002949-00
Tax assessed \$4,624.17, Balance due \$5,091.69
CASTLE, DANIEL L
29,795 Sq.Ft. of land with improvements situated at 8 WOODSIDE LN Parcel 0049-0011-0000
Registry of Deeds Deed Book-35530 Page-449
2021 003233-00
Land Court Cert#-99670
Tax assessed \$8,356.00, Balance due \$1,568.44
KING, SARAH E
CHUNG, DANIEL V
CHUNG, SARAH E
Subsequent Owner SASA 2 GLOBAL ENDEAVORS LLC
of improvements situated
at 39 BELLWOOD CR 39 Parcel 0049-0334-0039
Registry of Deeds Deed Book-32825 Page-0115
2021 003300-00
Land Court Cert#-90271
Tax assessed \$3,374.82, Balance due \$1,053.19
CREA, ELIZABETH C
20,604 Sq.Ft. of land with improvements situated at 1076 SOUTH MAIN ST Parcel 0054-0032-0000
Registry of Deeds Deed Book-20821 Page-56
2021 003694-00
Tax assessed \$5,406.87, Balance due \$1,231.86
ADAMS JESSICA & MICHAEL
Subsequent Owner ADAMS, JESSICA
of improvements situated
at 109 BLACKSTONE ST 109 Parcel 0055-054J-0002
Registry of Deeds Deed Book-37505 Page-374
2021 003822-00
Land Court Cert#-1418
Tax assessed \$4,000.77, Balance due \$1,306.66
OKEEFFE, FELICIA
PAQUETTE, DARRYL
106,286 Sq.Ft. of land with improvements situated at 201 BLACKSTONE ST Parcel 0059-0059-0000
Registry of Deeds Deed Book-37200 Page-77
2021 003970-00
Land Court Cert#-88519
Tax assessed \$6,408.45, Balance due \$390.01
JONES, TIMOTHY G
17,816 Sq.Ft. of land situated
at SOUTH MAPLE ST Parcel 0061-0007-0000
Registry of Deeds Deed Book-LC589 Page-183
2021 004016-00
Tax assessed \$138.34, Balance due \$172.25
AZANO JEFFREY W &
AZANO-BROWN HEATHER
8,015 Sq.Ft. of land with improvements situated at 13 FLORANCE ST Parcel 0064-0090-0000
Registry of Deeds Deed Book-22245 Page-385
2021 004155-00
Tax assessed \$4,766.25, Balance due \$1,398.41
FINN, SARAH
LUSSIER, KATRINA
10,919 Sq.Ft. of land with improvements situated at 60 ARROWHEAD RD Parcel 0064-0137-0000

15,943 Sq.Ft. of land with improvements situated at 11 OAK ST Parcel 0090-0041-0000
Registry of Deeds Deed Book-35644 Page-596
2021 005733-00
Land Court Cert#-115460
Tax assessed \$3,663.02, Balance due \$3,374.28
CARSON TRACY L
19,994 Sq.Ft. of land with improvements situated at 230 SOUTH MAIN ST Parcel 0090-0121-0000
Registry of Deeds Deed Book-25089 Page-273
2021 005814-00
Tax assessed \$4,013.72, Balance due \$991.97
LARSON, ROBERT III & SANDRA
17,206 Sq.Ft. of land with improvements situated at 91 MURON ST Parcel 0091-0023-0000
Registry of Deeds Deed Book-32367 Page-550
2021 005965-00
Land Court Cert#-53805
Tax assessed \$5,183.28, Balance due \$6,267.63
LEBLANC, JESSICA L & RENE R
10,019 Sq.Ft. of land with improvements situated at 90 SUFFOLK ST Parcel 0094-0003-0000
Registry of Deeds Deed Book-32158 Page-525
2021 006101-00
Land Court Cert#-24033
Tax assessed \$5,847.54, Balance due \$1,964.09
JOHNSON, ELSIE D
RIVERA, ELSIE D
8,538 Sq.Ft. of land with improvements situated at 50 FREEMAN ST Parcel 0094-0070-0000
Registry of Deeds Deed Book-33461 Page-15
2021 006158-00
Land Court Cert#-87861
Tax assessed \$6,170.10, Balance due \$561.31
SINKO, GEORGE R
4,400 Sq.Ft. of land with improvements situated at 71 MOODY ST Parcel 0094-0211-0000
Registry of Deeds Deed Book-7057 Page-212
2021 006291-00
Tax assessed \$3,409.29, Balance due \$4,087.28
TONOLE, ALEX
10,803 Sq.Ft. of land with improvements situated at 31 IRVING ST Parcel 0095-0052-0000
Registry of Deeds Deed Book-35893 Page-0296
2021 006415-00
Land Court Cert#-25666
Tax assessed \$5,558.84, Balance due \$1,166.66
CAMPOS, VIRGILIO
ARNOLD, DEBORAH ET AL
12,371 Sq.Ft. of land with improvements situated at 601 WRENTHAM RD Parcel 0097-0017-0000
Registry of Deeds Deed Book-5053 Page-695
2021 006513-00
Tax assessed \$3,704.05, Balance due \$114.07
LEBLANC, STEVEN R + PEGGY D
10,019 Sq.Ft. of land with improvements situated at 60 TRENTON ST Parcel 0098-0052-0000
Registry of Deeds Deed Book-8835 Page-5 2021 006578-00
Tax assessed \$3,112.56, Balance due \$837.47
BOLGER, MICHAEL a/k/a MICHAEL R. BOLGER
FEDEROWICZ, AMY N/A AMY-LYNN PERRY
10,019 Sq.Ft. of land with improvements situated at 60 TRENTON ST Parcel 0098-0052-0000

RECEIVED

By Lisa M. Pedrolì at 10:06 am, May 31, 2022

Attachment B

LEGAL NOTICE OF COMMUNITY OUTREACH MEETING REGARDING AN
ADULT-USE PRODUCT MANUFACTURING MARIJUANA ESTABLISHMENT

CAROLINE'S CANNABIS, LLC.
4 CHARLESVIEW ROAD, HOPEDALE, MASSACHUSETTS 01747

Notice is hereby given that Caroline's Cannabis, LLC. of 640 Douglas Street, Uxbridge, Massachusetts will conduct a Virtual Community Outreach Meeting on the following matter on June 15, 2022 at 7:00 pm via Zoom. Caroline's Cannabis, LLC. will be applying for an Adult-Use Product Manufacturing Marijuana Establishment License, siting a location at 4 Charlesview Road, Hopedale, Massachusetts 01747.

Information presented at the community outreach meeting will include, but not be limited to:

1. The type of adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the proposed Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Interested members of the community will have the opportunity to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing bekind@carolinescannabis.com, or asked during the meeting. A copy of the meeting presentation will be made available at least 24 hours prior to the meeting by visiting carolinescannabis.com/hopedalecommunityoutreach

Virtual Community Outreach Meeting can be accessed at:

Join Zoom Meeting: <https://zoom.us/j/91658648555?pwd=UERyQ2NlK3lId2pxZXNzZmpxVi9NZz09>
Meeting ID: 916 5864 8555
Passcode: CC01747

A copy of this notice is on file with the Town Clerk, the Board of Selectmen's office, and the Planning Department, all located at the Hopedale Town Hall, 78 Hopedale Street, Hopedale, MA 01747, and copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300-feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Caroline's Cannabis, LLC.

LEGAL NOTICE OF COMMUNITY OUTREACH MEETING REGARDING AN
ADULT-USE PRODUCT MANUFACTURING MARIJUANA ESTABLISHMENT

CAROLINE'S CANNABIS, LLC.
4 CHARLESVIEW ROAD, HOPEDALE, MASSACHUSETTS 01747

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Caroline's Cannabis, LLC.

Caroline's Cannabis, LLC
Application#MPN282232

Plan to Remain Compliant with Local Zoning

Caroline's Cannabis, LLC currently operates a licensed Marijuana Retail Establishment (#MR283694) located at 4 Charlesview Rd, Hopedale, in the Commercially Zoned district.

In accordance with the Hopedale Zoning Bylaw 12.12 Marijuana Establishments are allowed to locate and operate in the Town of Hopedale in Commercial Zones with a Special Permit. Caroline's Cannabis, LLC is currently in the process of obtaining a Special Permit from the Hopedale Zoning Board, to expand business operations at 4 Charlesview Rd to also include Product Manufacturing. Facility location is not within 500 ft. of any school (grades K-12).

Hopedale Select Board voted unanimously to authorize the Town Manager to enter into a Host Community Agreement with Caroline's Cannabis, LLC. On September 21, 2022, Caroline's Cannabis, LLC entered into a Host Community Agreement with the Town of Hopedale and obtained the signed Host Community Agreement Certification Form approved by Diana Schindler-Town Administrator.

Caroline's Cannabis has thoroughly reviewed all local codes, ordinances, and bylaws as they apply to the physical address of the proposed Marijuana Product Manufacturing Establishment, and in consultation with attorney and advisors determined that the physical address for the proposed Marijuana Product Manufacturing Establishment is in compliance with local codes, ordinances and bylaws. Caroline's Cannabis will work with appropriate authorities in Hopedale to secure the necessary permits to begin product manufacturing operations at 4 Charlesview Rd.



Office of the Board of Assessors
P.O. Box 7
74 Hopedale Street
Hopedale, MA 01747
Ann M. Williams Principal Assessor
Tel. (508) 634-2203 x 224 FAX (508) 634-2200
e-mail: awilliams@hopedale-ma.gov

Donald W. Howes
Chairperson

Matthew M. Dailey

Ellen Murphy

May 26, 2022

Caroline Frankel
Caroline's Cannabis
PO Box 175
Douglas, MA 01516

Re: Abutters list for 4 Charlesview Rd
Parcel ID = 24-44-0

Dear Caroline,

Per your request, I have comprised an abutter's list for the above property. The list is authentic and is calculated on a 300-foot radius of the subject property.

Please note the 300' radius abuts other town(s)

If you have any questions, please contact this office.

Respectfully,

Renee Polechronis
Assessor's Admin. Assistant



Patriot Properties

Town of Hopedale

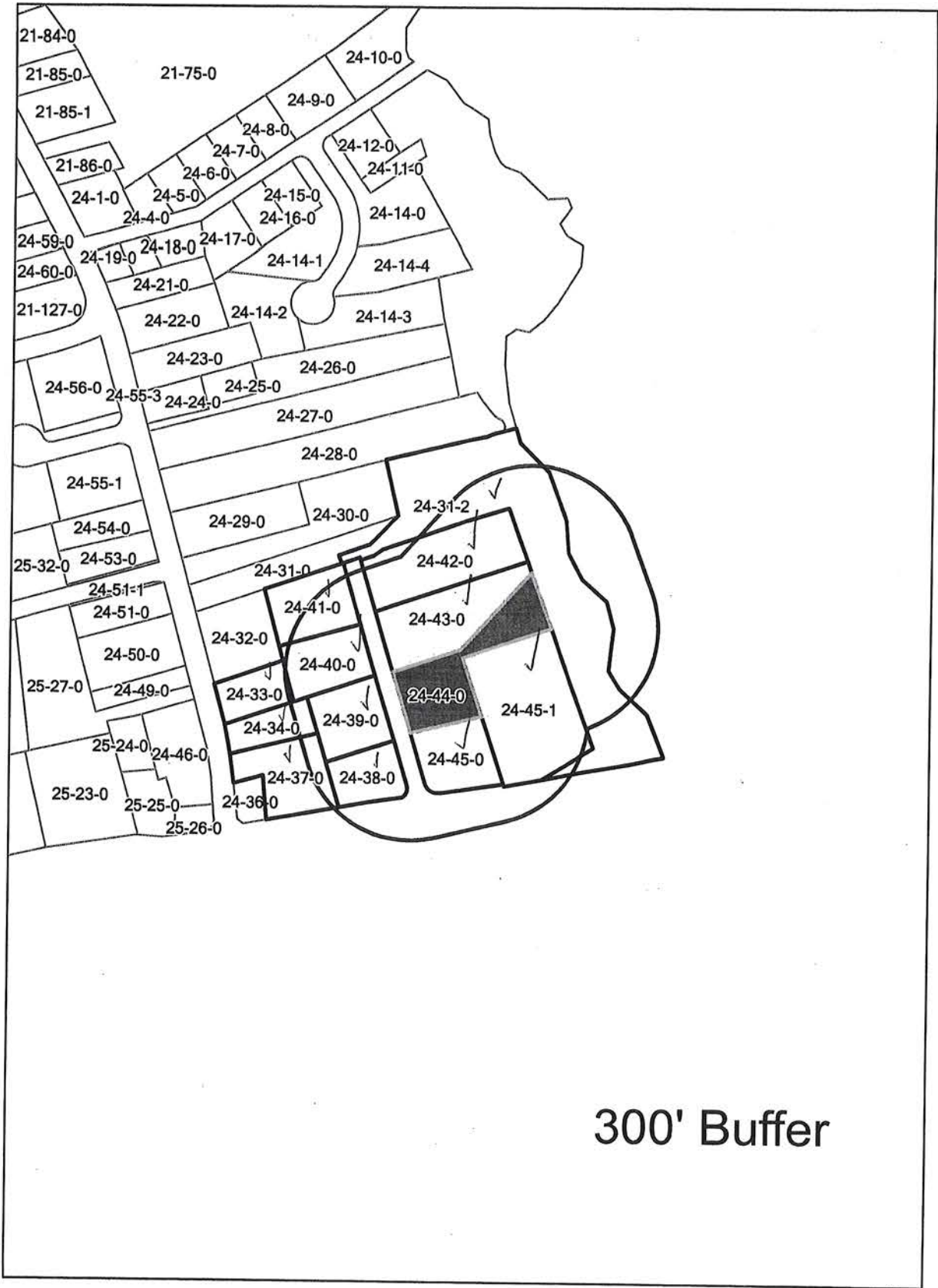
Abutters List

05/26/2022

11:24:27AM

Filter Used: DataProperty.AccountNumber in (1653,1652,1650,1654,1649,1656,1657,1661,1662,1660,2455,1659,1658)

4 Charlesview Rd Parcel 24-44-0



Town of Hopedale
Abutters List

Subject Parcel ID:

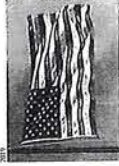
Subject Property Location:

ParcelID	Location	Owner	Co-Owner	Mailing Address	City	State	Zip
24-31-2	10 CHARLESVIEW RD			997 MILLBURY ST	WORCESTER	MA	01607 ✓✓
24-33-0	396 SOUTH MAIN ST			396 SOUTH MAIN ST	HOPEDALE	MA	01747-1521 ✓
24-34-0	398 SOUTH MAIN ST			398 SOUTH MAIN ST	HOPEDALE	MA	01747 ✓✓
24-37-0	144 HARTFORD AV			815 SOUTH MAIN ST	BELLINGHAM	MA	02019 ✓✓
24-38-0	1 CHARLESVIEW RD			1 CHARLESVIEW RD	HOPEDALE	MA	01747 ✓✓
24-39-0	3 CHARLESVIEW RD			PO BOX 301	HOPEDALE	MA	01747 ✓✓
24-40-0	5 CHARLESVIEW RD			51 MADDEN AVE	MILFORD	MA	01757 ✓✓
24-41-0	7 CHARLESVIEW RD			81 HOPE AVE	WORCESTER	MA	01603 ✓✓
24-42-0	8 CHARLESVIEW RD			PO BOX 301	HOPEDALE	MA	01747 ✓✓
24-43-0	6 CHARLESVIEW RD			PO BOX 301	HOPEDALE	MA	01747 ✓✓
24-44-0	4 CHARLESVIEW RD			PO BOX 175	DOUGLAS	MA	01516 ✓✓
24-45-0	150 HARTFORD AV			PO BOX 444	MENDON	MA	01756 ✓✓
24-45-1	156 HARTFORD AV			PO BOX 444	MENDON	MA	01756 ✓✓

Parcel Count: 13

End of Report

Caroline's Cannapio, LLC
4 Charlesnew Rd
Hopedale, MA 01747



FOREVER / USA

~~Bob Baker Properties, LLC~~
997 Millbury St
Worcester, MA 01607

Caroline's Camacho, MA
4 Charlesview Rd
Hopedale, MA 01747

~~396 South Main St~~
396 South Main St
Hopedale, MA 01747-1521



Caroline's Camis, LLC
4 Charlesview Rd
Hopedale, MA 01747

~~Diane Boccassile~~
398 South Main St
Hopedale, MA 01747



Caroline's Carrabis, ME
4 Charlesview
Hopedale, MA 01747

~~WIC-Health, Inc~~
815 South Main St
Bellingham, MA 02019



Caroline's Camgirls, LLC
4 Charlesview Rd
Hopedale, MA 01747



~~4 Charlesview Rd~~
1 Charlesview Rd
Hopedale, MA 01747

1/1

Caroline's Cannabis, Inc.
4 Charlesview Rd
Hopedale, MA 01747



~~Caroline's Cannabis, Inc.~~
PO BOX 301
Hopedale, MA 01747

11/1/17

Caroline's Campagne, ME
4 Charlesview Rd
Hopedale, MA 01747

~~4 Landry Road, ME~~
51 Madden Ave
Meyford, MA 01757



Carolene's Cannabis, Inc
4 Charlesview Rd
Hopkinton, MA 01747



Caroline's Cannabis, Inc
Charlesview Rd
Hopedale, MA 01747



~~Hand-Jobed Gun-Proprietors Inc~~
PO Box 444
Mendon, MA 01756

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Virtual Community Outreach Meeting Request
3 messages

Caroline F <caroline@carolinescannabis.com> Wed, May 25, 2022 at 12:42 PM
To: DSchindler@hopedale-ma.gov, Brian Keyes <bkeyes@hopedale-ma.gov>

Good Afternoon,

I hope that all is well.

I am in the process of scheduling my Community Outreach Meeting for product manufacturing and courier delivery. The CCC requires that I get your approval to host the community outreach meeting via virtual (Zoom) prior to posting notice. Is it ok to move forward with a virtual meeting?

Have a great day

Caroline

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

Diana Schindler <DSchindler@hopedale-ma.gov> Wed, May 25, 2022 at 1:25 PM
To: Caroline F <caroline@carolinescannabis.com>, Brian Keyes <bkeyes@hopedale-ma.gov>

Hi Caroline,

Hope you're well.

The Town has no issues with a virtual meeting. If you could keep me in the loop once its scheduled, I'd appreciate it.

Thank you!

Best,

Diana

Diana M. Schindler
Town Administrator
Town of Hopedale
78 Hopedale St.
Hopedale, MA 01747
Off: (508) 634-2203 x213
Cell: (413) 387-9069

Please be advised that the Massachusetts Secretary of State and the Massachusetts Attorney General consider e-mail to be a public record, and therefore subject to the Massachusetts Public Records Law, M.G.L. c. 66 § 10.

[Quoted text hidden]

Brian Keyes <bkeyes@hopedale-ma.gov> Wed, May 25, 2022 at 1:53 PM
To: Diana Schindler <DSchindler@hopedale-ma.gov>
Cc: Caroline F <caroline@carolinescannabis.com>

Excellent news Caroline!
Thanks Diana for the clarification and assistance.
Brian.

Sent from my iPhone

On May 25, 2022, at 1:25 PM, Diana Schindler <DSchindler@hopedale-ma.gov> wrote:

[Quoted text hidden]



Caroline F <caroline@carolinescannabis.com>

RE: Caroline's Cannabis-Video of Product Manufacturing Community Outreach Meeting

3 messages

Lisa Pedroli <lpedroli@hopedale-ma.gov>
To: Caroline F <caroline@carolinescannabis.com>
Cc: Martha White <mwhite@hopedale-ma.gov>

Tue, Nov 22, 2022 at 10:36 AM

Hi Caroline,

I am not sure if you know but Diana does not work in Hopedale anymore, I am including Martha White who is the interim executive assistant.

Let me know if there is anything you need from me.

Happy Thanksgiving.

Lisa

From: Caroline F <caroline@carolinescannabis.com>
Sent: Monday, November 21, 2022 4:14 PM
To: Diana Schindler <DSchindler@hopedale-ma.gov>; Lisa Pedroli <lpedroli@hopedale-ma.gov>; Glenda Hazard <ghazard@hopedale-ma.gov>; Nicholas Obolensky <nho@oblaws.com>
Subject: Caroline's Cannabis-Video of Product Manufacturing Community Outreach Meeting

Good Afternoon,

I hope that all is well.

I just wanted to forward a video recording of my product manufacturing community outreach meeting that was held in June, for the Town to reference or replay if needed in the future.

I hope you have a wonderful Thanksgiving.

Hopedale-Community Outreach PM (1).mp4

Thanks

Caroline

Caroline's Cannabis, LLC

Caroline Frankel

Owner/CEO

(c) 401-323-0335

(b) 774-243-0323

www.carolinescannabis.com

Approved Social Equity Program Participant

Caroline F <caroline@carolinescannabis.com>
To: Caroline F <caroline@carolinescannabis.com>

Sun, Dec 4, 2022 at 12:18 AM

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

----- Forwarded message -----

From: **Caroline F** <caroline@carolinescannabis.com>

Date: Mon, Nov 21, 2022 at 4:13 PM

Subject: Caroline's Cannabis-Video of Product Manufacturing Community Outreach Meeting

To: Diana Schindler <DSchindler@hopedale-ma.gov>, Lisa Pedrolli <lpedrolli@hopedale-ma.gov>, <ghazard@hopedale-ma.gov>, Nicholas Obolensky <nho@oblaws.com>

Good Afternoon,

I hope that all is well.

I just wanted to forward a video recording of my product manufacturing community outreach meeting that was held in June, for the Town to reference or replay if needed in the future.

 **Hopedale-Community Outreach PM (1).mp4**

[Quoted text hidden]

Caroline F <caroline@carolinescannabis.com>
To: Caroline F <caroline@carolinescannabis.com>

Sun, Dec 4, 2022 at 12:28 AM

[Quoted text hidden]



Caroline's Cannabis, LLC
640 Douglas Street
Uxbridge, MA 01569

December 6, 2022

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

**RE: Additional Information for Application of Intent Packet
Caroline's Cannabis, LLC
MPN282232**

Dear Commission:

The purpose of this letter is to provide the Commission with a statement from the principal of Caroline's Cannabis, LLC with respect to the following section that requires additional information:

1. **Host Community Information (Community Outreach Documentation)** Documentation showing the applicant provided the necessary documentation regarding the Virtual Community Outreach Meeting and it was conducted within six months of the Application of Intent being originally submitted.

As principal of Caroline's Cannabis, I hereby state that I submitted a recording of the community outreach meeting, held on June 15, 2022, in a manner conducive for replay on local cable access or other broadcast, via email to the Hopedale Town Administrator, with a copy to the Select Board, on November 21, 2022.

A copy of the email from the Town of Hopedale authorizing the Virtual Community Outreach Meeting is attached. There were six (6) people in attendance, including myself, at the June 15, 2022 Virtual Community Outreach Meeting.

Sincerely,

Caroline Frankel
President/CEO
Caroline's Cannabis, LLC



Caroline F <caroline@carolinescannabis.com>

Caroline's Cannabis-MPN282232 Recording of Virtual Community Outreach Meeting

1 message

Caroline F <caroline@carolinescannabis.com>
To: CCC Licensing <Licensing@cccmass.com>

Tue, Dec 6, 2022 at 10:25 PM

Good Evening,

Due to the file size, I was unable to upload my Community Outreach Meeting video recording to the portal application MPN282232. Please see the attached video for your review.

Thanks
Caroline Frankel

 **Hopedale-Community Outreach PM (1) (3).mp4**

Caroline's Cannabis, LLC
Caroline Frankel
Owner/CEO
(c) 401-323-0335
(b) 774-243-0323
www.carolinescannabis.com

Approved Social Equity Program Participant

Plan to Positively Impact Disproportionately Harmed People

Goals

Owner Caroline Frankel is an approved Social Equity Program Participant herself and is dedicated to empowering individuals in: defined areas of disproportionate impact, Commission-designated Certified Economic Empowerment recipients, Commissioned-designated Social Equity Program participants, and Massachusetts residents who have past drug convictions. Caroline's Cannabis, LLC plans to focus its efforts to positively impact disproportionately harmed people, in the following ways:

- Direct Giving Donation Program (in defined area of disproportionate impact)
- Hiring Preference Program (20% of staff are Massachusetts residents who have past drug convictions)
- Mentoring Program (for EE and SE applicants)

Programs

Direct Giving Donation Program- Caroline's Cannabis has identified a non-profit organization that works in Holyoke, which is a defined area of disproportionate impact. The organization, Entrepreneurship for All ("EforAll"), is a growing nonprofit organization that partners with communities to help under-represented individuals successfully start and grow a business. Caroline's Cannabis, through its Direct Giving Donation Program, plans on partnering with EforAll to provide monetary donations and sponsorship to assist it with its mission to accelerate economic and social impact in Holyoke through inclusive entrepreneurship. Caroline's Cannabis will make quarterly donations of \$2,000 to EforAll.

Hiring Preference Program-

Caroline's Cannabis shall establish a preference for hiring Massachusetts residents who have past-drug convictions. Any interest or resumes from these individuals will be prioritized during the review process for job availabilities. In, an effort to attract and engage previously under-represented well-qualified individuals, Caroline's Cannabis will annually host a free job fair located in Worcester County, which will also include educational seminar, and skilled-based training session. Material covered in educational seminar will include: The MA regulated cannabis industry; The environment in which it operates; and Employment opportunities for MA residents who have past-drug convictions to get involved and explore careers. Skilled-base basic training session material will include: cannabis product overview, cannabis and its effects, understanding recreational sales, creating your resume, and preparing for interviews with cannabis companies. Caroline's Cannabis will communicate with local workforce development boards in Worcester County to identify and recruit potential employees seeking entry into the adult-use marijuana

industry. Caroline's Cannabis shall post quarterly advertisements in the local newspaper, Worcester Telegram & Gazette, and on employment search engine indeed.com, stating that Caroline's Cannabis is specifically looking for Massachusetts residents who have past drug convictions for employment. Caroline's Cannabis will cover the financial cost for Agent Registration with the Cannabis Control Commission, and any associated fingerprinting and background check fees, which will serve to remove financial barriers for these applicants. When advertising of available positions, Caroline's Cannabis will not impose unnecessary educational requirements that can create barriers to employment. Caroline's Cannabis shall hire 20% of its staff that are Massachusetts residents who have past-drug convictions.

Mentoring Program-Caroline's Cannabis is committed to mentoring eligible applicants seeking entry into the adult-use cannabis industry in Massachusetts. Specifically, Commission designated Certified Economic Empowerment recipients, and Social Equity Program Participants. Caroline's Cannabis welcomes the opportunity to empower, encourage, elevate, educate, support and promote these applicants so they can successfully and competently participate in the cannabis industry. Caroline's Cannabis recognizes that the most effective method for cannabis industry growth in the Commonwealth is about creating a fair and equal opportunity for cannabis businesses of all sizes, and one that supports economic empowerment and true diverse market participation. Mentoring is a great way to pay it forward and accelerate the development of future cannabis leaders. Furthermore, Caroline's relationship with the entrepreneurial incubator EforAll, which as mentioned above primarily services areas of disproportionate impact, shall serve as a pipeline for recruiting new entrants into the cannabis industry that come from area of disproportionate impact and who can truly benefit from Caroline's Cannabis' Mentoring Program. Caroline's Cannabis will mentor (1) Economic Empowerment Priority Applicant or (1) Social Equity Program Participant each year.

Measurement & Accountability

Caroline's Cannabis will responsibly maintain records of: donations, sponsorships, number of events per calendar year, number of attendees, subject matter of programs, program participants, program contacts, program results, employment applications, and letters of mentorship. Caroline's Cannabis will count the number of individuals hired that are Massachusetts residents who have past drug convictions. This number will be assessed from the total number of individuals hired to ensure that 20% of all individuals hired fall within this goal. This information will be available for the Commission to review upon request. An annual analysis of the effectiveness of *the plan to positively impact disproportionately harmed people* will be conducted. If any results identifying areas for improvement are concluded, corrective action will be taken immediately.

Caroline's Cannabis acknowledges that the progress or success of its plan shall be documented upon renewal (one year from provisional licensure, and each year thereafter).

Caroline's Cannabis acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments; and any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

OPERATING AGREEMENT of CAROLINE'S CANNABIS, LLC

a Massachusetts Limited Liability Company

AMENDMENT 1

7.05 *Banking Authority.* The sole Member, Caroline Frankel, shall have authority to establish and maintain bank and investment accounts as well as any attendant activity required for the Company's banking and financial needs, including, but not limited to, drawing checks and other orders for the payment of money, and designating individuals with authority to sign or give instructions with respect to those accounts.

IN WITNESS WHEREOF the party hereto has executed this First Amendment to the 16 May 2018 Operating Agreement of Caroline's Cannabis, LLC as of this 7 day of December 2018.


Caroline Frankel, Member

OPERATING AGREEMENT of CAROLINE'S CANNABIS, LLC

a Massachusetts Limited Liability Company

This Operating Agreement (this "Agreement") of Caroline's Cannabis, LLC (the "Company") is entered into as of the 16 day of May, 2018, by the party hereto. The party hereto has formed the Company as a limited liability company pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act").

ARTICLE I

Formation of Limited Liability Company; Name and Principal Place of Business; Term

1.01 *Formation.* The Company has been formed pursuant to the Act.

1.02 *Name.* The name of the Company is Caroline's Cannabis, LLC.

1.03 *Business Address.* The business address of the Company is 640 Douglas Street, Uxbridge, Massachusetts. The name and address of the resident agent for service of process on the Company is Caroline Frankel, 10 Smith Hill Way, Douglas, Massachusetts. The business address and/or the resident agent may be changed by the Member from time to time as the Member may hereafter determine in compliance with the procedures required hereunder and by the Act.

1.04 *Tax Treatment.* The Company shall be disregarded as an entity separate from its Member for the purposes of federal and state income taxation.

1.05 *Term.* The term of the Company commenced on August 7, 2017, the date of the filing for record of the Company's Articles of Organization with the Office of the Secretary of State for the Commonwealth of Massachusetts, and shall continue in perpetuity unless the Company shall be sooner terminated as provided in Section 8.01.

ARTICLE II

Definitions

Wherever used in this Agreement, unless the context clearly indicates otherwise, the following words shall have the meanings indicated:

"*Adjusted Value*" means, with respect to any asset, the asset's adjusted basis for federal income tax purposes.

"*Affiliate*" means, with respect to any Person: (a) any member of the immediate family of such Person, if an individual; (b) any legal representative, successor, or assignee of such Person or any individual referred to in preceding clause (a); (c) any trustee of a trust for the benefit of such Person or any individual referred to in preceding clauses (a) or (b); (d) any Person (if not an individual) of which a majority of the voting, capital or profit interests is owned, directly or indirectly, by any one or more of such Person and the Persons referred to in preceding clauses (a) through (c); or (e) any Person who is an officer, director, trustee, employee, stockholder (fifteen percent (15%) or more), partner, or member of such Person or any Person referred to in preceding clause (d).

"*Assign*" or "*Assignment*" means, as used in connection with an Interest, to sell, transfer, assign, pledge, or otherwise dispose of all or part of such Interest or the sale, transfer, assignment, pledge, or other disposition of all or part of such Interest. The terms "Assign" and "Assignment" include any purported Assignment, including a collateral assignment or pledge.

"*Capital Account*" means, with respect to the Member, the record of the Member's Capital Contribution and of each item of income, gain, loss, deduction, or cash distribution allocated to the Member to reflect the Member's economic

or equity interest in the Company. The Member's Capital Account shall be maintained as set forth in Section 5.02 hereof.

"*Capital Contribution*" means, with respect to the Member, the property contributed by the Member to the capital of the Company and specified for the Member in Section 4.02 hereof; *provided, however*, that loans to the Company by the Member shall not be considered Capital Contributions.

"*Cash Flow*" means the excess of the cash receipts from day-to-day operations of the Company over (a) the cash needed to pay expenses arising from day-to-day operations of the Company, and (b) the cash needed in the reasonable judgment of the Member to fund a reasonable reserve for the needs of the Company's business. "Cash Flow" does not include Net Cash from Sales or Refinancings.

"*Fiscal Year*" means the fiscal year of the Company, which shall be the calendar year.

"*Interest*" means, with respect to the Member, all of the Member's right, title, and interest in and to the Company.

"*Member*" means the person identified in Section 4.01 hereof.

"*Net Cash from Sales or Refinancings*" means the net cash proceeds from all sales and other dispositions (other than in the ordinary course of business) of Company property and all refinancing of Company property, less any portion thereof used to establish reserves, all as determined by the Member. "*Net Cash from Sales or Refinancings*" shall include all principal and interest payments with respect to any note or other obligation received by the Company in connection with sales and other dispositions (other than in the ordinary course of business) of Company property.

"*Percentage Interest*" means, with respect to the Member, one hundred per cent (100%) of all Interests in the Company.

"*Person*" means and includes natural persons, corporations, limited partnerships, general partnerships, limited liability companies, limited liability partnerships, joint stock companies, joint ventures, associations, companies, trusts, banks, trust companies, land trusts, business trusts or other organizations, whether or not legal entities, and governments (whether federal, state or local, domestic or foreign, and including political subdivisions thereof) and agencies or other administrative or regulatory bodies thereof.

"*Profits*" or "*Losses*" means the net income and losses (or items thereof) of the Company as determined in accordance with the accounting methods followed by the Company for federal income tax purposes. "Profits" and "Losses" shall include net gains and losses as computed for federal income tax purposes from the sale or other disposition of all or part of the Company's property or any other event or transaction whether or not in the ordinary course of day-to-day operations of the Company (including the liquidation of the Company).

"*Substitute Member*" means a person admitted to all (or a portion) of the rights of the Member pursuant to the provisions of Article IV of this Agreement.

"*Successor*" means, with respect to the Member, a legally-appointed successor in interest to the Member, including, but not limited to, the executor, administrator, guardian, or conservator of the Member, and any legally-appointed successor to such executor, administrator, guardian, or conservator.

ARTICLE III

Purposes and Authorized Acts

3.01 *Purpose*. The purpose of the Company is to be a general retail establishment, as well as any other business activities permitted under the Act which the Member shall deem desirable or expedient to achieve the foregoing or shall deem to be in the best interests of the Company.

3.02 *Authorized Acts*. Subject to the terms hereof and to applicable law, the Company is authorized to perform all acts necessary, convenient, or incidental to the effectuation of its purposes.

ARTICLE IV

Member; Contributions

4.01 *Sole Member*. Caroline Frankel, an individual with an address of 10 Smith Hill Way, Douglas, Massachusetts, is the sole Member. If additional Members or Substitute Members are admitted pursuant to this Article, this Section 4.01 shall be amended to reflect such changes in membership of the Company.

4.02 *Capital Contributions*. The Member has contributed \$135,000 to the capital of the Company in exchange for the Member's Percentage Interest in the Company. If additional Members are admitted pursuant to this Article, or if a Substitute Member is admitted who makes additional contributions to the capital of Company, this Section 4.02 shall be amended to include a schedule of the Capital Contributions of the Member and each new Member.

4.03 *Additional Capital Contributions; Loans*. The Member may make and the Company may accept such additional contributions of property from the Member from time to time in the sole discretion of the Member. Loans to the Company by the Member shall not be considered Capital Contributions and shall be evidenced by one or more promissory notes made by the Company in favor of the Member and shall be repayable on such terms and conditions as shall be agreed upon by the Member and the Company.

4.04 *Liability of Member*. The Member shall not be liable for the obligations of the Company solely by reason of being a Member. The Member shall not be required to make any contributions to the capital of the Company other than as provided in Section 4.02 above. To the extent permitted by the Act and applicable law, the Member shall have no personal liability to the Company or to any additional Member or Substitute Member for breach of any duty under the Act.

4.05 *Compensation of Member*. The Company may compensate the Member for services rendered to or on behalf of the Company. The Member's compensation may be determined with or without regard to Profits or other indicators of the results of operations. Compensation paid to the Member shall be treated as an expense for purposes of determining Profits. The Company shall reimburse the Member for reasonable expenses properly incurred on the Company's behalf in accordance with the Company's then-current budget.

4.06 *Assignment of Interest; Additional Members*. The Company consists of a single Member; the Member may not Assign the Member's Interest, in whole or in part, and no additional Members are permitted to be admitted, unless and until this Agreement is amended, in writing, to provide, among other things, for the change of the Company's status for tax purposes from an entity disregarded as separate from the Member to an entity treated as a partnership or a corporation, unless otherwise agreed to in a writing signed by the Member.

4.07 *Substitute Members*. The Member may freely Assign all (or part) of the Member's Interest to another single person or entity, provided that: (a) the assignee shall agree in writing to be bound by all of the terms of this Agreement, as amended in accordance with Section 4.06 above and otherwise as required by the Member in the Member's sole discretion; (b) the assignee shall deliver to the Company an opinion of counsel to the effect that such proposed Assignment and substitution does not violate state or federal securities laws (as the Member deems necessary or desirable to effect such assignee's admission as a Substitute Member); and (c) the assignee shall pay all reasonable expenses in connection with such assignee's admission as a Substitute Member. Upon the occurrence of an Assignment pursuant to this Section 4.07, the assignee shall be deemed admitted as a Substitute Member. The Capital Account of the Member shall carry over pro rata to the Substitute Member; *provided, however*, that if the Substitute Member makes a contribution to the capital of the Company in connection with the Assignment of the Interest, such contribution shall be a Capital Contribution and shall be reflected in the Substitute Member's Capital Account, and Section 4.02 hereof shall be amended accordingly.

4.08 *Rights of Successors.* Notwithstanding Sections 4.07, a Successor to the Member shall automatically become a Substitute Member.

ARTICLE V

Allocation of Profits and Losses; Maintenance of Capital Accounts

5.01 *Allocations to Member.*

A. *Allocation of Profits and Losses.* Profits and Losses for any Fiscal Year shall be allocated to the Member.

B. *Other Allocations.* All items of Company income, gain, Loss, deduction, and any other allocations, including allocations of book Profits and Losses, not otherwise provided for in this Agreement, shall be allocated to the Member in the same fashion as are Profits and Losses for such Fiscal Year.

5.02 *Capital Account.*

A. A Capital Account shall be maintained on the books of the Company for the Member, which shall be: (i) credited with the Member's Capital Contributions and the amount of any liabilities that are assumed by the Member or that are secured by any property distributed to the Member; (ii) credited with the Member's distributive share of Profits and any income of the Company that is exempt from federal income tax and not otherwise taken into account in computing Profits; (iii) charged with the Member's distributive share of Losses and any nondeductible expenditures of the Company not otherwise taken into account under this Section; and (iv) charged with any distributions to the Member and with the amount of any liabilities of the Member that are assumed by the Company or that are secured by any property contributed by the Member to the Company.

B. In the case of property other than cash contributed to the Company or distributed to the Member, the Member's Capital Account will be credited with the Adjusted Value of property contributed to the Company by the Member (net of liabilities assumed by the Company and liabilities to which such contributed property is subject) and shall be debited with the cash and the Adjusted Value of property distributed to the Member (net of liabilities assumed by such Member and liabilities to which such distributed property is subject).

ARTICLE VI

Distribution of Cash Flow and Proceeds of Transactions Not in the Ordinary Course of Business

6.01 *Cash Flow.* Cash Flow shall be distributed to the Member at such time or times and in such amounts as the Member deems appropriate in the Member's sole discretion. In no event, however, shall any distribution from Cash Flow be made under this Section to the extent that such distribution would (i) violate the terms of any financing arrangement to which the Company is a party, or (ii) result in an inability on the part of the Company to pay its debts as they become due.

6.02 *Net Cash From Sales or Refinancings.* Except as otherwise provided in Article VIII, Net Cash from Sales or Refinancings shall be distributed to the Member at such time or times and in such amounts as the Member deems appropriate in its sole discretion.

ARTICLE VII

Rights, Powers, Duties and Obligations of the Member

7.01 *Management by the Member.* The business and affairs of the Company shall be managed by the Member.

7.02 *Officers.*

A. The Member may appoint such officers of the Company, including a President, a Treasurer, and/or a Secretary, as the Member deems necessary or appropriate. The sole function of such officers shall be to carry out the decisions of the Member. The officers shall have no authority to manage the business and affairs of the Company except to the extent necessary to implement the decisions of the Member. Any officer or agent may be removed by the Member in the Member's sole discretion, with or without cause. Removal of an officer shall have no effect on any rights of such officer or the Company arising out of any written employment or other agreement between such officer and the Company.

B. Any person dealing with the Company may always rely on a certificate executed by the Member as to: (i) the Member's status as the sole Member of the Company; (ii) the existence or nonexistence of any fact or facts which constitute conditions precedent to acts by the Member or are in any other manner germane to the affairs of the Company; (iii) as to the identity of officers (if any) and who is authorized to execute and deliver any instrument or document of the Company; (iv) the authenticity of any copy of this Agreement and amendments thereto; or (v) any act or failure to act by the Company or as to any other matter whatsoever involving the Company or the Member.

7.03 *Agency*. Except and only to the extent expressly delegated by the Member (including to officers) or as otherwise provided by this Agreement, no person other than the Member shall be an agent of the Company or have any right, power or authority to transact any business in the name of the Company or to act for or on behalf of or to bind the Company.

7.04 *Accounting and Tax Information*. The books and records of the Company shall be kept, and the financial position and the results of its operations recorded, in accordance with the accounting methods elected to be followed by the Company for federal income tax purposes. The books and records of the Company shall reflect all Company transactions, shall be appropriate and adequate for the Company's business, and shall comply with the record keeping provisions of the Act.

ARTICLE VIII

Dissolution

8.01 *Dissolution*. The Company shall dissolve and its affairs shall be wound up upon the first to happen of: (a) the sale of all or substantially all of the assets of the Company, or (b) a resolution by the Member in favor of dissolution.

8.02 *Liquidation*. Upon dissolution of the Company, the assets of the Company shall be liquidated as promptly as practicable. The provisions of this Section shall be subject to the rights of the Member or any Successor to the Member to continue the business of the Company for the purpose of winding up the affairs of the Company. Upon liquidation of the assets of the Company, the cash proceeds from the sale of Company assets and the other unliquidated assets of the Company shall be applied in the following order of priority:

- (i) To the payment, to the extent required by any lender or creditor, including the Member, if a creditor, of all debts, obligations and liabilities of the Company and to the payment of taxes then due and payable. Should there be any contingent debts, commitments, obligations, or liabilities, a reserve shall be set up to meet such items, and if and when or to the extent that said contingency shall cease to exist, the moneys or other assets, if any, in reserve, shall be distributed as hereinafter provided in this Section.
- (ii) The balance remaining, if any, to the Member.

8.03 *Articles of Dissolution*. Not later than thirty (30) days following the dissolution and winding up of the Company, the Member or any Successor to the Member shall file, or cause to be filed, Articles of Dissolution with the Secretary of State for the Commonwealth of Massachusetts in accordance with the Act.

ARTICLE IX

Interested Transactions

9.01 *Interested Transactions*. The Member, or any Affiliate of the Member, may act as attorney for, deal and contract with, and be employed by the Company, and the Member or any Affiliate of the Member may be in any

manner interested in or connected with any corporation, association, or business in which the Company is directly or indirectly interested, all in the same manner and with the same freedom as though not a Member or an Affiliate of the Member and without accountability for any profit, benefit, or compensation received in connection with such actions or relationships, none of which shall be void or voidable by reason of such relationship.

ARTICLE X

Indemnification

10.01 *Indemnification of Member.* Each Person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such Person is, or was, a Member, manager, or officer of the Company, or who, while a Member, manager, or officer of the Company, is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee, or agent of another foreign or domestic limited liability company, corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified against judgments, penalties, fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with any such action, suit, or proceeding to the full extent permitted under Section 7-16-4 of the Act. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those persons seeking indemnification may be entitled under any agreement, vote of the Member, or otherwise, shall continue as to any person who has ceased to be a Member, manager, or officer of the Company, and shall inure to the benefit of the heirs, executors, and administrators of such persons. The Company may purchase and maintain insurance on behalf of any Person who is or was a Member, manager, officer, employee, or agent of the Company, or who, while a Member, manager, officer, employee, or agent of the Company, is or was serving at the request of the Company as a manager, director, officer, partner, trustee, employee, or agent of another foreign or domestic limited liability company, corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such Person and incurred by such Person in any such capacity or arising out of such Person's status as such, whether or not the Company would have the power or obligation to indemnify such person against such liability under the provisions of this Article X or under Section 7-16-4 of the Act.

ARTICLE XI

Miscellaneous

11.01 *Governing Law.* The provisions of this Agreement shall be construed, administered, and enforced according to the laws of the Commonwealth of Massachusetts without regard to its conflicts of law rules.

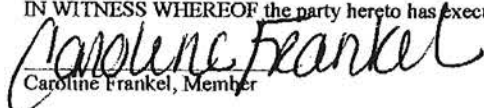
11.02 *Pronouns.* In any place in this Agreement where the context may require it, feminine, masculine, or neuter pronouns shall be substituted for those of any other gender, the plural for the singular, and the singular for the plural.

11.03 *Titles.* The titles of Articles and Sections are included only for convenience and shall not be construed as a part of this Agreement or in any respect affecting or modifying its provisions.

11.04 *Severability.* If any provision of this Agreement is determined by a court to require the Company to perform or to fail to perform an act which is in violation of applicable law, this Agreement shall be limited or modified in its application to the minimum extent necessary to avoid a violation of law, and, as so limited or modified, this Agreement shall be enforceable in accordance with its terms.

11.05 *Amendment.* This Agreement may be amended by the Member at any time and from time to time in the Member's sole discretion.

IN WITNESS WHEREOF the party hereto has executed this Agreement as of this 16 day of May, 2018


Caroline Frankel, Member



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

William Francis Galvin
Secretary of the
Commonwealth

October 13, 2022

TO WHOM IT MAY CONCERN:

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

CAROLINE'S CANNABIS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **August 7, 2017.**

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:
CAROLINE FRANKEL

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **CAROLINE FRANKEL, NICHOLAS OBOLENSKY**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **CAROLINE FRANKEL**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By:TAA



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

mass.gov/dor

Letter ID: L0213518272
Notice Date: October 8, 2022
Case ID: 0-001-707-842



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CAROLINE'S CANNABIS, LLC
640 DOUGLAS ST
UXBRIDGE MA 01569-2001

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

Corporations Division

Business Entity Summary

ID Number: 001284542

Request certificate

New search

Summary for: CAROLINE'S CANNABIS LLC

The exact name of the Domestic Limited Liability Company (LLC): CAROLINE'S CANNABIS LLC

Entity type: Domestic Limited Liability Company (LLC)

Identification Number: 001284542

Date of Organization in Massachusetts: 08-07-2017

Last date certain:

The location or address where the records are maintained (A PO box is not a valid location or address):
Address: 640 DOUGLAS STREET
City or town, State, Zip code, Country: UXBRIDGE, MA 01569 USA

The name and address of the Resident Agent:
Name: CAROLINE FRANKEL
Address: 10 SMITH HILL WAY
City or town, State, Zip code, Country: DOUGLAS, MA 01516 USA

The name and business address of each Manager:

Title	Individual name	Address
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

In addition to the manager(s), the name and business address of the person(s) authorized to execute documents to be filed with the Corporations Division:

Title	Individual name	Address
SOC SIGNATORY	NICHOLAS OBOLENSKY	128 DORRANCE ST., 6TH FLOOR PROVIDENCE, RI 02903 USA
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

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
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

Consent

Confidential Data

Merger Allowed

Manufacturing

View filings for this business entity:

ALL FILINGS

Annual Report

Annual Report - Professional

Articles of Entity Conversion

Certificate of Amendment

View filings

Comments or notes associated with this business entity:

New search

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FILED
NOV 09 2021
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

CERTIFICATE OF AMENDMENT

1. Federal employer identification number: ~~000000000~~
2. Exact name of the limited liability company: Caroline's Cannabis, LLC
(Massachusetts Identification Number 001284542) ✓
3. Date of filing of the original certificate: August 7, 2017
4. Name and business address of its manager:
 - a. Caroline Frankel, 640 Douglas Street, Uxbridge, MA 01569
5. Name and business address of each person authorized to execute documents to be filed with the Corporations division:
 - a. Caroline Frankel, 640 Douglas Street, Uxbridge, MA 01569
 - b. Nicholas Obolensky, Esq., Obolensky & Balcom, LLC 128 Dorrance St., 6th Fl., Providence, RI 02903
6. Name and business address of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property, whether to be filed with the registry of deeds or a district office of the land court:
 - a. Caroline Frankel, 640 Douglas Street, Uxbridge, MA 01569
7. Name and address of registered agent:
 - a. Caroline Frankel, 10 Smith Hill Way, Douglas, MA 01516
8. This amendment shall change: **General Character of Business**
 - a. **The general character of business of this company is to own, operate, and otherwise maintain an adult-use cannabis retail establishment ("marijuana retailer" as defined in Sec. 1 of Ch. 94G) pursuant to M.G.L. Ch. 94G and 935 CMR 500.000 et seq., as well as any other business activity in which a limited liability company organized under the laws of the Commonwealth of Massachusetts may lawfully engage.**
9. Massachusetts Cannabis Control Commission – Executive Director approval:

Signed by:

Caroline Frankel
Caroline Frankel, President
Caroline's Cannabis, LLC

Date:

9/21/21

Caroline's Cannabis, LLC is licensed to engage in the business activities described in this Certificate of Amendment.

Shawn Collins

Shawn Collins
Executive Director
Cannabis Control Commission

CHECK/VOUCHER#

5956

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

SECRETARY OF THE
COMMONWEALTH
2021 NOV -9 PM 2:33
CORPORATIONS DIVISION

Filed this

9

day of

November

2021



1373093

William Francis Galvin
Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

[Special Filing Instructions](#)

Statement of Change of Resident Agent/Resident Office

(General Laws, Chapter 156C, Section 5A and Section 51)

Exact name of limited liability company: CAROLINE'S CANNABIS LLC

Current resident agent name: WILFRED C. DRISCOLL, JR.

Current resident agent office address: 209 BEDFORD STREET, SUITE 201 , FALL RIVER , MA
02720

New resident agent office address in the commonwealth and the name of the appointed resident agent at that office:

(The company may not appoint itself resident agent. Resident agent may be an individual or a different business entity.)

Name: CAROLINE FRANKEL

No. and Street: 10 SMITH HILL WAY

City or Town: DOUGLAS

State: MA

Zip: 01516

Country: USA

The street address of the resident office of the limited liability company and the business address of the resident agent are identical as required by General Laws, Chapter 156C, Section 51 and GL. Chapter 156D Section 15.08.

Consent of resident agent:

I, CAROLINE FRANKEL , consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 5A and Section 51.

This statement is effective at the time and on the date approved by the Division.

SIGNED UNDER THE PENALTIES OF PERJURY, this 11 Day of May, 2018,
NICHOLAS OBOLENSKY , Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

May 11, 2018 02:19 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Special Filing Instructions

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001284542

The date of filing of the original certificate of organization: 8/7/2017

1.a. Exact name of the limited liability company: CAROLINE'S CANNABIS LLC

1.b. The exact name of the limited liability company as amended, is: CAROLINE'S CANNABIS LLC

2a. Location of its principal office:

No. and Street: 640 DOUGLAS STREET
 City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

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

THIS COMPANY IS ORGANIZED TO BE A GENERAL RETAIL ESTABLISHMENT, AS WELL AS A NY OTHER ACTIVITY IN WHICH A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS MAY LAWFULLY ENGAGE.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: WILFRED C. DRISCOLL, JR.
 No. and Street: 209 BEDFORD STREET, SUITE 201
 City or Town: FALL RIVER State: MA Zip: 02720 Country: USA

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

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 First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
SOC SIGNATORY	NICHOLAS BOLENSKY	128 DORRANCE ST., 6TH FLOOR PROVIDENCE RI 02903 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 <small>First, Middle, Last, Suffix</small>	Address <small>(no PO Box)</small> <small>Address, City or Town, State, Zip Code</small>
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

9. Additional matters:

10. State the amendments to the certificate:
PRINCIPAL OFFICE ADDRESS CHANGE. REMOVAL OF DUPLICATE MANAGER ENTRIES. GENERAL CHARACTER OF BUSINESS CHANGE. ADDITION OF PERSON AUTHORIZED TO EXECUTE DOCUMENTS FILED WITH CORPORATIONS DIVISION.

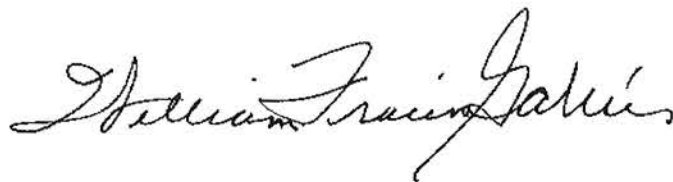
11. The amendment certificate shall be effective when filed unless a later effective date is specified:

SIGNED UNDER THE PENALTIES OF PERJURY, this 10 Day of May, 2018,
NICHOLAS OBOLENSKY , Signature of Authorized Signatory.

THE COMMONWEALTH OF MASSACHUSETTS

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

May 10, 2018 03:58 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

[Special Filing Instructions](#)

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001284542

1. The exact name of the limited liability company is: CAROLINE'S CANNABIS LLC

2a. Location of its principal office:

No. and Street: 10 SMITH HILL WAY
City or Town: DOUGLAS State: MA Zip: 01516 Country: USA

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

No. and Street: 209 BEDFORD STREET, SUITE 201
City or Town: FALL RIVER State: MA Zip: 02720 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:

THE COMPANY IS ORGANIZED TO SELL SMOKING ACCESSORIES AND SMOKING RELATED PRODUCTS, EXCLUDING MARIJUANA, BUT WHICH MAY OR MAY NOT HAVE A MARIJUANA THEME OR IMAGE, AND TO PERFORM ANY AND ALL LAWFUL ACTS PERTAINING TO THE MANAGEMENT OF ANY LAWFUL BUSINESS AS WELL AS TO ENGAGE IN AND TO DO ANY LAWFUL ACT CONCERNING ANY AND ALL LAWFUL BUSINESS FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE MASSACHUSETTS LIMITED LIABILITY COMPANIES REGULATION 950 CMR AND ANY AMENDMENTS THERETO AS WELL AS MGL 156C. 5 6. §112.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: WILFRED C. DRISCOLL, JR.
No. and Street: 209 BEDFORD STREET, SUITE 201
City or Town: FALL RIVER State: MA Zip: 02720 Country: USA

I, WILFRED C. DRISCOLL, JR., ESQUIRE 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 First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
MANAGER	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

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 First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 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 First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA
REAL PROPERTY	CAROLINE FRANKEL	10 SMITH HILL WAY DOUGLAS, MA 01516 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 7 Day of August, 2017,
WILFRED C. DRISCOLL, JR., ESQUIRE
(The certificate must be signed by the person forming the LLC.)

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:

August 07, 2017 02:33 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



BE KIND

Product Manufacturing-Business Plan

Caroline's Cannabis, LLC.
www.carolinescannabis.com
4 Charlesview Road
Hopedale, MA 01747

Caroline Frankel
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EXECUTIVE SUMMARY

Opportunity

Caroline's Cannabis, LLC. is a 100% Woman-Owned and 100% Social Equity-Owned company. With two successful licensed retail marijuana establishments, located in Uxbridge and Hopedale, Massachusetts. To strengthen the Caroline's Cannabis brand and competitive advantage within the market, Caroline's Cannabis, LLC will be applying for a Marijuana Product Manufacturing License with the Massachusetts Cannabis Control Commission. Caroline's Cannabis will manufacture products at existing Hopedale location, and proudly wholesale them to the other 300+ licensed retailers across the Commonwealth. Establishing Caroline's as the leading brand for connoisseur cannabis products in the Massachusetts adult-use cannabis market.

Caroline Frankel is the Owner, President, CEO, CFO, COO, Board of Directors, and General Manager of Caroline's Cannabis, LLC.

Products

By leveraging our existing cannabis network, we have already established relationships with multiple licensed Massachusetts cultivators, craft marijuana cultivator cooperatives, micro-businesses, and marijuana product manufactures. Caroline's Cannabis will manufacture certified lab-tested marijuana products that conform to state regulations and that will be kept to the highest quality standards of purity and potency. We will focus on the details of every product to ensure our full line of pre-rolls, concentrates, and marijuana infused edibles are far and above the finest products available. Market demand will largely dictate which strains and marijuana products Caroline's Cannabis will manufacture and distribute.

Caroline's Cannabis will produce the following products:

- Pre-Rolled Joints: Caroline's will manufacture Pre-Rolled Joints, which contents include fine quality ground cannabis flower that has been packed into a rolling paper through the aid of vibration, and hand crowned.

- Infused Pre-Rolled Joints: Caroline's will manufacture Infused-Pre-Rolled Joints, which contents include fine quality ground cannabis flower that has been packed into a rolling paper through the aid of vibration, and hand-crowned. The rolling paper will be coated with live resin sauce to facilitate the bond of kief to the outer layer of the joint.
- Edibles: A full line of marijuana infused products that includes gummies, lozenges, baked goods, chocolates, and drinks. We intend to manufacture a variety of creative products to meet the demands of the current marketplace.

EXECUTION

Location: 4 Charlesview Road, Hopedale, MA

The property lease agreement for 4 Charlesview Road, Hopedale, Massachusetts 01747 will be submitted with the Marijuana Establishment-Product Manufacturing application. Caroline's Cannabis, LLC has leased the premises for 10-years which consists of 6,825 square feet. The premises is well positioned and not within 500 ft. of any school (grades K-12) and zoned commercial, which is in accordance with Hopedale Town Zoning Bylaw 12.12., which allows Marijuana Establishments to locate and operate in the Town of Hopedale in Commercial Zones with Special Permit.

Caroline's Cannabis has thoroughly reviewed all local codes, ordinances, and bylaws as they apply to the physical address of the proposed Marijuana Establishment, and in consultation with attorney and advisors determined that the physical address for the proposed Marijuana Establishment is in compliance with local codes, ordinances, and bylaws. Caroline's Cannabis will work with appropriate authorities in Hopedale to secure the necessary permits to begin product manufacturing operations at 4 Charlesview Rd.

Community Outreach Meeting

On June 15, 2022, Caroline's Cannabis, LLC conducted a virtual web-based Community Outreach Meeting consistent with the Commission's *Guidance for License Applicants on Community Outreach*, and *The Administrative Order Allowing Virtual Web-Based Community Outreach Meetings* in response to COVID-19 State of Emergency.

A copy of the meeting notice was published in the Milford Daily News on June 1, 2022 and 14- days prior to meeting. A copy of the meeting notice was filed with the town clerk, the planning board, and the contracting authority in Hopedale. Letters were also mailed to abutters within 300 feet of property line, at least seven calendar days prior to meeting.

Information presented included:

- The type of marijuana establishment to be located at the proposed address;
- Information adequate to demonstrate that the location will be maintained securely;
- Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
- A plan by the Marijuana Establishment to positively impact the community;
- Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and
- Community members were permitted to ask questions and received answers from Caroline Frankel of Caroline's Cannabis.

Host Community Agreement

The purpose of a Host Community Agreement is to ensure a working relationship between the town and the Marijuana Establishment. Hopedale Board of Select voted unanimously to authorize the Town Administrator to enter into a Host Community Agreement with Caroline's Cannabis. On September 22, 2022, Caroline's Cannabis executed a Host Community Agreement with The Town of Hopedale, a Massachusetts municipal corporation with a principal address of 78 Hopedale Street, Hopedale, MA 01747. The signed Host Community Agreement Certification Form has been signed by Diana Schindler- Hopedale Town Administrator and will be submitted with the Retail Marijuana Establishment application.

License to Operate

The Cannabis Control Commission will be the sole regulatory authority over the conduct of Massachusetts marijuana businesses and will be responsible for the licensing of Marijuana Establishments. Caroline's Cannabis will be applying for a "Marijuana Product Manufacturing License."

Pursuant to 935 CMR 500.000 a "Marijuana Product Manufacturer" is an entity authorized to obtain, manufacture, process, and package marijuana and marijuana products, to

transport marijuana and marijuana products to marijuana Establishments, and to transfer marijuana and marijuana products to other Marijuana Establishments, but not to consumers.

Funding Information

Caroline's Cannabis start-up capital will be generated from its owner's personal savings and personal available credit line sources. Documentation detailing the amounts and sources of capital resources will be submitted with application to the Cannabis Control Commission. The amount of capital resources allocated is enough to ensure smooth business operations in establishing, operating and if necessary, winding down the Retail Marijuana Establishment.

MARKET SIZE & DEVELOPMENT

Legal recreational cannabis is a \$1.4 billion-a-year business in Massachusetts, with the state's retailers having sold \$2.5 billion worth of product in just more than three years of operation. The industry regularly brings in between \$3 million to \$5 million in a single day.

Massachusetts currently has 387 licensed retailers, 295 licensed cultivators and 225 licensed manufactures.

Public support for nationally legalizing recreational cannabis has steadily risen from 12% in 1969 to an estimated 62% today. Those in favor understand that this industry will generate billions of dollars for the economy, create hundreds of thousands of jobs, decrease crime, free up police resources, take power and money away from drug cartels and street gangs, and put an end to an unregulated black market. As of today, nineteen states and the District of Columbia have legalized cannabis for recreational adult-use, and thirty-eight states have legalized cannabis for medical purposes, illustrating the increasing acceptance throughout the United States and the potential market opportunity presented by a regulated industry.

MARKETING PLAN

“Caroline’s Cannabis” is already a recognizable and trusted brand within the state of Massachusetts. And in today’s market customers have many product choices when shopping at retail establishments. When retailers and customers choose to support “Caroline’s Cannabis”, they are choosing to support a 100% Woman-owned, 100% Social Equity-Owned, and 100% Locally Owned Brand.

Advertising will be directed both to potential wholesale purchasers and directly to consumers to create brand awareness and consumer demand. The company intends to advertise through print publications, billboards, website, social media platforms, cannabis life-style goods, tradeshow, signage, and other entertainment and / educational events. Caroline’s Cannabis will only market to confirmed audiences of 85%+ that are 21 years of age or older.

WHO IS CAROLINE?

Owner and CEO, Caroline’s Cannabis, LLC.

Owner and CEO, Caroline’s Bud Delivery, LLC.

First Generation MA Recreational Cannapreneur

Massachusetts Resident

Caroline Frankel is a proud supporter of the marijuana movement and believes responsible adults should have a choice not only for medicine but also for recreation.

Caroline is a graduate of Johnson & Wales University with a bachelor’s degree in Business Management. She worked for over ten years in the strategic marketing industry. In 2016, Caroline started Caroline’s Cannabis, LLC a retail company selling cannabis inspired rustic signage and home décor. A business dedicated to spreading the “Kind Words” of cannabis.

Caroline Frankel, the owner, and CEO, is a Massachusetts native who worked for over seven years to build her business, brand, and secure an adult-use marijuana retail license.

Caroline’s Cannabis is the first woman-owned adult-use cannabis retailer, and first general applicant to be granted a license to commence operations in Massachusetts. Her first store opened in 2019 in Uxbridge, MA and her second in Hopedale, MA in 2021.

Creating a positive presence has always been very important to Caroline, not only for the success of Caroline's Cannabis, LLC and Caroline's Bud Delivery, LLC, but for the continued success of the cannabis industry that she passionately supports.

Caroline Frankel is an approved Social Equity Program Participant with the Cannabis Control Commission. As part of her mission, Caroline intends to continue her efforts in supporting woman-owned, and minority-owned cannabis businesses and entrepreneurs.





Community Interaction

Caroline's Cannabis plans on creating a positive community experience. We want residents and community leaders to see our business as legitimate and professionally operated as any other business in the local area. We look forward to implementing good business practices, participating in community outreach programs, sponsoring local events, and holding educational seminars. Developing a positive presence is not only good for the success of Caroline's Cannabis, LLC, but for the continued success of the cannabis industry in general.

Positively Impacting & Promoting Economic Empowerment

The U.S. "war on drugs", a decade-long policy of racial and class suppression hidden behind cannabis criminality has resulted in the arrest, interdiction, and incarceration of a high percentage of Americans of color. That is why it is so disheartening to see members of minority communities largely left out of the industry. Caroline's Cannabis will promote, encourage and support economic empowerment in disproportionately harmed communities. It will provide job opportunities in this new regulated industry to people of varying socio-

economic status and to help give a leg up for those who were convicted for their involvement in the formerly illicit marijuana market. To ensure robust community engagement, Caroline's Cannabis will actively participate in industry training programs, mentoring programs, job fairs, and educational seminars that promote economic empowerment.

Women have finally found a strong voice in the cannabis industry, and we look forward to breaking every glass ceiling. Caroline's Cannabis is a woman owned and operated business that passionately supports economic empowerment. The industry is about learning, sharing knowledge, and growing from each other experiences. Caroline's Cannabis believes in the importance of women in leadership roles and elevating future leaders within the industry. Caroline's Cannabis will strive to positively impact the next generation of cannabis industry leaders by providing job opportunities, fostering community, hosting events, and creating programs that can get women involved in this exciting new industry in Massachusetts.

FINAL SUMMARY

Caroline's Cannabis will offer high-quality products with competitive pricing. While dried flower remains the main product focus for recreational users, the market for concentrates, infused edibles, and infused topical products is rapidly expanding, and market demand will largely dictate which strains and products Caroline's Cannabis manufactures.

Consistently producing superior products will be an integral part of building and maintaining our reputation as the finest craft cannabis manufacturer in Massachusetts. Superior products start with attention to detail and meticulous manufacturing practices. In conclusion, Caroline's Cannabis will implement responsible business practices in full accordance with 935 CMR 500.000 and will continue to promote, encourage, and support economic empowerment and true, diverse market participation. The importance of developing a positive presence in Hopedale is not only good for the success of Caroline's Cannabis, but for the continued success of the cannabis industry that owner Caroline Frankel, passionately supports.

Caroline's Cannabis, LLC
Application# MPN282232

Plan for obtaining Liability Insurance

In accordance with 935 CMR 500.105(10) Caroline's Cannabis will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The deductible for each policy shall not be higher than \$5,000 per occurrence.



Operating Policies & Procedures

Restricting Access to Individuals 21 and Older

As part of the strict security plan, on entry into marijuana establishment, an individual's proof of identification will be immediately inspected to validate that the individual is 21 years of age or older, by Caroline's Cannabis registered Marijuana Establishment Agent. Agent will further inspect the individual's identification card using a hand-held age ID authentication scanner to validate the individual is 21 and over, and to validate the authenticity of the ID. An individual shall not be admitted into the premises unless Caroline's Cannabis has verified the individual is 21 years of age or older by an individual's proof of identification. Valid forms of photo identification include: driver's license, government-issued ID card, military card, or passport.



Operating Policies & Procedures

Quality Control and Testing Procedures

All marijuana handled in preparation for sale, will be secured in a limited-access production area.

Caroline's Cannabis will process marijuana in a safe and sanitary manner, using only the leaves and flowers of female plants. The cannabis will be well cured and free of seeds and stems, free of dirt, sand, debris, and other foreign matter; free of contamination by mold, rot, other fungus, pests and bacterial diseases and satisfying the sanitation requirements in 105 CMR 500.000, and if applicable, 105 CMR 590.000: *State Sanitary Code Chapter X- Minimum Sanitation Standards for Food Establishments*. Marijuana and marijuana products shall be prepared and handled on food-grade stainless steel tables; with no contact with bare hands; and packaged in a secure area.

Marijuana Establishment Agents whose job includes working in direct contact with marijuana or non-edible marijuana products, including production or packaging, must comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. Agents must conform to sanitary practices while on duty, and in direct contact with preparation of marijuana and non-edible marijuana products, including: maintaining adequate personal cleanliness; and washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated. Caroline's Cannabis hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand-washing facilities will be located in production areas and where good sanitary practices require employees to wash and sanitize their hands and shall provide effective hand-cleaning and sanitizing preparations, and sanitary towel service or suitable drying devices.

In accordance with 935 CMR 500.105(4), Caroline's Cannabis will provide sufficient space for placement of equipment and storage of materials as necessary for the maintenance of sanitary operations. Litter and waste shall be properly removed and disposed of to minimize the development of odor and minimize the potential for waste attracting and harboring pests. The operating systems for waste management will be maintained in an adequate and responsible manner and in full accordance with 935 CMR 500.105 (12). All waste, including waste composed of or containing finished marijuana and marijuana products, shall be stored, secured, and managed in accordance with applicable state, local statutes, ordinances, and regulations. All exterior waste receptacles located on the exterior of the premises will be locked and secured as to prevent unauthorized access. Waste marijuana and marijuana products will be mixed with organic material to be rendered unusable for its original purposes. Once

such marijuana waste has been rendered unusable, disposal services will be arranged with a waste management facility that hold a valid permit issued by the Department of Environmental Protection. Electronic disposal records will be created and maintained that include date, the type and quantity disposed of, the manner of disposal, the location of disposal, and the names of the two marijuana establishment agents present during the disposal, with their signatures. Records will be kept for a minimum of three years.

The processing and production room floors, walls, and ceilings will be constructed in such a manner that they can be adequately kept cleaned and in good repair. Adequate safety lighting will be installed and maintained in processing and storage areas, as well as areas where equipment or utensils are cleaned. Caroline's Cannabis building, fixtures, and physical facility will all be maintained in a sanitary condition.

All contact services (including utensils and equipment) shall be maintained in a clean and sanitary condition. In accordance with 935 CMR 500.105(3), all contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be designed and of such material and workmanship as to be adequately cleanable. All toxic items shall be identified, held, and stored in a responsible manner that protects against contamination of marijuana products.

Caroline's Cannabis water supply will provide a safe, potable, and adequate supply of water necessary for business operations. The plumbing used will be of adequate size, design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout marijuana establishment. All plumbing will properly convey sewage and liquid disposable waste from the establishment and shall have no cross-connection between the potable and wastewater lines. Caroline's Cannabis will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

Any products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms.

Storage and transportation of finished marijuana products will be kept under conditions that protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers. Caroline's Cannabis vehicles and transportation equipment used in the transportation of marijuana products or edibles that require temperature control for safety, will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products from becoming unsafe during transportation.

Caroline's Cannabis shall comply with sanitary requirements. All edible marijuana products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.

No marijuana product (including marijuana) shall be sold or otherwise marketed for adult use that is not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing of marijuana products shall be performed by an Independent Testing Laboratory (ITL) in compliance with the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers, and Co-located Marijuana Operations*. Marijuana shall be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant growth regulators, and the presence of pesticides. In addition, final ready-to-sell marijuana vaporizer products shall be screened for heavy metals and vitamin E acetate. The Commission may, at its discretion, also require additional testing if necessitated to safeguard the public health or public safety.

Caroline's Cannabis shall respond to laboratory test results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) by: notifying the Commission within 72-hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch; and notifying the Commission of any information regarding the contamination as specified by the Commission or immediately upon request by the Commission. The notification shall be from both Caroline's Cannabis and the Independent Test Laboratory (ITL), separately and directly, and describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

When notice is received that marijuana or marijuana product that was submitted for testing has failed for contaminants, Caroline's shall either: reanalyze the marijuana or marijuana product without remediation, take steps to remediate the identified contaminants, or dispose of the marijuana or marijuana product.

- If Caroline's chooses to reanalyze the sample, a sample from the same batch shall be submitted for reanalysis at the ITL that provided the original failed result. If the sample passes all previously failed tests at the initial ITL, a sample from the same batch previously tested shall be submitted to a second ITL other than the initial ITL for a second confirmatory test. To be considered passing and therefore safe for sale, the sample shall have passed the second confirmatory test at a second ITL. Any marijuana or marijuana product that fails the second confirmatory test may not be sold, transferred, or otherwise dispensed to consumers, patients or licensees without first being remediated. Otherwise, the marijuana product will be disposed of in compliance with 935 CMR 500.105(12).
- If Caroline's Cannabis chooses to remediate, a new test sample shall be submitted to a licensed ITL, which may include the initial ITL, for a full-panel test. Any failing marijuana or marijuana product may be remediated a maximum of two times. Any marijuana or marijuana product that fails any test after the second remediation attempt may not be sold, transferred or otherwise dispensed to consumers, patients or licensees. The marijuana establishment shall dispose of any such product.

Caroline's Cannabis will maintain the results of all testing for no less than one year. Marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

Single-servings of marijuana products tested for potency in accordance with 935 CMR 500.150(4)(a) shall be subject to a potency variance of no greater than +/- 10%.

Caroline's Cannabis will only purchase certified lab tested marijuana and marijuana products for inventory. Inventory will be purchased from a variety of licensed marijuana cultivators, craft cooperatives, micro-businesses, and marijuana product manufactures, which are responsible for testing their marijuana and marijuana products prior to initiating sales with Caroline's Cannabis.



Operating Policies & Procedures

Personnel Policies

Caroline's Cannabis is committed to providing an environment that is free from illegal discrimination and harassment, and which fosters the professional development of each individual in an inclusive, diverse, and equal opportunity workplace. The owner of Caroline's Cannabis is responsible for the implementation of this policy. All managers and supervisors have the responsibility to maintain and further the principles of equal employment opportunity and to embrace diversity and promote an inclusive culture. Our main task is to work to eliminate all patterns of unequal treatment. Recruitment, selection, promotion, compensation, transfers, layoffs, training, social and recreational programs and other personnel actions for all job titles shall be based on professional abilities, qualifications, and valid job requirements. All of these areas will be administered without regard to race, color, sex, sexual orientation, religion, marital status, national or ethnic origin, age, disability, or status as a disabled veteran.

Caroline's Cannabis is a woman owned and operated business committed to promoting, encouraging, and supporting economic empowerment and diversity in market participation. Caroline's Cannabis intends to lead the cannabis community on this front by assembling a diverse workforce consisting of minorities, women, veterans, people with disabilities, people of all gender identities and sexual orientation, people of varying socio-economic backgrounds, and people from communities that have previously been disproportionately impacted by marijuana prohibition and enforcement.

Diversity Recruitment & Hiring Strategy

Our strategy is designed to mitigate staffing biases and stereotypes, and instead build a team based on merit, enthusiasm, dedication, and potential. Caroline's Cannabis will effectively market positions, utilize minority job recruitment resources and local workforce groups, hold job fairs, and conduct training sessions in areas of disproportionate impact, in an effort to attract and engage previously under-represented well-qualified individuals. Using recruitment vehicles that effectively communicate the availability of career opportunities to a diverse group of potential employees, who might otherwise not have been aware that such job opportunities exist, will promote diversity of applicant pools. The advertising of available job opportunities will also not impose unnecessary educational requirements that create barriers to cannabis industry employment.

Diversity Awareness Training

Caroline's Cannabis is committed to promoting a corporate culture of inclusion and diversity awareness. All employees will be required to participate in *Diversity Awareness Training Sessions* regarding embracing diversity, understanding cultural differences in the workplace, and maintaining an open dialog regarding inclusion.

Employment Equality Analysis

Caroline's Cannabis is committed to achieving an equitable balance in the composition of workforce diversity, and as such plans to conduct diversity training, track progress of diversity initiatives, and provide annual analysis of the effectiveness of ongoing diversity strategies and programs. If analysis results identify areas for improvement, corrective action will be taken.

Harassment/Sexual Harassment Policy

Caroline's Cannabis is committed to maintaining a work environment in which employees are treated with respect and dignity. We believe our employees have the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment and sexual harassment. Similarly, we expect employees to conduct themselves in a business-like manner, free of prejudice and harassment. Caroline's Cannabis will not tolerate harassment of any kind in the workplace or in other setting in which employees may find themselves in connection with their employment. In addition, retaliating against individuals who have complained about, or cooperated with an investigation of harassment is unacceptable and will not be tolerated.

Alcohol, Smoke, and Drug-Free Workplace Policy

Employees of Caroline's Cannabis, are strictly prohibited from the unlawful manufacture, distribution, dispensation, possession or use of any illegal drug, alcohol, or controlled substances while on company premises, in company vehicles, or while conducting company-related business. Reporting to work under the influence of any of these substances is also prohibited. These activities are serious violations of our rules because they jeopardize the company and create situations that are unsafe or that substantially interfere with job performance.

Employees are expected and required to report to work on time and in appropriate mental and physical condition to work. It is our intent and obligation to provide an alcohol, smoke, and drug-free workplace, and safe work environment. The company recognizes drug dependency as an illness and major health problem. We also recognize drug abuse as a potential health, safety, and security problem. Conscientious efforts to seek help will be encouraged. Caroline's Cannabis reserves the right to inspect desks, offices, and any personal property on marijuana establishment premises upon reasonable suspicion that illegal drugs or alcohol has been brought into the workplace. Employees violating this policy are subject to appropriate disciplinary action, up to, and including, dismissal.

No Weapons Policy

Caroline's Cannabis strictly prohibits employees and all other persons from bringing firearms or other weapons of any kind onto Caroline's Cannabis property. Any employees who violates this policy will be subject to immediate termination, possible criminal prosecution, and/or civil injunctive orders.

Confidentiality Policy

Caroline's Cannabis will go to great lengths to protect the confidentiality of our security measures, such as combination numbers, passwords, and electronic lock activators, and against threats from unauthorized personnel. In the day-to-day operation of our business, employees may have access to information of a confidential nature in order to carry out their job. It is a major responsibility, both ethically and legally, for everyone to safeguard and properly use this information. Employees must exercise common sense in the handling of confidential information, including but not limited to the reproduction of documents or the revealing of information either inside or outside the Company. It is the policy of Caroline's Cannabis to treat all information regarding marketing; research and development; finances; operation; customers, vendors and employees confidentially, and not to be disclosed to unauthorized personnel. Employees are to assume that all information that they learn at or through their employment at Caroline's Cannabis is of a confidential nature. Company information of any kind is not to be removed from the premises or used in any way on an employee's personal time. Violation of this policy will lead to immediate termination and possible civil suit.

Staffing Plan & Records Policy

Caroline's Cannabis staffing plan and records will be in full compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1). All employment candidates will provide authorization for Caroline's Cannabis, LLC to obtain a CORI report. Caroline's Cannabis Employee Handbook will contain all personnel policies for employee to review, acknowledgment and provide signature of acceptance.

A personnel record will be kept for each marijuana establishment agent. Such records shall be maintained for at least 12-months after termination of the individual's affiliation with Caroline's Cannabis, LLC. All employee records will be kept confidential. Personnel record for each marijuana establishment agent will include:

- All materials submitted to the Commission, including agent application
- All CORI reports obtained
- Job description or employment contract (consistent with organizational charts) which includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of verification of references;

- 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;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken; and
- Notice of completed Responsible Vendor Training and 8-hrs related duty training.

Immediate Dismissal Policy

In accordance with 935 CMR 500.105(1)(m), Caroline's Cannabis will immediately terminate employment of any Marijuana Establishment Agent who has:

- Diverted marijuana, which shall be reported to Law Enforcement Authorities and to the Commission;
- Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of any other Jurisdiction.



Operating Policies & Procedures

Recordkeeping

Caroline's Cannabis shall have, follow, and maintain a set of detailed written operating procedures, in accordance with 935 CMR 500.105(1) and CMR 500.105(9).

Records of Caroline's Cannabis shall be available for inspection by the Commission, on request. Caroline's Cannabis will ensure all records are accurate and compliant with 935.CMR.105(8) and (9) and 830 CMR 62C.25.1. Caroline's Cannabis will use, software from IndicaOnline (POS system approved by the Commission) to manage all business recordkeeping. IndicaOnline will manage: operating procedures, detailed inventory, METRC seed-to-sale tracking records, bookkeeping, business records, personnel records, and waste disposal records. Computerized business records will be maintained, which include: assets and liabilities; monetary transactions; books of accounts; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee.

A personnel record for each Caroline's Cannabis Marijuana Establishment Agent will include: job descriptions (with organizational chart consistent the with job descriptions), notice of completed Responsible Vendor Training Program, in-house training documentation, copy of Agent application, performance evaluations, disciplinary action taken, documentation of all required training, verification of reference, staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 935.CMR.500.30.

Electronic data will be encrypted and stored on secure servers in secure storage area under 24-hour surveillance. Physical records will also be stored in locked limited access area under 24-hour surveillance. All records will be retained for a minimum of (6) six years. Caroline's Cannabis business records will be available for inspection by the Commission, on request.

Caroline's Cannabis will maintain financial records in accordance with generally accepted accounting principles, pursuant to 935 CMR 500.105(9). Business records maintained will include: assets and liabilities, monetary transactions, books of accounts (including journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers), Sales records (including the quantity, form, and cost of marijuana products), and salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment.

In accordance with 935 CMR 500.105(12), electronic disposal records will be created and maintained that include: date, the type and quantity disposed of, the manner of disposal, the location of disposal, and the names of the two marijuana establishment agents present during the disposal, with their signatures. Records will be kept for a minimum of three years. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

All marijuana and marijuana product being delivered shall be tagged and tracked using, Metrc, a Commission required seed-to-sale tracking system (SOR). Real-time inventory will be maintained as specified by the Commission and in accordance with 935 500.105(8)(c) and (d) which includes: marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal. All marijuana and marijuana products sold or otherwise marketed for adult-use shall be tested by Independent Testing Laboratories. Caroline's Cannabis will establish and maintain responsible inventory controls and procedures, conduct daily and monthly inventory reviews, and conduct comprehensive annual inventory review. The record of each inventory will include, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory review.



Operating Policies & Procedures

Maintaining of Financial Records

Caroline's Cannabis will utilize a POS system to maintain business financial records. Caroline's Cannabis will use POS system from IndicaOnline, that will chronicle every activity and sales transaction that occurs. All sales will be recorded accurately and completely and entered in the POS System. Separate accounting practices at the POS will be used for marijuana sales, marijuana product sales, and non-marijuana product sales.

If the POS system should fail or become unavailable for any reason, all sales will be halted, and Commission will immediately be notified. Caroline's Cannabis will temporarily close until POS system is fully operational and functioning again. Commission will be notified when the POS system becomes available before sales can resume.

Fields to be tracked in the POS System:

- The date and time of each sale
- The retail price of purchased products
- The barcode of each purchased product
- Tax collected for each item

Caroline's Cannabis shall conduct and record a monthly analysis of its POS equipment and sales data. If the analysis determines that software has been installed for the purposes of manipulation or alteration of sales data, the Commission will be notified immediately. The Commission and the DOR may audit and examine POS system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000. Financial information and records will be stored on redundant, secure servers that employ multiple layers of information security and tamper resistance, and under 24-hour video surveillance. Physical records will also be stored in a secure storage room under 24-hour surveillance. All records will be retained for a minimum of (6) six years.

The financial records of Caroline's Cannabis shall be maintained in accordance with generally accepted accounting principles. The following business records will be maintained including:

- Assets and liabilities
- Monetary transactions

- Books of accounts, including journals, ledgers, and supporting document, agreements, checks, invoices, and vouchers.
- Sales records including quantity, form, and cost of marijuana products
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment.



Operating Policies & Procedures

Diversity Plan

Caroline's Cannabis, LLC is a 100% woman owned and operated company committed to promoting, encouraging, and supporting economic empowerment and diversity in market participation. Caroline's Cannabis intends to lead the cannabis community on this front by focusing on assembling a diverse workforce consisting of People of color (particularly Black, African American, Hispanic, Latinx and Indigenous people), Women, Veterans, Persons with disabilities, and LGBTQ+ people. Caroline's Cannabis diversity plan has been created to ensure that our hiring practices create and ensure a diverse and inclusive organization.

Diversity Goal #1

Caroline's Cannabis goal is to increase the number of individuals falling into the listed demographics working at Caroline's Cannabis and provide tools to ensure their success. To promote equity among these groups, Caroline's Cannabis plans on assembling a workforce of 60% Women, 30% People of color (particularly Black, African American, Hispanic, Latinx and Indigenous people), 30% Veterans, 10% Persons with disabilities, and 30% LGBTQ+ people. To ensure robust employment access and diversity participation at Caroline's Cannabis, priority hiring, training, and advancements will be implemented company wide.

Diversity Goal #2

Caroline's Cannabis goal is to promote diversity awareness within the culture of the workplace.

Diversity Programs

Diversity Recruitment & Hiring Program: Caroline's Cannabis will effectively market positions, utilize women, veteran and minority job recruitment resources, and local workforce career centers, in an effort to attract and engage previously under-represented well-qualified individuals trying to enter the adult-use marijuana industry. Caroline's Cannabis will promote applicant pool diversity by using recruitment vehicles that effectively communicate the availability of career opportunities to a broader, diverse group of potential employees, who might otherwise not have been aware that such job opportunities exist. Caroline's Cannabis shall post quarterly advertisements in the local newspaper, Worcester Telegram & Gazette, and the employment search engine

Indeed.com, stating that Caroline's Cannabis is specifically looking to hire People of color (particularly Black, African American, Hispanic, Latinx and Indigenous people), Women, Veterans, Persons with disabilities, and LGBTQ+ individuals. Further, the job advertisements will not impose unnecessary educational requirements that could create barriers to cannabis industry employment. Caroline's Cannabis shall establish a preference for hiring People of color (particularly Black, African American, Hispanic, Latinx and Indigenous people), Women, Veterans, Persons with disabilities, and LGBTQ+ people. Any interest or resumes from the above individuals will be prioritized during the review process for job availabilities. Caroline's Cannabis will not only seek inclusive hiring but will endeavor to retain those hired that may need assistance with workplace training should that be a barrier to continued employment at Caroline's Cannabis.

Diversity Awareness Training Program: All employees, including owners, executives, and managers will be required to participate in *Diversity Awareness Training Sessions* regarding embracing diversity, understanding cultural differences in the workplace, and maintaining an open dialog regarding inclusion, and career advancement. All employees will be required to complete *Diversity Awareness Training* within 90-days of hire, and annually thereafter. Training material will include: What is Diversity; Legal Overview; Protected categories; The value of diversity, Stereotypes; Breaking down the barriers; Optimizing diversity; Handling Complaints; and laws that apply to diversity.

Measurements:

To measure the success of the goals, the following specific measurement metrics will be used and assessed on a quarterly basis:

- Caroline's Cannabis will maintain records of all applicants for positions at the establishment;
- Caroline's Cannabis will count the number of individuals (hired after issuance of license) who identify as People of color (particularly Black, African American, Hispanic, Latinx and Indigenous people), Women, Veterans, Persons with disabilities, and LGBTQ+ individuals. This number will be assessed from the total number of individuals hired, to ensure 60% Women, 30% People of Color, 30% Veterans, 10% Persons with disabilities, and 30% LGBTQ+ of all individuals fall within diversity plan goal;
- Caroline's Cannabis will document the number of postings in diverse publications or general publications; and
- Caroline's Cannabis will document the number of and type of diversity trainings held or that employees participated in

The data gleaned from the above measurement process will assist Caroline's Cannabis in determining whether its current program is functioning in a manner to achieve its goals. Caroline's Cannabis will know that its programs are working if it is able to meet its goal of a workplace comprised of 60% Woman, 30% People of color(-particularly

Black, African American, Hispanic, Latinx and Indigenous people), 30% Veterans, 10% Persons with disabilities, and 30% LGBTQ+ individuals.

Caroline's Cannabis is committed to achieving an equitable balance in the composition of workforce diversity, and as such plans to conduct diversity training, track progress of diversity initiatives, evaluate the plan's progress quarterly, and provide annual analysis of the effectiveness of ongoing diversity strategies and programs. If analysis results identify areas for improvement, corrective action will be taken.

Caroline's Cannabis, LLC acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



Operating Policies & Procedures

Qualifications and training

Caroline's Cannabis shall apply for Marijuana Establishment Agent registrations for all board members, directors, employees, executives, managers, and volunteers who are associated with the Marijuana Establishment. The Cannabis Control Commission will issue a Marijuana Establishment Agent registration card to each individual determined to be suitable for registration. All individuals shall: be at least 21 years old, never been convicted of an offense involving distribution to minors and be determined to be suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802. Registration cards are valid for one year from the date of issue and shall be renewed on an annual basis upon determination by the Commission.

Caroline's Cannabis Establishment Agents shall carry their registration cards at all times while in possession of marijuana, and while transporting. Caroline's Cannabis will promptly notify the Commission within (5) five business days of any changes to information previously submitted, or upon discovery that a card has been lost or stolen; and within (1) business day after an Agent is no longer associated with the Marijuana Establishment.

Caroline's Cannabis will immediately terminate employment of any Marijuana Establishment Agent who has:

- Diverted marijuana, which shall be reported to law enforcement officials and the Commission;
- Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of any other jurisdiction.

Registered Marijuana Establishment Agents (Staff) will complete training prior to performing job functions.

Training will include: corporate mission, state regulations, operations, products, labeling, record keeping, roles & responsibilities of job function, regulatory compliances, safe cash handling, and security training. Caroline's Cannabis will maintain compliance with training requirements pursuant to 935 CMR 500.105 (2). All Caroline's Cannabis Marijuana Establishment Agents shall attend and successfully complete Responsible Vendor Training in accordance with 935 CMR 500.105(2)(b). Agents responsible for tracking and entering product into the Seed-to-

sale SOR must receive training in a form and manner determined by the Commission. At a minimum, staff will receive (8) hours of on-going training annually.

In accordance with 935 CMR 500.105(2), on or after July 1, 2019, all current owners, managers, and employees shall attend and successfully complete the Responsible Vendor Training Program that are involved in the handling and sale of marijuana. All new employees shall complete the Responsible Vendor Training Program within 90-days of being hired. After initial successful completion of a Responsible Vendor Program, each owner, manager, and employee involved in the handling and sale of marijuana for adult-use shall successfully complete the program once every year thereafter to maintain designation as a Responsible Vendor. Caroline's Cannabis will maintain records/documentation of Responsible Vendor Training Program compliance for four years and make them available to inspection by the Commission and any other licensing authority on request during normal business hours.

Caroline's Cannabis staff will be carefully chosen. A team that is well versed in the legalities of the marketplace and also committed to providing quality products and top customer service. Staff will need to have a basic scientific understanding about the cannabis plant, cannabis products and their effect, and be able to answer a variety of questions that will be asked by consumers. They will also need to be thoroughly familiar with local and state laws and regulations, and willing and able to educate consumers about safe use. Caroline's Cannabis will ensure that all Caroline's Cannabis Marijuana Establishment Agents complete training prior to performing job functions. Training will be tailored to the roles and responsibilities of the job function of each marijuana establishment agent's position.



Operating Policies & Procedures

Energy Compliance Plan

Caroline's Cannabis will implement and maintain compliance with the energy efficiency and conservation regulations, pursuant to 935 CMR 500.105(15) and applicable guidance documents. Best Management practices will be used to reduce energy, engage in energy conservation, and mitigate negative environmental impacts.

Energy efficiency will be a key consideration during facility upgrades, renovations, and expansions. To reduce energy usage and costs, Caroline's Cannabis will install new energy efficient equipment. Caroline's Cannabis will use a MA Licensed Mechanical Engineer to design and install new energy efficient heating and air conditioning systems with heat recovery ventilator units. New energy efficient LED lighting will be installed. New wall installation will be provided, reducing air leakage and heat loss which will create a more energy efficient workplace and building. Demolition and construction building materials will be separated, recycled, and disposed of using licensed trash management company.

Caroline's Cannabis will continue to use the professional services of a MA Licensed Mechanical Engineer to maintain, repair, and identify energy saving opportunities and recommendations, for optimal facility equipment choices based on energy usage. Monthly energy provider (National Grid) statements will be accessed and needed adjustments will be made based on such data.

Conservation and the reduction of our carbon footprint is a primary objective of Caroline's Cannabis. The principles of "Reduce, Reuse, and Recycle" are implemented throughout the entire company, and we continually look for new and innovative ways to reduce our carbon footprint and use recycled and/or reusable products as the business expands.



Safety Plan for Manufacturing

Caroline's Cannabis, LLC will comply with the following safety policies and procedures in connection with the manufacturing and production of marijuana products. Caroline's Cannabis requires employees follow General Sanitation practices and specifically the guidelines found in the FDA Food Code in compliance with 105 CMR 590.000 and 935 CMR 500.101(3)(c). Guidelines include, but are not limited to:

- Management and personnel including supervision and employee health, cleanliness, and hygiene.
- Food handling including records, protection and prevention from contamination, labeling, and handling contaminated food
- Equipment, utensils, and linens practices including cleaning, sanitizing, and laundering and protection of clean items
- Procedures for water, plumbing, waste, and physical facilities
- Handling poisonous or toxic materials

All marijuana products manufactured by Caroline's Cannabis will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*, 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.

Caroline's Cannabis, LLC will work to promote workplace safety standards consistent with the standards set forth under the Occupational Safety and Health Administration, including the OSHA general duty clause, whereby each employer:

- 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;
- shall comply with occupational safety and health standards promulgated under this 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. All current and updated regulations and references at 29 CFR Parts 1903, 1904, 1910, 1915, 1917, 1918, 1926, 1928 and 1977 are incorporated by reference, and applicable to all places of employment covered by 935 CMR 500.00.

Agent Hygiene Practices:

Agents must conform to sanitary practices while on duty, and in direct contact with preparation of marijuana and non-edible marijuana products, including: maintaining adequate personal cleanliness; and washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated. Caroline's Cannabis hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand-washing facilities will be located in production areas and where good sanitary practices require employees to wash and sanitize their hands and shall provide effective hand-cleaning and sanitizing preparations, and sanitary towel service or suitable drying devices. All Caroline's Cannabis agents will also wear food grade disposable gloves when handling marijuana and in the creation of marijuana products.

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

Food Material Practices:

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

Food Contact Surface Sanitation Practices:

The Company recognizes the importance of properly washing, rinsing, and sanitizing food preparation equipment, utensils, and all surfaces that come into contact with food to reduce the number of bacteria, prevent the spread of bacteria, and eliminate the possibility of cross-contamination, using a sanitizing agent registered by the US

Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be designed and of such material and workmanship as to be adequately cleanable.

Caroline's Cannabis will institute the following sanitation procedures:

- Sanitizing solution should be used in the kitchen and other areas to sanitize food contact surfaces and utensils prior to use.
- All surfaces that come into contact with food will be washed, rinsed, and sanitized after each use, when an agent begins working with another type of food, anytime an agent is interrupted during a task and the tools or items they have been working with may have become contaminated, or at four-hour intervals if the areas or items are in constant use.
- Sanitizing solution will be stored in buckets or other containers such as spray bottle and used with wiping cloths to sanitize prep tables, prep sinks, and working utensils.
- Agents will ensure that all wiping cloths are soaked with sanitizer when cleaning food contact surfaces (like cutting boards, prep tables, slicers, etc.) and stored in sanitizer when not in use.
- Sanitizer buckets will be set up at all times in areas where food is being handled. Agents will check sanitizer solutions frequently to ensure that they are at the correct concentration, using the proper test strips for the type of sanitizing chemical that they are using.
- Sanitizer solutions will be changed as needed to properly sanitize food contact surfaces.

Handling Poisonous or Toxic Materials:

Caroline's Cannabis safety standards will include implementing plans to identify and address potential biological, chemical, or physical hazards. Caroline's Cannabis will ensure any marijuana establishment agents who may come into contact with any of the aforementioned hazards are adequately trained in detecting harmful situations as part of its staffing and training policies and procedures. Marijuana establishment agents will be instructed to notify a manager in the event of any identified hazard. If necessary, a marijuana establishment agent will notify the applicable law enforcement, fire safety, or emergency services agency. Caroline's Cannabis management will proceed with proper incident reporting procedures following any threat to workplace safety.

All marijuana establishment agents shall be trained on hazard communication, fire protection, and emergency action plans as part of standard training. Fire exits and evacuation routes shall be adequately labeled throughout the facility. Marijuana establishment agents responsible for product manufacturing and with access to hazardous materials will have access to adequate personal protective equipment (PPE), including but not limited to gloves, aprons, and goggles. Management will periodically assess the need for greater personal protective equipment and revisions to hazard communication, fire protection, and emergency action plans.

Caroline's Cannabis will meet all applicable environmental laws, regulations, permits and other applicable approvals including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: *Air Pollution Control*. Caroline's Cannabis will use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, 78(b) or applicable departments or divisions of the Executive Office of Energy and Environmental Affairs (the "EOEEA") to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts.

For all marijuana and marijuana products sold, or otherwise transferred (to other Marijuana Establishments), Caroline's Cannabis shall provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation.

Caroline's Cannabis will retain any records of purchases from any manufacturer or supplier of any ingredient, additive, device, component part or other materials obtained in relation to the manufacturing of marijuana vaporizer devices and such records shall be made available to the Commission on request. Records shall be maintained of the name and business address of the manufacturer of any cartridge, battery, atomizer coil, hardware or other component of marijuana vaporizer products manufactured by the Licensee. Further, the company shall, on request by the Commission, identify the materials used in the device's atomizer coil (*e.g.*, titanium, titanium alloy, quartz, copper, nichrome, kanthal, or other specified material) or state if such information cannot be reasonably ascertained. A copy of the Certificate of Analysis for each thickening agent, thinning agent or terpene infused or incorporated into a marijuana vaporizer device during production shall be retained by a Product Manufacturer and provided as part of a wholesale transaction with any Marijuana Retailer, MTC or Delivery Operator. A Product Manufacturer that wholesales marijuana vaporizer devices to a Marijuana Retailer, MTC, or Delivery Operator shall provide the recipient with the information insert required by 935 CMR 500.105(5)(c) or the necessary information to produce such an insert and the appropriate labeling information required by 935 CMR 500.000. The white labeling of marijuana vaporizer devices is explicitly prohibited.