



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283116
Original Issued Date: 03/24/2021
Issued Date: 03/24/2021
Expiration Date: 03/24/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Charlemont FarmWorks LLC

Phone Number: 617-742-6640
Email Address: Jonathan@CharlemontFarmWorks.com

Business Address 1: 120 Fulton Street
Business City: Boston
Business State: MA
Business Zip Code: 02109
Mailing Address 1: 120 Fulton Street
Mailing City: Boston
Mailing State: MA
Mailing Zip Code: 02109

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
Role: Other (specify)
Percentage Of Control: 100
Other Role: Member

First Name: Jonathan Last Name: Healy Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Jonathan Last Name: Healy Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Member and manager

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Jonathan Last Name: Healy Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$100000 Percentage of Initial Capital: 100
Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1947 Route 2
Establishment Address 2:
Establishment City: Charlemont Establishment Zip Code: 01339
Approximate square footage of the Establishment: 100000 How many abutters does this property have?: 3
Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: No
Cultivation Tier: Cultivation Environment:

FEE QUESTIONS

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	CF Certificate of HCA signed by Charlemont.pdf	pdf	5fbdacbb418c5607a11d7f00	11/24/2020
Certification of Host Community Agreement	CF Comm Out Attestation Attachment A.pdf	pdf	5fbdacc991587f078718d14a	11/24/2020

Certification of Host Community Agreement	CF Comm Out Attestation Attachment B.pdf	pdf	5fbdacd1d8789e0780e3f555	11/24/2020
Certification of Host Community Agreement	CF Comm Out Attestation Attachment C.pdf	pdf	5fbdacdc925f52079a1f0ecd	11/24/2020
Community Outreach Meeting Documentation	CF Community Outreach Attestation.pdf	pdf	5fbdae6bfda125079558257f	11/24/2020
Community Outreach Meeting Documentation	CFW Community Outreach Meeting Video.pdf	pdf	5fc96296dd0ccd077448e254	12/03/2020
Plan to Remain Compliant with Local Zoning	CFW LLC Local Compliance Plan v. RFI2.pdf	pdf	5fc9633187f4c7077b60ffe7	12/03/2020

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	Food Bank letter of support for Charlemont FarmWorks, LLC 11.22.20.pdf	pdf	5fbea5ffaa3b3307861cf6aa	11/25/2020
Plan for Positive Impact	CFW Positive Impact Amended.pdf	pdf	5fbea621d8789e0780e3f76a	11/25/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:
First Name: Jonathan Last Name: Healy Suffix:
RMD Association: Not associated with an RMD
Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Charlemont LLC Operating Agreement 13OCT2020 Fully Executed.pdf	pdf	5f8ee995575a8a3925743874	10/20/2020
Secretary of Commonwealth - Certificate of Good Standing	Charlemont Farmworks LLC - MA certificate of organization(66213571v1).PDF	pdf	5f8eec4b88d19a399a5ca2ae	10/20/2020
Articles of Organization	CFW Certificate of Organization.pdf	pdf	5fbb2fa875aac308359af87c	11/22/2020
Department of Revenue -	CFW DOR CGS 2020-11-23.pdf	pdf	5fbdad2dc3fca007695a7295	11/24/2020

Certificate of Good standing				
Secretary of Commonwealth -	CFW DUEA CGS Attestation.pdf	pdf	5fbdad394a175107ac950e1c	11/24/2020
Certificate of Good Standing				

No documents uploaded

Massachusetts Business Identification Number: 001462778

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Charlemont FarmWorks Business Plan Compressed FINAL 16OCT2020.pdf	pdf	5f8ef1b4cdad0b38f56c1285	10/20/2020
Plan for Liability Insurance	6. Charlemont FarnWorks Hilb Insurance Letter.pdf	pdf	5f8ef2a588d19a399a5ca2e4	10/20/2020
Proposed Timeline	CF Timeline 2020-21 - 08OCT2020.pdf	pdf	5f8f416b2cbdc9391a80baba	10/20/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	2. CFW Separating recreational from medical operations.pdf	pdf	5f8f16229ffb7838eeca0f15	10/20/2020
Storage of marijuana	6. CFW Storage of marijuana.pdf	pdf	5f8f1c2088d19a399a5ca449	10/20/2020
Inventory procedures	8. CFW inventory procedures.pdf	pdf	5f8f1e3e682eef3980ba40f5	10/20/2020
Dispensing procedures	10. CFW Dispensing procedures.pdf	pdf	5f8f20ef2cbdc9391a80b992	10/20/2020
Record Keeping procedures	12. CFW Record Keeping procedures.pdf	pdf	5f8f2b172b592b392cb81d7f	10/20/2020
Maintaining of financial records	13. CFW Maintaining of financial records.pdf	pdf	5f8f2c326cf7c8390bb99bc8	10/20/2020
Qualifications and training	15. CFW Qualifications and training.pdf	pdf	5f8f32c6682eef3980ba4192	10/20/2020
Energy Compliance Plan	16. CFW Energy Compliance Plan.pdf	pdf	5f8f35239ffb7838eeca0fda	10/20/2020
Policies and Procedures for cultivating.	1. CFW Policies and procedures for cultivating v. RFI 1.pdf	pdf	5fbb4dfadd2d7407bedee8f7	11/23/2020
Restricting Access to age 21 and older	3. CFW Restricting Access to age 21 and older v. RFI 1.pdf	pdf	5fbb4e0c6e60eb07f57f4c7b	11/23/2020
Security plan	4. CFW Security Plan v. RFI 1.pdf	pdf	5fbb4e1e8cc05c081b1b9c8e	11/23/2020
Prevention of diversion	5. CFW Diversion SOP Summary v. RFI 2.pdf	pdf	5fbb4e347083620840288cd7	11/23/2020
Transportation of marijuana	7. CFW transportation of marijuana v. RFI 1.pdf	pdf	5fbb4e49edc7d60856d99dc9	11/23/2020
Quality control and testing	9. CFW quality control and testing V. RFI	pdf	5fbb4e5a57d9d707ee4daf67	11/23/2020

	1.pdf			
Personnel policies including background checks	11. CFW Personnel policies including background checks V. RFI 1.pdf	pdf	5fbb4e7add2d7407bedee8fb	11/23/2020
Diversity plan	14. CFW Diversity Plan v. RFI2.pdf	pdf	5fc96390c3fca007695a8870	12/03/2020

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 4:00 AM	Monday To: 11:00 PM
Tuesday From: 4:00 AM	Tuesday To: 11:00 PM
Wednesday From: 4:00 AM	Wednesday To: 11:00 PM
Thursday From: 4:00 AM	Thursday To: 11:00 PM
Friday From: 4:00 AM	Friday To: 11:00 PM
Saturday From: 4:00 AM	Saturday To: 11:00 PM
Sunday From: 4:00 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:

Charlemont Farmworks LLC

2. Name of applicant's authorized representative:

Jonathan Healy

3. Signature of applicant's authorized representative:

Jonathan Healy

4. Name of municipality:

Charlemont

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

Marguerite Willis, Select Board Chair



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

Marguerite M. Willis

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).*):

Marguerite.Willis@townofcharlemonet.org

8. Host community agreement execution date:

10/14/20



Attachment A

Tuesday, November 3, 2020



LEGAL NOTICES

LEGAL HEADER P00119 1B1



Legals

LEGAL NOTICE TOWN OF ATHOL BOARD OF PLANNING AND COMMUNITY DEVELOPMENT

In accordance with MGL Chapter 40A, Section 3.29 and Section 12.6 of the Athol Zoning Bylaw and the Athol Town Charter, the Board of Planning and Community Development will hold a virtual public hearing on **Tuesday, November 10, 2020 @ 7:50 pm.**

Meeting participation instructions will be listed on the meeting agenda posted on the Town of Athol's website at least 48 hours prior to this meeting. The agenda will be posted here: <http://www.mytowngovernment.org/01331>

The purpose of the public hearing is to review and hear comment on a Licensed Marijuana Establishment Special Permit application for Uma Cultivation LLC.

The proposed development includes the creation of a Marijuana Cultivation and Processing Establishment per the Licensed Marijuana Establishment provisions of Section 3.29 and the construction of up to 50,000 square-feet of buildings for marijuana cultivation and manufacturing uses on land for property located at 706 Petersham Road (Map 46 Parcels 45 and 87). Although the request is for approval of up to 10,000 square feet of marijuana cultivation-related uses at this time under the first Phase of the project. Additional approval will be needed for the remaining construction.

Said land is owned by Davis, Scott A. & Cooke, Jeffrey K., Tr. according to the Athol Assessors.

Said Application and set of plans is available for review at the Athol Town Hall BY APPOINTMENT ONLY due to COVID-19. Please call the Town Clerk's office at (978) 721-8445 to schedule an appointment. The Application and set of plans are also available for review online via the following Dropbox folder: <https://www.dropbox.com/sh/2xlv9hlyst28ct/AADCW26shqj4OWx7rp07edzya7dlia0>

David Small, Chairman
Board of Planning and Community Development
Tuesday, October 27, 2020
Tuesday, November 3, 2020

Legals

The Franklin County Regional Housing and Redevelopment Authority (HRA) has awarded eight Section 8 Project-Based Vouchers to Rural Development Inc. in response to the Request for Proposal released August 31, 2020. For questions, please contact Katelyn Reardon at 413-883-9781 ext. 139.

November 2, 3

84018

Legals

Notice is hereby given that an online, virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday, November 18 at 7:00pm (EST) at: Join Zoom Meeting, <https://us02web.zoom.us/j/89480260684>

Meeting ID: 894 8026 0684, or call in by dialing 9292056099 and using 89480260684# as the conference call code. The proposed Marijuana Cultivation business, Charlemont Farm Works, LLC, is anticipated to be located at 1927 Route 2, Charlemont, MA. There will be an opportunity for the public to ask questions.

November 3

84696

Legals

Legals

Notice is hereby given that an online, virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday, November 19 at 7:00pm (EST) at: Join Zoom Meeting, <https://us02web.zoom.us/j/8727772440>

Meeting ID: 872 777 2440, or call in by dialing 929-205-6099 and using 89480260684# as the conference call code. The proposed Marijuana Cultivation business, Greenfield Greenery, LLC, is anticipated to be located at 493 Leyden Road, Greenfield, MA. There will be an opportunity for the public to ask questions.

November 3

84697

Legals

(SEAL)
COMMONWEALTH OF
MASSACHUSETTS
LAND COURT
DEPARTMENT OF
THE TRIAL COURT
19 SM 003318
ORDER OF NOTICE

TO:
Heirs, Devisees or Legal Representatives of the Estate of Barbara M. Winchester, Bruce A. Winchester, Brian L. Winchester, Sr., Marie D. Winchester, Heirs, Devisees or Legal Representative of the Estate of

Legals

Notice is hereby given that an online, virtual Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday, November 18 at 7:00pm (EST) at: Join Zoom Meeting, <https://us02web.zoom.us/j/89480260684>

Meeting ID: 894 8026 0684, or call in by dialing 9292056099 and using 89480260684# as the conference call code. The proposed Marijuana Cultivation business, Charlemont Farm Works, LLC, is anticipated to be located at 1927 Route 2, Charlemont, MA. There will be an opportunity for the public to ask questions.

November 3

84696

ATTACHMENT B

From: Shannon OBrien shannonpobrien@yahoo.com
Subject: Charlemont Farmworks attestation in lieu of receipt.

Date: November 23, 2020 at 5:52 PM

To: Giles McNamee giles@ctbnl.com, Nanette Marchant nlm@fultonproperties.com, Andrew Paven apaven@oneillandassoc.com



Here is the note from Jay declaring he successfully dropped the publication notice off at Charlemont Town Hall. There is no official receipt for this, but this is one of the missing items.

Shannon P. O'Brien
(617) 699-2310
shannonpobrien@yahoo.com

----- Forwarded Message -----

From: Jay Healy <healyjay7@gmail.com>
To: Shannon O'Brien <shannonpobrien@yahoo.com>
Sent: Monday, November 23, 2020, 05:38:34 PM EST
Subject:

On November 5th, 2020 I delivered a hard copy to the Charlemont Town Clerk's office which provided notice of publication in the Greenfield Recorder referencing the Community Outreach Meeting to be held on Wednesday November 8th. Clerk Kathy Reynolds acknowledged having received this.

Jay Healy

Sent from my iPhone

ATTACHMENT C

Notification to Abutters of Public Meeting

November 11, 2020

To:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment, named Charlemont Farmworks, LLC , 120 Fulton Street, Boston MA has scheduled a public community meeting on Wednesday, November 18 starting at 7:00 PM EST to be broadcast at: Public Zoom Meeting, <https://us02web.zoom.us/j/89480260684> Meeting ID: 894 8026 0684

Or one can call in by dialing 929-205-6099 and using 89480260684# as the conference call code.

The proposed Cannabis Cultivation Business is anticipated to be located at 1927 Route 2, Charlemont, MA. There will be an opportunity for the public to ask questions.

If you have any additional questions, you can contact Jay Healy at healyjay7@gmail.com or Shannon O'Brien at shannonpobrien@yahoo.com

Sincerely,

Jonathan Healy
Principal/Manager
Charlemont Farmworks, LLC

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): 11/18/2020
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

a. Date of publication: 11/3/20

b. Name of publication: The Greenfield

The Greenfield Recorder

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

a. Date notice filed: 11/5/2020

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: 11/11/2020

**Notice was hand delivered on 11/11.
Sole abutter attended the meeting.**

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:

Charlemont Farmworks LLC

Name of applicant's authorized representative:

Jonathan (Jay) Healy

Signature of applicant's authorized representative:

Jonathan Healy

CHARLEMONT FARMWORKS LLC

MCN283116

Host Community Information (Community Outreach Documentation)

NOTICE: ADDITIONAL INFORMATION REQUIRED

Note: Per the Administrative Order Allowing Virtual Web-Based Community Outreach Meetings dated April 27, 2020, the applicant must submit to the Commission a recording of the meeting as an attachment to their license application. Please upload a recording of the meeting into the Host Community Information section of the application. Additional information may be required, please review the link above. If you are unable to do upload the required information into the application due to file size, please email the recording to licensing@cccmass.com referencing this RFI to the attention of Anne DiMare.

Please see the link to the video for the Charlemont Farmworks LLC Community Outreach Meeting.

<https://www.dropbox.com/home/Consummate%20Shared%20Folder/II.%20Charlemont%20Farmworks%20Project/1.%20APPLICATION%20OF%20INTENT/9.%20CF%20COMMUNITY%20OUTREACH%20MEETING?preview=CF+Community+Outreach+Meeting+18NOV2020.mp4>

CHARLEMONT FARMWORKS LLC

Plan to Remain Compliant with Local Zoning

935 CMR 500.101

A description of plans to ensure that the Marijuana Establishment is or will be compliant with local codes, ordinances, and bylaws for the physical address of the Marijuana Establishment, which shall include, but not be limited to, the identification of all local licensing requirements for the adult use of Marijuana;

CHARLEMONT FARMWORKS LLC, ("CFW" or the "Company") shall comply with 935 CMR 500.101, 500.105, 500.120, and all other applicable state and local laws regulating the cultivation of marijuana for adult use.

CHARLEMONT FARMWORKS LLC has engaged local land and zoning attorney Michael Pill of Green Miles Lipton, LLP, and local civil engineer Bucky Sparkle, PE, MBA, M.ASCE at The Zengineer of Leeds, MA to assist in the approval process and to ensure strict compliance with all local zoning bylaws, as well as the relevant state laws, regulations, and requirements.

We will need a special permit from the Town Zoning Board because the Town's Zoning Regulations have no specific provisions for Marijuana Cultivation. The Town is a "right to farm" municipality and our project will conform with those provisions based on area, structures, power and water needs. As a Marijuana Establishment, we are required to apply for and receive a Special Permit for those activities. We anticipate CFW will also need approval from the Town Board of Health for issues related to well and septic regulations. As with all Cannabis Businesses, CFW will need to secure approval from the Town's Public Safety officials prior to commencing business.

Charlemont, MA Zoning Bylaws state that

23.3 Permit lapse. A Special Permit shall lapse 24 months after the date of granting of the permit if a substantial use thereof has not sooner commenced except for good cause or, in the case of a permit for construction, if construction has not begun sooner except for good cause. The 24-month period shall be extended by the time required to pursue and await the determination of an appeal (referred to in Section 17 of Chapter 40A, M.G.L.).

We plan to remain compliant, as we have retained a zoning lawyer who works exclusively in Western Massachusetts and specializes in Greenfield. We plan to meet and update on a quarterly basis, the appropriate town officials, including:

- The Select Board
- The Chair of the Local Zoning Board of Appeals, Charlotte Dewey, and
- The Planning Board Co-Chairs, Bill Harker and Robert Malone.

Charlemont FarmWorks LLC
POSITIVE IMPACT PLAN
SUMMARY

Charlemont FarmWorks LLC ("CFW") plans to positively impact people disproportionately harmed by cannabis prohibition by focusing on four groups of commission-approved areas of disproportionately harmed people including past or present residents of the geographic "areas of disproportionate impact," specifically the areas of Amherst, MA, Greenfield, MA, and North Adams, MA, Commission-designated Social Equity Program participants, Massachusetts residents who have past drug convictions and Massachusetts residents with parents or spouses who have drug convictions.

GOALS

1. Reducing barriers to entry in the commercial adult-use cannabis industry for disproportionately harmed people from the above identified groups by focusing our recruiting processes on hiring 20% of employees from the above identified commission-approved four groups.
2. Reducing barriers to entry in the commercial adult-use cannabis industry for disproportionately harmed people from the above identified groups by offering on the job training for our entry level positions with a priority of hiring 20% of employees from the above identified commission-approved four groups.
3. Reducing barriers to entry in the commercial adult-use cannabis industry by providing educational sessions twice a year for a minimum of 4 hours per session to benefit commission-approved disproportionately harmed people from the above four identified groups. Business topics will include the type of jobs available in the industry, business planning, finance, operations, farming and licensing in the cannabis industry.
4. To provide mentor sessions, one on one, a minimum of four times per year to benefit two people from the above four groups of commission-approved disproportionately harmed people. Our sessions will either encompass mentoring in types of businesses from which our team holds expertise in or specifically on the cannabis industry and the topics covered will be business planning, finance, and operations. The mentees will shadow a mentor.
5. Positively impact the above mentioned commission-approved disproportionately harmed individuals in "areas of disproportionate impact," specifically including the areas of Amherst, MA, Greenfield, MA, and North Adams, MA by encouraging a minimum of 30% of our employees to volunteering at The Food Bank of Western Massachusetts for 16 hours per year. Please see attached letter.
6. We will also be giving a monetary donation to the Food Bank of Western Massachusetts once a year to positively impact the above mentioned commission-approved disproportionately harmed individuals in "areas of disproportionate impact,". Please see attached letter.

PROGRAMS

1. We will be creating jobs and maintain a hiring policy to progress our goals of recruiting employees from the four above referenced groups of disproportionately harmed people.
 - a. We will recruit twice a year with additional supplementary recruiting added on as necessary.
 - b. We will advertise job openings in the Greenfield Recorder, MassHire and work with the Franklin Hampshire Career Center to specifically recruit for past and present residents of Greenfield, MA, and Amherst, MA and North Adams, MA, and Massachusetts residents who have past drug convictions and Massachusetts residents with parents or spouses who have drug convictions.
2. We will hold educational events twice a year for 4 hours, for up to 25 people focused on positively impacting those from the four groups above mentioned who are disproportionately harmed individuals
 - a. Business topics will include the type of jobs available in the industry, business planning, finance, operations, farming and licensing in the cannabis industry.
3. We will be providing ongoing mentoring to share knowledge, information, and skills about the cannabis industry to disproportionately harmed people focusing on the four groups from above.
 - a. These will be one on one, a minimum of four times per year to benefit two people from the above four groups of commission-approved disproportionately harmed people.
 - b. Our sessions will either encompass mentoring in types of businesses from which our team holds expertise in or specifically on the cannabis industry and the topics covered will be business planning, finance, and operations.

- c. Mentorees will first have to qualify by being from one of the above mentioned groups above. They will then fill out a survey on their professional and business goals and we will ask for a resume and references. We will then meet with applicants for an interview.
4. We will make a yearly donation which will positively benefit residents of the geographic areas of disproportionate impact as identified by the CCC.
 - a. We have identified The Food Bank of Western Massachusetts, Inc. and we have committed a donation to this group once our license is awarded.
5. We will volunteer time to help communities within the geographic areas of disproportionate impact as identified by the CCC.
 - a. We will set aside a minimum of 2 working days per year for any employee to also volunteer for the above groups that positively impact the above mentioned disproportionately harmed individuals.
 - b. The Food Bank of Western Massachusetts, Inc. and Habitat for Humanity are two places employees may volunteer to positively impact communities within the geographic areas of disproportionate impact as identified by the CCC.

MEASUREMENTS

We will track and disclose qualitative and quantitative measurements for our Positive Impact Plan and the progress will be documented one year from provisional licensure and each year thereafter. We will review our ongoing programs internally on a quarterly basis to make sure we are in track to meet our goals. We will focus on benefits for the four groups of disproportionally harmed people including 1) past or present residents of the geographic "areas of disproportionate impact," specifically the areas of Amherst, MA, Greenfield, MA, North Adams, MA, and 2) Commission-designated Social Equity Program participants, 3) Massachusetts residents who have past drug convictions, and 4) Massachusetts residents with parents or spouses who have drug convictions.

1. We will count the total number of total jobs created and compile a list of the types of jobs created by our Marijuana Establishment.
2. We will count the number of individuals hired from the four groups above to ensure that 20% of the total employees come from the above identified four groups.
 - a. We will track the number of employees, their employment status (full-time, part-time or seasonal) along with their demographic information in order to measure our progress. We will also conduct and document qualitative interviews in order to assess our recruitment program and seek ways to improve the program.
3. We will track the number of educational sessions held per year to make sure that we hold 2 within the following period: "one year from provisional licensure and each year thereafter". and
 - a. We will track the subject matter of trainings offered and performed, and attendees and attendee's impacted group information and document qualitative interviews on topic matter, instructors, and training sessions in order to assess our program and to show the programs benefit to disproportionately harmed groups mentioned above and seek ways to improve the program so we can maximize our help.
4. We will provide mentoring to a minimum of 2 individuals per year.
 - a. We will track the number of individuals accepting knowledge, information, mentoring, professional or technical services coming from the four groups identified above;
 - b. We will track the number of sessions, and topics discussed along with their contact, demographic information and impacted group.
 - c. We will conduct and document qualitative interviews on mentors and sessions in order to assess our program and to document how the programs benefit the disproportionately harmed people mentioned above and seek ways to improve the program so we can maximize our help.
5. Track the number of employee hours spent volunteering on causes meant to positively impact disproportionately harmed individuals from the four different identified groups above to meet a minimum of 30% of total employees volunteering for a minimum of 16 hours per year each.
 - a. We will track the group benefiting from the volunteering. We will conduct and document qualitative interviews from our volunteers in order to assess our program and seek for ways to improve the program. We will encourage employee participation in the volunteer program by encouraging participation by giving employees paid time off from work to participate in pre-approved sessions.
6. Give a donation to a group that positively impacts one or more of the above identified four groups. We will track the organization, the donation amount and document who was impacted.

We acknowledge and are aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Reference:

[GUIDANCE ON REQUIRED POSITIVE IMPACT PLANS AND DIVERSITY PLANS \(REVISED 2/25/19\)](#)



Executive Director
Andrew Morehouse

Executive Committee
Erica Flores, Esq., President
Skoler, Abbott & Presser, P.C.

William Dávila, Ed.D., MSW, LICSW, 1st
Vice President
The Children's Study Home

Julia Sorensen, MBA, MSW, 2nd Vice
President
Cooley Dickinson Health Care

William Grinnell, Treasurer
Webber & Grinnell Insurance

Willette Johnson, Clerk
Retired educator

Board Members
Ann Barker
Quonquot Farm

Charlotte Boney, M.D.
Baystate Health

Clem DeLiso, Jr.
Pioneer Cold Logistics

Sarah Eisinger
Harold Grinspoon Foundation

Jose Escribano
Brightwood Elementary School

William Harju
USA Hauling & Recycling

David Lusteg
Merrill Lynch

Anne McKenzie, Ed.D.
Hadley Public Schools

George Newman
Big Y World Class Market

Michael Papaleo
C&S Wholesale Grocers

Alan Peterfreund
SageFox Consulting Group

David Pinsky
Tighe & Bond (retired)

Bishop Bruce Shaw
New Hope Pentecostal Church

Vasilios Turloukis
Radiology & Imaging, Inc.

Shannon Yaremchak
Corporation for Public Management

Beth Young
Stop & Shop Supermarket

November 22, 2020

Jay Healy
Manager, Charlemont FarmWorks, LLC
Charlemont, MA 01339

Dear Mr. Healy,

We appreciate your interest in supporting our mission to feed our neighbors in need and lead the community to end hunger in western Massachusetts through an unrestricted corporate donation of \$2,500 from Charlemont FarmWorks, LLC. We will gladly accept this initial donation, annual donations, and Charlemont FarmWorks employee volunteering at The Food Bank.

I understand this letter will be included in Charlemont FarmWorks, LLC's application for licensure of its cannabis cultivation facility in Greenfield.

Sincerely,

Andrew Morehouse
Executive Director





OPERATING AGREEMENT
OF
CHARLEMONT FARMWORKS LLC

Dated as of October 13, 2020

OPERATING AGREEMENT
OF
CHARLEMONT FARMWORKS LLC

THIS OPERATING AGREEMENT is made and entered into as of October 13, 2020, by Jonathan L. Healy, as the sole member (the “Member”) of Charlemont FarmWorks LLC (the “Company”).

WHEREAS, the Company was formed October 1, 2020, the date the Member caused the filing of a Certificate of Organization of the Company with the Secretary of the Commonwealth of Massachusetts; and.

WHEREAS, the Member wishes to set out fully his rights, obligations and duties with respect to the business, operations and assets of the Company; and

WHEREAS, capitalized terms used herein shall have the meanings set forth in Article I hereof.

ARTICLE I

Definitions

For purposes of this Agreement, unless the context otherwise requires:

“Act” means the Massachusetts Limited Liability Company Act as amended from time to time, or any corresponding provision or provisions of any succeeding or successor law of the Commonwealth of Massachusetts.

“Agreement” means this Operating Agreement, as amended, modified or supplemented from time to time.

“Authorized Person” means the Person who executed the initial Certificate of Organization.

“Capital Contribution(s)” means the aggregate of all contributions made by the Member to the Company pursuant to Sections 5.1 and 5.2 hereof. Any reference to the Capital Contribution of a then Member shall include a Capital Contribution previously made by any prior Member with respect to the Interest of such then Member.

“Certificate of Organization” means the Certificate of Organization of the Company, as filed October 1, 2020 with the Office of the Secretary of the Commonwealth of Massachusetts, as amended from time to time.

“Code” means the Internal Revenue Code of 1986, as amended from time to time.

“Company” has the meaning set forth in the initial paragraph of this Agreement.

“Interest” means the entire ownership interest of the Member in the Company.

“Liquidator” shall have the meaning set forth in Section 8.2 hereof.

“Member” has the meaning set forth in the initial paragraph of this Agreement.

“Person” means any natural person, partnership, joint venture, association, corporation, limited liability company, trust or other entity.

ARTICLE II

Organization of the Company

2.1. Formation and Name of Company The undersigned hereby agrees to form and ratifies the formation of a Massachusetts limited liability company under the name “Charlemont FarmWorks LLC” pursuant to the Act. The actions of the Authorized Person in filing or causing to be filed with the Office of the Secretary of the Commonwealth of Massachusetts the Certificate of Organization substantially in the form annexed hereto as Exhibit I are hereby ratified and approved. The Member shall further execute, and shall cause the filing or recording with the proper offices of, any other certificates or instruments required by any limited liability company act, fictitious name act or similar statute in effect from time to time.

2.2. Purpose. The purpose of the Company is to engage in the business of farming and related agricultural activities in and around Greenfield, Massachusetts, and to engage in any lawful acts or activities for which a limited liability company may be organized under the Act.

2.3. Massachusetts Registered Agent and Office**Error! Bookmark not defined..** The registered agent for the service of process and the registered office shall be that Person and location reflected in the Certificate. In the event such registered agent ceases to act as such for any reason or the address for the registered agent changes, the Member shall promptly designate a replacement for such registered agent or file a notice of change of address, as the case may be.

2.4. Principal Place of Business. The principal place of business of the Company is 120 Fulton Street, Boston, Massachusetts 02109, or such other place as from time to time may be designated by the Member.

2.5. Term. The term of the Company commenced upon the filing of the Certificate of Organization with the Office of the Secretary of the Commonwealth of Massachusetts. The existence of the Company shall be perpetual unless the Company is earlier dissolved in accordance with either the provisions of this Agreement or the Act.

ARTICLE III

Member

3.1. Member The Member shall be a Member of the Company until such Person ceases to be a Member in accordance with the Act or this Agreement. The address of the Member is set forth on the signature page of this Agreement.

ARTICLE IV

Management

4.1. Management Generally. Subject to the provisions of the Act and this Article IV, the management of the Company shall be vested exclusively in the Member.

4.2. Authority of the Member. The Member shall have the power on behalf and in the name of the Company to carry out any and all of the day-to-day objectives and purposes of the Company and to perform such other acts on behalf of the Company in the ordinary course of its business that it may deem necessary, advisable or incidental thereto.

4.3. Officers. The Member may designate persons to act as authorized officers for the Company and shall delegate such authority to said officers as the Member may deem necessary or appropriate. The Member may appoint a President, Secretary, Treasurer and such other officers as the Member from time to time may deem appropriate. The duties of the officers of the Company shall be such as are traditionally associated with their respective offices in a Massachusetts corporation and as may be prescribed from time to time by the Member. Except to the extent officers are appointed and authority delegated hereunder, all management authority shall remain with the Member. The Member may remove and replace officers at any time for any reason or for no reason. Any number of offices may be held by the same person, and the Member may hold any such officers.

4.4. Exculpation. Neither the officers nor the Member shall be liable to the Company or any Member for any act or failure to act on behalf of the Company, unless such act or failure to act resulted from their respective willful misfeasance or gross negligence. The Member and the officers may consult with counsel and accountants in respect of Company affairs and shall be fully protected and justified in any action or inaction which is taken in accordance with the advice or opinion of such counsel or accountants.

4.5. Indemnification. The Company shall indemnify and hold harmless the officers and the Member and its officers, directors and stockholders from and against any loss, expense, judgment, settlement cost, fee and related expenses (including attorneys' fees and expenses), costs or damages suffered or sustained by reason of being or having been an officer or Member, or arising out of or in connection with any action or failure to act, unless such act or failure to act was the result of willful misfeasance or gross negligence. The Company shall advance reasonable attorneys' fees and other costs and expenses incurred by the officers and the Member in connection with the defense of any pending or threatened action or proceeding which arises

out of conduct that is the subject of the indemnification provided hereunder, subject to the agreement of such officer or Member, as the case may be, to reimburse the Company for such advance to the extent that it shall finally be determined by a court of competent jurisdiction that the officer or Member was not entitled to indemnification under this Section 4.5. The indemnification provided for herein shall not be deemed exclusive of any other rights to indemnification.

4.6. Continuing Rights. Any repeal or modification of Section 4.4 or Section 4.5 shall not adversely affect any right or protection of the Member existing at or prior to the time of such repeal or modification. The rights provided in Section 4.4 and Section 4.5 shall inure to the benefit of the heirs, executors and administrators of the Member. For purposes of Section 4.4 and Section 4.5, references to the Member shall include a former Member. The indemnification provided for in Section 4.5 shall not be deemed exclusive of any other rights to indemnification.

ARTICLE V

Capital Contributions of Member

5.1. Additional Capital Contributions. The Member shall not be obligated to make any additional Capital Contributions to the Company. The Member may make additional Capital Contributions in cash or property at any time.

5.2. Loans by Member. The Member may lend or advance money to the Company. If the Member shall make any loan to the Company or advance money on its behalf, the amount of any such loan or advance shall not be treated as a Capital Contribution but shall be a debt due from the Company. The amount of any such loan or advance by the Member shall bear interest at a rate agreed upon by the Company and the lending Member. The Member shall not be obligated to make any loan or advance to the Company.

ARTICLE VI

Distributions

6.1. Distributions. Subject to any restrictions under applicable law, any assets of the Company may be distributed from time to time to the Member upon determination of the Member.

ARTICLE VII

Transfers of Interest

7.1. Transfer of Interest. The Member may transfer all or any portion of its Interest in the Company to any Person at any time. If at any time such a transfer shall cause the Company to have more than one Member, then this Agreement shall be appropriately amended to reflect the fact that the Company will then be treated as a partnership for purposes of the Code.

7.2. Admission of New Members. No Person shall be admitted as a Member of the Company after the date of this Agreement without the written consent of the Member and delivery to the Company of a written acknowledgement (in form and substance satisfactory to the Member) of the rights and obligations of this Agreement and agreement be bound hereunder.

ARTICLE VIII

Dissolution

8.1. Dissolution. The Company shall be dissolved and its affairs wound up on the first to occur of the following:

- (a) The written consent of the Member;
- (b) The sale or transfer of all or substantially all of the assets of the Company other than in the ordinary course of business and the cessation of the Company's business; or
- (c) Entry of a decree of judicial dissolution.

8.2. Winding Up and Liquidation. Upon the dissolution of the Company, the Company shall cease to engage in any further business, except to the extent necessary to perform existing obligations, and shall wind up its affairs and liquidate its assets. The Member, or if the Member is unable or unwilling to serve, such other Person(s) as may be selected by the Member (the "Liquidator"), shall wind up and liquidate the Company's business and affairs.

8.3. Liabilities. Liquidation shall continue until the Company's affairs are in such condition that there can be a final accounting, showing that all fixed or liquidated obligations and liabilities of the Company are satisfied or can be adequately provided for under this Agreement. The assumption or guarantee in good faith by one or more financially responsible Persons shall be deemed to be an adequate means of providing for such obligations and liabilities. When the Liquidator has determined that there can be a final accounting, the Liquidator shall establish a date for the distribution of the proceeds of liquidation of the Company (the "Distribution Date"). The Liquidator may make interim distributions of the proceeds of liquidation if the Liquidator concludes that such interim distributions would not adversely affect the rights of the Company's creditors to be paid in full when and as their debts become due. The net proceeds of liquidation of the Company shall be distributed to the Member as provided in Section 8.5 hereof not later than the Distribution Date.

8.4. Settling of Accounts. Subject to any applicable provisions of the Act, upon the dissolution and liquidation of the Company, the proceeds of liquidation shall be applied as follows: (i) first, to pay all expenses of liquidation and winding up; (ii) second, to pay all debts, obligations and liabilities of the Company in the order of priority as provided by law, other than on account of the Member's Capital Contributions; and (iii) to establish reasonable reserves for any remaining contingent or unforeseen liabilities of the Company not otherwise provided for, which reserves shall be maintained by the Liquidator on behalf of the Company in a regular interest-bearing trust account for a reasonable period of time as determined by the Liquidator. If

any excess funds remain in such reserves at the end of such reasonable time, then such remaining funds shall be distributed by the Company to the Member pursuant to Section 8.5 hereof.

8.5. Distribution of Proceeds. Subject to any restrictions contained in the Act, upon final liquidation of the Company but not later than the Distribution Date, the net proceeds of liquidation shall be distributed to the Member.

8.6. Filing. Upon dissolution and the completion of winding up of the Company, the Liquidator shall cause to be executed and filed with the Office of the Secretary of the Commonwealth of Massachusetts, a certificate of cancellation in accordance with the Act.

ARTICLE IX

Tax Returns; Books and Records; Reports

9.1. Filing of Tax Returns. For so long as the Company has a single Member, it shall be disregarded as an entity for purposes of the Code, and any comparable provisions of state law, and thus shall not file income tax returns. The Company shall file any other tax returns required of it.

9.2. Records to be Kept. The Company shall keep at its principal place of business or at such other office as shall be designated by the Member:

- (a) Copies of this Agreement and of any financial statements of the Company for the three most recent years;
- (b) Copies of the Company's federal, state and local income tax returns and reports for the three most recent years;
- (c) A current list of the full name and last known address of each Member;
- (d) A copy of the filed Certificate of Organization and all certificates of amendment thereto, together with executed copies of any written powers of attorney pursuant to which any such certificate has been executed; and
- (e) A writing setting out the amount of cash and a description and statement of the agreed value of any other property or services contributed by the Member and which the Member has agreed to contribute.

ARTICLE X

Miscellaneous

10.1. General. This Agreement shall be binding on the executors, administrators, heirs, and successors and assigns of the Member.

10.2. Amendments. This Agreement may be modified or amended at any time and from time to time with the written consent of the Member.

10.3. Waiver. Any provision of this Agreement may be waived with the written consent of the Member. No waiver of any provision of this Agreement or any breach hereunder shall be deemed a waiver of any other provision or subsequent breach, nor shall any such waiver constitute a continuing waiver.

10.4. Choice of Law. This Agreement shall be governed by and construed under the laws of the Commonwealth of Massachusetts.

10.5. Headings. The titles of the Articles and the headings of the Sections of this Agreement are for convenience of reference only and are not to be considered in constructing the terms and provisions of this Agreement.

10.6. Pronouns. All pronouns shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the Person or Persons may require in the context thereof.

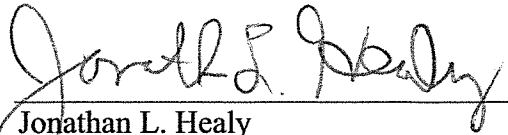
10.7. Entire Agreement. This Agreement, and the Exhibit hereto, constitute the entire agreement of the Member with respect to the subject matter hereof, and supersede all prior and contemporaneous agreements, representations, and understandings of the Member with respect thereto.

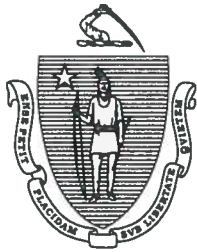
10.8. Third Parties. Nothing in this Agreement, express or implied, is intended to confer upon any party, other than the party hereto, and its successors and permitted assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement, except as expressly provided herein.

10.9. Severability. If one or more provisions of this Agreement are held by a proper court to be unenforceable under applicable law, portions of such provisions, or such provisions in their entirety, to the extent necessary and permitted by law, shall be severed herefrom, and the balance of this Agreement shall be enforceable in accordance with its terms.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, the undersigned hereby executes this Agreement as of the date first above written.


Jonathan L. Healy
136 Burnt Hill Road
Shelburne Falls, MA 01370



William Francis Galvin
Secretary of the
Commonwealth

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

October 5, 2020

TO WHOM IT MAY CONCERN:

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

CHARLEMONT FARMWORKS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **October 1, 2020.**

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

I also certify that the names of all managers listed in the most recent filing are:
JONATHAN L. HEALY

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **JONATHAN L. HEALY**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **JONATHAN L. HEALY**



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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Limited Liability Company

Certificate of Organization

(General Laws Chapter 156C, Section 12)

Federal Identification No.: _____

- (1) The exact name of the limited liability company:
Charlemont FarmWorks LLC
- (2) The street address of the office in the commonwealth at which its records will be maintained:
120 Fulton Street
Boston Massachusetts, 02109
- (3) The general character of the business:
is to (i) engage in the business of farming and related agricultural activities in and around
Greenfield Massachusetts and (ii) engage in any lawful activity for which a limited liability may be
formed under the laws of the Commonwealth of Massachusetts.
- (4) Latest date of dissolution, if specified: _____
- (5) The name and street address, of the resident agent in the commonwealth:

NAME	ADDRESS
David Dryer	2 Seaport Lane, Suite 300 Boston MA, 02210
- (6) The name and business address, if different from office location, of each manager, if any:

NAME	ADDRESS
Jonathan L. Healy	136 Burnt Hill Road Shelburne Falls MA, 01370

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

NAME	ADDRESS
Jonathan L. Healy	136 Burnt Hill Road Shelburne Falls MA, 01370

(8) The name and business address, if different from office location, of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court:

NAME	ADDRESS
Jonathan L. Healy	136 Burnt Hill Road Shelburne Falls MA, 01370

(9) Additional matters:

Signed by *(by at least one authorized signatory)* /s/ Jonathan L. Healy

Consent of resident agent:

I David Dryer,
resident agent of the above limited liability company, consent to my appointment as resident agent pursuant to G.L. c 156C § 12*

**or attach resident agent's consent hereto.*

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:

October 01, 2020 05:13 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

mass.gov/dor

Letter ID: L1285284160
Notice Date: November 23, 2020
Case ID: 0-001-004-503



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



CHARLEMONT FARMWORKS LLC
FULTON STREET BLDG 120
BOSTON MA 02109

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, CHARLEMONT FARMWORKS 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, 8:30 a.m. to 4:30 p.m..

Visit us online!

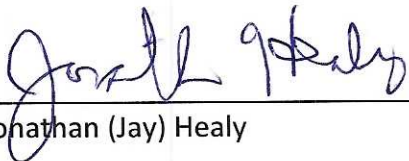
Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

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

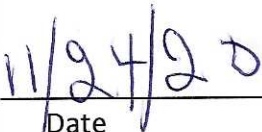
Edward W. Coyle, Jr., Chief
Collections Bureau

Charlemont FarmWorks LLC attests that we are not able obtain a certificate of good standing from the Department of Unemployment assistance until we start hiring employees.

The Commonwealth of Massachusetts UI Employer Registration guidelines state that we need to "return and register once employment begins".


Jonathan (Jay) Healy

Manager
Charlemont Farmworks, LLC
120 Fulton St.
Boston, MA


Date



A Massachusetts Marijuana Cultivator

Fall 2020



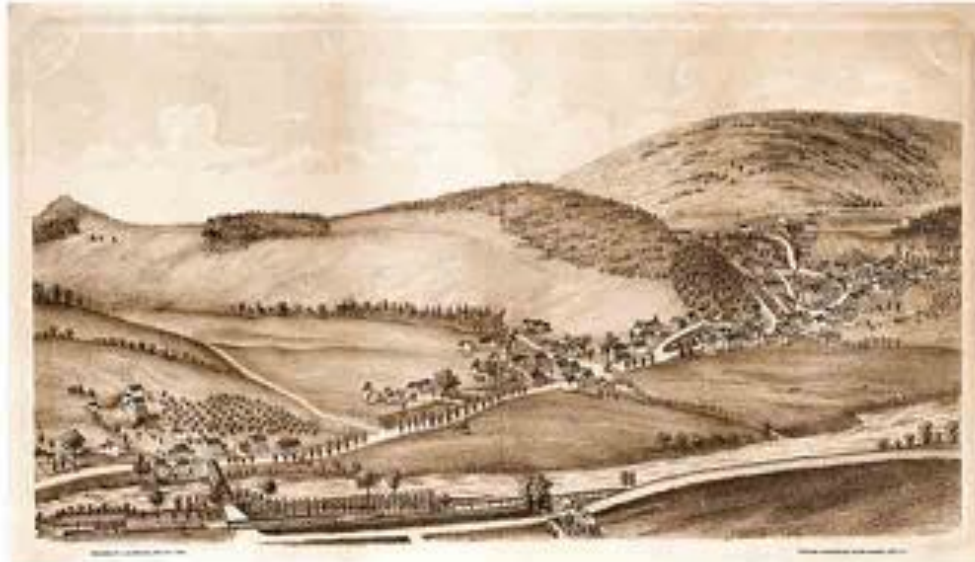
Why are we here?

- **We want to grow the finest, sun-grown, high quality cannabis**
- **We plan to grow up to 100,000 square feet of canopy**
 - 100K sf of canopy equals 2.2 acres
 - actual establishment would occupy 4-5 acres
- **We expect to generate \$4+ million in 2021** (\$7-\$10 mil in 2022)
- **We will employ 17+ people by end of 2021**
 - We will also hire 10 seasonal workers for 2 – 3 months / year
- **We hope to partner with the Town of Charlemont to bring a vibrant agricultural enterprise to the town!**





Our Farming Heritage



CHARLEMONT, MASS.

- The Healy family has operated Hall Tavern Farm for over 100 years
- Over the past 50 years, the number of working farms in Charlemont has shrunk from 20 to 3
- Our cannabis grow facility will help preserve and protect the agricultural heritage that gives Charlemont its unique rural character
- We are excited to offer future generations an opportunity to make a good living working in agriculture



Our Unique Opportunity



- We are building a great team behind our business combining decades of experience in farming, business, government and security
- A more profitable use of the land will create jobs in Charlemont and Franklin County
- A successful operation will generate needed revenues for the Town
- We seek a Tier II Cultivator License from the Mass Cannabis Control Commission to grow up to 100,000 sq ft (2.2 acres) of canopy
- In year two or three, we plan to install solar panels to reduce our carbon footprint as close to zero as possible
- This business will help preserve the unique rural character of the community and operate in a discreet and secure manner

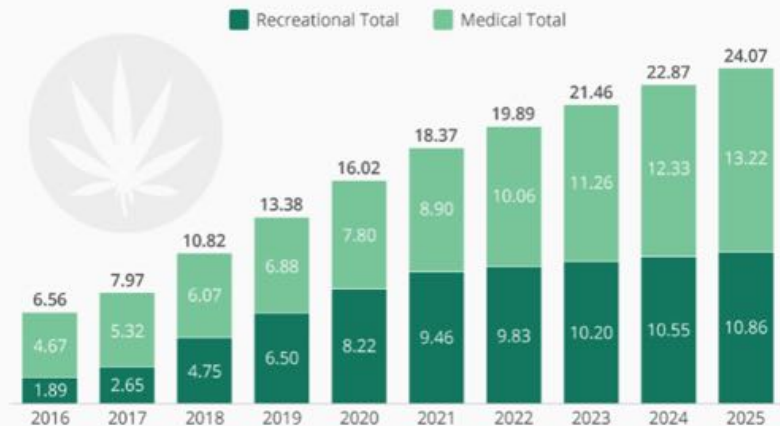


Mass. Cannabis Market Opportunity

- Demand is dramatically outpacing in-state supply for legal cannabis. This is a large market that is projected to grow much larger. Year to date sales top \$400M (as of Sep 2020).
- This market is still in its very early stages with recreational cannabis only being legalized in 2016.

U.S. Marijuana Market: The Grass Is Getting Greener

Projected growth of U.S. recreational and medical marijuana sales (billion U.S. dollars)



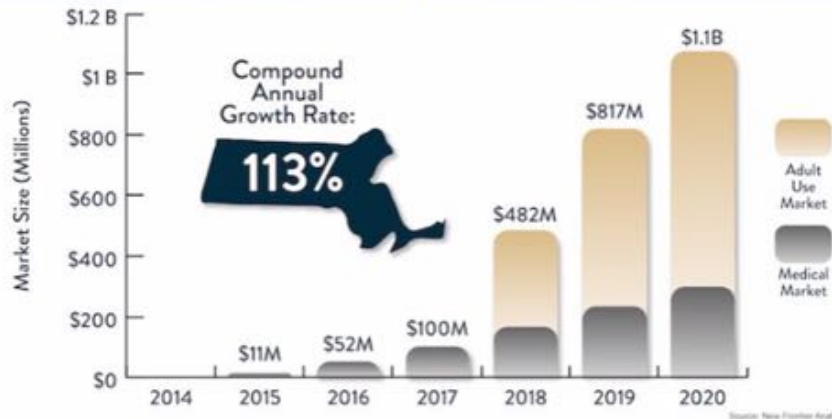
@StatistaCharts Source: The Cannabis Industry Annual Report

statista



CannaBit

Massachusetts' Legal Cannabis Market





Our Team Today



Jay Healy Partner

Former State Rep
Former Agricultural
Commissioner
Former Reg Dir of USDA

Shannon O'Brien Advisor

Former MA State
Treasurer

Former State Sen
from Easthampton



Our Team Tomorrow

In our first year...

- ✓ We plan to **employ at least 17 people:**
 - ✓ 3 – Partners
 - ✓ 4 – General & Administrative (including Compliance and Security)
 - ✓ 2 – Sales & Marketing
 - ✓ 8 – Growing Operations
- ✓ By the end of 2021, we expect to employ a **total of 26 people**

Seasonal Workers

- ✓ We will need an additional 10 field workers for 3 weeks in late May / early June when the plants go from the hoop houses to the fields outdoors, and again for 6 – 8 weeks from late August through early October during harvest season

Focus on Local

- ✓ We intend to recruit our team members from Franklin and Hampshire Counties, with a focus on local people from Charlemont and Shelburne Falls as well as “Areas of Disproportionate Impact” such as Greenfield and Amherst



Our Plan

Phase I – Outdoor Grow

- 100,000 sq ft Outdoor Crop Summer 2021
 - 20,000 Grown in Hoop Houses
 - 80,000 Grown outdoors in bags above the ground
- Approx. 3,000 plants generating 1 lbs / plant
 - Wholesale Price of \$1,500 per pound

Phase II – Greenhouse Grow

- Build Greenhouses Q1 of 2022 to replace hoop houses
- Begin growing Mar / Apr 2022
- First Harvest July / August 2022
- Aiming for 2 – 3 grow cycles per year (500-750 plants per cycle generating 0.5 – 1.0 lbs per plant)





Our Timeline

We will spend the balance of 2020 and the first portion of 2021 getting licensing and building out the growing facility. Then we will begin to cultivate our crop.





Our Customers

- Our customers will be independent Adult Use Retail firms
 - Initial conversations have begun
- As we approach licensing, we will put LOIs in place with initial retailer customers
- As Adult Use Delivery services are licensed we will engage in dialogues with select operators in interesting locations
- When Adult Use Establishments (cannabis bars) are approved, as is soon likely, we will sell directly to select operators
 - We will receive preferential treatment for creating our own Adult Use Establishment



Our Financial Estimates

	2020	2021	2022	2023
Revenue	\$ -	\$ 3,750,000	\$ 6,562,500	\$ 8,000,000
COGS	\$ 120,000	\$ 2,249,132	\$ 1,268,120	\$ 1,350,000
Gross Profit	\$ (120,000)	\$ 1,500,868	\$ 5,294,380	\$ 6,650,000
Operating Expenses	\$ 120,714	\$ 2,015,661	\$ 1,939,042	\$ 2,000,000
Operating Profit	\$ (240,714)	\$ (514,792)	\$ 3,355,338	\$ 4,650,000



In Conclusion

- Experienced local farmers supported by a great team
- We will build a successful, profitable business in Charlemont
- Focused on security and compliance
- New tax revenues to the town
- Employment for local farmers and other residents
- We ask for a Host Community Agreement so we can begin this exciting project



October 6, 2020

Nanette Marchant
Charlemont FarmWorks LLC
120 Fulton St,
Boston, MA 02109

Dear Nanette

Per our discussions, The Hilb Group of New England, has agreed to procure on behalf of Charlemont FarmWorks insurance pursuant to the statutory requirements of 935 CMR 500.105(10). This includes, but not limited to the following:

- General Liability including product liability limits for no less than \$1,000,000 per occurrence/ \$2,000,000 aggregate. The deductible will be no higher than \$5,000 per occurrence.
- Workers compensation by statute

We have approached several insurance markets and are very confident that we will obtain coverage for Charlemont Farmworks LLC

If you have any questions, please let me know. I look forward to working with you.

Sincerely,



Ellen Bohn Gitlitz
Executive Vice President
508-342-6783
ebohn@hilbgroup.com

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EXPEDITED TREATMENT REQUIRED *

Charlemont FarmWorks LLC Separating recreational from medical operations

Separating recreational from medical operations.

Not Applicable.

* Under the Cannabis Control Commission's Expedition Policy, dated September 12, 2019, the Commission is required to expedite review of outdoor cultivation applications. See CCC Guidance on Licensure (January, 2020) at 41-42. Furthermore, under the Commission's draft regulations—posted July 24, 2020 for public comment—an "Expedited Applicant means an applicant for a[n] ... Outdoor Marijuana Cultivator license." See CCC Draft Regulations(July 24, 2020) at 935 CMR 500.002 "Definitions"; see also *id.* at 935 CMR 500.101(5) ("Following the review of applications submitted by priority applicants, applications submitted by Expedited Applicants shall be reviewed.").

EXPEDITED TREATMENT REQUIRED *

Charlemont FarmWorks LLC Record Keeping Procedures

This is a summary of our standard operating on record-keeping. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, in addition to the following: (a) Written operating procedures as required by 935 CMR 500.105(1); (b) Inventory records as required by 935 CMR 500.105(8); (c) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e); (d) Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9); A staffing plan and staffing records in compliance with 935 CMR 500.105(9); and any other applicable local and state laws. Each Agent of the Company shall be required to follow these policies and procedures.

Records of a Marijuana Establishment must be available for inspection by the Commission, upon request. The records of a Marijuana Establishment shall be maintained in accordance with generally accepted accounting principles.

A Marijuana Establishment shall immediately upon request make available to the Commission all information that may be relevant to a Commission inspection, or an investigation of any incident or complaint.

Personnel records:

- Personnel policies and procedures;
- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions; 935 CMR: CANNABIS CONTROL COMMISSION 500.105: continued
- A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - documentation of verification of references;
 - All background check reports obtained in accordance with 935 CMR 500.030. (e)
 - the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - 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 and eight-hour related duty training.
- A staffing plan that will demonstrate accessible business hours and safe cultivation conditions

*** Under the Cannabis Control Commission's Expedition Policy, dated September 12, 2019, the Commission is required to expedite review of outdoor cultivation applications. See CCC Guidance on Licensure (January, 2020) at 41-42. Furthermore, under the Commission's draft regulations—posted July 24, 2020 for public comment—an "Expedited Applicant means an applicant for a[n] ... Outdoor Marijuana Cultivator license." See CCC Draft Regulations(July 24, 2020) at 935 CMR 500.002 "Definitions"; see also *id.* at 935 CMR 500.101(5) ("Following the review of applications submitted by priority applicants, applications submitted by Expedited Applicants shall be reviewed.").**

Business records:

- Business records, which shall include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
 - Waste disposal records as required under 935 CMR 500.105(12); and
 - Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.

Disposal records:

- When marijuana products or waste is disposed or handled, the Marijuana Establishment must create and maintain a written or electronic record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Marijuana Establishment Agents present during the disposal or other handling, with their signatures.
 - No fewer than two Marijuana Establishment Agents must witness and document how the marijuana waste is disposed or otherwise handled (recycled, composted, etc.) in accordance with 935 CMR 500.105(12).
 - Marijuana Establishments shall keep these records for at least 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.

Vehicle records:

- Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
- A vehicle used for transporting marijuana products must be:
 - owned or leased by the Marijuana Establishment or the Marijuana Transporter;
 - Properly registered, inspected, and insured in the Commonwealth (documentation of such status shall be maintained as records of the Marijuana Establishment or the Marijuana Transporter, and shall be made available to the Commission upon request);
- 24- hour recordings from all video cameras that are available immediate viewing by the Commission upon request and that are retained for at least 90 calendar days. Recordings shall not be destroyed or altered, and shall be retained as long as necessary if the Marijuana Establishment is aware of a pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information;
- All security system equipment and recordings shall be maintained in a secure location so as to prevent theft, loss, destruction and alterations.

Cultivation, production and distribution records:

- In addition to the written operating policies required under 935 CMR 500.105(1), a Marijuana Cultivator shall maintain written policies and procedures for the cultivation, production or distribution of marijuana, as applicable, which shall include but not be limited to:
 - Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
 - Policies and procedures for handling voluntary and mandatory recalls of marijuana. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety;
 - Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15) and 935 CMR 500.120(11); and
 - Policies and procedures for the transfer, acquisition, or sale of marijuana between Marijuana Establishments.
- The Commission or its agents may inspect a Marijuana Establishment and affiliated vehicles at any time without prior notice in order to determine the Marijuana Establishment's compliance with St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000. All areas of a Marijuana Establishment, all marijuana establishment agents and activities, and all records are subject to such inspection. Acceptance of a license by a Marijuana Establishment constitutes consent for such inspection.

Charlemont FarmWorks LLC Maintaining of Financial Records

This is a summary of our standard operating procedures for maintenance of financial records. Our plan for the Maintenance of Financial Records is designed to be a subset of our overall Record Keeping Policies and Procedures and adhere to those procedures in all respects.

Procedures are for maintenance of financial records in compliance with 935 CMR 500.105(9); and any other applicable local and state laws regulating Company records in a manner that does not endanger the Company's proprietary and private information, or public health and safety. Each Agent of the Company shall be required to follow these policies and procedures

The Company will maintain financial records in accordance with generally accepted accounting principles ("GAAP") when appropriate and in a confidential and secure fashion. The documentation and financial record-keeping SOPs will satisfy all statutory compliance requirements and enable the Company to report required information to the Cannabis Control Commission (the "Commission") and maintain complete transparency to anyone with a financial interest in the Company while maintaining privacy and security of proprietary information.

These Record Keeping Policies and Procedures include but are not limited to the following:

- Scope and Intent of our Record Keeping
- Why we create records
- What records we will create
- Guidelines for creating records
- Authorization and access control
- Record Retention
- Physical Records
- Electronic Records
- Data retention
- Discarding Records
- Document and Record destruction
- Confidentiality

*** Under the Cannabis Control Commission's Expedition Policy, dated September 12, 2019, the Commission is required to expedite review of outdoor cultivation applications. See CCC Guidance on Licensure (January, 2020) at 41-42. Furthermore, under the Commission's draft regulations—posted July 24, 2020 for public comment—an "Expedited Applicant means an applicant for a[n] ... Outdoor Marijuana Cultivator license." See CCC Draft Regulations(July 24, 2020) at 935 CMR 500.002 "Definitions"; see also *id.* at 935 CMR 500.101(5) ("Following the review of applications submitted by priority applicants, applications submitted by Expedited Applicants shall be reviewed.").**

Document Security

Our financial records are by their nature confidential. Access to electronic systems (eg QuickBooks, Dropbox, etc) will be restricted by password control to our financial and management team. We will maintain strict hierarchical access control within our electronic applications and data services so that only those within the organization will have access to those areas that they need to do their job while also restricting access on a need to know basis.

Financial Records

- We use QuickBooks (or similar) to maintain the financial books and records of the company.
- We use spreadsheets to track, report and do analysis of the data from our financial system.
- We may select a software vendor for tracking seed-to-sale and to interface with the CCC's METRC software system.
- We will store all reports, management accounts, analyses, and scanned documents in Dropbox.
- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products; and
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

The Company shall maintain financial records and retention periods:

Record Type	Retention Period
Accounts Payable ledgers and schedules	7 years
Accounts Receivable ledgers and schedules	7 years
Annual Audit Reports and Financial Statements	Permanent

We will perform spot checks and review records.

- Spot checks: Supervisor and outside accountants will perform spot checks with filing records and current physical files. Supervisor will perform the spot checks on regular and unannounced times.
- Review - File Records: Supervisor will review and confirm that File Records will be catalogued and stored for annual reviews.

Those procedures will also be filed separately with the CCC.

Charlemont FarmWorks LLC Qualifications and Training Summary

All marijuana establishment agents shall complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent (“Agent”), and at a minimum, every Agent shall complete within 90 days of hiring the Responsible Vendor Program under 935 CMR 500.105(2)(b). At a minimum, Agents shall receive eight hours of on-going training annually. We will maintain a record of all trainings. We shall comply with 935 CMR 500.105 and all applicable local and state laws.

Employee Qualifications

The Company intends to hire and train all of the necessary staff for the cultivation facility, including, but not limited to the following:

Master Grower

The Master Grower is in charge of overseeing the overall grow operation for all indoor, greenhouse, and outdoor cultivation. He/she maintains the environment for the indoor grow container room and trains others to do the job while he/she is away. The Master Grower is responsible for maintaining the schedule and ensuring the method is followed according to specs and protocols as set forth by our company. The Master Grower shall be responsible for maintaining daily detailed records that document changes in nutrients, environmental conditions, pests, disease, and lighting, for future reference, guidance, and consistency. The Master Grower shall manage and responsible for all day-to-day cultivation operations, including daily monitoring and management for cultivation, nutrition, irrigation, pests, and disease. The Company prefers 3 years of industry cultivation or similar experience.

Assistant Grower/Cultivation Supervisor

The Assistant Grower/Cultivation Supervisor oversees the cultivation staff and acts as head grower whenever the Master Grower is unavailable and must know everything the Master Grower knows, to maintain the day to day operations of the cultivation site including compliance and training the remainder of the crew.

Inventory Manager

The Inventory Manager is in charge of keeping an accurate inventory of all cannabis products in the cultivation facility as well as setting up orders for materials and purchasing or selling marijuana and marijuana products.

General Cultivation Staff

The General Cultivation Staff shall be trained to do everything from mixing potting mix, potting plants, cloning, pruning, trellising, harvesting, and watering plants, disposing of waste material, to trimming harvested flower, packaging it for sale, and recording inventory and waste for the Company’s marijuana tracking and reporting system required by the Adult Use Regulations. They are also responsible for preparing raw material for curing. This entails cutting the buds off the branches and getting them ready for the Master Grower to cure.

*** Under the Cannabis Control Commission’s Expedition Policy, dated September 12, 2019, the Commission is required to expedite review of outdoor cultivation applications. See CCC Guidance on Licensure (January, 2020) at 41-42. Furthermore, under the Commission’s draft regulations—posted July 24, 2020 for public comment—an “Expedited Applicant means an applicant for a[n] ... Outdoor Marijuana Cultivator license.” See CCC Draft Regulations(July 24, 2020) at 935 CMR 500.002 “Definitions”; see also *id.* at 935 CMR 500.101(5) (“Following the review of applications submitted by priority applicants, applications submitted by Expedited Applicants shall be reviewed.”).**

The Company will look for the following qualifications in all employees:

1. Honesty, Integrity, and Growth-mindset.
2. Self-motivated and able to work in a team.
3. Organizational Skills.
4. Ability to perform rigorous and repetitive manual labor.
5. 21 years of age or older.
6. Ability to pass a background check with no prohibited criminal offenses in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority;
7. Suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802. However, no one shall be excluded from employment solely on the basis of offenses related to possession of controlled substances under M.G.L. c. 94C Section 34, or an equivalent conviction in another jurisdiction.
8. Some horticulture, gardening, and/or farming experience preferred, but not required except for Masters which require 3 year experience.

Training Upon Hiring

1. Orientation to company culture and policies.
2. Diversity
3. Positive Impact Plan
4. Within 90 days of hiring, Responsible Vendor Program as required by 935 CMR 500.105(2)(b).
5. Security and workplace safety training.
6. Record keeping and compliance training.
7. Technical training
 - a. Planting
 - b. Trellising
 - c. Pruning
 - d. Harvesting
 - e. Trimming
 - f. Packaging & inventory
 - g. Waste disposal and Composting plant: health, pest, disease monitoring

On-going Training

8. Annual Responsible Vendor Program as required by 935 CMR 500.105(2)(b) prior to each employee's hiring anniversary date.
9. Quarterly record keeping and compliance training.
10. Quarterly Security training.
11. Quarterly Technical training.
 - a. Soil science and microbiology
 - b. Nutrient balancing
 - c. Irrigation
 - d. Botany/Horticulture
 - e. Composting

Charlemont FarmWorks LLC Energy Compliance Plan

We shall comply with 935 CMR 500.105(15) and all other applicable state and local laws regulating the cultivation of marijuana for adult use in order to maximize energy efficiency and conservation.

In connection with the marijuana establishment (“ME”) operations, we strive

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

PLAN

We will ensure our cultivation facility strives for energy efficiency, while adhering to the requirements of 935 CMR 500.000 et al. Each Agent of the Company shall be required to follow these policies and procedures.

The cultivation facility shall satisfy or exceed minimum energy efficiency and equipment standards established by the Commission and shall meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid and hazardous waste management.

Potential Energy Use Reduction. We shall adopt and use additional best management practices as determined by the Commission to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and shall provide energy and water usage reporting to the Commission in a form determined by the Commission. The policies and procedures, at a minimum, shall be in compliance with 935 CMR 500.105(15).

Renewable Energy. We shall, where applicable, submit building plans showing where energy generators like solar panels could be placed on the site.

*** Under the Cannabis Control Commission’s Expedition Policy, dated September 12, 2019, the Commission is required to expedite review of outdoor cultivation applications. See CCC Guidance on Licensure (January, 2020) at 41-42. Furthermore, under the Commission’s draft regulations—posted July 24, 2020 for public comment—an “Expedited Applicant means an applicant for a[n] ... Outdoor Marijuana Cultivator license.” See CCC Draft Regulations(July 24, 2020) at 935 CMR 500.002 “Definitions”; see also *id.* at 935 CMR 500.101(5) (“Following the review of applications submitted by priority applicants, applications submitted by Expedited Applicants shall be reviewed.”).**

Reduction of Electricity Demand. We shall seek to institute lighting schedules, active load management, and energy storage where applicable. For outdoor cultivation, the Company shall utilize ecological agricultural practices. The Company's cultivation methodology is based on the use of sun, soil, and water, natural energy.

Programs. We shall seek to engage with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

All our facilities shall comply with the following minimum energy efficiency and equipment standards:

1. The building envelope for all facilities shall meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), International Energy Conservation Code (IECC) Section C.402 or The American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code, except that facilities using existing buildings may demonstrate compliance by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.
2. The Lighting Power Densities (LPD) for cultivation space shall not exceed an average of 36 watts (or 50 watts for Tier 1 or Tier 2 Cultivation) per gross square foot of active canopy.
3. All Heating Ventilation and Air Condition (HVAC) and dehumidification systems shall meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), IECC Section C.403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code).

Charlemont FarmWorks LLC Restricting Access to age 21 and older Standard Operating Procedure

This is a summary of our standard operating procedures on restricting access to age 21 and older and all other security measures in accordance with 935 CMR 500.110;

Our Marijuana Establishment shall implement sufficient security measures to restrict access to age 21 and older, deter theft or diversion of Marijuana and Marijuana Products, prevent unauthorized entrance into areas containing Marijuana and Marijuana Products and ensure the safety of Marijuana Establishment employees, consumers and the general public. We will take the appropriate security measures to protect the premises, employees, Marijuana Establishment Agents, consumers and general public in accordance with 935 CMR 500.110 and any other applicable local or state laws. Each Agent of the Company shall be required to follow these policies and procedures.

☐ All employees and registered agents must be 21 years of age or older. 935 CMR 500.029 or 500.030.

We are working with the appropriate local authorities and 3rd party vendors in the design and execution of our security plan and these measures include but are not limited to:

- There will be secure, locked gates kept in good working order which can only be accessed by authorized persons only with the use of a key card and that are 21 years old or older.
- Our outdoor grow space and any other spaces including areas used for the production, cultivation, harvesting, processing or storage of Marijuana or Marijuana Products will be fenced securely locked and protected in accordance with Cannabis Commission guidelines to protect against intrusion, theft and destruction either by humans or wildlife and to ensure public safety.
- In addition, we will have CCTV cameras pointing both inside and outside the fencing and these cameras will be monitored 24/7 by a third-party service.
- The final draft plan will also take into account buffer zones, limited access areas, security and alarm requirements operating an open cultivation facility and incident reporting.

Charlemont FarmWorks LLC Procedures for Quality Control and Testing

This is a summary of our standard operating procedures for quality control and testing for potential contaminants. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160 and any other applicable local and state laws. Each Agent of the Company shall be required to follow these policies and procedures. No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Quality Control and Testing of Marijuana and Marijuana products:

- All marijuana and marijuana products will be capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.
- All testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the current protocols issued by the CCC for adult use marijuana at the time needed for quality control and testing.
- Testing of environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the current protocols for sampling and analysis issued by the CCC for adult use marijuana.
- Based on acceptable limits established by the CCC for adult use marijuana, we shall develop written policies for responding to laboratory test results that indicate contaminant levels are above acceptable limits. The policy will include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. The notification must be from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly. The notification from our company will detail a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination, on a case by case basis.
 - We will maintain the results of all testing for no less than one year.
 - The sale of seeds is not subject to these testing provisions.
 - Clones are subject to these testing provisions, but are exempt from testing for metals.
 - All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with 935 CMR 500.105(13).
 - All excess marijuana must be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly; and
 - No marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.
- We will also ensure that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed and that there is written documentation of the disposition of the marijuana in compliance with 935 CMR 500.105(12)
- We will also ensure that procedures pertaining to voluntary and mandatory recalls of marijuana and marijuana products procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by the Company to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety.

- In selling or otherwise transferring marijuana to another Marijuana Establishment, we shall provide documentation of its compliance, or lack thereof, with the testing requirements of 935 CMR 500.160.
- ☐ Ensuring that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:
- Well cured and generally free of seeds and stems;
 - Free of dirt, sand, debris, and other foreign matter;
 - Free of contamination by mold, rot, other fungus, and bacterial diseases;
 - Prepared and handled on food-grade stainless steel tables; and
 - Packaged in a secure area. 935 CMR 500.105(3) (required for cultivators, product manufacturers, microbusiness, and craft marijuana cooperatives)
- ☐ All agents whose job includes contact with marijuana is subject to the requirements for food handlers specified in 105 CMR 300.000.
- ☐ Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:
- Maintaining adequate personal cleanliness; and
 - Washing hands appropriately. 935 CMR 500.105(3)
- ☐ Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. 935 CMR 500.105(3)
- ☐ There shall be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. 935 CMR 500.105(3)
- ☐ Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. t to 935 CMR 500.105(12). 935 CMR 500.105(3)
- ☐ Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. 935 CMR 500.105(3)
- ☐ All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. 935 CMR 500.105(3).
- ☐ All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. 935 CMR 500.105(3)
- ☐ Water supply shall be sufficient for necessary operations. 935 CMR 500.105(3)
- ☐ Plumbing shall be of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. 935 CMR 500.105(3)
- ☐ The establishment shall provide its employees with adequate, readily accessible toilet facilities. 935 CMR 500.105(3)

☐ Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*

Charlemont FarmWorks LLC Personnel Policies Including Background Checks

We shall comply with relevant state and local laws, and federal labor laws including but not limited to, 935 CMR 500.105, in order to hire, train, and protect the interests of the Company, its employees, and its customers in a manner consistent with public health and safety.

The Company shall carefully select each employee based on personal and work history, and the Company shall perform extensive reference checks. We are an equal opportunity employer. Recruitment will rely on written diversity plan and plan to positively impact the community to guide and instruct on the Company's hiring and promotion practices.

As part of the onboarding process, Company shall register each new employee as an Establishment Agent ("Agent") with the Cannabis Control Commission (the "Commission") and provide each Agent with detailed training and written information as part of the initial training process, including an employee handbook, in both paper and electronic formats.

935 CMR 500.030(1) requires that a Marijuana Establishment shall apply for registration for all of its board members, directors, employees, executives, managers, and volunteers who are associated with that Marijuana Establishment. The Commission shall issue a registration card to each individual determined to be suitable for registration.

The applicant for an Agent Card shall be:

1. Be 21 years of age or older;
2. not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

In the process of on-boarding an Agent and applying for the Agent Card, the Company shall obtain the following applicant information and documentation:

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;
5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;

- c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
- d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant;
- 7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
- 8. Any other information required by the Commission.
- 9. A Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the Marijuana Establishment seeks a marijuana establishment agent registration, obtained within 30 days prior to submission.

Policies highlighted in the employee handbook we shall provide to each new hire shall include the following:

- 1. The Company mission and values
- 2. Agent Registration requirements and instructions
- 3. MA Adult Use Regulatory compliance
- 4. Standards of conduct
- 5. Information on the “Responsible Vendor Program” as required by 935 CMR 500.105(2)(b)
- 6. Work attendance and punctuality
- 7. Protocols for requesting time off and sick days
- 8. Standards for attire and personal hygiene
- 9. Email/internet usage and monitoring
- 10. Social media
- 11. Protection of confidential information
- 12. Workplace security and safety policies, i.e., security protocols, emergency protocols, zero-tolerance weapons at work policy.
- 13. Zero-tolerance workplace drug and alcohol policy, including drug testing policy.
- 14. Disciplinary protocols, including a policy for the immediate dismissal of any marijuana establishment agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - b. Engaged in unsafe practices with regard to the operation of the Marijuana Establishment, which shall be reported to the Commission;
 - c. Violated the zero-tolerance workplace drug and alcohol policy; or
 - d. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- 15. Information for employee compensation and benefits.

☐ A staffing plan and records in compliance with 935 CMR 500.105(9). *935 CMR 500.105(1)*

☐ A plan describing how confidential information will be maintained. *935 CMR 500.105(1)*

Charlemont FarmWorks LLC

Diversity Plan

Summary

Charlemont FarmWorks LLC shall promote equity among the following demographics:

1. Women
2. Minorities
3. Veterans
4. Persons with disabilities, and
5. LGBTQ+

Charlemont FarmWorks LLC's will promote equity by focusing on attracting, contracting, hiring, promoting, and retaining employees, managers, members, executives, contractors and service providers among minorities, women, veterans, people with disabilities, and LGBTQ+.

We will also emphasize hiring individuals from the above populations from local talent pools when possible and we will achieve this with informed recruiting and hiring practices, educational programs, promoting from within the organization, diversity training, regular work and salary reviews and employee retention through work flexibility, autonomy and professional development to suit our company and team member's career goals.

Goals

1. Employing individuals in the above-listed demographics for entry level, management and executive positions in our Marijuana Establishment and providing the tools to ensure their success. 30% of our employees will identify as a member of one or more of the following populations of minorities, women, veterans, people with disabilities, and LGBTQ+.

%	Demographic
40%	Women
10%	Minorities
30%	Veterans
10%	Persons with disabilities; and
10%	LGBTQ+

2. Providing access and assisting individuals in the above-listed demographics to achieve their goal of entering the adult-use marijuana industry in Massachusetts by holding two 4 hour educational sessions every year on the employment available in the cannabis industry and planning for and running a Cannabis Business in Massachusetts.

3. Obtaining quotes and bids from 4 businesses or service providers per year that are owned or have a large percentage of employees in the above-listed demographics when we look to hire outside contracting work and service providers for our Marijuana Establishment.

4. Bi-annual internal diversity training to create a comfortable and inclusive workforce that is, creative and innovative with varied perspectives. All employees must attend.

Programs in Diversity Plan

1. We will recruit people from the above demographics twice a year with the use of targeted publications stating that we are looking to hire diverse candidates including women, minorities, persons with disabilities and LGBTQ+.

- a. Publications will include MassHire Franklin Hampshire Career Center, Militaryhire.com, mpnDiversityJobs.com, military.com and therainbowtimesmass.com
- b. During our biannual recruiting we will circulate and keep our diversity goals present for team members.

2. Emphasize employee retention and promoting from within our organization for the above-listed demographics, realizing this goal by helping to bridge any skill gaps for internal applicants through training, mentoring and professional development.

- a. Emphasize employee retention through work flexibility, autonomy, professional development, career goal focus
- b. We will meet with our current employees twice a year to discuss their needs for additional training, mentoring or professional development
- c. Provide 2 employee professional development sessions per year with management
- d. Encourage internal candidates apply for positions during our biannual recruitment
- e. Bi-annual work and compensation reviews with company management to make sure that work products are continually assessed and salary parity is achieved. Giving upper management multiple yearly opportunities to recognize and reward diverse employees.

3. Provide access to the cannabis industry by having an educational session for individuals falling into the above-listed demographics by holding two sessions per year, for 4 hours, for up to 25 people on employment opportunities, planning for and running a Cannabis Business in Massachusetts

- a. Business topics will include the type of jobs available in the industry, business planning, finance, operations, farming and licensing in the cannabis industry.
- b. People who attend the above sessions will learn about our job openings and biannual recruiting.

4. Obtaining quotes and bids regularly from the above-listed demographics to make sure that we are both diverse in our internal workforce as well as our contracting work and service providers for our Marijuana Establishment.

Measurement

The Company will measure the progress of this plan using the following metrics:

1. The number of positions created since initial licensure.
2. The number of individuals from the above-listed demographic groups who were hired and retained in an entry level, management or executive position making sure we are successful in recruiting 30% of individuals who identify as a member of one or more of the above discussed populations of minorities, women, veterans, people with disabilities, and LGBTQ+.

3. The number of cannabis educational events making sure we hold two per year reaching the above-listed demographics to provide access to the marijuana industry.
4. The number of people attending the two cannabis educational events and which demographic they belong to.
5. The number of quotes and bids from businesses or service providers per year that are owned or have a large percentage of employees in the above-listed demographics when we look to hire outside contracting work and service providers for our Marijuana Establishment to make sure that we get at least 4 bids per year.
6. The number of internal diversity training sessions per year to make sure that we hold two per year.

We shall institute and process to evaluate the plan's progress quarterly in preparation to make sure that we are on track to meet our annual equity goals and the plan will also be documented annually for demonstrating success upon renewal.

1. The applicant acknowledges and is aware, and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and
2. 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.