



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR283997
Original Issued Date: 04/16/2021
Issued Date: 04/16/2021
Expiration Date: 04/16/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Discern'd Cannabis Purveyors, Inc.

Phone Number: 774-922-7089 Email Address: allan@discerndcannabis.com

Business Address 1: 130 Worcester Street

Business Address 2:

Business City: North Grafton

Business State: MA

Business Zip Code: 01536

Mailing Address 1: 4 Elizabeth Street

Mailing Address 2:

Mailing City: North Grafton

Mailing State: MA

Mailing Zip Code: 01536

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Minority-Owned Business

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: 50.1

Percentage Of Control:

50.1

Role: Executive / Officer

Other Role: CEO

First Name: Allan

Last Name: Villatoro

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 49.9

Percentage Of Control: 49.9

Role: Director

Other Role:

First Name: Bruce

Last Name: Spinney

Suffix: III

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

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Allan

Last Name: Villatoro

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$40000 Percentage of Initial Capital: 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Bruce

Last Name: Spinney

Suffix: III

Marijuana Establishment Name: Noble Manna Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Mendon

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 130 Worcester Street

Establishment Address 2:

Establishment City: Grafton

Establishment Zip Code: 01519

Approximate square footage of the establishment: 1800

How many abutters does this property have?: 21

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain	discern'd.cannabis-grafton-130.worcester.st-plan to	pdf	5fea23c02027b107e8dc7b66	12/28/2020

Compliant with Local Zoning	remain compliant with local permits.bylaws - 12.24.20.docx.pdf			
Certification of Host Community Agreement	HCA Certification Form Discern'd Cannabis.pdf	pdf	5fea23e1d18fa907c7d915b3	12/28/2020
Community Outreach Meeting Documentation	Updated for RFI Discern'd Cannabis Purveyors COM packet.pdf	pdf	5ff4b5f4b11eae07c3c5869d	01/05/2021

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	NEVA letter for Discern'd Cannabis Purveyors.pdf	pdf	5feceee889d382080d8ed099	12/30/2020
Plan for Positive Impact	Revised Positive Impact Plan - Discern'd Cannabis Purveyors (2).pdf	pdf	5ff7603b982b2307e19947bd	01/07/2021

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director

Other Role:

First Name: Bruce

Last Name: Spinney Suffix: III

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer

Other Role: CEO

First Name: Allan

Last Name: Villatoro Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Cert of Good Standing_DUA Attestation Form.PDF	pdf	5fea2c74eb00b107e4543af5	12/28/2020
Bylaws	Discernd_By-laws.PDF	pdf	5fea2c78e767d307ceee3151	12/28/2020
Department of Revenue - Certificate of Good standing	Certificate of good standing_Mass tax connect.pdf	pdf	5fea2c7944f61c07f67fda84	12/28/2020

Articles of Organization	BOSTON_LAUREL-#1893275-v1-Articles_of_Formation.pdf	pdf	5fea2c8f982b2307e1992da9	12/28/2020
Secretary of Commonwealth - Certificate of Good Standing	BOSTON_LAUREL-#1893430-v1-Good_Standing_Certificate.pdf	pdf	5fea2c9009cfae0810fd2105	12/28/2020

No documents uploaded

Massachusetts Business Identification Number: 001472405

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Letter_of_Intent_to_Bind_Coverage_-_DISCERN'D_CANNABIS_PURVEYORS,_INC..pdf	pdf	5fecf02160fc2607ca6acb78	12/30/2020
Business Plan	Business Plan_2020_Dec29.pdf	pdf	5fecf046982b2307e199349a	12/30/2020
Proposed Timeline	UPDATED Discern'd Cannabis Purveyors - Proposed Timeline for Retail.pdf	pdf	5ff60525841ecf07f32ab2c4	01/06/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Storage of marijuana	Discern'd - Storage of Marijuana (1).pdf	pdf	5fecf107982b2307e19934a2	12/30/2020
Prevention of diversion	Discner'd - Prevention of Diversion (1).pdf	pdf	5fecf10944f61c07f67fe1ad	12/30/2020
Security plan	Discern'd - Security Plan updated (1).pdf	pdf	5fecf10be826e207c07dad9b	12/30/2020
Restricting Access to age 21 and older	Discern'd - Restricting Access to age 21 and older - revised (1).pdf	pdf	5fecf11116d57608051fad44	12/30/2020
Transportation of marijuana	Discern'd - Transportation of Marijuana (1).pdf	pdf	5fecf134d18fa907c7d91d02	12/30/2020
Inventory procedures	Discern'd- Inventory Procedures (1).pdf	pdf	5fecf135b11eae07c3c57a98	12/30/2020
Dispensing procedures	Discern'd - Dispensing Procedures (1).pdf	pdf	5fecf13a982b2307e19934a6	12/30/2020
Personnel policies including background checks	Discern'd - Personnel Policies Including Background Checks (1).pdf	pdf	5fecf13b44f61c07f67fe1b1	12/30/2020
Energy Compliance Plan	Discern'd - Energy Compliance Plan - Retail (1).pdf	pdf	5fecf15be826e207c07dada1	12/30/2020
Qualifications and training	Discern'd - Qualifications and Training (1).pdf	pdf	5fecf15c36d86207eb9687bc	12/30/2020
Maintaining of financial records	Discern'd - Maintaining of Financial Records (1).pdf	pdf	5fecf15f79776c07d15e6de7	12/30/2020
Record Keeping procedures	Discern'd - Record Keeping Procedures (1).pdf	pdf	5fecf16016d57608051fad48	12/30/2020
Plan for obtaining marijuana or marijuana products	UPDATED Discern'd - Plan for Obtaining Marijuana and Marijuana Products.pdf	pdf	5ff7609909cfae0810fd3bde	01/07/2021
Quality control and testing	UPDATED Discern'd - Quality Control and	pdf	5ff7609a36d86207eb969b24	01/07/2021

Testing.pdf				
Diversity plan	Updated Diversity Plan - Discern'd Cannabis Purveyors (2).pdf	pdf	5fff440f982b2307e199591e	01/13/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

Commission.: 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: 10:00 AM	Monday To: 8:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 8:00 PM
Saturday From: 10:00 AM	Saturday To: 8:00 PM
Sunday From: 10:00 AM	Sunday To: 8:00 PM

Discern'd Cannabis Purveyors, Inc.

Adult Use Marijuana Establishment for Retail
130 Worcester Street, Grafton, Mass., Worcester County
Assessor ID Map 36, Lot 146

Plan to Remain Compliant with Local Permits and Zoning

Discern'd Cannabis Purveyors, Inc., (the Applicant), is seeking a marijuana retail establishment at 130 Worcester Street in the Town of Grafton and the site is located within the Town's Office-Light Industrial (OLI) zoning district and is allowed by special permit from the Planning Board with Site Plan Approval from Planning Board.

The Applicant shall duly apply-for and comply-with the bylaw provisions and requirements and all applicable conditions that may be imposed by the Planning Board during the special permit process. The Applicant's site meets the distancing/setback requirements from playgrounds, schools, etc., set forth in the Town's bylaw and the CCC statutes and regulations. The Applicant has reviewed the submission requirements for the special permit and the criteria/findings for a special permit to issue, all of which are consistent with the 935 CMR 500, and can and will meet all such requirements and obtain and maintain its permits as required.

The site consists of 1.06 acres and meets the dimensional requirements for new construction or a renovation of the existing structure on the site. The location of the existing structure on the site is well outside of the wetland, riverfront-protection and floodplain setbacks from the Quinsigamond River which flows off site to the northeast of the site and is not expected to trigger any additional permits. The site is also located within the Town's Watershed Supply Protection Overlay District but the zoning bylaw specifically allows for retail uses as-of-right within the Watershed Supply Protection District.

The time frame for obtaining this marijuana retail establishment special permit with site plan review from Planning Board is as follows: Upon formal filing with town clerk and Planning Board, approximately 21 days for publishing and posting of public notice of hearing date; anticipation of one or two hearings to be accomplished between 30 to 65 days following filing; approximately 14 days for board's writing of final decision and filing of decision with town clerk for 20-day appeal period. Total time-frame is approximately 120-150 days for special permit and site plan review. A building permit with professional engineering stamped/signed plans will be submitted for application for building permit and the building dept. has 30 days to issue upon confirmation that submitted construction filings/plans comply with building code. After construction, a certificate of use/occupancy will be required prior to commencing operations, which typically takes 15 to 30 days to obtain.

END OF COMPLIANCE PLAN

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:

Discern'd Cannabis Purveyors

2. Name of applicant's authorized representative:

Bruce Spinney III

3. Signature of applicant's authorized representative:

Bruce Spinney III

Digitally signed by Bruce Spinney III
Date: 2020.12.02 14:43:45 -05'00'

4. Name of municipality:

Town of Grafton

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

Carter Terenzini

Carter Terenzini 12/04/20



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



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

bos@graffon-ma.gov

8. Host community agreement execution date:

8/13/19



Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

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



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

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



Name of applicant:


Discern'd Cannabis Purveyors

Name of applicant's authorized representative:

Bruce Spinney III

Signature of applicant's authorized representative:

Bruce Spinney III

 Digitally signed by Bruce Spinney III
Date: 2020.12.29 07:07:52 -05'00'





**OFFICE OF THE
TOWN ADMINISTRATOR**

30 Providence Road
Grafton, MA 01519
(508) 839-5335

Temporary Town Administrator: Carter Terenzini
terenzinic@grafton-ma.gov
www.grafton-ma.gov

November 13, 2020

Mr. Bruce Spinney
Discerner'd Cannabis Purveyors
71 Potter Hill Road
Grafton, MA 01519

via eMail: bruwarspi3@yahoo.com

Dear Mr. Spinney:

This letter is to approve your request to hold a Community Outreach Meeting via a virtual media such as zoom or other media. Please feel free to reach out to Mr. Bob DeToma of Grafton Community Television and Mr. John Allen, Economic Development Coordinator if we may assist you in any way.

Sincerely,

Carter Terenzini
Temporary Town Administrator

CC: J. Allen; B. DeToma; C. Ide; J. Duncan; File

Discern'd Cannabis Purveyors, Inc.

Link to where the virtual Community Outreach Meeting video exists:

https://youtu.be/syUpAPJp_Ug

December 7, 2020

RECEIVED TOWN CLERK
GRAFTON, MA

2020 DEC 18 AM 11:23

To whom it may concern:

PUBLIC NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed adult-use retail marijuana establishment is scheduled for December 28th, 2020 at 6:00 pm.

In light of COVID-19, the meeting will be held virtually as follows:

Join Topic: Zoom Meeting <https://zoom.us/j/91732106117> Meeting ID: 917 3210 6117 or Via Dial-in: +1 929 205 6099 and entering the Meeting ID.

The proposed adult-use retail marijuana establishment is anticipated to be located at 130 Worcester Street, Grafton, MA 01536. There will be an opportunity for the public to ask questions.

We appreciate your participation.

Sincerely,

Discern'd Cannabis Purveyors

Town of Grafton
TownClerk
30 Providence Road
Grafton, MA 01519

December 9, 2020

To whom it may concern:

PUBLIC NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed adult-use retail marijuana establishment is scheduled for December 28th, 2020 at 6:00 pm.

In light of COVID-19, the meeting will be held virtually as follows:

Join Topic: Zoom Meeting <https://zoom.us/j/91732106117> Meeting ID: 917 3210 6117 or Via Dial-in: +1 929 205 6099 and entering the Meeting ID.

The proposed adult-use retail marijuana establishment is anticipated to be located at 130 Worcester Street, Grafton, MA 01536. There will be an opportunity for the public to ask questions.

We appreciate your participation.

Sincerely,

Discern'd Cannabis Purveyors

PARCEL ID	LOCATION	OWNER 1	OWNER 2	ADDRESS	CITY	ST	ZIP	BK	PG
036.0-0000-0143.0					N GRAFTON	MA	01536	61428	58
036.0-0000-0145.0					WESTBORO	MA	01581	22504	294
036.0-0000-0146.0					FRAMINGHAM	MA	01701	25546	272
036.0-0101-0144.0					SARASOTA	FL	34238	28882	89
036.0-0102-0144.0					S BARRINGTON	IL	60010	31889	70
036.0-0103-0144.0					N GRAFTON	MA	01536	46749	48
045.0-0000-0008.C					GRAFTON	MA	01519	16976	47
045.0-0000-0026.0					N GRAFTON	MA	01536	6982	358
045.0-0000-0030.0					N GRAFTON	MA	01536	62309	136
045.0-0000-0031.0					N GRAFTON	MA	01536	63099	384
045.0-0000-0033.0					WORCESTER	MA	01604	57516	321
045.0-0000-0036.0					N GRAFTON	MA	01536	60531	187
045.0-0000-0037.0					N GRAFTON	MA	01536	39854	361
045.0-0000-0038.0					N GRAFTON	MA	01536	18277	306
045.0-0000-0039.0					N GRAFTON	MA	01536	44992	358
045.0-0000-0040.0					N GRAFTON	MA	01536	19208	96
045.0-0000-0041.0					N GRAFTON	MA	01536	17731	96
045.0-0101-0032.0					N GRAFTON	MA	01536	55445	319
045.0-0102-0032.0					N GRAFTON	MA	01536	20735	110
046.0-0000-0024.0					DUNDEE	MI	48131	62	82
VARIOUS					BOSTON	MA	02109	0	0

CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

North Grafton, MA 01536

Certified Mail Fee	\$3.55
Extra Services & Fees (check box, add fee as appropriate)	\$2.85
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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for Instructions

CERTIFIED MAIL® RECEIPT

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For delivery information, visit our website at www.usps.com®.

Dundee, MI 48131

Certified Mail Fee	\$3.55
Extra Services & Fees (check box, add fee as appropriate)	\$2.85
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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DUNDEE, MI 48131

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North Grafton, MA 01536

Certified Mail Fee	\$3.55
Extra Services & Fees (check box, add fee as appropriate)	\$2.85
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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U.S. Postal Service™ CERTIFIED MAIL® RECEIPT

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Sarasota, FL 34238

Certified Mail Fee	\$3.55
Extra Services & Fees (check box, add fee as appropriate)	\$2.85
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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12/16/2020

SARASOTA, FL 34238

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Grafton, MA 01536

Certified Mail Fee	\$3.55
Extra Services & Fees (check box, add fee as appropriate)	\$2.85
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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12/16/2020

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Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

Boston, MA 02109

Certified Mail Fee \$3.55
\$2.85
Extra Services & Fees (check box, add fee as appropriate)
☐ Return Receipt (hardcopy) \$0.00
☐ Return Receipt (electronic) \$0.00
☐ Certified Mail Restricted Delivery \$0.00
☐ Adult Signature Required \$0.00
☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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12/16/2020

BOSTON, MA 02109

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CERTIFIED MAIL® RECEIPT**

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For delivery information, visit our website at www.usps.com®.

North Grafton, MA 01536

Certified Mail Fee \$3.55
\$2.85
Extra Services & Fees (check box, add fee as appropriate)
☐ Return Receipt (hardcopy) \$0.00
☐ Return Receipt (electronic) \$0.00
☐ Certified Mail Restricted Delivery \$0.00
☐ Adult Signature Required \$0.00
☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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Certified Mail Fee \$3.55
\$2.85
Extra Services & Fees (check box, add fee as appropriate)
☐ Return Receipt (hardcopy) \$0.00
☐ Return Receipt (electronic) \$0.00
☐ Certified Mail Restricted Delivery \$0.00
☐ Adult Signature Required \$0.00
☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.55

Total Postage and Fees \$6.95

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12/16/2020

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POSITIVE IMPACT PLAN

In an effort to promote and encourage full participation in the regulated cannabis industry by individuals from communities disproportionately harmed by marijuana prohibition and enforcement and to support one of the Commission's priorities of having an ongoing positive impact on communities, Discern'd Cannabis Purveyors, Inc. ("Discern'd" or "the Company") has created the following Positive Impact Plan.

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

The Commission has identified certain Areas of Disproportionate Impact ("ADIs") that were disproportionately harmed in the past by marijuana prohibition and enforcement as evidenced by their having historically high rates of arrest, conviction and incarceration related to marijuana crimes. Our Positive Impact Plan is focused on the following groups:

1. Past or present residents of areas of disproportionate impact as defined by the Cannabis Control Commission ("CCC").
2. Massachusetts residents who have past drug convictions.
3. Massachusetts residents who have parents or spouses who have past drug convictions.

Discern'd will implement the following goals, programs and measurements pursuant to this Positive Impact Plan.

Goal #1:

Provide financial support to New England Veterans Alliance ("NEVA") because it is an entity that offers support, education and/or job training to Massachusetts residents disproportionately impacted by the War on Drugs, including past or present residents of areas of disproportionate impact as defined by the CCC, Massachusetts residents who have past drug convictions, and/or Massachusetts residents who have parents or spouses who have past drug convictions.

Program:

Donate a total of \$2,500.00 annually to New England Veterans Alliance. The donation to be made to New England Veterans Alliance is intended to enhance its ability to cultivate veterans through alternative therapeutic programs. NEVA does important work in New England and across the country to improve veterans' lives, and building community for veterans. NEVA offers support, education and/or job training to Massachusetts residents disproportionately

Discern'd Cannabis Purveyors Inc.

impacted by the War on Drugs. Specifically, this donation will go towards two programming areas:

1. The Veterans Cultivation Program (VCP) which supports veterans in learning how to cultivate cannabis. The goal of VCP is to help educate the veteran community, to encourage self sustainability through cultivation therapy, and to alleviate the financial burden on veterans while providing a purpose and connection to the local communities and
2. Peer support groups for veterans across New England, specifically those veterans located in areas of disproportionate impact (ADI) and/or have had past drug convictions.

Measurement and Accountability:

At the end of each year, Discern'd will conduct an analysis and create a report on the amounts and percentages of donations and other financial support that the Discern'd has given to the program outlined above. Discern'd will continue to assess the viability and impact of financial donations made, and annually review donation goals amounts. NEVA will be able to produce documentation that the individuals participating in their programs have had past drug convictions and are from an area of disproportionate impact.

NEVA will provide an annual report to Discern'd, summarizing the use of the funds, as well as the disproportionately impacted communities the programs have worked with, and whether the individuals participating in the programs have had past drug convictions. NEVA will provide a copy to the Cannabis Control Commission upon request.

Goal #2:

On an annual basis, cover the costs/fees associated with obtaining an expungement of the criminal record for up to 5 individuals that are past or present residents of ADI's who have cannabis-related felonies.

Program:

Discern'd will commit \$3,000 per calendar year to our Cannabis Expungement Program ("CEP") that will provide financial assistance for legal/filing fees for up to 5 individuals from areas of disproportionate impact attempting to expunge cannabis criminal charges from their record. Discern'd will identify an attorney to help individuals with completing the necessary expungement paperwork. Discern'd will publish the application for the CEP on its website. Individuals will be able to apply for the Program on-line. The first 5 individuals that meet the following criteria will be eligible for participation in the program:

1. Must show proof of past or present residency in an ADI as identified by the Commission and
2. Show proof of a cannabis-related felony.

Discern'd Cannabis Purveyors Inc.

Measurement and Accountability:

Discern'd will use qualitative and quantitative measurement metrics in measuring the results of its program and upon renewal will demonstrate that the CEP led to measurable success of our goal. The metric to be used in determining whether the goals were met will be to produce the total number of individuals Discern'd has assisted with funding expungements per year and indicate the specific ADI where that individual resides or has resided. In addition, Discern'd will produce documentation that criminal records of individuals in the CEP have had their records expunged.

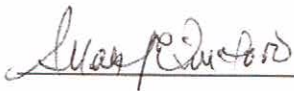
Discern'd acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Discern'd expressly understands that the progress or success of this plan will be required to be demonstrated upon each annual license renewal period in conformity with 935 CMR 500.101(1) and (2).

**Certificate of Good Standing or Compliance from the Massachusetts
Department of Unemployment Assistance Attestation Form**

Signed under the pains and penalties of perjury, I, Allan Villatoro, an
authorized representative of Discern'd Cannabis Purveyors certify that
Discern'd Cannabis Purveyors does not currently have employees and is therefore unable
to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate
of Good Standing or Compliance.



Signature of Agent

Date 12/1/2020

Name: Allan Villatoro

Title: CEO

Entity: Discern'd Cannabis Purveyors

DISCERN'D CANNABIS PURVEYORS, INC.

BY-LAWS

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the corporation in the Commonwealth of Massachusetts shall be located in the North Grafton. The resident agent in charge of such registered office is Allan Villatoro.

Section 2. Other Offices. The corporation may also have offices outside the Commonwealth of Massachusetts and within or without the United States of America, at such places as shall be determined from time to time by resolution of the stockholders or of the Board of Directors.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting. The Annual Meeting of the stockholders to elect a Board of Directors and transact such other business as may be properly brought before the meeting shall be held at such time and place, within or without the Commonwealth of Massachusetts, as the Board of Directors shall determine, on the second Tuesday in January of each year, or on such other day as shall be fixed by the Board of Directors within thirty (30) days following the second Tuesday in January. If that day be a legal holiday at the place where the meeting is to be held, the meeting shall be held on the next succeeding day not a legal holiday at such place.

Section 2. Special Meetings. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be held on the call of the majority of the Board of Directors or the President or the Secretary at such time and place, within or without the Commonwealth of Massachusetts, as may be stated in the call. Any such request shall state the time, place and purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes set forth in the call for such special meeting.

Section 3. Notice of Meetings. The notice of each meeting of the stockholders shall be in writing and signed by the President, the Secretary or a director. Such notice shall state the purpose or purposes for which the meeting is called and the date and time when and the place where it is to be held, if any, and the means of remote communication, if any, by which shareholders and proxyholders may be deemed present in person and vote at such meeting, and a copy thereof shall be delivered personally or mailed, postage prepaid, at least ten days but no more than sixty days before the date of the meeting to each stockholder of record entitled to vote at said meeting. If mailed, such notice shall be directed to a stockholder at his address as it appears on the stock records of the corporation unless he shall have filed with the Secretary a written request that notices intended for him to be mailed to some other address, in which case it shall be mailed to the address designated in such request. No notice of any meeting of stockholders need be given to a stockholder if a written waiver of notice,

executed before or after the meeting by such stockholder, is duly filed with the records of the meeting. Notice may also be given to stockholder by a form of electronic transmission in accordance with and subject to the provisions of the Business Corporation Act of Massachusetts. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Proxies. Each stockholder entitled to vote at a meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy. All proxies shall be in writing and no proxy shall be valid for more than six months from the date of the grant of such proxy, unless the proxy states that it is irrevocable or specifically provides for a longer duration.

Section 5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at a meeting, present in person or represented by proxy, shall be requisite for and shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law or by the Articles of Organization or by these By-laws. However, if any matter before the meeting requires the separate vote of a class or classes of stock, a majority of the outstanding shares of such class or class present in person or represented by proxy shall constitute a quorum entitled to take action on such matter. If a quorum shall not be present or represented at any meeting of the stockholders, the majority of the stockholders present in person or by proxy and entitled to vote thereat, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of voting stock shall be present or represented. At such adjourned meeting at which the requisite amount of voting stock shall be present or represented, any business may be transacted which might have been transacted at the original meeting. Except as specified in the Articles of Organization or otherwise by law, an affirmative vote of a majority of the shares entitled to vote, or, in the case where a separate vote by a class or classes is required, an affirmative vote of a majority of the shares of such class or classes, represented in person or by proxy at the meeting, shall be the act of the stockholders.

Section 6. Number of Votes. Each stockholder entitled to vote shall have one vote for each share of stock entitled to vote standing in his name on the books of the corporation on the close of business on the day next preceding the day on which notice is given, or if notice is waived, the close of business on the day next preceding the day on which the meeting is held. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any

stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 7. Written Consents. To the extent and in the manner permitted by the Business Corporation Act of the Commonwealth of Massachusetts, any action required to be taken or which may be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes herein, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (A) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (B) the date on which such stockholder or proxyholder or authorized persons or persons transmitted such telegram, cablegram or other electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered in accordance with Business Corporation Act of the Commonwealth of Massachusetts, to the corporation by delivery to its registered office in Massachusetts, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all such purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 8. Electronic Meetings. The Board of Directors may, in its sole discretion, determine that any meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by the Business Corporation Act of the Commonwealth of Massachusetts. If so authorized, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication, participate in a meeting of stockholders and be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings

of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

ARTICLE III

DIRECTORS

Section 1. Board of Directors. Subject to applicable provisions of the Articles of Organization, the property and business of the corporation shall be managed by its Board of Directors. The number of directors which shall constitute the first Board shall be two directors. Thereafter, the number of directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting or at a special meeting. The directors need not be stockholders nor residents of the Commonwealth of Massachusetts and may be employees or officers of the corporation.

Section 2. Election and Term of Office. The directors shall be elected at each annual meeting of the stockholders or any adjourned meeting thereof, and each director shall be elected to serve until the next annual meeting of the stockholders and until his successor is elected and qualified.

Section 3. Annual Organization Meeting. As soon as practicable after the annual meeting of stockholders, the newly elected Board of Directors shall meet for the purpose of organization, election of officers and the transaction of such other business as may properly come before the meeting at such time and place as shall be designated in the notice thereof.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and times as may from time to time be determined by resolution of the Board of Directors. No notice of any such regular meeting need be given to the members of the Board. If the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each director who shall not have been present at the meeting at which such resolution was adopted, addressed to him at his residence or usual place of business. Any and all business of the corporation may be transacted at any such regular meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary whenever the President or a majority of the Board of Directors shall so request or may be called at any time by any two directors in each case on two days' notice given to each director, either personally, by facsimile or by written notice sent by a Federal Express or similar overnight courier. Notice of a special meeting may also be given by telephone not later than the day before the day on which the meeting is to be held. No notice need be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Notice of a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. Quorum and Vote. At all meetings of the Board, a majority of the total number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be

the act of the Board of Directors, except as may be otherwise specifically provided by the Articles of Organization, by these By-laws or otherwise by law. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. If the Board of Directors is equally divided on any aspect of the management of the property, business and affairs of the corporation, or corporation transactions, or if the Board of Directors is equally divided on any question, dispute, or controversy, and the deadlock is preventing action or non-action by the board, then Allan Villatoro shall have the power as the majority owner the corporation' stock to break such deadlock and cast the deciding vote.

Section 7. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, and the directors so chosen shall hold office until the next annual election of directors and until their successors are duly elected and qualified, unless sooner displaced. The stockholders shall also have the power to fill any vacancy in the Board of Directors at any special meeting of stockholders.

Section 8. Removal. A director may be removed with or without cause by resolution duly adopted by the affirmative vote of the holders of a majority of the issued and outstanding shares of voting stock of the corporation, at a special meeting of said stockholders, duly called and held for that purpose; and the vacancy in the Board thereby created may be filled by the stockholders at said meeting or, if the stockholders fail to do so, in the manner provided in Section 7 hereof.

Section 9. Resignation. Any director of the corporation may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

Section 10. Committees. The directors may, by resolution of a majority of the directors, designate one or more committees, each consisting of one or more directors, and may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member(s) present at any meeting and not disqualified from voting, whether or not a quorum, may unanimously appoint another member of the directors to act at the meeting. Any such committee, to the extent provided by the resolution of the directors forming the committee, shall have and may exercise all the powers and authority of the directors in the management of the business and affairs of the corporation, other than any power and authority not permitted to be exercised by a committee pursuant to applicable law or the Articles of Organization. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or by such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the conduct of business by the directors.

Section 11. Place of Meetings. Directors may hold their meetings and have an office and keep the books of the corporation, except as otherwise may be provided by law, at such place or places, either within or without the Commonwealth of Massachusetts, as the Board of Directors from time to time may determine.

Section 12. Written Consents. Unless otherwise restricted by the Articles of Organization or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 13. Attendance by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 14. Transactions with Directors. Subject to applicable provisions of the Articles of Organization, the corporation may enter into contracts or transact business with one or more of its directors or officers, or with any firm of which one or more of its directors or officers are members, or with any corporation, or association or business trust or other entity on which any one of its directors or officer is a stockholder, director, officer, beneficiary and/or trustee, and such contract or transaction shall not be void or voidable solely by the fact that such director or officer has or may have interests therein which are or might be adverse to the interests of the corporation, provided that (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors or the stockholders.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Treasurer and a Secretary. Any number of offices may be held by the same person.

Section 2. Election and Term. The aforesaid officers shall be elected at the first meeting of the Board of Directors following each annual meeting of stockholders, to serve until the first meeting of the Board following the next annual meeting of stockholders and until their successors are elected and qualified.

Section 3. Other Officers. The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Removal. Any officer or member of a committee elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

Section 5. The President. The President shall be the chief executive officer of the corporation and shall have full power to manage and control all the business, affairs and property of the corporation subject to instruction of the Board of Directors. All other officers of the corporation shall be under the direction and control of the President. The President shall preside at all meetings of stockholders and all meetings of the Board of Directors. He shall vote, in the name of the corporation, stock or securities in other corporations or associations held by the corporation, unless another officer is designated by the Board of Directors for the purpose. He shall be an ex officio member of and shall, from time to time, report to the Board of Directors all matters within his knowledge which the interest of the corporation may require to be brought to their notice.

Section 6. The Vice Presidents. The Vice Presidents, if any, shall perform such functions as the Board of Directors or the President may from time to time designate. In the absence or inability of the President to act, one of the Vice Presidents designated by the Board of Directors, shall perform the duties of the President.

Section 7. The Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the custody of the corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects, in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation subject to the control of the Board of Directors and shall render to the President and the Board of Directors, at the regular meetings of the Board, or whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall, at the expense of the corporation, give the corporation a bond if required by the Board of Directors in a sum, and with one or more sureties, satisfactory to the Board for the faithful performance of the duties of this office, and for the restoration of the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The Assistant Treasurer (if any) or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of stockholders and record all votes and proceedings in a book to be kept for that purpose. He shall give or cause to be given notice of all meetings of the stockholders and, when necessary, of the Board of Directors. He shall keep in safe custody the seal of the corporation and when authorized by the Board of Directors or any committee affix the same to any instrument

requiring it and when so affixed it shall be attested by the signature of the Secretary or such other officer or agent as may be designated by the Board of Directors. He shall perform such duties as may be prescribed by the Board of Directors or President. The Assistant Secretary (if any) or, if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.

Section 9. Vacancies in Offices. If the office of any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V

CERTIFICATES OF STOCK

Section 1. Form. The certificates of stock of the corporation shall be in such form and forms not inconsistent with the Articles of Organization, as the Board of Directors shall approve. They shall be numbered, and shall be entered in the books of the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the President or a Vice President and by the Treasurer or the Secretary, provided, however, that if any such certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates, shall cease to be such officer or officers of the corporation, before such certificate or certificates shall have been issued, such certificate or certificates may nevertheless be issued and delivered with the same effect as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer or officers of the corporation.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualification, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise permitted by the Business Corporation Act of the Commonwealth of Massachusetts, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Transfer. Subject to the restrictions, if any, stated or noted on the stock certificates, upon surrender to the corporation of a certificate for shares, duly endorsed or accompanied by proper

evidence of succession, assignment or authority to transfer, the corporation, shall issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction on its books.

Section 3. Transfer Agents. The Board of Directors may make such rules and regulations, not inconsistent with Section 1 of this Article V, as it may deem expedient concerning the issue, transfer and registrations of stock. It may appoint one or more transfer agents and one or more registrars and may require all stock certificates to bear the signature of either or both.

Section 4. Record Holder. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of the Commonwealth of Massachusetts.

Section 6. Lost or Destroyed Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representatives, to advertise the same in such manner as it shall require and/or to give a bond in such sum as the Board of Directors may direct indemnifying the corporation, any transfer agent and any registrar against any claim that may be made against them or any of them with respect to the certificate alleged to have been lost or destroyed.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Corporate Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the year of its organization, and the word "Massachusetts".

Section 2. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the Articles of Organization, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on December 31, unless another fiscal year is fixed by resolution of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

To the extent that the corporation has the power to indemnify any person or persons pursuant to Business Corporation Act of the Commonwealth of Massachusetts as the same may be amended from time to time, such person or persons shall be fully indemnified, but only in accordance with and in compliance with the provisions and requirements of said Section.

ARTICLE VIII

AMENDMENTS

Section 1. By Stockholders. Except as specified in the Articles of Organization, these By-laws may be altered, amended or repealed at any annual meeting or special meeting of the stockholders by vote of a majority in interest of the holders of the shares entitled to vote at any annual or special meeting of the stockholders at which a quorum is present or represented by proxy, provided notice of the proposed change shall have been contained in the notice of the meeting.

Section 2. By Directors. Except as specified in the Articles of Organization, these By-laws may also be altered, amended or repealed by the affirmative vote of at least a majority of the whole Board of Directors at any regular or special meeting of the Board, if notice of the proposed change be contained in the notice of the meeting.



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

mass.gov/dor

Letter ID: L0524212544
Notice Date: December 28, 2020
Case ID: 0-000-866-716



CERTIFICATE OF GOOD STANDING/TAX COMPLIANCE REQUEST STATUS



DISCERN'D CANNABIS PURVEYORS
4 ELIZABETH ST
NORTH GRAFTON MA 01536-1214

Why did I receive this notice?

We received your request for a Certificate of Good Standing and/or Tax Compliance for DISCERN'D CANNABIS PURVEYORS. As of the date of this notice, the Commissioner of Revenue is unable to certify whether you are in compliance with your tax obligations under Chapter 62C of the Massachusetts General Laws.

According to our records, you're not registered with the Department of Revenue. As a result, we don't know if you have any outstanding liabilities. We're also unable to determine if you're legally required to file and pay taxes in Massachusetts.

What if I have questions?

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

Visit us online!

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

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

Use the confirmation code below to print another copy of this letter or to review your submission.
Confirmation Code: bj5y79

Edward W. Coyle, Jr., Chief
Collections Bureau



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001472405

ARTICLE I

The exact name of the corporation is:

DISCERN'D CANNABIS PURVEYORS, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

APPLY FOR AND/OR OBTAIN A MARIJUANA RETAIL LICENSE FROM THE COMMONWEALTH OF MASSACHUSETTS CANNABIS CONTROL COMMISSION.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	275,000	\$0.00	1,000

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

ARTICLE IV

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

NOT APPLICABLE.

ARTICLE V

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

(A) NO SHAREHOLDER (INCLUDING HIS/HER/ITS HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED SHAREHOLDER) SHALL SELL OR TRANSFER ANY STOCK OF THE

CORPORATION OWNED OR CONTROLLED BY HIM/HER/IT WITHOUT FIRST OFFERING SUCH STOCK TO THE CORPORATION THROUGH ITS BOARD OF DIRECTORS AND/OR OTHERWISE OBTAINING THE WRITTEN CONSENT OF THE CORPORATION’S BOARD OF DIRECTORS. (B) NOTWITHSTANDING THE FOREGOING, IN THE EVENT THE SHAREHOLDERS OF THE CORPORATION ENTER INTO AN AGREEMENT AMONG THEMSELVES OR AMONG THEMSELVES AND THE CORPORATION WHICH IMPOSES RESTRICTIONS ON THE TRANSFER OF STOCK OR PROVIDES FOR TERMS AND CONDITIONS OF THE SALE OR TRANSFER OF STOCK OF THE CORPORATION, THEN THE RESTRICTIONS, TERMS AND CONDITIONS OF SUCH AGREEMENT SHALL CONTROL SO LONG AS SUCH AGREEMENT IS IN EFFECT.

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: ALLAN VILLATORO
No. and Street: 4 ELIZABETH STREET
City or Town: NORTH GRAFTON State: MA Zip: 01536 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	ALLAN VILLATORO	4 ELIZABETH STREET NORTH GRAFTON, MA 01536 USA
TREASURER	ALLAN VILLATORO	4 ELIZABETH STREET NORTH GRAFTON, MA 01536 USA
SECRETARY	BRUCE W. SPINNEY, III	71 POTTER HILL ROAD GRAFTON, MA 01519 USA
DIRECTOR	BRUCE W. SPINNEY, III	71 POTTER HILL ROAD GRAFTON, MA 01519 USA
DIRECTOR	ALLAN VILLATORO	4 ELIZABETH STREET NORTH GRAFTON, MA 01536 USA

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

December

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

APPLY FOR AND/OR OBTAIN A MARIJUANA RETAIL LICENSE

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

No. and Street: 132 WORCESTER STREET

City or Town: NORTH GRAFTON

State: MA

Zip: 01536

Country: USA

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

No. and Street: 132 WORCESTER STREET

City or Town: NORTH GRAFTON

State: MA

Zip: 01536

Country: USA

which is

☒ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☐ its registered office

Signed this 27 Day of November, 2020 at 8:16:53 AM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

ALLAN VILLATORO

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:

November 27, 2020 08:16 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

William Francis Galvin
Secretary of the
Commonwealth

Date: November 27, 2020

To Whom It May Concern :

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

DISCERN'D CANNABIS PURVEYORS, INC.

is a domestic corporation organized on **November 27, 2020** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in blue ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 20111032820

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

Processed by: smc



72 River Park Street Needham MA 02494 617-500-1824

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

RE: DISCERN'D CANNABIS PURVEYORS, INC.

Please be informed that the above referenced applicant has made formal application through our general brokerage for general liability and product liability insurance with minimum limits of \$1,000,000 per occurrence, and \$2,000,000 annual aggregate, and application for additional excess liability limits. In accordance with 935 CMR 500.101(1); 935 CMR 500.105(10), the deductible for each policy can be no higher than \$5,000 per occurrence. The below underwriters have received this application and are expecting to provide proposals within the coming weeks. DISCERN'D CANNABIS PURVEYORS, INC. has purchased a bond through our brokerage with a bond limit in compliance with the Commission's request. We look forward to providing liability coverage to DISCERN'D CANNABIS PURVEYORS, INC. as soon as a bindable proposal is available.

Quadscore Insurance Services
Cannasure Insurance Services, Inc.
Next Wave Insurance Services LLC
Canopius US Insurance Company
United Specialty Insurance Company

Best Regards,

James Boynton

James Boynton
Managing Broker
MA Insurance License #1842496

Discern'd Cannabis Purveyors

Business Plan

December 9, 2020

Executive Summary

Company Name

Discern'd Cannabis Purveyors

Location

130-134 Worcester Street
Grafton, MA 01536

Mission Statement

Our mission is to offer a variety of high-quality products and a streamlined experience designed to promote customer retention.

The Company

Discern'd Cannabis Purveyors (hereinafter, "Discern'd") is a company seeking a retail marijuana establishment license to operate an adult-use dispensary in the Commonwealth of Massachusetts. Discern'd is committed to creating an efficient experience that will set us apart from our competitors and retain customers for a lifetime.

Discern'd intends to operate a 4,000-6,000 sq.ft. dispensary, with 60 + parking spots. The location is zoned for industrial use and complies with all impact area buffer requirements. Our operating timeline spans 6-12 months.

The Team

Bruce Spinney III

A Marine Corps veteran, Bruce embarked on his first deployment just a few weeks after graduating from high school. While in the service Bruce's technical schooling was focused on precision measurement, including calibration, maintenance, and quality control of all the instruments used to fix aircraft subsystems. Later, Bruce earned his B.S. in Management Studies from U of Maryland Asian Division, the Pacific theater of operations based in Japan. While enrolled Bruce also studied Management Systems, Medicine, and Immunology and Organic/Biochemistry. After being discharged from the service, Bruce worked as an engineer for Verizon before owning and operating several Taylor Rental stores and a linen business.

Bruce has years of valuable experience in the service industry, a set of unparalleled technical skills, and the drive and knowhow to succeed in a competitive environment. Promoting the holistic and natural benefits of marijuana and working to destigmatize it in the eyes of society are

part of Bruce's mission. As a Veteran, he plans to provide as much education and opportunity to the fellow men and women who served our country.

Bruce is a lifelong Massachusetts resident. He currently lives in Grafton, MA with his wife and three children.

Allan Villatoro

As a former collegiate athlete, Allan understands the level of commitment and teamwork that goes into achieving great success. In addition to his contagious dedication and relentless perseverance, Allan brings nearly 20 years of banking and financial service experience to the Discern'd team. Allan graduated from the University of Massachusetts- Amherst, with an MBA where he studied accounting, finance, marketing, business management and ethics, to name a few. His skillset is an immense asset to the Discern'd team.

Products & Services

Inventory Items

Discern'd will offer customers a variety of high-quality marijuana, marijuana products and accessories, including, but not limited to, the following:

- Flower (Sativa & Indica strains)
- Hash, Wax, Shatter
- Edibles
- Topicals
- Pipes
- Grinders
- Papers
- CBD products

License Requirement

Discern'd will contract and purchase marijuana products from properly licensed cultivators, manufacturers, and local craft producers. Prior to being sold or otherwise marketed, Discern'd will ensure that all marijuana products purchased for resale have been screened and approved by a licensed testing laboratory, in accordance with the by laws and regulations of all governing bodies.

Product Quality, Testing and Assurances

Discern'd will require that cultivators, manufacturers, and local craft producers present laboratory testing documentation evidencing that all cannabis products have been tested and approved by an independent testing laboratory.

Required Product Labeling

Discern'd is committed to preventing the use of marijuana products by any persons under the age of 21 years old. Prior to being sold or otherwise marketed, Discern'd will examine all marijuana products to ensure the packaging is properly labeled and marked with the requisite user warnings.

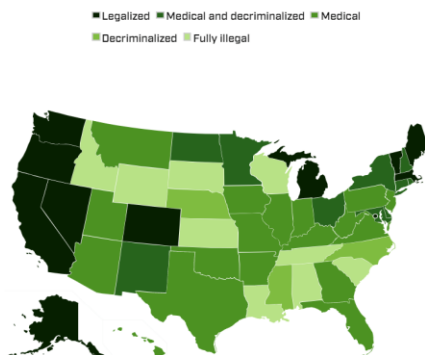


Market Analysis

National Market

Since the 1960's the public's support for legalizing marijuana has steadily inclined. In 1969, only 12% of Americans were in favor of a regulated market; by the year 2000, that number rose to 31%. As of 2020, nearly 66% of American voters, including 74% of millennials, support a legalized and regulated market.

Though marijuana is still illegal at the Federal level, states have been given the autonomy to implement governing laws of their own. As of today, eleven (11) states and the District of Columbia have legalized recreational marijuana, and 33 states, in addition to the District of Columbia have legalized marijuana for medicinal purposes.



Massachusetts Market

On November 8, 2016, Massachusetts' voters approved Question 4, the ballot initiative that would end marijuana prohibition for recreational adult-use. Cannabis sales began on November 20, 2018. Within the first week, recreational marijuana sales reached \$2.2 million.

After just six (6) full months of operations, aggregate marijuana sales within the state approached \$140 million. By the end of 2019, Massachusetts generated more \$420 million in recreational marijuana sales.

Financial Summary

(See Appendix A.)

Marketing & Strategy

Marketing Plan

Discern'd will use various social media platforms to promote our brand and keep customers up to date on our operations.



Obstacles

Discern'd will comply with the respective media platforms Community Guidelines, in addition to the bylaws and regulations of the CCC. Discern'd will refrain from posting the following:

- Anything that references prices
- Anything that references sale
- Anything regarding products or services
- Our menu or inventory
- Links to our online store or anything that directs to cannabis sales
- Images of cannabis, cannabis products or paraphernalia

Operating Policies & Procedures

Location

Discern'd will operate a 4,000-6,000 sq.ft. retail marijuana shop in Grafton, MA. The shop will be structured in compliance with all relevant bylaws and regulations, including the Americans with Disabilities Act. The design and built-out will provide for an efficient and streamlined retail experience. The design of the location will include a lobby area and check-in desk, a retail floor and a series of limited access areas that will be used to store inventory, cash, surveillance, and records.

Hours of Operation

Join Operations will be open for customers 7 days a week with varying hours throughout the week.

Day	Hours
Mon-Thurs	10am-10pm
Fri-Sat	10am-10pm
Sun	10am-8pm

Customer Experience

In-store

All customers will be greeted at the entrance by a member of our security staff and required to show a valid, government issued ID. Our security staff will examine and scan the ID for verification. Only individuals over the age of 21 will be authorized to enter the shop.

Upon entering the retail floor, customers will be directed into a line until the next sales representative is available to take their order. The sales representative will again check the customer's ID to verify age.

In accordance with the CCC's bylaws and regulations, Discern'd will not sell more than 1 ounce of marijuana or 5 grams of marijuana concentrate to a single consumer per transaction/ per day.

Online

Customers will be able to pre-order our products online through our website or a third-party platform authorized by the CCC. Once the order is ready for pick up, the customer will receive a "ready notification" via text/email alert. Upon arrival and in order to be directed into the "Order Ahead" line, the customer will be required to show proof of valid ID and the confirmation alert. Before the products are relinquished at the Order Ahead Counter, the customers again, must show a valid ID and the confirmation alert.

Recording Sales

Discern'd will utilize a point-of-sale (POS) system to record sales and track inventory. Every 30 days Discern'd will conduct an analysis of the software systems and equipment to ensure proper functionality and accurate recording.

Security

The safety and security of our employees, consumers, community, and products are paramount. Discern'd will implement security measures that will deter and prevent diversion, theft, and

unauthorized entrance by intruders. Both the interior and exterior of the building will be equipped with commercial grade, time and date stamped, 24-hour surveillance cameras.

External

- Outside perimeter sufficiently lit to facility surveillance
- Commercial grade security equipment installed to alarm the perimeter, including all entry and exit points and windows
- Video cameras installed in all points of entry and exit and in parking lot
- A silent duress alarm installed to notify local law enforcement
- Video cameras to run for 24 hours and shall provide date and time stamps
- Video camera shall be installed in all areas that may contain cannabis product
- No Loitering signs will be placed around premises

Internal

- All persons entering the premises must show Identification
- All persons on premises must wear ID tag (staff and vendor)
- Limit Access Areas will be labeled with “Do Not Enter” sign
- All cannabis products are to be stored in locked area, out of plain site
- All production equipment will be in locked areas
- All Limited Access Areas are to be secured with electronic lock

Storage

All marijuana products will be kept in a fireproof safe located in a clearly marked “limited access area” within the building. The storage area will be equipped with adequate lighting, ventilation, temperature, humidity, space, and equipment to maintain the quality of the product. The area is to be maintained in an orderly organized fashion, free of any and all pests, rodents or insects.

Inventory

An inventory software system will be utilized to track all marijuana products purchased, sold, returned, or otherwise. The system will assign a unique-plant identification, a unique-batch identification number and a barcode to monitor the transfer and development of the cannabis product.

Discern’d will implement monthly inventory audits, in addition to annual comprehensive internal audits. Inventory reports will include the following information:

- The names of those who conducted the audit
- Their signatures
- Their titles
- Their findings

Disposal

Products that are improperly packaged or labeled, or do not meet the CCC's prescribed quality standards shall be deemed "defective" and immediately removed from sales. Defective products are to be disposed of in a secure, locked safe. Discern'd will immediately notify the wholesale supplier and CCC of the defective product and promptly return the product to the originating wholesaler for destruction.

The disposal process must be done by a minimum of two employees. A record of the disposal must be documented. The record must include the names and signature of each employee involved in the disposal process, the date, and the disposed of products weight.

All waste will be mixed with bleach to render it useless for its original purpose. A properly authorized waste hauling company will be contracted to dispose of all final waste products.

Record Keeping Procedures

Discern'd will electronically maintain all records for at least 3 years. Records must be maintained for the following:

- Written Operating Procedure
- Inventory Records
- Seed-to-Sale tracking records
- Personnel Records (ie. job descriptions, termination reports)
- Business records (ie. assets, liabilities, transactions)

Non-Discrimination Policy

Discern'd is an equal opportunity employer. We will not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. Our discriminate policy pertains to the hiring, firing, contracting vendors and laborers, We are committed to providing an inclusive workplace for all members of our staff, customers and vendors.

Smoke/Alcohol Free Workplace

The use of drugs and/or alcohol while on location or working within the scope of their employment is absolutely prohibited. Any employee who violates this policy will be immediately terminated and removed from the premises. Local Law Enforcement agencies will be notified, if necessary, given the situation.

Management Policies & Procedures

Hiring Procedure

Discern'd plans to hire a staff of knowledgeable and engaging staff composed of local residents. The application process will require potential employees to fill out an application and provide a list of references. Upon an interview and clean reference check, the qualified person will begin the onboarding and training process. Within the first 3 months of hiring, all new employees must successfully complete a responsible vendor program.

Staff Structure

Discern'd staff will consist of:

- Board of Directors
- Manager
- Assistant Manager
- Three (3) Senior Associates
- 15-20 "budtenders" or sales representatives,
- Three (3) security guards

Discern'd intends to hire a management team to oversee HR, compliance, marketing, and an operating team to run the day-to-day shop functions.

Community Impact

Discern'd is owned by a Marine Corps veteran who plans to use this business as an opportunity to create more resources for fellow military personnel and their families through financial support and scholarships.

Appendix A

Cash Flow Forecast - 3 Year Outlook					
Year:	Pre-Start	1	2	3	Totals
Receipts					
Revenue		12,333,750	13,993,658	15,876,962	42,204,370
COGS		(6,166,875)	(6,297,146)	(6,350,785)	(18,814,806)
					0
Total Receipts	0	6,166,875	7,696,512	9,526,177	23,389,564
Payments					
Total Payroll		1,109,250	1,341,301	1,408,366	3,858,918
Federal Taxes		1,295,044	1,616,268	2,000,497	4,911,808
State Taxes		128,000	161,600	173,600	463,200
Host Agreement		370,013	419,810	476,309	1,266,131
Utilities		16,050	16,050	16,050	48,150
Repairs and maintenance		25,000	25,000	25,000	75,000
Insurance		16,880	18,568	20,425	55,873
Marketing/promotion		100,000	110,000	121,000	331,000
Banking		366,675	399,873	437,539	1,204,087
Lease		375,000	375,000	375,000	1,125,000
Total Payments	0	3,801,911	4,483,470	5,053,786	13,339,167
Cashflow Surplus/ Deficit (-)	0	2,364,964	3,213,042	4,472,391	10,050,397
Opening Cash Balance	0	0	2,364,964	5,578,006	
Closing Cash Balance	0	2,364,964	5,578,006	10,050,397	

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RESTRICTING ACCESS TO AGE 21 OR OLDER

Discern'd Cannabis Purveyors ("Discern'd" or "the Company") is a Marijuana Establishment as defined by 935 CMR 500.002. The Company sets forth the following policies and procedures for restricting access to marijuana and marijuana infused products to individuals over the age of twenty-one (21) pursuant to the Cannabis Control Commission's (the "Commission") regulations at 935 CMR 500.105(1)(p). This regulation states that written operating procedures for the Company shall include "[p]olicies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old."

A. **COMPLIANCE WITH 935 CMR 500.105(1)(p)**

The Company incorporates and adopts herein by reference, all of the provisions for the prevention of diversion outlined in the Company's Standard Operating Procedure for the Prevention of Diversion. The provisions detailed in the Company's Standard Operating Procedure for the Prevention of Diversion apply to the prevention of diversion of marijuana and marijuana infused products to all minors and all individuals under the age of twenty-one (21).

B. **SPECIFIC PROVISIONS FOR RESTRICTING ACCESS TO AGE 21 AND OLDER**

As stated above, the Company incorporates herein, all provisions for the prevention of diversion of marijuana and marijuana infused product to individuals under the age of twenty-one (21) as detailed in the Company's Standard Operating Procedure for the Prevention of Diversion. Specific provisions regarding restricting access to individuals age twenty-one (21) and older include the following:

1. The Company will only employ marijuana establishment agents, as defined by the Commission's definitions at 935 CMR 500.002, who are at least twenty-one (21) years old.
2. Pursuant to 935 CMR 500.050(5), the Company will only allow consumers to enter the Marijuana Retail Establishment that are 21 years of age or older unless the establishment is co-located with a Medical Marijuana Treatment Center.
3. The Company will only allow visitors, age twenty-one (21) or older, at the Company's facilities. The Company defines visitors in accordance with the Commission's definitions at 935 CMR 500.002. The Company will designate an authorized agent to check the identification of all visitors entering the Company's facilities and entry shall only be granted to those aged twenty-one (21) or older. Acceptable forms of currently valid identification include:
 - a. A motor vehicle license;
 - b. A liquor purchase identification card;
 - c. A government-issued identification card;
 - d. A government-issued passport; and
 - e. A United States-issued military identification card.

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PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Discern'd Cannabis Purveyors ("Discern'd or the "Company") has drafted and instituted these personnel policies to provide equal opportunity in all areas of employment, including hiring, recruitment, training and development, promotions, transfers, layoff, termination, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. Discern'd shall make reasonable accommodations for qualified individuals with demonstrated physical or cognitive disabilities, in accordance with all applicable laws. In accordance with 935 CMR 500.101(2)(e)(8)(h), Discern'd is providing these personnel policies, including background check policies, for its Marijuana Establishment.

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

In accordance with 935 CMR 500.105 (1), General Operational Requirements for Marijuana Establishments, Written Operating Procedures, as a Marijuana Establishment, Discern'd has and follows a set of detailed written operating procedures for each location. Discern'd has developed and will follow a set of such operating procedures for each facility. Discern'd's operating procedures shall include, but are not necessarily limited to the following:

- (a) Security measures in compliance with 935 CMR 500.110;
- (b) Employee security policies, including personal safety and crime prevention techniques;
- (c) A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- (d) Storage of marijuana in compliance with 935 CMR 500.105(11);
- (e) Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
- (f) Procedures to ensure accurate record-keeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- (g) Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- (h) A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- (i) Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (j) Alcohol, smoke, and drug-free workplace policies;
- (k) A plan describing how confidential information will be maintained;
- (l) A policy for the immediate dismissal of any marijuana establishment agent who has:
 - 1. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;

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2. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
3. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

(m) A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)

(m) requirement may be fulfilled by placing this information on the Marijuana Establishment's website.

(n) Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).

(o) Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.

(p) Policies and procedures for energy efficiency and conservation that shall include:

1. Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
3. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

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

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

In accordance with 935 CMR 500.105 (9), General Operational Requirements for Marijuana Establishments, Record Keeping, Discern'd's personnel records will be available for inspection by the Commission, upon request. Discern'd's records shall be maintained in accordance with generally

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accepted accounting principles. 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:

The following Discern'd personnel records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each of Discern'd's marijuana establishment agents. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with Discern'd and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. documentation of verification of references;
 - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. documentation of periodic performance evaluations;
 - f. a record of any disciplinary action taken; and
 - g. notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe conditions;
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

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. Discern'd understands that in the event that Discern'd were to close, all records will be kept for at least two years at the expense of Discern'd.

Energy Compliance Plan

Discern'd Cannabis Purveyors ("Discern'd") will work with our architect and engineer to identify and as many energy saving strategies as possible. In addition, Discern'd will implement, as much as is feasible, the following energy saving strategies:

- Increasing or adding insulation.
- Installing 'smart' thermostats to identify periods where heating/cooling loads can be reduced
- Installing LED lighting
- Ensuring that the restrooms use low flow toilets and sinks.
- Coordinating with the HVAC contractor to identify any energy saving opportunities.
- Evaluating the efficacy of switching the kitchen(s) in the space to on-demand hot water heaters.

In the future, any replacements or upgrades of heating/cooling, lighting, plumbing, and retail equipment (for example, POS stations) will include energy efficiency as part of its criteria for evaluation.

Discern'd will investigate rooftop solar arrays to generate electricity, and rooftop solar hot water to provide both hot water and heat for the space.

Discern'd acknowledges that if a Provisional License is issued, Discern'd, at the Architectural Review stage, will submit further information to demonstrate actual consideration of energy reduction opportunities, use of renewable energy and renewable energy generation, including a list of opportunities that were considered and information that demonstrates actual engagement with energy efficiency programs and any financial incentives received. This information will include whether opportunities are being implemented, will be implemented at a later date, or are not planned to be implemented.

Discern'd will also include a summary of information that was considered to make the decision (i.e. costs, available incentives, and bill savings). Discern'd will engage in either a Mass Save audit or coordinate with our local municipal electric company to conduct an audit, which will be included in the summary.

As part of our written operating procedures we will conduct an annual energy audit and request regular meetings with our municipal utilities to identify energy efficiency programs, incentives, opportunities, and areas for Discern'd to optimize its energy usage.

Discern'd is committed to considering how to optimally use energy early in the facility design process and continually assess new opportunities for reduced energy usage and costs.

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Discern'd will use best management practices to reduce energy and water usage, engage in energy consideration, and mitigate other environmental impacts.

Discern'd will meet all applicable environmental laws and regulations; receive permits and other applicable approvals, including those related to water quality and solid and hazardous waste management, as a requirement of obtaining a final license.

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QUALIFICATIONS AND TRAINING

Discern'd Cannabis Purveyors ("Discern'd" or the "Company") shall, pursuant to 935 CMR 500.105(2)(a), ensure that all marijuana establishment agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Marijuana Establishment agents will be trained for one week before acting as an agent. At a minimum, staff shall receive eight hours of on-going training annually. New marijuana establishment agents will receive employee orientation prior to beginning work with Discern'd. Each department manager will provide orientation for agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2)(b), all current owners, managers and employees of Discern'd that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a "responsible vendor" require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. Discern'd shall maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana's effects on the human body; diversion prevention; compliance with seed-to-sale tracking requirements; identifying acceptable forms of ID demonstrating the age of majority (21+); and key state and local laws.

All of Discern'd's employees will be registered as marijuana establishment agents, in accordance with 935 CMR 500.030. All Discern'd employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All registered agents of Discern'd shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in the marijuana establishment agents' files. Discern'd shall retain all training records for four (4) years as required by 935 CMR 500.105(s). All marijuana establishment agents will have continuous quality training and a minimum of 8 hours annual on-going training.

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MAINTAINING OF FINANCIAL RECORDS

Discern'd Cannabis Purveyors ("Discern'd" or the "Company") policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipends 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 non-profit corporation.

Furthermore, Discern'd will implement the following policies for Recording Sales:

- (a) Discern'd will utilize a point-of-sale ("POS") system approved by the Commission, in consultation with the Massachusetts Department of Revenue ("DOR").
- (b) Discern'd may also utilize a sales recording module approved by the DOR.
- (c) Discern'd will not utilize any software or other methods to manipulate or alter sales data at any time or under any circumstances.
- (d) Discern'd will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. Discern'd will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Discern'd determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. it will immediately disclose the information to the Commission;
 - ii. it will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - iii. take such other action directed by the Commission to comply with 935 CMR 500.105.
- (e) Discern'd will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- (f) Discern'd will adopt separate accounting practices at the POS for marijuana and marijuana product sales, and non-marijuana sales.
- (g) Discern'd will allow the Commission and the DOR audit and examine the POS system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000.

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

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RECORD KEEPING PROCEDURES

Discern'd Cannabis Purveyors ("Discern'd" or the "Company") records shall be available to the Cannabis Control Commission ("CCC") upon request pursuant to 935 CMR 500.105(9). Discern'd shall maintain records in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to job descriptions and/or employment contracts each employee, organizational charts, staffing plans, periodic performance evaluations, verification of references, employment contracts, documentation of all required training, including training regarding privacy and confidentiality agreements and the signed statement confirming the date, time and place that training was received, record of disciplinary action, notice of completed responsible vendor training and eight-hour duty training, personnel policies and procedures, and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual's affiliation with Discern'd, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business records will be maintained in accordance with 935 CMR 500.105(9)(e) as well as waste disposal records pursuant to 935 CMR 500.105(9)(f), as required under 935 CMR 500.105(12).

VISITOR LOG

Discern'd will maintain a visitor log that documents all authorized visitors to the facility, including outside vendors, contractors, and visitors, in accordance with 935 CMR 500.110(4)(e). All visitors must show proper identification and be logged in and out; that log shall be available for inspection by the Commission at all times.

REAL-TIME INVENTORY RECORDS

Discern'd will maintain real-time inventory records, including at minimum, an inventory of all marijuana and marijuana products received from wholesalers, ready for sale to wholesale customers, and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal, in accordance with 935 CMR 500.105(8). Real-time inventory records may be accessed via METRC, the Commonwealth's seed-to-sale tracking software of record. Discern'd will continuously maintain hard copy documentation of all inventory records. The record of each inventory shall include, at a minimum, the date of inventory, a summary of inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

MANIFESTS

Discern'd will maintain records of all manifests for no less than one year and make them available to the Commission upon request, in accordance with 935 CMR 500.105(f). Manifests will include, at a minimum, the originating Licensed Marijuana Establishment Agent's (LME) name, address, and registration number; the names and registration number of the marijuana establishment agent who transported the marijuana products; the names and registration number of the marijuana establishment agent who prepared the manifest; the destination LME name, address, and registration number; a description of marijuana products being transported, including the weight and form or type of product; the mileage of the transporting vehicle at departure from origination LME and the mileage upon arrival at

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the destination LME, as well as the mileage upon returning to the originating LME; the date and time of departure from the originating LME and arrival at destination LME; a signature line for the marijuana establishment agent who receives the marijuana; the weight and inventory before departure and upon receipt; the date and time that the transported products were re-weighted and re-inventoried; and the vehicle make, model, and license plate number. Discern'd will maintain records of all manifests.

INCIDENT REPORTS

Discern'd will maintain incident reporting records notifying appropriate law enforcement authorities and the Commission about any breach of security immediately, and in no instance, more than 24 hours following the discovery of the breach, in accordance with 935 CMR 500.110(7). Incident reporting notification shall occur, but not be limited to, during the following occasions: discovery of discrepancies identified during inventory; diversion, theft, or loss of any marijuana product; any criminal action involving or occurring on or in the Marijuana Establishment premises; and suspicious act involving the sale, cultivation, distribution, processing or production of marijuana by any person; unauthorized destruction of marijuana; any loss or unauthorized alteration of records relating to marijuana; an alarm activation or other event that requires response by public safety personnel or security personnel privately engaged by the Marijuana Establishment; the failure of any security alarm due to a loss of electrical power or mechanical malfunction that is expected to last more than eight hours; or any other breach of security.

Discern'd shall, within ten calendar days, provide notice to the Commission of any incident described in 935 CMR 500.110(7)(a) by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified. Discern'd shall maintain all documentation relating to an incident for not less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

TRANSPORTATION LOGS

In the event that Discern'd operates its own vehicle to transport marijuana products, it will maintain a transportation log of all destinations traveled, trip dates and times, starting and ending mileage of each trip, and any emergency stops, including the reason for the stop, duration, location, and any activities of personnel existing the vehicle, as required by 935 CMR 500.115(13). Discern'd shall retain all transportation logs for no less than a year and make them available to the Commission upon request.

SECURITY AUDITS

Discern'd will, on an annual basis, obtain at its own expense, a security system audit by a vendor approved by the Commission, in accordance with 935 CMR 500.110(8). A report of the audit will be submitted, in a form and manner determined by the Commission, no later than 30 calendar days after the audit is conducted. If the audit identifies concerns related to Discern'd's security system, Discern'd will also submit a plan to mitigate those concerns within ten business days of submitting the audit.

CONFIDENTIAL RECORDS

Discern'd will ensure that all confidential information, including but not limited to employee personnel records, financial reports, inventory records and manifests, business plans, and other documents are kept safeguarded and private, in accordance with 935 CMR 500.105(1)(k). All confidential hard copy records will be stored in lockable filing cabinets within the Director of Compliance's Office. No keys or passwords will be left in locks, doors, in unrestricted access areas, unattended, or otherwise left

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accessible to anyone other than the responsible authorized personnel. All confidential electronic files will be safeguarded by a protected network and password protections, as appropriate and required by the Commission. All hard copy confidential records will be shredded when no longer needed.

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at Discern'd's sole expense and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g).

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QUALITY CONTROL AND TESTING

Pursuant to 935 CMR 500.160, Discern'd Cannabis Purveyors ("Discern'd" or "the Company") will not sell or market any marijuana product that has not been tested by licensed Independent Testing Laboratories. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016 and published by the Massachusetts Department of Public Health. Every marijuana product sold will have a set of specifications which define acceptable quality limits for cannabinoid profile, residual solvents, metals, bacteria, and pesticides.

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

Discern'd's policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination. All Discern'd staff will be trained and ensure that marijuana and marijuana products are handled with the appropriate food handling and sanitation standards. Discern'd will ensure the proper equipment and storage materials, including adequate and convenient hand washing facilities; food-grade stainless steel tables; and temperature- and humidity- control storage units, refrigerators, and freezers.

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 will conform to sanitary practices while on duty, including:

- Maintaining adequate personal cleanliness; and
- Washing hands appropriately. 935 CMR 500.105(3).

All contact surfaces will be maintained, cleaned and sanitized as frequently as necessary to protect against contamination.

All toxic items will be identified, held and stored in a manner that protects against contamination of marijuana.

Discern'd's Director of Compliance will provide quality control oversight over all marijuana products purchased from wholesale suppliers and sold to licensed adult-use cannabis retail establishments within the Commonwealth of Massachusetts. All Discern'd staff will immediately notify the Director of Compliance of any actual or potential quality control issues, including marijuana product quality, facility cleanliness/sterility, tool equipment functionality, and storage conditions. All issues with marijuana

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products or the facility will be investigated and immediately rectified by the Director of Compliance, including measures taken, if necessary, to contain and dispose of unsafe products. The Director of Compliance will closely monitor product quality and consistency, and ensure expired products are removed and disposed.

All Discern'd staff will receive relevant quality assurance training and provide quality assurance screening of marijuana flower, to ensure it is well cured and free of seeds, stems, dirt, and contamination, as specified in 935 CMR 500.105(3)(a), and meets the highest quality standards. All staff will wear gloves when handling marijuana and marijuana products, and exercise frequent hand washing and personal cleanliness, as specified in 935 CMR 500.105(2). Marijuana products will be processed in a secure access area of Discern'd.

Discern'd management and inventory staff will continuously monitor quality assurance of marijuana products and processes, and prevent and/or mitigate any deficiencies, contamination, or other issues which could harm product safety.

Any spoiled, contaminated, dirty, spilled, or returned marijuana products are considered marijuana waste and will follow Discern'd procedures for marijuana waste disposal, in accordance with 935 CMR 500.105(12). Marijuana waste will be regularly collected and stored in the secure-access, locked inventory vault.

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

The establishment will provide its employees with adequate, readily accessible toilet facilities pursuant to 935 CMR 500.105(3).

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

Storage and transportation of finished products will be under conditions that will protect them against physical, chemical, and microbial contamination.

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

The establishment will notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary, pursuant to 935 CMR 500.160(2).

Discern'd Cannabis Purveyors

DIVERSITY PLAN

Discern'd Cannabis Purveyors ("Discern'd" or the "Company") is committed to actively promoting diversity, inclusion, and cultural competency, by implementing programmatic and operational procedures and policies that will help to make Discern'd a leader and champion of diversity, both in the Town of Grafton and throughout the broader Massachusetts cannabis industry.

Town Specific Data - The Town of Grafton, has a population of approximately 18,883 people. 83.7% is White, 3.1% is Black or African American, 8.1% is Asian, and 6.3% is Hispanic or Latino. Data collected from 2015-2019 shows that approximately 862 Veterans live in Grafton. 51.7% of the population of Grafton is Female.

Discern'd's commitment to diversity is reflected in the following Goals, which shall be pursued through the Programs outlined herein, and the progress of which shall be judged by the Measurements/ Metrics as stated below, and adjusted as needed if necessary:

Goal One: Achieve at least 35% of our staffing needs from minorities.

Programs to Achieve Diversity Goal One:

- Provide on-site interactive workshops, twice a year at Discern'd's Retail Establishment at a date and time determined by Discern'd management when the Establishment is not open to the general public. These workshops would cover such topics as the prevention of sexual harassment, racial and cultural diversity, and methods of fostering an inclusive work atmosphere.
- Increase diversity of the make-up of our staff by actively seeking out minorities, both through in-house hiring initiatives and participation in online diversity job boards and in-person job fairs at least once a year and as frequently as needed as staffing needs dictate.
- Establish clearly written policies regarding diversity and a zero-tolerance policy for discrimination and/or sexual harassment, which shall be incorporated into our employee handbook.

Measurements:

- *Qualitative Metrics:* Perform annual evaluation of inclusion/diversity initiatives to ensure diversity is one of Discern'd's strengths and remains a primary focus. This may include anonymous employee surveys or other private submission opportunities so that we can attempt to avoid any sort of reluctance for our employees to inform management how we are truly doing in pursuit of our diversity plan goals. The results of the surveys shall be compared to prior years' results to allow Discern'd to adjust our programs in the event that our goals are not being achieved.
- *Quantitative Metrics:* We will strive to achieve at least 35% of our staffing needs from minorities. The personnel files shall be evaluated on a semi-annual basis to determine how many employees are women and minorities that occupy positions within the company and that number shall be divided by Discern'd's total staffing at its Grafton facility to determine the percentage achieved.

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Is our goal objectively reasonable?

Discern'd's goal of hiring minorities to comprise 35% of our staffing needs at our location in Grafton is objectively reasonable because of the facts (the demographics listed in the paragraph above) and our ability to advertise job positions quarterly in several of the following publications: *Professional Diversity Network, Diversity Jobs, Beyond.com*.

Discern'd acknowledges that the progress or success of our plan will be documented upon renewal (one year from provisional licensure, and each year thereafter).

Discern'd will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

Discern'd acknowledges that 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.