



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281787
Original Issued Date: 05/11/2023
Issued Date: 05/11/2023
Expiration Date: 05/11/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Holistic Industries, Inc.

Phone Number: 917-757-9408 Email Address: david.cohen@holisticindustries.com

Business Address 1: 304 Somerville Avenue

Business Address 2:

Business City: Somerville Business State: MA

Business Zip Code: 02143

Mailing Address 1: 1900 West Park Drive

Mailing Address 2: Suite 280

Mailing City: Westborough Mailing State: MA

Mailing Zip Code: 01581

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201840

RMD INFORMATION

Name of RMD: Holistic Industries, Inc.

Department of Public Health RMD Registration Number: 35

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 13.65 Percentage Of Control: 13.65

Role: Other (specify) Other Role: Executive Officer (CEO), Director

First Name: Joshua Last Name: Genderson Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 7.67 Percentage Of Control: 7.67

Role: Other (specify) Other Role: Director of Holistic Parent

First Name: Richard Last Name: Genderson Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 0.71 Percentage Of Control: 0.71

Role: Other (specify) Other Role: Executive Officer (Secretary), Director

First Name: David Last Name: Cohen Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 4.31 Percentage Of Control: 4.31

Role: Director Other Role:

First Name: Beni Last Name: Golani Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 0.47 Percentage Of Control: 0.47

Role: Executive / Officer Other Role: Director and President of Holistic Parent.

First Name: David Last Name: Leider Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: Percentage Of Control:

Role: Executive / Officer Other Role: CFO of Holistic Parent

First Name: Zeeshan Last Name: Hyder Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 0.7 Percentage Of Control: 0.7

Role: Other (specify)	Other Role: N/A. Indirect role by virtue of being a Director of Holistic Parent.	
First Name: Jason	Last Name: Goldblatt	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 8

Percentage Of Ownership:	Percentage Of Control:	
Role: Board Member	Other Role:	
First Name: John	Last Name: Byrnes	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 9

Percentage Of Ownership: 4.13	Percentage Of Control: 4.13	
Role: Board Member	Other Role:	
First Name: Adam	Last Name: Verner	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 10

Percentage Of Ownership:	Percentage Of Control:	
Role: Board Member	Other Role:	
First Name: Kirk	Last Name: Posmantur	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Holistic Industries Inc.	Entity DBA:	DBA City:
Entity Description: Holistic Parent Entity: Holding company and parent entity of all of the affiliated Holistic medical and adult use cannabis entities operating throughout the country		
Foreign Subsidiary Narrative:		
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website: www.holisticindustries.com
Entity Address 1: 308 Massachusetts Ave NE	Entity Address 2:	
Entity City: Washington	Entity State: DC	Entity Zip Code: 20002
Entity Mailing Address 1: 308 Massachusetts Ave NE	Entity Mailing Address 2:	
Entity Mailing City: Washington	Entity Mailing State: DC	Entity Mailing Zip Code: 20002
Relationship Description: Entity is an equity owner of Applicant, controlling 100% of equity securities of the Applicant.		

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Holistic Industries Inc.		Entity DBA:	
Email: holisticindustries@gmail.com	Phone: 866-217-4063		
Address 1: 308 Massachusetts Avenue NE		Address 2:	
City: Washington	State: DC	Zip Code: 20002	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$10357955.78	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Beach Enlightenment and Compassionate Healing Corporation		Entity DBA:	
Entity Description: Medical Cannabis Dispensary			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 1115 W 190th Street		Entity Address 2:	
Entity City: Gardena	Entity State: CA	Entity Zip Code: 90248	Entity Country: United States
Entity Mailing Address 1: 1115 W 190th Street		Entity Mailing Address 2:	
Entity Mailing City: Gardena	Entity Mailing State: CA	Entity Mailing Zip Code: 90248	Entity Mailing Country: United States

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic Industries LLC		Entity DBA:	
Entity Description: Organic medical cannabis company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 9220 Alaking Ct		Entity Address 2:	
Entity City: Capitol Heights	Entity State: MD	Entity Zip Code: 20743	Entity Country: United States
Entity Mailing Address 1: 9220 Alaking Ct		Entity Mailing Address 2:	
Entity Mailing City: Capitol Heights	Entity Mailing State: MD	Entity Mailing Zip Code: 20743	Entity Mailing Country: United States

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
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Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Holistic Farms LLC		Entity DBA:
Entity Description: Organic cannabis company		
Entity Phone:	Entity Email:	Entity Website:
866-217-4063	holisticindustries@gmail.com	
Entity Address 1: 911 Industrial Street		Entity Address 2:
Entity City: New Castle	Entity State: PA	Entity Zip Code: 16102 Entity Country: United States
Entity Mailing Address 1: 911 Industrial Street		Entity Mailing Address 2:
Entity Mailing City: New Castle	Entity Mailing State: PA	Entity Mailing Zip Code: 16102 Entity Mailing Country: United States

Business Interest in Other State 4

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Holistic Pharma LLC		Entity DBA:
Entity Description: Organic cannabis company		
Entity Phone:	Entity Email:	Entity Website:
866-217-4063	holisticindustries@gmail.com	
Entity Address 1: 4201 Neshaminy Blvd		Entity Address 2:
Entity City: Bensalem	Entity State: PA	Entity Zip Code: 19020 Entity Country: United States
Entity Mailing Address 1: 4201 Neshaminy Blvd		Entity Mailing Address 2:
Entity Mailing City: Bensalem	Entity Mailing State: PA	Entity Mailing Zip Code: 19020 Entity Mailing Country: United States

Business Interest in Other State 5

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Holistic Remedies LLC		Entity DBA:
Entity Description: Organic cannabis company		
Entity Phone:	Entity Email:	Entity Website:
866-217-4063	holisticindustries@gmail.com	
Entity Address 1: 1840 Fenwick Street		Entity Address 2:
Entity City: Washington	Entity State: DC	Entity Zip Code: 20002 Entity Country: United States
Entity Mailing Address 1: 1840 Fenwick Street		Entity Mailing Address 2:
Entity Mailing City: Washington	Entity Mailing State: DC	Entity Mailing Zip Code: 20002 Entity Mailing Country: United States

Business Interest in Other State 6

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Organic Wellness LLC		Entity DBA:
Entity Description: Organic cannabis company		
Entity Phone:	Entity Email:	Entity Website:
866-217-4063	holisticindustries@gmail.com	
Entity Address 1: 1840 Fenwick Street		Entity Address 2:
Entity City: Washington	Entity State: DC	Entity Zip Code: 20002 Entity Country: United States

Entity Mailing Address 1: 1840 Fenwick Street

Entity Mailing City: Washington
Entity Mailing State: DC

Entity Mailing Address 2:

Entity Mailing Zip Code: 20002
Entity Mailing Country: United States

Business Interest in Other State 7

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Altfarm, LLC Entity DBA:

Entity Description: Organic cannabis company

Entity Phone: 866-217-4063
Entity Email: holisticindustries@gmail.com
Entity Website:

Entity Address 1: 16309 Education Court

Entity Address 2:

Entity City: Laurel Entity State: MD Entity Zip Code: 20707 Entity Country: United States

Entity Mailing Address 1: 16309 Education Court

Entity Mailing Address 2:

Entity Mailing City: Laurel Entity Mailing State: MD Entity Mailing Zip Code: 20707 Entity Mailing Country: United States

Business Interest in Other State 8

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Medical Products and Services Inc. Entity DBA:

Entity Description: Medical products company

Entity Phone: 866-217-4063
Entity Email: holisticindustries@gmail.com
Entity Website:

Entity Address 1: 18329 Peters Avenue

Entity Address 2:

Entity City: White Hall Entity State: MD Entity Zip Code: 21161 Entity Country: United States

Entity Mailing Address 1: 18329 Peters Avenue

Entity Mailing Address 2:

Entity Mailing City: White Hall Entity Mailing State: MD Entity Mailing Zip Code: 21161 Entity Mailing Country: United States

Business Interest in Other State 9

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Sunrise Organic Wellness, LLC Entity DBA:

Entity Description: Organic Cannabis Company

Entity Phone: 866-217-4063
Entity Email: holisticindustries@gmail.com
Entity Website:

Entity Address 1: 339 W Lancaster Avenue

Entity Address 2: Suite 200

Entity City: Haverford Entity State: PA Entity Zip Code: 19041 Entity Country: United States

Entity Mailing Address 1: 339 W Lancaster Avenue

Entity Mailing Address 2: Suite 200

Entity Mailing City: Haverford Entity Mailing State: PA Entity Mailing Zip Code: 19041 Entity Mailing Country: United States

Business Interest in Other State 10

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Chinatown Patient Collective Group, INC.		Entity DBA:
Entity Description: Organic Cannabis Company		
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:
Entity Address 1: 440 East Huntington Drive		Entity Address 2: Third Floor
Entity City: Arcadia	Entity State: CA	Entity Zip Code: 91006 Entity Country: United States
Entity Mailing Address 1: 440 East Huntington Drive		Entity Mailing Address 2: Third Floor
Entity Mailing City: Arcadia	Entity Mailing State: CA	Entity Mailing Zip Code: 91006 Entity Mailing Country: United States

Business Interest in Other State 11

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Blackstreet Holdings LLC		Entity DBA:
Entity Description: Organic Cannabis Company		
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:
Entity Address 1: 1510 J Street		Entity Address 2: Suite 120
Entity City: Sacramento	Entity State: CA	Entity Zip Code: 95814 Entity Country: United States
Entity Mailing Address 1: 1510 J Street		Entity Mailing Address 2: Suite 120
Entity Mailing City: Sacramento	Entity Mailing State: CA	Entity Mailing Zip Code: 95814 Entity Mailing Country: United States

Business Interest in Other State 12

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: GS Ashley, LLC		Entity DBA:
Entity Description: Organic Cannabis Company		
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:
Entity Address 1: 338 South Ashley Street		Entity Address 2:
Entity City: Ann Arbor	Entity State: MI	Entity Zip Code: 48104 Entity Country: United States
Entity Mailing Address 1: 338 South Ashley Street		Entity Mailing Address 2:
Entity Mailing City: Ann Arbor	Entity Mailing State: MI	Entity Mailing Zip Code: 48104 Entity Mailing Country: United States

Business Interest in Other State 13

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

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: 2540 RP LLC		Entity DBA:
Entity Description: Organic Cannabis Company		
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:
Entity Address 1: 1901 Long Praire Road		Entity Address 2: Suite 200, Box 131
Entity City: Flower Mound	Entity State: TX	Entity Zip Code: 75022 Entity Country: United States
Entity Mailing Address 1: 1901 Long Praire Road		Entity Mailing Address 2: Suite 200, Box 131

Entity Mailing City: Flower Mound	Entity Mailing State: TX	Entity Mailing Zip Code: 75022	Entity Mailing Country: United States
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Business Interest in Other State 14

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic Missouri LLC	Entity DBA:		
Entity Description: Organic Cannabis Company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 14541 North State Highway 5		Entity Address 2:	
Entity City: Sunrise Beach	Entity State: MO	Entity Zip Code: 65203	Entity Country: United States
Entity Mailing Address 1: 1900 West Park Drive		Entity Mailing Address 2: Suite 280	
Entity Mailing City: Westborough	Entity Mailing State: MA	Entity Mailing Zip Code: 01581	Entity Mailing Country: United States

Business Interest in Other State 15

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic WV Farms I LLC	Entity DBA:		
Entity Description: Organic Cannabis Company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 308 Massachusetts Ave NE		Entity Address 2:	
Entity City: Washington	Entity State: DC	Entity Zip Code: 20002	Entity Country: United States
Entity Mailing Address 1: 308 Massachusetts Ave NE		Entity Mailing Address 2:	
Entity Mailing City: Washington	Entity Mailing State: DC	Entity Mailing Zip Code: 20002	Entity Mailing Country: United States

Business Interest in Other State 16

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic NJ I LLC	Entity DBA:		
Entity Description: Organic Cannabis Company			
Entity Phone: 866-217-4063	Entity Email: holisticindustries@gmail.com	Entity Website:	
Entity Address 1: 333 River Street STE 627		Entity Address 2:	
Entity City: Hoboken	Entity State: NJ	Entity Zip Code: C7C3C	Entity Country: United States
Entity Mailing Address 1: 333 River Street STE 627		Entity Mailing Address 2:	
Entity Mailing City: Hoboken	Entity Mailing State: NJ	Entity Mailing Zip Code: C7C3C	Entity Mailing Country: United States

Business Interest in Other State 17

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment			
Owner First Name:	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Holistic Illinois LLC	Entity DBA:		

Entity Description: Organic Cannabis Company

Entity Phone: 866-217-4063 Entity Email:
holisticindustries@gmail.com

Entity Website:

Entity Address 1: 208 South LaSalle Street Suite 814

Entity Address 2:

Entity City: Chicago Entity State: IL

Entity Zip Code: 60604 Entity Country: United States

Entity Mailing Address 1: 208 South LaSalle Street Suite 814

Entity Mailing Address 2:

Entity Mailing City: Chicago Entity Mailing State: IL

Entity Mailing Zip Code: 60604 Entity Mailing Country:
United States

Business Interest in Other State 18

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

Owner First Name: Owner Last Name: Owner Suffix:

Entity Legal Name: Avitas Oregon Holdings Entity DBA:

Entity Description: Organic Cannabis Company

Entity Phone: 866-217-4063 Entity Email:
holisticindustries@gmail.com

Entity Website:

Entity Address 1: 308 Massachusetts Avenue NE

Entity Address 2:

Entity City: Washington Entity State: DC

Entity Zip Code: 20002 Entity Country: USA

Entity Mailing Address 1: 308 Massachusetts Avenue NE

Entity Mailing Address 2:

Entity Mailing City: Washington Entity Mailing State: DC

Entity Mailing Zip Code: 20002 Entity Mailing Country:
USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 304 Somerville Avenue

Establishment Address 2:

Establishment City: Somerville Establishment Zip Code: 02143

Approximate square footage of the establishment: 3910 How many abutters does this property have?: 7

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
Certification of Host Community Agreement	Holistic Industries HCA Certification.pdf	pdf	629e0cf43bea2b0008d327f4	06/06/2022
Plan to Remain Compliant with Local Zoning	Somerville 2022 - Plan For Ensuring Local Compliance - 2022.pdf	pdf	62ceda219ff117000832e2e0	07/13/2022
Community Outreach Meeting Documentation	Attachment C - Somerville COM notice 9-29-2022.pdf	pdf	633700062bb694000858d4df	09/30/2022
Community Outreach Meeting Documentation	Somerville Times Legal Notices 9-14-22.pdf	pdf	633701352bb694000858d7e1	09/30/2022
Community Outreach Meeting Documentation	Somerville Community Outreach Meeting Attestation 9-29-2022.pdf	pdf	63370c172bb694000858fbd8	09/30/2022

Community Outreach Meeting Documentation	Somerville Community Outreach Meeting Licensing email acknowledgment 9-29-2022.pdf	pdf	63370c1e76c666000815937b	09/30/2022
Community Outreach Meeting Documentation	STAMPED Holisitc Industries Inc dba Liberty Cannabis at 304 Som. Ave - Comm. Meeting 9-14-22 .pdf	pdf	63370c2a2bb694000858fc41	09/30/2022
Community Outreach Meeting Documentation	Community Meeting Participants - REDACTED.pdf	pdf	634eb872eb79830009f5c2a0	10/18/2022

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan - FINAL 2023.pdf	pdf	63caefe3a8e275000709daa4	01/20/2023

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other (specify) Other Role: CEO, Director
First Name: Joshua Last Name: Genderson Suffix:
RMD Association: Not associated with an RMD
Background Question: yes

Individual Background Information 2

Role: Other (specify) Other Role: Secretary, Director
First Name: David Last Name: Cohen Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: Other (specify) Other Role: Owner
First Name: Richard Last Name: Genderson Suffix:
RMD Association: RMD Owner
Background Question: yes

Individual Background Information 4

Role: Other (specify) Other Role: Director
First Name: Beni Last Name: Golani Suffix:
RMD Association: RMD Owner
Background Question: no

Individual Background Information 5

Role: Other (specify) Other Role: Director
First Name: David Last Name: Leider Suffix:

RMD Association: RMD Owner

Background Question: no

Individual Background Information 6

Role: Executive / Officer

Other Role: Chief Financial Officer

First Name: Zeeshan

Last Name: Hyder Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 7

Role: Other (specify)

Other Role:

First Name: Jason

Last Name: Goldblatt Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 8

Role: Board Member

Other Role:

First Name: Adam

Last Name: Verner Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 9

Role: Board Member

Other Role:

First Name: John

Last Name: Byrnes Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 10

Role: Board Member

Other Role:

First Name: Kirk

Last Name: Posmantur Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company

Other Role:

Entity Legal Name: Holistic Industries Inc.

Entity DBA:

Entity Description: Parent Company

Phone: 866-217-4063

Email: holisticindustries@gmail.com

Primary Business Address 1: 308 Massachusetts Avenue NE

Primary Business Address 2:

Primary Business City: Washington

Primary Business State: DC

Principal Business Zip Code:
20002

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Bylaws	Holistic Industries, Inc. (MA) - Bylaws (Effective 19-04-04).pdf	pdf	629e0d943bea2b0008d32978	06/06/2022
Articles of Organization	Inc (MA) Certified Charter 1[4].pdf	pdf	629e0daa3bea2b0008d329a9	06/06/2022
Articles of Organization	Articles of Amendment.pdf	pdf	629e0db73bea2b0008d329bd	06/06/2022
Articles of Organization	Articles of Correction to Annual Report.pdf	pdf	629e0dc53bea2b0008d32a13	06/06/2022
Department of Revenue - Certificate of Good standing	Certificate of Good Standing MA DOR Holistic MA 7.7.2022.pdf	pdf	62cd99c59ff117000831a60b	07/12/2022
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing MA UI Holistic MA 7.7.2022.pdf	pdf	62cd99eaf750650008c81e13	07/12/2022
Secretary of Commonwealth - Certificate of Good Standing	Certificate of Good Standing MA Secretary of State 7.6.2022.pdf	pdf	62cd9a099ff117000831a7d6	07/12/2022
Articles of Organization	Statement Regarding Jordan Lashmett.pdf	pdf	6397a0f6522535000845c00c	12/12/2022

No documents uploaded

Massachusetts Business Identification Number: 001377298

Doing-Business-As Name: Liberty Cannabis

DBA Registration City: Somerville

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan (Updated).pdf	pdf	632aa8868f0d7a00097a9479	09/21/2022
Proposed Timeline	Business Timeline - UPDATED.pdf	pdf	635aaa86a311610008ad582c	10/27/2022
Plan for Liability Insurance	Plan to Obtain Liability Insurance - FINAL.pdf	pdf	635c38f0bd58f9000872a285	10/28/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Security plan	Security Plan 2022.pdf	pdf	62c5bfc0f750650008c1eae9	07/06/2022
Dispensing procedures	Dispensing Procedures 22.pdf	pdf	62cda117f750650008c838c4	07/12/2022
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana and Marijuana Products 22.pdf	pdf	62cda1daf750650008c83b09	07/12/2022
Quality control and testing	Quality Control and Testing 22.pdf	pdf	62cda4059ff117000831c996	07/12/2022
Record Keeping procedures	Record Keeping Procedures 22.pdf	pdf	62cda43af750650008c83f8e	07/12/2022
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older 22.pdf	pdf	62cda47af750650008c83fc3	07/12/2022
Transportation of marijuana	Transportation of Marijuana 22.pdf	pdf	62cda5e79ff117000831ccd7	07/12/2022
Prevention of diversion	Prevention of Diversion 2022.pdf	pdf	62d867d5c4bff60009264fa6	07/20/2022
Energy Compliance Plan	Energy Compliance Plan - 2022 - updated.pdf	pdf	633ee82676c66600081c211b	10/06/2022

Maintaining of financial records	Maintaining Financial Records 22 - updated.pdf	pdf	633eebd976c66600081c2a18	10/06/2022
Qualifications and training	Qualifications and Training - 2022 update.pdf	pdf	633eed4976c66600081c2fea	10/06/2022
Inventory procedures	MA Inventory and Storage Procedures 22 - UPDATED FINAL.pdf	pdf	636176c3bd58f900087633ff	11/01/2022
Storage of marijuana	MA Inventory and Storage Procedures 22 - UPDATED FINAL.pdf	pdf	636176cbbd58f90008763416	11/01/2022
Personnel policies including background checks	Personnel Policies - UPDATED FINAL.pdf	pdf	6361785ea311610008b302d0	11/01/2022
Separating recreational from medical operations, if applicable	Separating Medical From AU - UPDATED FINAL.pdf	pdf	6361801da311610008b31057	11/01/2022
Diversity plan	Diversity Plan - 2023 Somerville FINAL.pdf	pdf	63c9727da6f09f00085811cc	01/19/2023

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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: I Understand

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: 11:00 AM	Sunday To: 5:00 AM

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:

Holistic Industries, Inc

2. Name of applicant's authorized representative:

Josh Genderson

3. Signature of applicant's authorized representative:



4. Name of municipality:

City of Somerville

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

Mayer Joseph A. Cartabene



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).*):



8. Host community agreement execution date:



Plan For Ensuring Local Compliance

Given the real-world experience of Holistic Industries, Inc. (“Holistic”), we have secured access to the necessary capital to cover expenses associated with maintaining absolute compliance with all state and local laws, rules, and regulations. With regards to ensuring continued zoning compliance at each of our facilities, we have conservatively budgeted for in-house and outsourced solutions.

In-House Expertise

To ensure strict compliance with all applicable requirements, including local zoning compliance, we intend to rely on both our Legal & Compliance Department and in-house counsel to review and analyze all applicable operational requirements, such as state and local permit renewals, changes in zoning requirements, and other critical licensing and business authorization matters. Specifically, we will rely on our nationally affiliated Senior Vice-President of Legal, Regulatory, & Government Affairs (“SVP”), as well as our National Director of Licensing, to review all company activities and operations and to ensure regulatory and ongoing zoning compliance. As an initial layer of review, we will also rely on our Regional Compliance Manager, who specifically focuses on the Massachusetts market. If any violations occur, the aforementioned individuals will ensure that we cease offending activities, provide a detailed incident report to our CEO, and develop and implement remediation measures. Then, the SVP will oversee the revision of our protocol and any required re-training to ensure absolute compliance moving forward.

Our SVP will coordinate with each of our facility’s management teams to ensure redundant measures are identified and taken to guarantee continuous zoning compliance.

Outsourced Expertise

Holistic has an outside General Counsel to advise us on regulatory, operational and zoning compliance related matters as a redundant, but necessary, measure. We have also developed relationships with numerous local attorneys who are available to assist in ensuring compliance with all local rules and ordinances. Our General Counsel, and local counsel when needed, will be tasked to review our proposed policies and procedures to ensure absolute compliance with all statutory and regulatory requirements, especially local zoning requirements. Any amendments suggested will be immediately incorporated into our protocol, as overseen by our facilities’ managers.

Local Licensing Requirements

In Somerville, Holistic is required to obtain a Special Permit in order to establish a Cannabis Retail Sales use. On June 16, 2022, the City of Somerville Planning Board unanimously approved the permit, subject to certain conditions. The Special Permit does not expire or have a term, so we do not need to take further action to maintain the permit, other than complying with the stated conditions, which we are in position to do.

Somerville also requires Holistic to obtain an Adult Use Marijuana Retailer License. On February 14, 2022, the Somerville Licensing Commission unanimously approved our application for this license, although the license will not be issued until we have received our state license and are ready to begin allowing adult use sales. The Marijuana Retailer License will be valid for five (5) years after issuance, as

long as our license with the CCC remains active. Given the aforementioned in-house and outside expertise, we will be prepared to renew the license as needed.

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday September 29th beginning at 6:00pm via Zoom. The proposed Marijuana Retailer is anticipated to be located at 304 Somerville Avenue, Somerville, MA 02143. There will be an opportunity for the public to ask questions. Email for questions, link for meeting material and the Zoom meeting link and dial in information below:

Email Address for inquiries/questions: SomervilleQuestions@libertycannabis.com

Presentation Document Access Link:

<https://www.dropbox.com/scl/fo/mjkraxaw7gl4vzpbs2a1e/h?dl=0&rlkey=8nooxktyzn3qj92nrs2rmu13n>

Zoom Meeting Link:

<https://us02web.zoom.us/j/85924046364?pwd=L3o5SXA2ajFJZlBSd3J0TTFnQ3E2Zz09>

Topic: Liberty Cannabis - Community Outreach Meeting - September 29th 6-7pm

Time: Sep 29, 2022, 06:00 PM Eastern Time (US and Canada)

Meeting ID: 859 2404 6364

Passcode: 565253


One tap mobile

+16468769923,,85924046364#,,,,*565253# US (New York)

+16469313860,,85924046364#,,,,*565253# US

LEGAL NOTICES

Legal Notices can also be viewed on our website at www.thesomervilletimes.com



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road, Somerville, Massachusetts 02145
Telefone (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVISO:

Lista de Espera Federal de Habitação Social Familiar

A Somerville Housing Authority anuncia que a lista de espera Federal **de Habitação Social Familiar** está aberta para **TODOS as opções de 1, 2, 3, 4, e 5 quartos**. A SHA tem 215 unidades familiares federais.

As solicitações podem ser obtidas na Somerville Housing Authority no 30 Memorial Road ou 530 Mystic Avenue em Somerville, MA 02145.

Se você gostaria de receber uma solicitação pelo correio, ou se tiver alguma dúvida, ligue para nosso escritório ao (617) 625-1152. Você também pode acessar à solicitação em nosso site em www.sha-web.org. Se você é uma pessoa com deficiência, você tem o direito de solicitar uma acomodação razoável.


Requisitos Gerais:

- O solicitante ou Chefe de Família deve ter 18 anos de idade ou ser um menor emancipado
- Pelo menos um (1) membro da família deve ser um cidadão dos Estados Unidos, de nacionalidade dos Estados Unidos ou não-cidadão com estatuto de imigrante elegível
- O solicitante, e todos os membros da sua família, devem revelar o número completo e preciso do seguro social (SSN) atribuído a cada um, e a documentação necessária para verificar cada SSN (exceto os não-cidadãos que não contendam com o status de imigração elegível)
- A renda bruta total de uma família não pode exceder os seguintes limites:

Família de 1 pessoa:	\$78.300
Família de 2 pessoas:	\$89.500
Família de 3 pessoas:	\$100.700
Família de 4 pessoas:	\$111.850
Família de 5 pessoas:	\$120.800
Família de 6 pessoas:	\$129.750
Família de 7 pessoas:	\$138.700
Família de 8 pessoas:	\$147.650

As solicitações serão classificadas na lista de espera, por data e hora da solicitação, e de acordo com as categorias de preferência estabelecidas.

9/14/22 The Somerville Times



OTORITE LAJMAN SOMERVILLE
30 Memorial Road, Somerville, Massachusetts 02145
Telefòn (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVI

Lis datant Federal pou Lojman Piblik pou Fanmi

Otorite Lojman Somerville anonse Lis Datant Lojman Piblik pou Fanmi Federal la ouvri pou TOUT **1, 2, 3, 4, ak 5 chanm/h**]. SHA gen 215 inite fanmi federal.

Aplikasyon yo ka jwenn nan Somerville Housing Authority nan 30 Memorial Road oswa 530 Mystic Avenue nan Somerville, MA 02145.

Si ou ta renmen pou yo voye yon aplikasyon pa lapòs ba ou, oswa si ou gen nenpòt kesyon, tanpri rele biwo nou an nan (617) 625-1152. Ou kapab jwenn aksè nan aplikasyon an tou sou sitwèb nou an nan www.sha-web.org. Si ou se yon moun andikape, ou gen dwa pou mande yon aranjman rezonab.


Kalifikasyon Egzijans:

- Aplikan an oswa Chèf Kay la dwe gen 18 an oswa yon minè emansipe
- Omwen yon (1) manm fanmi an dwe yon sitwayen ameriken, yon nasyonal ameriken oswa ki pa sitwayen ameriken ak estat imigrasyon elijib.
- Aplikan an ak nimewo vil Sekirite (social security number, SSN) bay tout moun ki bay chak moun pou yo mande yo egzaminen yo, ak kantite moun ki disponib pou verifye chak moun (SSN bay chak moun) pou yo egzaminen yo. elijib)
- Revni total brit yon kay pa ka depase limit sa yo:

Kay 1 Moun:	\$78,300
Kay 2 Moun:	\$89,500
Kay 3 Moun:	\$100,700
Kay 4 Moun:	\$111,850
Kay 5 Moun:	\$120,800
Kay 6 Moun:	\$129,750
Kay 7 Moun:	\$138,700
Kay 8 Moun:	\$147,650

Aplikasyon yo pral klase sou lis datant la dapre dat ak lè aplikasyon an ak dapre kategori preferans etabli yo.

9/14/22 The Somerville Times



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road, Somerville, Massachusetts 02145
Telephone (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

NOTICE

Federal Family Public Housing Waitlist

The Somerville Housing Authority announces the **Federal Family Public Housing Wait List** is open for **ALL 1, 2, 3, 4, and 5 bedrooms**. The SHA has 215 federal family units.

Applications may be obtained at the Somerville Housing Authority at 30 Memorial Road or 530 Mystic Avenue in Somerville, MA 02145.

If you would like to have an application mailed to you, or if you have any questions, please call our office at (617) 625-1152. You can also access the application on our website at www.sha-web.org. If you are a person with disabilities, you have the right to request a reasonable accommodation.


Eligibility Requirements:

- The applicant or Head of Household must be 18 years of age or an emancipated minor
- At least one (1) family member must be a US citizen, U.S. National or non-citizen with eligible immigration status
- The applicant and all members of the applicant's household must disclose the complete and accurate social security number (SSN) assigned to each household member, and the documentation necessary to verify each SSN (Except noncitizens who do not contend eligible immigration status)
- A household's total gross income may not exceed the following limits:

1 Person Household:	\$78,300
2 Person Household:	\$89,500
3 Person Household:	\$100,700
4 Person Household:	\$111,850
5 Person Household:	\$120,800
6 Person Household:	\$129,750
7 Person Household:	\$138,700
8 Person Household:	\$147,650

Applications will be ranked on the wait list by date and time of application and in accordance with established preference categories

9/14/22 The Somerville Times



OTORITE LAJMAN SOMERVILLE
30 Memorial Road, Somerville, Massachusetts 02145
Telefòn (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVI

Lis datant Federal pou Lojman Piblik pou Granmoun

Otorite Lojman Somerville lan anonse Lis Datant Lojman Piblik Federal pou granmoun aje yo ouvri pou TOUT **1 ak 2 chanm**. SHA gen 369 inite federal pou granmoun aje.

Aplikasyon yo ka jwenn nan Somerville Housing Authority nan 30 Memorial Road oswa 530 Mystic Avenue nan Somerville, MA 02145.

Si ou ta renmen pou yo voye yon aplikasyon pa lapòs ba ou, oswa si ou gen nenpòt kesyon, tanpri rele biwo nou an nan (617) 625-1152. Ou kapab jwenn aksè nan aplikasyon an tou sou sitwèb nou an nan www.sha-web.org. Si ou se yon moun andikape, ou gen dwa pou mande yon aranjman rezonab.

Kalifikasyon Egzijans:

- Chèf Kay la, Konjwen oswa Ko-Tèt la dwe gen 62 an oswa plis, oswa yon moun ki gen andikap ant laj 18 ak 61
- Omwen yon (1) manm fanmi an dwe yon sitwayen ameriken, yon nasyonal ameriken oswa ki pa sitwayen ameriken ak estat imigrasyon elijib.
- Aplikan an ak nimewo vil Sekirite (social security number, SSN) bay tout moun ki bay chak moun pou yo mande yo egzaminen yo, ak kantite moun ki disponib pou verifye chak moun (SSN bay chak moun) pou yo egzaminen yo. elijib)
- Revni total brit yon kay pa ka depase limit sa yo:


Kay 1 Moun:	\$78,300
Kay 2 Moun:	\$89,500
Kay 3 Moun:	\$100,700
Kay 4 Moun:	\$111,850
Kay 5 Moun:	\$120,800
Kay 6 Moun:	\$129,750
Kay 7 Moun:	\$138,700
Kay 8 Moun:	\$147,650

Aplikasyon yo pral klase sou lis datant la dapre dat ak lè aplikasyon an ak dapre kategori preferans etabli yo.

9/14/22 The Somerville Times

LEGAL NOTICES

Legal Notices can also be viewed on our website at www.thesomervilletimes.com



AUTORIDAD DE VIVIENDA DE SOMERVILLE
30 Memorial Road, Somerville, Massachusetts 02145
Teléfono (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVISO

Lista de espera de viviendas públicas federales para familias

La Autoridad de Vivienda de Somerville (Somerville Housing Authority, SHA) anuncia que la **Lista de espera de viviendas públicas federales para familias** está abierta para TODAS las casas con **1, 2, 3, 4 y 5 dormitorios**. La SHA cuenta con 215 unidades familiares federales.

Las solicitudes se pueden obtener en el establecimiento de la Autoridad de Vivienda de Somerville: **30 Memorial Road o 530 Mystic Avenue en Somerville, MA 02145.**

Si desea que se le envíe una solicitud por correo postal, o si tiene alguna pregunta, llame a nuestra oficina al (617) 625-1152. También puede acceder a la solicitud en nuestra página web: www.sha-web.org. Si usted es una persona con discapacidad, tiene derecho a solicitar una adaptación razonable.

Requisitos de elegibilidad:

- El solicitante o cabeza de familia debe tener 18 años o ser un menor emancipado.
- Al menos un (1) miembro de la familia debe ser ciudadano o nacional de los EE. UU., o bien, si no es ciudadano, debe tener un estatus de inmigración elegible.
- El solicitante y todos los miembros de su hogar deben comunicar de forma completa y exacta el número del Seguro Social (Social Security Number, SSN) que se le asigna a cada miembro del hogar, así como presentar la documentación necesaria para verificar cada SSN (excepto las personas sin ciudadanía que no afirmen tener un estatus de inmigración elegible).
- Los ingresos brutos totales de un hogar no pueden superar los siguientes límites:

Hogar con una persona: \$78,300

Hogar con dos personas: \$89,500

Hogar con tres personas: \$100,700

Hogar con cuatro personas: \$111,850

Hogar con cinco personas: \$120,800


Hogar con seis personas: \$129,750

Hogar con siete personas: \$138,700

Hogar con ocho personas: \$147,650

Las solicitudes se clasificarán en la lista de espera según la fecha y la hora de la solicitud, y de acuerdo con las categorías de preferencia establecidas.

9/14/22 The Somerville Times



AUTORIDAD DE VIVIENDA DE SOMERVILLE
30 Memorial Road, Somerville, Massachusetts 02145
Teléfono (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVISO

Lista de espera de viviendas públicas federales para adultos mayores

La Autoridad de Vivienda de Somerville (Somerville Housing Authority, SHA) anuncia que la **Lista de espera de viviendas públicas federales para adultos mayores** está abierta para TODAS las casas con **1 y 2 dormitorios**. La SHA cuenta con 369 unidades federales para adultos mayores.

Las solicitudes se pueden obtener en el establecimiento de la Autoridad de Vivienda de Somerville: **30 Memorial Road o 530 Mystic Avenue en Somerville, MA 02145.**

Si desea que se le envíe una solicitud por correo postal, o si tiene alguna pregunta, llame a nuestra oficina al (617) 625-1152. También puede acceder a la solicitud en nuestra página web: www.sha-web.org. Si usted es una persona con discapacidad, tiene derecho a solicitar una adaptación razonable.

Requisitos de elegibilidad:

- El/la cabeza de familia o su cónyuge o corresponsable debe ser mayor de 62 años, o bien, debe ser una persona con discapacidades de entre 18 y 61 años.
- Al menos un (1) miembro de la familia debe ser ciudadano o nacional de los EE. UU., o bien, si no es ciudadano, debe tener un estatus de inmigración elegible.
- El solicitante y todos los miembros de su hogar deben comunicar de forma completa y exacta el número del Seguro Social (Social Security Number, SSN) que se le asigna a cada miembro del hogar, así como presentar la documentación necesaria para verificar cada SSN (excepto las personas sin ciudadanía que no afirmen tener un estatus de inmigración elegible).
- Los ingresos brutos totales de un hogar no pueden superar los siguientes límites:

Hogar con una persona: \$78,300

Hogar con dos personas: \$89,500

Hogar con tres personas: \$100,700

Hogar con cuatro personas: \$111,850

Hogar con cinco personas: \$120,800


Hogar con seis personas: \$129,750

Hogar con siete personas: \$138,700

Hogar con ocho personas: \$147,650

Las solicitudes se clasificarán en la lista de espera según la fecha y la hora de la solicitud, y de acuerdo con las categorías de preferencia establecidas.

9/14/22 The Somerville Times



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road, Somerville, Massachusetts 02145
Telephone (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

NOTICE

Federal Family Public Housing Waitlist

The Somerville Housing Authority announces the **Federal Elderly Public Housing Wait List** is open for **ALL 1 and 2 bedrooms**. The SHA has 369 federal elderly units.

Applications may be obtained at the Somerville Housing Authority at 30 Memorial Road or 530 Mystic Avenue in Somerville, MA 02145.

If you would like to have an application mailed to you, or if you have any questions, please call our office at (617) 625-1152. You can also access the application on our website at www.sha-web.org. If you are a person with disabilities, you have the right to request a reasonable accommodation.

Eligibility Requirements:

- The applicant or Head of Household must be age 62 or older, or between age 18 and 61 and meet the HUD definition of a disabled individual.
- At least one (1) family member must be a US citizen, U.S. National or non-citizen with eligible immigration status
- The applicant and all members of the applicant’s household must disclose the complete and accurate social security number (SSN) assigned to each household member, and the documentation necessary to verify each SSN (Except noncitizens who do not contend eligible immigration status)
- A household’s total gross income may not exceed the following limits:

1 Person Household: \$78,300

2 Person Household: \$89,500

3 Person Household: \$100,700

4 Person Household: \$111,850

5 Person Household: \$120,800


6 Person Household: \$129,750

7 Person Household: \$138,700

8 Person Household: \$147,650

Applications will be ranked on the wait list by date and time of application and in accordance with established preference categories

9/14/22 The Somerville Times



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road, Somerville, Massachusetts 02145
Telephone (617) 625-1152 Fax (617) 628-7057 TDD (617) 628-8889

AVISO:

Lista de Espera Federal de Habitação Social para Idosos

A Somerville Housing Authority anuncia que a lista de espera Federal de Habitação Social para Idosos está aberta para **TODOS** as opções de **1 e 2 quartos**. A SHA tem 369 unidades federais para idosos.

As solicitações podem ser obtidas na Somerville Housing Authority no 30 Memorial Road ou 530 Mystic Avenue em Somerville, MA 02145.

Se você gostaria de receber uma solicitação pelo correio, ou se tiver alguma dúvida, ligue para nosso escritório ao (617) 625-1152. Você também pode acessar à solicitação em nosso site em www.sha-web.org. Se você é uma pessoa com deficiência, você tem o direito de solicitar uma acomodação razoável.

Requisitos Gerais:

- O chefe de família, cônjuge ou co-chefe deve ter 62 anos ou mais, ou ser uma pessoa com deficiência entre 18 e 61 anos de idade.
- Pelo menos um (1) membro da família deve ser um cidadão dos Estados Unidos, de nacionalidade dos Estados Unidos ou não-cidadão com estatuto de imigrante elegível
- O solicitante, e todos os membros da sua família, devem revelar o número completo e preciso do seguro social (SSN) atribuído a cada um, e a documentação necessária para verificar cada SSN (exceto os não-cidadãos que não contendam com o status de imigração elegível)
- A renda bruta total de uma família não pode exceder os seguintes limites:

Família de 1 pessoa: \$78.300

Família de 2 pessoas: \$89.500

Família de 3 pessoas: \$100.700

Família de 4 pessoas: \$111.850

Família de 5 pessoas: \$120.800

Família de 6 pessoas: \$129.750

Família de 7 pessoas: \$138.700

Família de 8 pessoas: \$147.650

As solicitações serão classificadas na lista de espera, por data e hora da solicitação, e de acordo com as categorias de preferência estabelecidas.

9/14/22 The Somerville Times

LEGAL NOTICES

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NOTICE OF FINDING OF NO SIGNIFICANT IMPACT (FONSI)

NOTICE OF INTENT TO REQUEST RELEASE OF FUNDS (NOI/RROF)

Date of Publication: September 8, 2022

Responsible Entities City of Somerville
Mayor's Office of Strategic Planning and
Community Development
93 Highland Avenue, 3rd floor,
Somerville, MA 02143
Tel: 617-625-6600, x. 2565

This combined notice is intended to satisfy two separate, but related, procedural requirements for activities to be undertaken by the City of Somerville (The City), acting by and through the Mayor's Office of Strategic Planning and Community Development (OSPCD).

On or about September 29, 2022 The City will submit a request to the U.S. Dept. of Housing and Urban Development (HUD), Boston Regional Office, for the release of HOME Investments Partnerships Program funds under Title II of the Cranston-Gonzales National Affordable Housing Act, 32 U.S.C. 12701 et seq., as amended, to undertake Phase II of a project known as the Mystic Water Works located at 2 Capen Ct, Somerville, MA, for the purpose of creating up to 21, 1-bedroom units for low-income seniors and non-elderly disabled through acquisition, demolition, and construction on the area where a non-historic vacant garage sits. Total development cost for Phase 2, including acquisition, remediation, demolition, construction, soft costs, utility related and other site work, and development fees, is estimated at \$14,934,650, of which The City's share is estimated at \$1,716,000.

FINDING OF NO SIGNIFICANT IMPACT

The City and DHCD have determined that the project will have no significant impact on the human environment. Therefore, an Environmental Impact Statement under the National Environmental Policy Act (NEPA) of 1969 is not required. An Environmental Review Record (ERR) documenting the environmental determinations for this project is on file at SPCD, 3rd floor, City Hall, 93 Highland Additional project information is contained in the Environmental Review Record (ERR) on file at the Housing Programs, 2nd floor, City Hall Annex, 50 Evergreen Avenue, Somerville, MA 02143 and may be examined and/or copied Monday-Wednesday from 8:30 a.m. - 4:30 p.m.; Thursday from 8:30 a.m. - 7:30 p.m.; and Friday from 8:30 a.m. - 12:30 p.m.

PUBLIC COMMENTS

Any individual, group, or agency may submit written comments on the ERR to The City at the address given above. All comments received by the end of the business day on September 21, 2022 will be considered by The City prior to authorizing submission of a request for release of funds. Comments should specify which Notice they are addressing.

ENVIRONMENTAL CERTIFICATION

The City certifies to HUD/Boston that Alan Inacio, in his capacity as Director of Finance and Community Development and Certifying Officer of the City of Somerville, consents to accept the jurisdiction of the Federal Courts if an action is brought to enforce responsibilities in relation to the environmental review process and that these responsibilities have been satisfied. HUD/Boston's approval of the certification satisfies its responsibilities under NEPA and related laws and authorities, and allows The City to use Program funds.

OBJECTIONS TO RELEASE OF FUNDS

(The City and DHCD are referred to generically in this paragraph as "RE", which stands for "Responsible Entity".) HUD/Boston will accept objections to its release of funds and The City's certification for a period of fifteen days following the anticipated submission date or its actual receipt of request (whichever is later) only if they are on one of the following bases: (a) the certification was not executed by the Certifying Officers of The City; (b) the The City has omitted a step or failed to make a decision or finding required by HUD regulations at 24 CFR Part 58; (c) the grant recipient or other participants in the development process have committed funds, or incurred costs or undertaken activities not authorized by 24 CFR Part 58 before approval of a release of funds by HUD/Boston; or (d) another Federal agency acting pursuant to 40 CFR Part 1504 has submitted a written finding that the project is unsatisfactory from the standpoint of environmental quality. Objections must be prepared and submitted in accordance with the required procedures (24 CFR Part 58, Sec. 58.76) and shall be addressed to: HUD/Office of Community Planning & Development, Thomas P. O'Neil Jr. Federal Building, 10 Causeway Street, 5th floor, Boston, MA 02222-1092. Potential objectors should contact HUD/Boston (617-994-8200) to verify the actual last day of the objection period.

Alan Inacio, Director of Finance and Community Development, OSPCD

9/14/22 The Somerville Times



BID ADVERTISEMENT

The Somerville Housing Authority, the Awarding Authority, invites e-bids from DCAM Certified Roofing Contractors for the Partial Roofing Replacement at the (200-2) Mystic River Apartments Development, 30 Memorial Road in Somerville, Massachusetts, DHCD No. 274145, in accordance with the documents prepared by SOCOTEC AE Consulting Inc. of Boston, Massachusetts.

The Project consists of: The replacement of all existing low-sloped built-up roofing with a new modified bitumen roofing system over the existing precast concrete modular additions at designated buildings and locations. Also, the project includes roofing at the Administration Building that involves the replacement of existing built-up roofing with a new EPDM single-ply membrane roofing and asphalt shingles with new prefinished standing seam metal roofing, and related work,

The work is estimated to cost **\$ 335,000.00, including Alternates.**

Bids are subject to M.G.L. c.149 §44A-J & to minimum wage rates as required by M.G.L. c.149 §526 to 27H inclusive.

General bidders must be certified by DCAMM pursuant to M.G.L.c. 149 Section 44D. The General Bidder must be certified eligible in the DCAMM Prime/General category in **ROOFING**.

General bids shall be accompanied by a bid deposit that is not less than five (5%) of the greatest possible bid amount (considering all alternates) and made payable to the **Somerville Housing Authority**.

THIS PROJECT IS BEING ELECTRONICALLY BID AND HARD COPY BIDS WILL NOT BE ACCEPTED. Please review the instructions in the bid documents on how to register as an electronic bidder. The bids are to be prepared and submitted at www.biddocsonline.com. Tutorials and instruction on how to complete the electronic bid documents are available online (click on the "Tutorial" tab at the bottom footer of the website).

General Bids will be received until **2:00 PM, Wednesday September 22, 2022**, and publicly opened online forthwith. All Bids will be submitted online at www.biddocsonline.com and received no later than the date and time specified above. Bid Forms and Contract Documents will be available for pick-up at www.biddocsonline.com (may be viewed electronically and hardcopy requested) or at Nashoba Blue, Inc. at 433 Main Street, Hudson, MA 01749 (978-568-1167).

There is a plan deposit of \$ 50 per set (maximum of 2 sets) payable to **BidDocs ONLINE Inc.** Plan deposits may be electronically paid or by check. The deposit will be refunded for up to two sets for general bidders and for one set for sub-bidders upon the return of the sets in good condition within thirty (30) days of receipt of general bids. Otherwise, the deposit shall be the property of the Awarding Authority. Additional sets may be purchased for \$50.00. Bidders requesting Contract Documents to be mailed to them shall include a separate check for **\$40.00** per set for UPS Ground (or \$65 per set for UPS overnight), payable to **BidDocs ONLINE, Inc.**, to cover mail handling costs.

General bidders must agree to contract with minority and women business enterprises as certified by the Supplier Diversity Office (SDO), formerly known as SOMWBA. The combined participation goal reserved for such enterprises shall not be less than 10.4% of the final contract price including accepted alternates. **See Contract Documents - Article 3 of the Instructions to Bidders.**

The site will be available for inspection at **10:00 AM on Thursday, September 15, 2022**. Please meet at Mystic River Apartments, Facilities Office, 30 Memorial Road, Somerville, MA 02145.

Somerville Housing Authority
August 29, 2022

9/7/22, 9/14/22 The Somerville Times

Legal Notice

AT&T Mobility, LLC is proposing to modify the existing building wireless telecommunications facility located at 230 Highland Avenue, Somerville, Middlesex County, Massachusetts 02143 (N42° 23' 23.7" and W71° 06' 35.1"). AT&T Mobility, LLC invites comments from any interested party on the impact the proposed undertaking may have on any districts, sites, buildings, structures, or objects significant in American history, archaeology, engineering, or culture that are listed or determined to be eligible for listing in the National Register of Historic Places under National Historic Preservation Act Section 106. Parties interested in commenting on this Federal undertaking or with questions on the proposed facility should contact Impact7G, Inc. at 8951 Windsor Parkway, Johnston, IA 50131 or call 515-473-6256 and reference project #NE 945/JC. Comments must be received within 30 days of the date of this notice.

9/14/22 The Somerville Times

City of Somerville
ZONING BOARD OF APPEALS

City Hall 3rd Floor, 93 Highland Avenue, Somerville MA 02143

PUBLIC HEARING NOTICE

The **Somerville Zoning Board of Appeals (ZBA)** will hold a virtual public hearing on **Wednesday, September 21, 2022, at 6:00pm** through GoToWebinar.

Pursuant to Chapter 107 of the Acts of 2022, this meeting of the Zoning Board of Appeals will be conducted via remote participation. An audio recording of these proceedings will be available upon request to planning@somervillema.gov.

TO USE A COMPUTER

Link: <https://attendee.gotowebinar.com/register/10369919652208140>
Webinar ID: 932-908-051

TO CALL IN

Phone number: 1 (914) 614-3221
Access code: 765-761-656

The Zoning Board will consider the following pursuant to M.G.L. 40A and the Somerville Zoning Ordinance:

21 Francesca Avenue Manuel Zepeda and Katherine Jong propose to establish a Backyard Cottage in the Neighborhood Residence (NR) district which requires Site Plan Approval.

Development review application submittal materials and other documentation may be viewed online at <https://www.somervillema.gov/departments/ospcd/planning-and-zoning/reports-and-decisions>.

Interested persons may provide comments to the Zoning Board of Appeals at the hearing or by submitting written comments by mail to Planning & Zoning Division, 3rd Floor City Hall, 93 Highland Avenue, Somerville, MA 02143; or by email to planning@somervillema.gov.

9/7/22, 9/14/22 The Somerville Times



EQUAL HOUSING OPPORTUNITY

SOMERVILLE HOUSING AUTHORITY
30 Memorial Road
Somerville, Massachusetts 02145
Telephone (617) 625-1152

Web: www.sha-web.org

The Somerville Housing Authority is requesting quotes from qualified Electrical Contractors to perform electrical work including installations and repairs on an as needed basis. Proposals should include an hourly rate for electrical services.

Term: 6 – 12 months

Not to exceed \$50,000.00

Quotes are subject to M.G.L c.149 sec.44A (2)(A) and to minimum wage rates as required by M.G.L c.149 §526 to 27H inclusive.

Scope of work: The Contractor shall provide all labor and tools to provide the necessary work as directed for the completion of the electrical services at the SHA's various developments. The Contractor shall apply for and obtain permits and regulatory approvals as may be required. The SHA shall reimburse the contractor the amount paid. The cost shall be identified and included in the monthly invoice.

The Contractor shall be required on site within one week as scheduled by SHA.

Stock and Materials: The Contractor shall use SHA furnished fixtures and finishes unless otherwise authorized. Items purchased by the Contractor at the SHA's request shall be billed at no more than cost plus 15%. The Contractor will be required to present the original itemized invoice to the SHA. The cost shall be identified and included in the monthly invoice.

Payment Invoicing: Contractor's invoicing must be itemized to reflect contract pricing for each item.


Contractors who intend on bidding shall email Ryan Cumiskey at Ryan@sha-web.org after **11:00AM on Thursday, September 8th** to request a bid package.

Proposals must be received by **2:00PM on Thursday, September 22nd**. Proposals can be emailed to Ryan@sha-web.org. Please contact Ryan Cumiskey at Ryan@sha-web.org with any questions.

9/7/22, 9/14/22 The Somerville Times

LEGAL NOTICES

Legal Notices can also be viewed on our website at www.thesomervilletimes.com



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road
Somerville, Massachusetts 02145
Telephone (617) 625-1152

Web: www.sha-web.org

ADVERTISEMENT

The Somerville Housing Authority is requesting quotes from qualified Plumbing Contractors to perform plumbing work including installations and repairs on an as needed basis. Proposals should include an hourly rate for plumbing services.

Term: 6 – 12 months
Not to exceed \$50,000.00

Quotes are subject to M.G.L c.149 sec.44A (2)(A) and to minimum wage rates as required by M.G.L c.149 §§26 to 27H inclusive.

Scope of work: The Contractor shall provide all labor and tools to provide the necessary work as directed for the completion of the plumbing services at the SHA's various developments. The Contractor shall apply for and obtain permits and regulatory approvals as may be required. The SHA shall reimburse the contractor the amount paid. The cost shall be identified and included in the monthly invoice.

The Contractor shall be required on site within one week as scheduled by SHA.


Stock and Materials: The Contractor shall use SHA furnished fixtures and finishes unless otherwise authorized. Items purchased by the Contractor at the SHA's request shall be billed at no more than cost plus 15%. The Contractor will be required to present the original itemized invoice to the SHA. The cost shall be identified and included in the monthly invoice.

Payment Invoicing: Contractor's invoicing must be itemized to reflect contract pricing for each item.

Contractors who intend on bidding shall email Ryan Cummiskey at RyanC@sha-web.org after **11:00AM on Thursday, September 8th, 2022**, to request a bid package.

Proposals must be received by **2:00PM on Thursday, September 22nd, 2022**. Proposals can be emailed to RyanC@sha-web.org. Please contact Ryan Cummiskey at RyanC@sha-web.org with any questions.

9/7/22, 9/14/22 The Somerville Times



**CITY OF SOMERVILLE
PROCUREMENT & CONTRACTING SERVICES
INVITATION FOR BIDS
RFQ# 2023-03 V2**

The City of Somerville, through the Procurement & Contract Services Department invites sealed bids for:

Records Inventory Management

The bid package may be obtained online at <https://www.somervillema.gov/procurement> or from the City of Somerville's electronic bidding platform at <http://www.somervillema.gov/BidExpress> on or after: **Wednesday, September 14, 2022**. Sealed bids will be received at the PCS Department, Somerville City Hall, and 93 Highland Ave., Somerville, MA, 02143 or via Bid Express until: **2:00 pm, Wednesday, September 28, 2022**.

The City of Somerville reserves the right to reject any or all bids, waive any minor informality in the RFP process, and accept the proposal(s) deemed to be in the best interests of the City of Somerville.

Please email purchasing@somervillema.gov for more information.

Jordan T. Remy
Procurement Analyst
617-625-6600 x3409

9/14/22 The Somerville Times



**CITY OF SOMERVILLE
PROCUREMENT AND CONTRACTING SERVICES DEPARTMENT
IFB #23-14**

The City of Somerville, through the Procurement & Contract Services Department invites sealed bids for:


Printing & Mailing Services for Water Bills

An Invitation for Bid may be obtained online at www.bidexpress.com, <https://www.somervillema.gov/procurement>, or PCS Department, Somerville City Hall, 93 Highland Ave., Somerville, MA, 02143 on or after **09/14/2022**. Sealed bids will be received at above office until: **09/29/2022 2:00PM EST**. The Chief Procurement Officer reserves right to reject any or all proposals if, in her sole judgment, the best interest of the City of Somerville would be served by so doing.

Please contact PCS Department at acaruth@somervillema.gov for more information.

Thupten Chukhsang
Senior Procurement Manager
617-625-6600 x3400

9/14/22 The Somerville Times



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road
Somerville, Massachusetts 02145
Telephone (617) 625-1152

Web: www.sha-web.org

ADVERTISEMENT

The Somerville Housing Authority the Awarding Authority, invites quotes from Flooring Vendors for the Elderly 667-4, Development for the Somerville Housing Authority in Somerville Massachusetts, in accordance with the documents prepared by SHA Modernization Department

Quotes are subject M.G.L. c.30 § 39M & to minimum wage rates as required by M.G.L. c.149 §§26 to 27H inclusive.


The work is estimated to cost \$ **50,000.00**

Quote packages will be available after **11:00AM on Thursday, September 8th, 2022**. Please email Ryan Cummiskey at RyanC@sha-web.org to request a quote package.

Quotes must be received no later than **2:00PM on Thursday, September 22nd, 2022**, by preferred method of email to RyanC@sha-web.org.

Questions should be directed to Ryan Cummiskey at 617-625-1152 x 330

9/7/22, 9/14/22 The Somerville Times



SOMERVILLE HOUSING AUTHORITY
30 Memorial Road
Somerville, Massachusetts 02145
Telephone (617) 625-1152

Web: www.sha-web.org

ADVERTISEMENT

The Somerville Housing Authority the Awarding Authority, invites quotes from Doors, Frames, and Hardware Vendors for the Elderly 667-4, Development for the Somerville Housing Authority in Somerville Massachusetts, in accordance with the documents prepared by SHA Modernization Department

Quotes are subject M.G.L. c.30 § 39M & to minimum wage rates as required by M.G.L. c.149 §§26 to 27H inclusive.

The work is estimated to cost \$ **50,000.00**

Quote packages will be available after **11:00AM on Thursday, September 8th, 2022**. Please email Ryan Cummiskey at RyanC@sha-web.org to request a quote package.

Quotes must be received no later than **2:00PM on Thursday, September 22nd, 2022**, by preferred method of email to RyanC@sha-web.org.

Questions should be directed to Ryan Cummiskey at 617-625-1152 x 330

9/7/22, 9/14/22 The Somerville Times

Legal Notice

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **Thursday September 29th** beginning at 6:00pm via Zoom. The proposed Marijuana Retailer is anticipated to be located at 304 Somerville Avenue, Somerville, MA 02143. There will be an opportunity for the public to ask questions. Email for questions, link for meeting material and the Zoom meeting link and dial in information below:

Email Address for inquiries/questions:
SomervilleQuestions@libertycannabis.com

Presentation Document Access Link:
<https://www.dropbox.com/scl/fo/mjkraxaw7gl4vzpd5a1e/h?dl=0&rlkey=8nooxktyzn3qj92nrs2rmu13n>

Zoom Meeting Link:
<https://us02web.zoom.us/j/85924046364?pwd=L3o5SXA2ajFJZlBSd3J0TTFnO3E2Zz09>

Topic: Liberty Cannabis - Community Outreach Meeting - **September 29th 6-7pm**

Time: Sep 29, 2022, 06:00 PM Eastern Time (US and Canada)

Meeting ID: 859 2404 6364
Passcode: 565253

One tap mobile
+16468769923,,85924046364#,,,,*565253# US (New York)
+16469313860,,85924046364#,,,,*565253# US

9/14/22 The Somerville Times

Legal Notices can be downloaded from our website: www.TheSomervilleTimes.com

TO PLACE LEGAL ADVERTISEMENTS IN THE SOMERVILLE TIMES,
CONTACT US BY 12 PM MONDAY
PHONE: 857-488-5138

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:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



Subject: RE: Liberty Cannabis - 304 Somerville Ave - Community Outreach Meeting Notice
Date: Wednesday, September 14, 2022 at 9:22:55 AM Eastern Daylight Time
From: Lori J. Batzek
To: David Cohen
CC: LICENSING
Attachments: image001.png, Holisitc Industries Inc dba Liberty Cannabis at 304 Som. Ave - Comm. Meeting 9-29-22 .pdf

[EXTERNAL]

Kindly find a copy of the Community Outreach Meeting for 9/29/22, time stamped.

Cordially Yours,

Lori Jean Batzek

Lori Jean Batzek
Secretary to the Somerville Licensing Commission
93 Highland Ave.
Somerville, MA 02143
ljbatzek@somervillema.gov
617-625-6600 ext. 4108

From: David Cohen <david.cohen@holisticindustries.com>
Sent: Wednesday, September 14, 2022 8:24 AM
To: LICENSING <LICENSING@somervillema.gov>
Subject: Liberty Cannabis - 304 Somerville Ave - Community Outreach Meeting Notice
Importance: High

Good morning. Please find attached the Notice for Holistic Industries Inc.'s (d/b/a Liberty Cannabis) Community Outreach Meeting scheduled for Thursday, September 29th at 6pm EST.

If you could please acknowledge receipt of this notice by responding to this email it would be greatly appreciated.

Best,
David Cohen



David Cohen
Director of Property Pursuit and Management, Holistic Industries
www.HolisticIndustries.com

NOTICE OF CONFIDENTIALITY:

This email and any attachments to it are the property of Holistic Industries, Inc. The information in this transmission is private, confidential, and is intended solely for the use of the addressee and may not be disclosed or distributed to anyone else. No person should use or rely upon the information contained in this transmission. Personal messages sent from this address express solely the views of the sender and not of the company. If you received this transmission in error, please notify the company immediately and delete this transmission and any materials that pertain to this transmission..

City of Somerville Public Records Notice

Please be advised that the Massachusetts Attorney General has determined that email is a public record unless the content of the email falls within one of the stated exemptions under the Massachusetts Public Records Laws.



September 12, 2022

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday September 29th beginning at 6:00pm via Zoom. The proposed Marijuana Retailer is anticipated to be located at 304 Somerville Avenue, Somerville, MA 02143. There will be an opportunity for the public to ask questions. Email for questions, link for meeting material and the Zoom meeting link and dial in information below:

Email Address for inquiries/questions: SomervilleQuestions@libertycannabis.com

Presentation Document Access Link:

<https://www.dropbox.com/scl/fo/mjkraxaw7gl4vzpbs2a1e/h?dl=0&rlkey=8nooxktyzn3qj92nrs2rmu13n>

Zoom Meeting Link:

<https://us02web.zoom.us/j/85924046364?pwd=L3o5SXA2ajFjZlBSd3J0TTFnQ3E2Zz09>

Topic: Liberty Cannabis - Community Outreach Meeting - September 29th 6-7pm

Time: Sep 29, 2022 06:00 PM Eastern Time (US and Canada)

Meeting ID: 859 2404 6364

Passcode: 565253

One tap mobile

+16468769923,,85924046364#,,,,*565253# US (New York)

+16469313860,,85924046364#,,,,*565253# US

2022 SEP 14 A 9:13
CITY CLERK'S OFFICE
SOMERVILLE, MA

Name (Original Name)	User Email	Join Time	Leave Time	Duration (Mi Guest	Recording Cc In Waiting Room
		9/29/22 17:42	9/29/22 18:33	51 No	No
		9/29/22 17:43	9/29/22 17:43	1 Yes	Yes
		9/29/22 17:43	9/29/22 18:33	50 Yes	No
		9/29/22 17:50	9/29/22 17:50	1 Yes	Yes
		9/29/22 17:50	9/29/22 18:33	43 Yes	No
		9/29/22 17:56	9/29/22 17:56	1 Yes	Yes
		9/29/22 17:56	9/29/22 18:33	38 Yes	No
		9/29/22 17:56	9/29/22 17:56	1 No	Yes
		9/29/22 17:56	9/29/22 17:56	1 Yes	Yes
		9/29/22 17:56	9/29/22 18:33	37 No	No
		9/29/22 17:56	9/29/22 18:24	28 Yes	No
		9/29/22 17:57	9/29/22 17:57	1 Yes	Yes
		9/29/22 17:57	9/29/22 18:33	36 Yes	No
		9/29/22 17:59	9/29/22 17:59	1 Yes	Yes
		9/29/22 17:59	9/29/22 18:33	34 Yes	No
		9/29/22 17:59	9/29/22 17:59	1 No	Yes
		9/29/22 17:59	9/29/22 18:33	34 No	No
		9/29/22 18:00	9/29/22 18:00	1 Yes	Yes
		9/29/22 18:00	9/29/22 18:33	34 Yes	No
		9/29/22 18:09	9/29/22 18:09	1 Yes	Yes
		9/29/22 18:09	9/29/22 18:30	21 Yes	No

Positive Impact Plan - 2023

Holistic Industries, Inc. (“Holistic”) is committed to positively impacting areas of disproportionate impact within the Commonwealth of Massachusetts.

Holistic acknowledges, is aware of, and will adhere to the requirements outlined 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, will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

Goals

Our Positive Impact goals are to:

1. Support at least two local organizations in a community of disproportionate impact, and the location of our company’s cultivation and processing facility, Monson, whose goals align with our own in providing assistance to, or new economic opportunities for, residents in an area of disproportionate impact by contributing at least \$5,000 per year to such organizations in the aggregate.
2. Develop, organize, fund, and hold public educational sessions within an area of disproportionate impact, Monson, for current and former residents who suffer from chronic pain. The Chronic Pain Alternatives Workshop series will be taught by a Healthcare Professional and will focus on educating people about non-opioid alternatives, including cannabis, to pain treatment.

Programs

Supporting Local Monson Organizations (Goal #1)

Holistic will annually contribute company resources (at least \$5,000 total) to positively affect areas of disproportionate impact. Our program will consist of providing charitable donations to at least two local non-profits on an annual basis. In order to achieve this goal, the following programs will be instituted:

- **Monson Free Public Library:** Holistic will contribute financially to the non-profit arm of the Monson Free Public Library on an annual basis. This amount shall be a minimum of \$2,500 annually. The donation will allow the Library to purchase additional books and equipment, and to develop and provide additional programs, that will directly benefit the residents of Monson.
- **Monson Council on Aging:** Holistic will contribute financially to this organization on an annual basis. This amount shall be a minimum of \$2,500 annually. The donation will allow the Council to continue to provide free rides for elderly residents of Monson to medical appointments and other errands, while also funding other programs that will positively benefit Monson’s seniors.

Producing Educational Sessions Regarding Pain Treatment (Goal #2)

The consequences of the opioid epidemic have been tragic; no local town or city has escaped an increase in overdoses and deaths. While opioids have a specialized role in the medically supervised treatment of certain types of chronic pain, most patients and their doctors would prefer non-opioid options to relieve pain with fewer safety and addiction concerns.

Holistic is committed to educating and helping people from areas of disproportionate impact in Massachusetts who suffer from chronic pain find non-opioid alternatives. Accordingly, Holistic will pilot the Chronic Pain Alternatives Workshops series at the Monson Public Library and test for expansion to other disproportionately impacted areas in the state.

- Educational sessions will be open to the public and will be taught by a Healthcare Professional
- Sessions will be recorded and made available virtually in order to expand access
- The content will be tailored to the concerns and needs of the local disproportionately impacted communities

Measurements

Goal #1

In order to measure the contribution of at least \$5,000 annually in the aggregate to at least two Monson non-profits, the following metrics will be instituted:

- Monson Free Public Library: Holistic will track financial contributions made to this organization and obtain a letter of support from the Library confirming our contributions. Holistic will maintain proof of financial contributions via the letter produced by the Library evincing the date and amount of contribution. This record will be maintained by the company for 5 years at a minimum. These records will be made available to CCC upon request.
- Monson Council on Aging: Holistic will track financial contributions made to this organization and obtain a letter of support from the Council. Holistic will maintain proof of financial contributions via the letter produced by the Council on Aging evincing the date and amount of contribution. This record will be maintained by the company for 5 years at a minimum. These records will be made available to CCC upon request.

Goal #2


In order to measure the progress of the Chronic Pain Alternatives Workshop series, we will institute the following metrics:

- Holistic will track the number of educational sessions held, and will record the number of residents from disproportionately impacted areas who attend
- Holistic will provide copies of materials used during the educational sessions

- After educational sessions, Holistic will anonymously survey attendees in order to obtain feedback regarding the positive impacts of the program and how it can be improved. Copies of these surveys will be provided to the CCC

CERTIFICATE OF SECRETARY OF
HOLISTIC INDUSTRIES, INC.

I hereby certify that I am the duly elected and acting Secretary of Holistic Industries, Inc., a Massachusetts corporation (the “Corporation”) and that the foregoing Bylaws constitute the Bylaws of this Corporation, as duly adopted by the Board of Directors on the date set forth below.



David Cohen, Secretary

BYLAWS
of
HOLISTIC INDUSTRIES, INC.
A Massachusetts Corporation

Effective: April 4, 2019

BYLAWS
OF
HOLISTIC INDUSTRIES, INC.

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ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 percent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's

attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

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

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

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders’ meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy’s authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy’s authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy’s vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Articles of Organization, these Bylaws, any agreement amongst the shareholders or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

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

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

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) 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 shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder 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.

Section 12. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) 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. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

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

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal. The shareholders may remove one or more Directors with or without cause but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting provided that notice of the first regular meeting following any such determination shall be given to absent Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 10. Notice. Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Meetings by Remote Communications. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 19. Conflict of Interest.

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

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

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

(3) the transaction was fair to the Corporation.

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

is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

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

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

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

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

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

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

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

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

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

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Corporation may also have such agents, if any, as the Board of Directors from time to time may in its discretion appoint. The Board of Directors may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these

Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. President. The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Standards of Conduct for Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer

reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares

without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

Section 6. Transfer of Shares. Subject to the restrictions, if any, stated or noted on the stock certificates or any agreement amongst the shareholders and the Corporation, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the Board of Directors or the transfer agent of the Corporation may reasonably require. Except as may be otherwise required by law, by the Articles of Organization, by these Bylaws or any agreement among the shareholders and the Corporation, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares

held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

(ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

(1) his or her demand is made in good faith and for a proper purpose;

(2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) the records are directly connected with his or her purpose; and

(4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

(a) A shareholder’s agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a shareholder’s demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent

reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

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

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

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

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

"Expenses", includes counsel fees.

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

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

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

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation may indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted

himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

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

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

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

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

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

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

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

Section 5. Authorization of Indemnification and Advances.

(a) Authorization of indemnification and advances shall be made in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate.

(b) The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director or officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

Section 6. Notification and Defense of Claim; Settlements.

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

not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 8. Application of this Article.

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

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

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

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

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

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE IX

AMENDMENTS

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

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

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

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

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

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

THE COMMONWEALTH OF MASSACHUSETTS

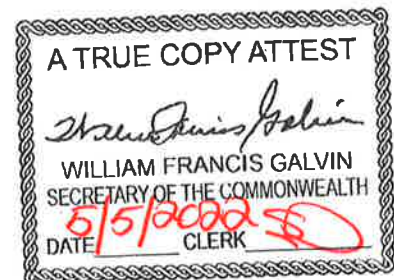
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

April 04, 2019 03:56 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



D**The Commonwealth of Massachusetts**

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

FORM MUST BE TYPED

**Articles of Entity Conversion of a
 Domestic Non-Profit with a Pending Provisional
 or Final Certification to Dispense Medical Use Marijuana
 to a Domestic Business Corporation**
 (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

FORM MUST

Holistic Industries, Inc., which has submitted the
 Articles of Entity Conversion, is licensed and approved to
 engage in the purposes stated on said document.

Stacy Collins
 Stacy Collins
 Executive Director
 Cannabis Control Commission

- (1) Exact name of the non-profit: Holistic Industries, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Holistic Industries, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Holistic Industries, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

The general character of the business of the corporation shall be the cultivation, manufacturing, transportation and distribution of marijuana and marijuana products, to the extent permitted and in accordance with Massachusetts law, and any other business in which a corporation formed pursuant to G.L. Chapter 156D is authorized to engage.

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.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	250,000			
Preferred	100,000			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

See Continuation Sheet IV

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

None

ARTICLE VI

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

See Continuation Sheet VI

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

HOLISTIC INDUSTRIES, INC.

HOLISTIC INDUSTRIES, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEET IV

ARTICLE IV. Preferences, Limitations and Relative Rights of Preferred Stock:

1. The Preferred Stock may consist of one or more series. The Board of Directors may, from time to time, establish and designate the different series and designate variations in the relative rights and preferences between the different series as provided below, but in all other respects all shares of the Preferred Stock shall be identical. In the event that, at any time, the Board of Directors shall have established and designated one or more series of Preferred Stock consisting of a number of shares less than all of the authorized number of shares of Preferred Stock, the remaining authorized shares of Preferred Stock shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors as being a part of a series previously established or a new series then being established by the Board of Directors.

2. Subject to the provisions hereof, the Board of Directors is authorized to establish one or more series of Preferred Stock and, to the extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts, to fix and determine the preferences, voting powers, qualifications and special or relative rights or privileges of each series including, but not limited to:

a. the number of shares to constitute such series and the distinguishing designation thereof;

b. the dividend rate on the shares of such series and the preferences, if any, and the special and relative rights of such shares of such series as to dividends;

c. whether or not the shares of such series shall be redeemable, and, if redeemable, the price, terms and manner of redemption;

d. the preferences, if any, and the special and relative rights of the shares of such series upon liquidation of the Corporation;

e. whether or not the shares of such series shall be subject to the operation of a sinking or purchase fund and, if so, the terms and provisions of such fund

f. whether or not the shares of such series shall be convertible into shares of any other class or of any other series of the same or any other class of stock of the Corporation and, if so, the conversion price or ratio and other conversion rights;

HOLISTIC INDUSTRIES, INC.

g. the conditions under which the shares of such series shall have separate voting rights or no voting rights; and

h. such other designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

3. Notwithstanding the fixing of the number of shares constituting a particular series, the Board of Directors may at any time authorize the issuance of additional shares of the same series.

HOLISTIC INDUSTRIES, INC.
ARTICLES OF ORGANIZATION
CONTINUATION SHEET VI

ARTICLE VI. Other lawful provisions:

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.

2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.

4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

5. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

HOLISTIC INDUSTRIES, INC.

6. Authorization of Directors to Make, Amend or Repeal Bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the articles of organization or the bylaws requires action by the shareholders.

7. Indemnification of Directors and Officers. The following indemnification provisions shall apply to the persons enumerated below.

(a) Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subsection (c) of this Section 7(a), the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors, or an authorized committee of the board of directors.

(b) Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 7 or otherwise.

(c) Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Section 7 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

HOLISTIC INDUSTRIES, INC.

(d) Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors, or an authorized committee of the board of directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors, or an authorized committee of the board of directors.

(e) Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors, or an authorized committee of the board of directors.

(f) Non-Exclusivity of Rights. The rights conferred on any person by this Section 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

(h) Insurance. The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Section 7; and (ii) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this Section 7.

ARTICLE VII

The effective date of organization of the corporation is the date 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:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
24 School Street, 5th Floor, Boston, MA 02108-5113
- b. The name of its initial registered agent at its registered office:
Josh Genderson
- c. The names and 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):

President: Josh Genderson

Treasurer: Barry Bass

Secretary: David Cohen

Director(s): Michael Don Beni Golani Jonathan Genderson
Josh Genderson Richard Genderson

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.


- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate and dispense cannabls as permitted by Massachusetts law
- f. The street address of the principal office of the corporation:
24 School Street, 5th Floor, Boston, MA 02108-5113
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

24 School Street, 5th Floor, Boston, MA 02108-5113

(number, street, city or town, state, zip code)

, which is

- ☒ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☐ its registered office.

Signed by: 

(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary.

on this

25th

day of

February

2019

D**The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

FORM MUST

Holistic Industries, Inc., which has submitted the
Articles of Entity Conversion, is licensed and approved to
engage in the purposes stated on said document.

Shawn Collins
Shawn Collins
Executive Director
Cannabis Control Commission

- (1) Exact name of the non-profit: Holistic Industries, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Holistic Industries, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Holistic Industries, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

The general character of the business of the corporation shall be the cultivation, manufacturing, transportation and distribution of marijuana and marijuana products, to the extent permitted and in accordance with Massachusetts law, and any other business in which a corporation formed pursuant to G.L. Chapter 156D is authorized to engage.

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.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	250,000			
Preferred	100,000			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

See Continuation Sheet IV

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

None

ARTICLE VI

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

See Continuation Sheet VI

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

HOLISTIC INDUSTRIES, INC.

HOLISTIC INDUSTRIES, INC.

ARTICLES OF ORGANIZATION

CONTINUATION SHEET IV

ARTICLE IV. Preferences, Limitations and Relative Rights of Preferred Stock:

1. The Preferred Stock may consist of one or more series. The Board of Directors may, from time to time, establish and designate the different series and designate variations in the relative rights and preferences between the different series as provided below, but in all other respects all shares of the Preferred Stock shall be identical. In the event that, at any time, the Board of Directors shall have established and designated one or more series of Preferred Stock consisting of a number of shares less than all of the authorized number of shares of Preferred Stock, the remaining authorized shares of Preferred Stock shall be deemed to be shares of an undesignated series of Preferred Stock until designated by the Board of Directors as being a part of a series previously established or a new series then being established by the Board of Directors.

2. Subject to the provisions hereof, the Board of Directors is authorized to establish one or more series of Preferred Stock and, to the extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts, to fix and determine the preferences, voting powers, qualifications and special or relative rights or privileges of each series including, but not limited to:

a. the number of shares to constitute such series and the distinguishing designation thereof;

b. the dividend rate on the shares of such series and the preferences, if any, and the special and relative rights of such shares of such series as to dividends;

c. whether or not the shares of such series shall be redeemable, and, if redeemable, the price, terms and manner of redemption;

d. the preferences, if any, and the special and relative rights of the shares of such series upon liquidation of the Corporation;

e. whether or not the shares of such series shall be subject to the operation of a sinking or purchase fund and, if so, the terms and provisions of such fund

f. whether or not the shares of such series shall be convertible into shares of any other class or of any other series of the same or any other class of stock of the Corporation and, if so, the conversion price or ratio and other conversion rights;

HOLISTIC INDUSTRIES, INC.

g. the conditions under which the shares of such series shall have separate voting rights or no voting rights; and

h. such other designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

3. Notwithstanding the fixing of the number of shares constituting a particular series, the Board of Directors may at any time authorize the issuance of additional shares of the same series.

HOLISTIC INDUSTRIES, INC.
ARTICLES OF ORGANIZATION
CONTINUATION SHEET VI

ARTICLE VI. Other lawful provisions:

1. Authority of Directors to Create New Classes and Series of Shares. The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the articles of organization approved by the shareholders.

2. Minimum Number of Directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.

3. Personal Liability of Directors to Corporation. No director shall have personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.

4. Shareholder Vote Required to Approve Matters Acted on by Shareholders. The affirmative vote of the holders of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.

5. Shareholder Action Without a Meeting by Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

HOLISTIC INDUSTRIES, INC.

6. Authorization of Directors to Make, Amend or Repeal Bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the articles of organization or the bylaws requires action by the shareholders.

7. Indemnification of Directors and Officers. The following indemnification provisions shall apply to the persons enumerated below.

(a) Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an “**Indemnified Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in subsection (c) of this Section 7(a), the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the board of directors, or an authorized committee of the board of directors.

(b) Prepayment of Expenses of Directors and Officers. To the extent permitted by law, the Corporation shall pay the expenses (including attorneys’ fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Section 7 or otherwise.

(c) Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Section 7 is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

HOLISTIC INDUSTRIES, INC.

(d) Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the board of directors, or an authorized committee of the board of directors, in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the board of directors, or an authorized committee of the board of directors.

(e) Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the board of directors, or an authorized committee of the board of directors.

(f) Non-Exclusivity of Rights. The rights conferred on any person by this Section 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any common law, statute, provision of these Articles of Organization, by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

(g) Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

(h) Insurance. The board of directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize the Corporation to purchase and maintain at the Corporation's expense insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Section 7; and (ii) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the corporation under the provisions of this Section 7.

ARTICLE VII

The effective date of organization of the corporation is the date 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:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
24 School Street, 5th Floor, Boston, MA 02108-5113
- b. The name of its initial registered agent at its registered office:
Josh Genderson
- c. The names and 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):

President: Josh Genderson

Treasurer: Barry Bass

Secretary: David Cohen


Director(s): Michael Don Beni Golani Jonathan Genderson
Josh Genderson Richard Genderson

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate and dispense cannabis as permitted by Massachusetts law
- f. The street address of the principal office of the corporation:
24 School Street, 5th Floor, Boston, MA 02108-5113
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

24 School Street, 5th Floor, Boston, MA 02108-5113, which is
(number, street, city or town, state, zip code)

- ☒ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☐ its registered office.

Signed by:  _____
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 25th day of February, 2019

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:

April 04, 2019 03:56 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**DF
PC****The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

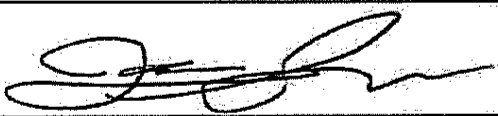
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Correction

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 1.24, 950 CMR 113.12)

(1) Exact name of corporation: Hollistic Industries, Inc.(2) Registered office address: 1900 West Park Drive, Suite 280, Westborough, MA 01581
(number, street, city or town, state, zip code)(3) Describe the document to be corrected*: Annual Report, copy attached(4) Date the document was filed: October 8, 2019
(month, day, year)(5) Specify the typographical error, the incorrect statement and the reason it is incorrect, or the manner in which the execution was defective: Item 5 (corporation's principal office) was incorrect. Item 6 (names and address of
corporation's board of directors and president, treasurer and secretary) was incorrect.(6) Correction of the typographical error, incorrect statement or defective execution: _____
Item 5: 1900 West Park Drive, Suite 280, Westborough, MA 01581
Item 6: See attached.Signed by: 
(signature of authorized individual)

- ☐ Incorporator,
☐ Chairman of the board of directors,
☒ President,
☐ Other officer,
☐ Court-appointed fiduciary,

on this 9th day of December, 2019.

* or attach a copy of the document to these articles

MA SOC Filing Number: 201931070500 Date: 10/8/2019 12:33:00 PM



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Annual Report

(General Laws, Chapter 156D, Section 16.22; 950 CMR 113.57)

Identification Number: 0013772981. Exact name of the corporation: HOLISTIC INDUSTRIES, INC.2. Jurisdiction of Incorporation: State: MA Country:

3,4. Street address of the corporation registered office in the commonwealth and the name of the registered agent at that office:

Name: JOSH GENDERSON
 No. and Street: 1900 WEST PARK DRIVE
SUITE 280

City or Town: WESTBOROUGH State: MA Zip: 01581 Country: USA

5. Street address of the corporation's principal office:

No. and Street: 96 PALMER ROAD
 City or Town: MONSON State: MA Zip: 01057 Country: USA

6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
TREASURER	BARRY BASS	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
SECRETARY	DAVID COHEN	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	MICHAEL DON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JOSH GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	JONATHAN GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	BENI GOLANI	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA
DIRECTOR	RICHARD GENDERSON	24 SCHOOL ST., 5TH FLOOR BOSTON, MA 02108-5113 USA

7. Briefly describe the business of the corporation:

CULTIVATOR AND RETAILER OF CANNABIS

8. Capital stock of each class and series:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding
		<i>Num of Shares</i>	<i>Total Par Value</i>	<i>Num of Shares</i>
PNP	\$0.00000	30,000	\$0.00	0
CNP	\$0.00000	250,000	\$0.00	0
PNP	\$0.00000	70,000	\$0.00	0

9. Check here if the stock of the corporation is publicly traded: ☐**10. Report is filed for fiscal year ending:** 12/31/ 2019

Signed by JOSH GENDERSON, its PRESIDENT
on this 8 Day of October, 2019

**Attachment to Articles of Correction
of Holistic Industries, Inc.
Relating to
Annual Report
Filed on October 8, 2019**

6. Provide the name and addresses of the corporation's board of directors and its president, treasurer, secretary, and if different, its chief executive officer and chief financial officer.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JOSH GENDERSON	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
TREASURER	BARRY BASS	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
SECRETARY	DAVID COHEN	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	JOSH GENDERSON	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	BENI GOLANI	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581
DIRECTOR	DAVID COHEN	1900 WEST PARK DRIVE, SUITE 280 WESTBOROUGH, MA 01581

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:

December 10, 2019 04:35 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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

mass.gov/dor

Letter ID: L1915477440
Notice Date: July 7, 2022
Case ID: 0-001-628-707



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



HOLISTIC INDUSTRIES INC
1900 W PARK DR STE 280
WESTBOROUGH MA 01581-3919

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



396944823

Rosalin Acosta
SECRETARY

Connie C. Carter
DIRECTOR

Holistic Industries Inc
1900 West Park Drive, Suite 280
Westborough, MA 01581

EAN: 22087428
July 07, 2022

Certificate Id:60418

The Department of Unemployment Assistance certifies that as of 7/7/2022 ,Holistic Industries Inc is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Connie C. Carter, Director

Department of Unemployment Assistance



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

William Francis Galvin
Secretary of the
Commonwealth

Date: July 06, 2022

To Whom It May Concern :

I hereby certify that according to the records of this office,
HOLISTIC INDUSTRIES, INC.

is a domestic corporation organized on **April 04, 2019** , 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, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 22070094970

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

Processed by: smc

Statement Regarding Jordan Lashmett

Earlier this year, we submitted a change of ownership update that included Jordan Lashmett as the Chief Operating Officer, and accordingly, as a Person Having Direct or Indirect Control ("PDIC"). The change was approved by the CCC on August 15, 2022.

Unfortunately, soon after the approval, on August 31, 2022, Mr. Lashmett unexpectedly resigned and left the company. As such, he is no longer a PDIC, nor is he involved in the operation of any of our licensed facilities in any way.

For this reason, he has been removed from this application. We are currently preparing a new change of ownership submission regarding additional prospective changes to our existing licenses, which will also note Mr. Lashmett's removal as a PDIC.

Business Plan

Our Business Plan was collaboratively developed by the leadership team of Holistic Industries, Inc. (“Holistic”) and it exemplifies our collective dedication to the systemic, streamlined, and cost-effective operation of our Massachusetts Adult-Use Retail Dispensary. Our focus is pragmatic and based on the expertise of our core team, particularly those executives and managers with specific licensed marijuana business operations experience in many jurisdictions across the country. Advice from our in-house and third-party expert advisors assured our core strategies are not only compliant with MA regulations, but are in line with industry standards and best practices. Accordingly, we believe we are primed for success as a dispensary serving both the medical and adult-use markets in the Commonwealth.

Organization

In 2015, Holistic was originally incorporated as a non-profit corporation pursuant to MGL Chapter 180 Section 4 but has recently converted to a for-profit corporation. After the conversion, the operational and executive team remain identical and current medical operations have not, and will not, be disrupted in any way as a result.

Our leadership team is comprised of marijuana business experts, many of whom have been running successful licensed marijuana businesses in highly regulated state programs. Together, our team brings the requisite business experience, operational know-how and financial discipline needed to successfully operate a dispensary serving both registered patients/caregivers and qualified adult-use customers in the Commonwealth of Massachusetts.

Mission and Background

At Holistic, our mission is to provide patients/caregivers and adult-use customers with the highest quality, safest marijuana products possible. Our medicine is designed to alleviate the symptoms of numerous medical conditions. As our name suggests, we care for the whole person, taking into consideration mental and social factors along with the physical symptoms of a disease or illness. This means our company develops and offers a wide range of proprietary strains that increase desired cannabinoids such as cannabidiol (“CBD”), with its low psychoactivity and lack of other side effects. These high CBD strains have become our foundation for creating safe medication for patients in need.

We offer top quality products at the lowest possible price for the customer. It is our promise to supply products grown using the most environmentally friendly techniques available. We grow our top-grade marijuana in a professional, controlled, and carefully monitored environment using a cutting-edge cultivation system.

For us, this is personal. At Holistic, we are both patients and caregivers. We make it our duty to ensure our patients have access to the newest information about medical cannabis and its uses for treating their illnesses. Our dispensaries offer constant education, and we take an interest in each patient’s individual needs. With regards to adult-use markets, we simply leverage our vast expertise to meet and exceed the demands of these customers who expect the same level of service and attention to detail as our medical customers.

Our team comprises the nation's most knowledgeable experts in cultivation, manufacturing, and dispensing, along with professionals who are top of their fields in medical professions, security, agriculture, real estate, and the legal distribution of other highly controlled substances. Our leadership includes public servants, thought leaders, investors, and representatives of one of the most established agricultural companies in Maryland.

Founded in 2014, Holistic's affiliate was the first cultivation center to open in Washington D.C. and the first to bring CBD to market. Today we our network operates a total of seven medical marijuana facilities in four states and the District of Columbia – and we are growing. Holistic facilities include cultivation centers, where we grow the highest quality, safest marijuana available; manufacturing/processing centers, where we develop and package marijuana products; and dispensaries, where we ensure our customers have the treatments, products, and formulations they need.

At Holistic, our top priority is to provide access to quality, safe marijuana within all of the markets we serve.

Leadership Team

Below are brief biographies of a cross-section of our leadership team. Note, this is not an exhaustive list.

Josh Genderson

Josh has become one of the luminaries in the medical marijuana industry, having grown Holistic into a national medical and consumer goods company and retail dispensary chain. He directly oversees our affiliate operations in Maryland, Massachusetts, Pennsylvania, Washington, D.C., and California. Josh's facilities in Washington, D.C. breed the high-CBD strains that parents have come to rely upon to treat their children's seizure disorders. Josh launched Holistic based on the expertise he gained serving as President of Schneider's of Capitol Hill, the Gendersons' third-generation, family-owned liquor store that is a staple of Washington, D.C., He has worked alongside his father, Richard Genderson, and played an instrumental role in the company's growth. Similarly, Josh is a civic leader and generous contributor to charitable causes. He belongs to the Young Presidents Organization, and he serves as a Board Member of Hearts Delight, a subsidiary of the American Heart Association and American Stroke Association.

Zeeshan Hyder

Zeeshan Hyder is a veteran of the cannabis industry, playing transformative roles at some of the best-known companies in the business. He brings over a decade of experience to his role as Holistic Industries' Chief Financial Officer, serving most recently as Chief Financial Officer for Papa & Barkley, the leading cannabis wellness brand in California. As CFO, Zeeshan was responsible for overseeing finance, accounting, strategy, and expansion. His track record of success includes helping Papa & Barkley's executive team accelerate the company to profitability by streamlining budgeting and forecasting and providing KPI tools to departmental leadership. Prior to joining Papa & Barkley, Zeeshan was Chief Financial Officer at MedMen, a publicly traded cannabis retailer. Before entering the cannabis industry, Zeeshan was a private equity investor in the food and beverage industry and received an MBA from Wharton.

Organizational Principles

To maintain a clear focus on our mission to provide top quality marijuana at affordable prices, we have developed a core set of organizational principles to guide decision-making in our day-to-day operations, including:

- Maintaining adequate capital funding and sufficient cash reserves to ensure uninterrupted operations in strict adherence to our mandates. Holistic will never prioritize profits over the quality of our performance and our products.
- Maintaining a business model focused on strict regulatory compliance and continual

improvement utilizing the newest technologies and research findings in healthcare, medicine, pharmacy, agriculture, genetic selections, environmental conservation, and cannabinoid science.

Holistic has engaged the most qualified team members in marijuana to bring unmatched expertise and access to proprietary intellectual property to our operations in order to speed up our learning curve, obviate common start-up errors, and eliminate preventable mistakes. Our team will ensure we adopt comprehensive policies and procedures addressing these areas as well as: cash management and accounting, adverse events and product recalls, regulatory compliance, contract procurement, emergency preparedness, environmentally conscientious policies, equipment and facility maintenance, incident management, inventory tracking and control, community outreach and communications, cultivation and production, quality assurance and quality control, recordkeeping, research and development, safety and security, staffing and training, strategic planning, secure product transportation, and waste management.

Compliance

Holistic demands 100% compliance with regulatory mandates at all times. We will maintain a regulatory compliance program that features:

- Two-agent verification for all critical tasks, audits, transportations, and data entry related to quality assurance and inventory control.
- Engagement of qualified local legal counsel to assist in municipal and state level legal matters.
- Independent audits and site inspections
- Annual compliance training for all employees and management to review governing laws and regulations and to provide all applicable updates, changes, and amendments.

Security and Control

The safety of people and products is considered in every planning and operating decision we make. Holistic will maintain a security program that features:

- State-of-the-art security systems and extensive security training for all agents, including regular refresher training and mandatory comprehension testing.
- On-site guard services and commercial security equipment vendors.
- Regular equipment inspections to gauge functionality and updates/enhancements

Quality Assurance and Quality Control

Our operating procedures were developed with a series of redundant quality assurance and quality control measures. Holistic will maintain a quality assurance program that features:

- Extensive quality assurance and quality control training for all agents including regular refresher courses and mandatory comprehension testing.
- Two-agent verification for all critical tasks and data entry related to quality assurance and inventory control.
- Multiple established quality assurance and quality control checkpoints whereby agents are required to inspect plants and products to ensure they meet our stringent standards
- An in-house team dedicated to the continual oversight and audit of the quality of our products.

Sources and Amount of Finances

Holistic's sole sources of finances are identified below.

Owner/Financial Contributor	Approx. Value of Capital Provided
Holistic Industries Inc.	\$5,000,000
TOTAL	\$5,000,000

Note, based on our financial planning and projections, the available capital is more than sufficient to cover all anticipated capital expenses related to our RMD medical and adult-use operations. Given our cost structure and access to capital, Holistic is capable of covering all capital and operational expenses for the foreseeable future without the need for further capital injections.

Marketing Plan

All product marketing will be compliant with Massachusetts and local law, rules, and regulations. Specifically, Holistic will not market products through broadcast and instead will rely on the following:

- In-store signage and in-store print materials (i.e., daily product offerings will be marketed using a physical menu provided to in-store customers). No signage or print materials shall be visible from a public right of way.

- Online advertising through our permission-based website that will display photos and information on the day's product offerings.
- Indirect online advertising through third-party dispensary review websites (e.g., Weedmaps and Leafly).
- Email blasts to customers who opt-in for such digital communications upon registering with our RMD (frequency is expected to continue at 1-2 times per week).
- Word of mouth marketing from our customers.

Sourcing Marijuana Product

Our inventory is currently sourced from Holistic's own cultivation/manufacturing facility located in Monson, as well as from other licensed operators throughout the Commonwealth. Notably, at Holistic, our mission is to provide customers with the highest quality, safest marijuana products possible. Our manufacturing arm develops and offers a wide range of proprietary strains, including CBD options with low psychoactivity and lack of undesirable side effects. Across the U.S. and in Massachusetts, we offer top quality products at the lowest possible price for the customer. It is our promise to supply products grown using the most environmentally friendly techniques available.

We supplement our own marijuana products with additional inventory sourced from supply vendors licensed in the Commonwealth, many of whom we have existing business relationships with in other medical/adult-use marijuana jurisdictions across the U.S. Our Retail Buying team communicates with the appropriate parties of available suppliers to negotiate supplier agreements and then coordinate purchase orders to accommodate market demand.

Green Practices

Throughout all our affiliate marijuana operations across the country, we employ sustainable green practices and use renewable energy sources with a preference for eco-friendly efforts in all our designs, builds and operations. With regards to RMD operations, we wholeheartedly seek to minimize waste and mitigate our facilities' environmental impact, which is in line with our corporate commitment to "do no harm."

Holistic has developed and refined numerous standard operating procedures as well as other policies focused on improving environmental efficiencies and reducing our resource demand. We have implemented these same methods in our MA facilities and will continue to introduce new and improved concepts in the future. Below are some examples:

- We only use VOC-free paint
- Wherever possible, we use LED bulbs in our lighting fixtures (which as the added benefit of reducing our cooling needs in warmer months)

- Wherever practical, we use motion-based lighting systems that automatically shut off after a pre-set period of time (e.g., in our bathrooms, vault, and private patient education/consultation room)
- All staff is encouraged to turn off lights and non-essential electrical devices as they leave a room that is unoccupied
- We provide re-usable totes for product storage within our vault
- We installed on-demand water heaters in our sinks
- We encourage all staff to walk, bicycle, use public transportation or share-riding services, and/or other green methods to get to work and we also encourage staff to use plug-in hybrid or electric vehicles
- We encourage our customers to walk, bicycle, use public transportation or share-riding services, and/or other green methods to get to our dispensary facilities and
- To the extent permissible under current regulations, we strive to be a paperless facility (we create and store as many records as practical in a digital format, as opposed to keeping paper copies)
- We employ a recycling program for cans, cardboard, paper, and other typical office rubbish and use a dedicated recycling dumpster in the back of our facility
- Many in-store furnishings are up-cycled or second hand
- We installed a commercial-grade HVAC system equipped with HEPA filters to reduce airborne contaminants

Aside from the above-mentioned green practices and strategies, we intend introduce a product packaging recycling program. In this program, which we have deployed in other facilities, we encourage our customers to return product packaging for recycling and re-use purposes in exchange for a discount or other incentive. We then return the packaging to our product suppliers for inclusion in their recycling program (where the containers are cleaned, sanitized, and re-used or are otherwise recycled and re-purposed).

Timeline

Below is an estimated timeline for commencing operations under this license. Since we are already operating a medical dispensary at this facility, we will not require any additional time for building out the facility, hiring, or other pre-operational tasks. The main factor in determining when we become operational is the local approval, which has been conditionally granted, but is ultimately contingent on unrelated social equity facilities also becoming operational. We have little insight into when this may occur, as it is completely out of our control. That said, our goal is to open as soon as possible.

- Awarding of this license from the CCC – October/November 2022
- Ready for operations and Post-Final License Inspection (PFLI) – November/December 2022
- Begin operations under this license – immediately following PFLI and receipt of local approval

Plan for Obtaining Liability Insurance

Since Holistic Industries, Inc. (“Holistic”) commenced medical marijuana operations as a Massachusetts Registered Marijuana Dispensary (“RMD”), we have consistently maintained adequate liability insurance from a reputable insurer. Upon award of a license to serve adult-use customers, Holistic will continue its existing liability insurance policy, which includes a \$5,000 per occurrence deductible, in full compliance with all applicable MA law and regulations. Attached, please find copies of Holistic’s Certificate of Liability Insurance and Evidence of Property Insurance.



HOLIIND-02

ELIZABETHORFILA

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

8/12/2022

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER NFP Property & Casualty Services, Inc. 6500 Rock Spring Drive Suite 500 Bethesda, MD 20817	CONTACT NAME:		
	PHONE (A/C, No, Ext):	(301) 581-7300	FAX (A/C, No): (301) 214-7001
INSURED Holistic Industries, Inc. 1900 West Park Drive, Suite #280 Westborough, MA 01581	E-MAIL ADDRESS:		
	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A : Trisura Specialty Insurance Company		16188
	INSURER B : Berkshire Hathaway Homestate Insurance Company		20044
	INSURER C :		
	INSURER D :		
INSURER E :			
INSURER F :			

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			TRQSG001176-01	5/14/2022	5/14/2023	EACH OCCURRENCE \$ 10,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ Excluded PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 10,000,000 PRODUCTS - COMP/OP AGG \$ Excluded ASSAULT BATTERY \$ 1,000,000
A	<input type="checkbox"/> AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY			TRQSG001176-01	5/14/2022	5/14/2023	COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ 1,000,000 PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y / N If yes, describe under DESCRIPTION OF OPERATIONS below		N / A	HOWC219121	10/23/2021	10/23/2022	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Products Liability			TRQSPL001176-01	5/14/2022	5/14/2023	Claims Made 10,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

RE: General Liability Deductible is \$5,000 for the following locations.

155 NorthHampton St, Easthampton, MA 01027
96 Palmer Rd, Monson, MA 01057
304 Somerville Ave, Somerville, MA 02143
1300 Boston Road, Suites C & D, Springfield, MA 01105
1900 West Park Street, Ste. 280, Westborough, MA 01581
SEE ATTACHED ACORD 101

CERTIFICATE HOLDER

CANCELLATION

Evidence of Insurance	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE



ADDITIONAL REMARKS SCHEDULE

AGENCY NFP Property & Casualty Services, Inc.		NAMED INSURED Holistic Industries, Inc. 1900 West Park Drive, Suite #280 Westborough, MA 01581
POLICY NUMBER SEE PAGE 1		
CARRIER SEE PAGE 1	NAIC CODE SEE P 1	EFFECTIVE DATE: SEE PAGE 1

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: ACORD 25 FORM TITLE: Certificate of Liability Insurance

Description of Operations/Locations/Vehicles:
CIR Form Attached

Contractual Insurance Requirements

The attached Certificate of Insurance is provided as part of our service to our client, the Insured. If special endorsements have been provided, they are indicated and attached. You may find that these documents do not comply with all the terms and conditions of the underlying contract between the Certificate Holder and the Insured due to the insurance company's insuring conditions, limitations, exclusions and other terms. If you have any questions, please contact the agent listed below.

NFP Property & Casualty Services, Inc.
CA License #0F15715
160 W. Santa Clara Street, Suite #575
San Jose, CA 95113
Telephone: (408) 792-5400
Fax: (408) 792-3670

Quality Control & Testing

Holistic Industries, Inc. (“Holistic”) will take reasonable measures to ensure that all marijuana acquired from approved suppliers has been tested and verified as contaminant-free in a manner consistent with Massachusetts law and regulations. Such measures include but are not limited to:

- Giving priority to product suppliers who have their products tested by a reputable, licensed marijuana testing facilities
- Requesting, reviewing, and verifying all testing laboratory results of each batch/lot of marijuana products prior to accepting delivery of the same
- Rejecting any marijuana deliveries where the products have not been tested or credibly verified as being contaminant-free
- Including a clear provision in each purchase order contract with our suppliers that all marijuana delivered to Holistic must be tested in accordance with Massachusetts law and independently verified by as being contaminant-free prior to acceptance of any order
- Implementing a comprehensive quality assurance (“QA”) and quality control (“QC”) program (detailed below) to ensure the integrity of all marijuana in our inventory through required product inspections at key checkpoints during the dispensing process, beginning with the receipt of marijuana products from a supplier, and ending upon a compliant sales transaction to a qualified customer

If Holistic ever becomes aware of an instance where a marijuana product supplier provided a product that was not free of contaminants, we will immediately suspend all transactions with such supplier and report the incident to the CCC within 72 hours.

To ensure products received from marijuana product suppliers do not become contaminated while on Holistic’ premises, Holistic will follow strict QA/QC procedures and rigid sanitation and safety measures. Relevant excerpts of our related QA/QC policies and procedures follow below.

Marijuana Verification Plan at the Dispensary: Quality Assurance and Quality Control

Holistic values the integrity of all our marijuana products. Collectively, our experienced team has learned that designing and implementing a comprehensive QA/QC program is absolutely critical to ensure we consistently provide verified and tested products that meet the requirements established by 935 CMR 500.160(1). We strive to create a systemic approach to operations that ensures uniformity, consistency, and predictability. Our QA/QC program consists of detailed reviews and inspections at key checkpoints during the marijuana acquisition/receiving process through sales transactions as overseen by our dispensary manager. So long as each member of our team is performing to expectations, particularly with regards to adhering to our QA/QC protocol, we will deliver products that meet our internal QA/QC standards of excellence. It should be noted that all staff will be required to immediately

report to departmental managers any actual or potential QA/QC violations and/or issues, including any matters affecting product integrity, facility cleanliness and sterility, tool and equipment functionality, storage conditions issues, and so on. All issues which may ultimately adversely affect customers will be immediately rectified, which may include measures to quarantine, dispose, and destroy contaminated or otherwise unsafe products that do not meet our standards of excellence.

Inventory Tracking at the Dispensary

As a critical component of Holistic's QA/QC program, every action taken to products from initial receipt through sale (or return to the originating supplier or upon destruction/disposal, as the case may be) is recorded in our LeafLogix electronic inventory tracking system. Analyses of inventory reports are used for quality monitoring and quality improvement purposes. To implement this aspect of our program, every individual marijuana product received is issued a unique item number. The assigned bar code remains with the product throughout the entire dispensing cycle. All actions taken to marijuana products will be recorded in LeafLogix. Upon each milestone in the dispensing process, all data generated will also be recorded in LeafLogix.

These inventory tracking techniques facilitate our QA/QC program by providing our team with detailed information on every single item in our inventory, including each agent who performed an action related to a subject product and the agent who recorded such action in LeafLogix. Using this method, we are able to instantly create detailed reports for each and every product onsite (including all products sold to customers), which can then be analyzed by our QA/QC team.

Quality Control and Quality Assurance Inspections

By requiring consistent, redundant QA/QC inspections at multiple checkpoints throughout our operational processes, we significantly mitigate the likelihood that any products in our inventory are or become contaminated. All QA/QC inspections must be recorded in LeafLogix or other electronic record keeping systems for historical record keeping purposes, and all related entries must contain the name and employee identification number of the agent who conducted the QA/QC review.

Specifically, QA/QC reviews require agents to:

- Visually inspect product packaging carefully to ensure its quality and integrity and to detect if the product or its packaging is damaged, spoiled, unsafe, contaminated or otherwise unfit for sale
- Visually inspect product labeling carefully to verify all regulatory mandates have been met, including verifying that all required information is clearly displayed on the label in an unobstructed manner. The review also requires verification that the contents of the package match the label information and verification that the product is not expired.
- Review all prior QA/QC inspection related entries in LeafLogix for the particular product undergoing a redundant QA review
- Record all inspections, including any relevant notes, in the record keeping system immediately after conducting a new QA/QC review
- Reject or quarantine any products that fail a QA/QC review

Contaminated and otherwise unsafe items (including products failing our verification protocols) will be immediately quarantined for segregation and inspection. Once quarantined, items will be stored in clearly labeled bins pending destruction/disposal in compliance with 935 CMR 500.105(12). Quarantined products will not be stored for more than a week before return or destruction/disposal. Staff will immediately clean their hands and any other object that came into contact with the quarantined items, including clothing, and must clean/sanitize themselves each time after leaving the quarantine area.

Unsafe marijuana products may NEVER be sold to customers.

We will ensure the highest possible consistency and reliability with our QA/QC inspections under the supervision of the dispensary manager, who oversees all inventory and QA/QC related staff activities to ensure the safety and integrity of our inventory, as well as the dispensary workplace environment itself, is maintained at all times.

QA/QC Upon Product Receipt at the Dispensary

Notably, we will not acquire marijuana from outside the Commonwealth unless specifically authorized by the CCC. Agents responsible for ordering/receiving marijuana must first verify the permit registration status of the proposed supplier. Without exception, we will only acquire marijuana from verifiable Massachusetts marijuana organization licensees.

All marijuana deliveries must be received in the dispensary's receiving room (which also functions as a man-trap, preventing unauthorized persons from entering the facility).

In accordance with our receiving policies and procedures:

- The dispensary manager or security manager must oversee all receiving activities and ensure an uninterrupted chain of custody (which must be recorded in LeafLogix)
- All receiving and product transfer procedures must be handled by at least two authorized agents, including at least one security guard, and must be conducted within the view of our recording surveillance system
- Transport agents must provide us a transport manifest identifying all products in the shipment at least one day prior to arrival, which will be used to verify the accuracy of the shipment as products are unpacked
- As products are unpacked, our receiving team must:
 - Conduct a physical audit, on a line item basis, against the transport manifest for accuracy
 - Inspect each unit for packaging and labeling integrity and compliance with Massachusetts law and with our own quality assurance ("QA") standards to ensure products are qualified for dispensation
 - Properly log each item and the results of the QA inspections in LeafLogix
- If a discrepancy is discovered, staff will refuse acceptance of the entire delivery, cease all receiving activities, and immediately report the discrepancy to appropriate law enforcement authorities and to the CCC

- If any products are determined to be damaged, expired, contaminated, or otherwise unfit for dispensation based on QA inspections, such products must be rejected and immediately returned
- Marijuana may not be mishandled or mistreated; all unfit and unsafe items must be rejected and returned
- As products are accepted, receiving agents must enter each product into LeafLogix by scanning its barcode and must record all accounting results and QA inspections
- Once the entire shipment has been unpacked, receiving agents must conduct a second audit of the delivery against the transport manifest and a second QA inspection of each product to verify shipment accuracy and ensure the product, packaging, and labeling all meet our strict QA standards
- Once re-verified, receiving agents will:
 - Accept the approved items
 - Request the transport team to sign/date audit records attesting to shipment accuracy
 - Take full custody of the shipment
 - Issue a compliant transaction receipt
- Receiving agents must record the date and time they take custody of the shipment in LeafLogix, along with all present receiving agents' employee identification numbers.

Upon the successful conclusion of shipment receiving activities, the delivery team will exit the receiving room and return to their transport vehicle. Once the exit door has been fully closed and secured, our receiving agents will:

- Inspect for a third time all new products to ensure:
 - The integrity of the containers
 - The legal compliance of all affixed labels and packaging
 - No new products are expired, damaged, deteriorated, mislabeled, contaminated, or recalled
 - The containers or packaging have not been opened, breached, or otherwise tampered with
- Ensure all new products have been successfully entered into LeafLogix

Once the above has been confirmed, the receiving agents will re-enter the interior of the dispensary and immediately transfer all new products to the appropriate safe (or locking refrigerator or freezer, as applicable) within our vault for secure storage prior to dispensation. As products are placed into storage, they will be carefully accounted for and inspected again to guarantee they are suitable for dispensation.

QA/QC During Storage

Our vault will be customized and will be UL rated with DEA-approved locks and alarm wiring to integrate into our security systems. Within the vault will be an appropriate number of commercial-grade TL30

safes that meet DEA requirements for the storage of Schedule I and II drugs and locking refrigerators and freezers (if necessary given the nature of the marijuana products for sale at our facilities).

5 Only the minimum number of highly trained and trusted employees necessary for efficient operations will be authorized to access the vault, and they will only be permitted access for the minimum amount of time necessary to perform their duties. Moreover, the vault will be monitored 24/7 by our recording surveillance system. As products are placed into vault storage, they will be carefully accounted for and inspected yet again to guarantee they are suitable for dispensation. Once a new product transfer has been completed, receiving agents will:

- Exit the vault ensuring the door has been fully closed, secured, locked, and alarmed
- Update LeafLogix with all actions taken to the products, including the names of all agents participating in the transfer activities
- Immediately notify the dispensary manager and security manager that all new products have been safely transferred to secure storage

All storage areas will be strictly climate controlled, with specific temperature and humidity settings in place to ensure that the ideal storage environment for all marijuana is maintained and that the integrity and quality of all products is preserved. This will include separate temperature-controlled areas within storage areas for products requiring dry storage (50°F-70°F); products requiring refrigerated storage (41°F or below), and products requiring freezer storage (0°F or below). These measures will also prevent conditions in the room from becoming hospitable to potential bacteria or pests, which could potentially further compromise the integrity of our stored products.

Storage areas may also be outfitted with activated carbon filters to mitigate any potential odor of marijuana that may emanate from marijuana products.

Holistic agents will conduct regularly scheduled maintenance and cleaning of all designated storage areas to ensure that these areas are properly maintained and kept in a clean and orderly condition, free from infestation by insects, rodents, birds, and any pests. A manager with appropriate security clearance will provide limited access to the subject areas for cleaning staff and will supervise such employees as they perform all necessary and regular maintenance and cleaning of the storage rooms.

Standard cleaning supplies will be used, including a light bleach solution or antimicrobial soap when appropriate (strong preference will be given to organic cleaning products proven to be effective). As items are cleaned, the employee undertaking the task must initial the provided cleaning checklist next to the item(s) once completed. Employees must keep detailed logs of each instance of maintenance/cleaning and record the appropriate information in LeafLogix.

All chemicals and cleaning supplies will be stored in a separate designated area. Chemicals will never be stored near marijuana or within the secure restricted-access storage room. Such cleaning products will be segregated during storage from other items that could potentially be contaminated if in close proximity to these products (i.e., they will be stored in a dedicated, single-purpose enclosed bin or in their own distinct and dedicated storage closet).

QA/QC During Opening Procedures

As part of daily opening procedures, authorized agents will enter the restricted-access vault to remove and transfer an adequate amount of marijuana products necessary for stocking the display cases in the service area as part of normal business operations. The quantity of product stocked in the display cases will reflect the anticipated demand for the day based on historical records, plus specified additional amounts in case of an unexpected surge in patient demand. As products are removed from their respective safes, stocking agents will:

- Inspect all products and product packaging to ensure:
 - The integrity of the containers
 - The legal compliance of all affixed labels and packaging
 - No products are expired, damaged, deteriorated, mislabeled, contaminated, or recalled
 - The containers or packaging have not been opened, breached, or otherwise tampered with
- Update LeafLogix reflecting the transfer of the products

Once the above has been confirmed, the stocking agents will exit the vault ensuring the door has been fully closed, secured, locked, and alarmed, then immediately transfer the products to the dispensary service area for stocking purposes. As products are placed into the locking display case, they will be accounted for and undergo QA inspections again to guarantee they meet our high internal standards for quality control and are otherwise suitable for dispensation.

All stocking procedures will be handled by a minimum of two highly trained agents and will be conducted both in the presence of onsite security agents and within the view of our recording surveillance system.

Once the opening product stocking transfer has been completed, stocking agents will immediately notify the dispensary manager and security manager that the products have been safely transferred to the service area. Management will verify that all stocking procedures have been properly followed and will immediately re-train those agents who do not meet our stringent expectations.

QA/QC During Dispensing

Once verified and approved for dispensing, the patient/customer will be invited to our waiting room and review the day's product offerings or other available educational materials until a highly trained Customer Care associate is available for consultation or dispensing activities in the service area. Only one person may enter the service area at a time (unless they are a patient who requires a caretaker for health or legal purposes) and may only do so after verification and when an authorized service area employee becomes available. Notably, we will enforce a policy of one customer per service area employee for security reasons.

When a patient/customer is assigned to a Customer Care agent, such agent will provide a free consultation related to the available types of marijuana products, including appropriate forms and dosages. After consultation, the service area agent will ask the patient/customer for their requested order. At that time, the agent will re-confirm: a) that the products ordered are compliant with any

recommendations, requirements, or limitations set forth in the patient's practitioner-issued certification (if applicable), and b) the quantity ordered does not exceed state-mandated or physician-mandated quantity limits.

If the order is lawful, the agent will inspect each product's packaging and labeling to ensure integrity and compliance with Massachusetts law and our internal QA/QC standards, then complete the dispensation process and accept payment. Upon the successful completion of the transaction, the agent will issue a receipt, then access and update our electronic tracking system with the quantity and type of marijuana dispensed, as well as the date and time of the transaction and any other required data (including all information found on the applicable transaction's receipt).

Generally, authorized agents will be thoroughly trained to properly handle our inventory to maintain the integrity of the product and its packaging. Patients/customers will be prohibited from handling marijuana until the conclusion of a compliant transaction. In accordance with dispensary policy, patients/customers may not open marijuana packaging until they have left the premises, including the parking area. Violators will be warned, and if necessary banned from the ME facility. Our security will be tasked with enforcing this rule and will monitor the service area and ensure compliance with our SOPs.

During business hours, products may never be removed from the secure display case unless and until and a fully compliant transaction has been approved in accordance with the above protocol. Failure for staff to abide by this rule is grounds for suspension or termination.

QA/QC During Closing Procedures

As part of daily closing procedures, authorized dispensary agents will enter the service area to remove and transfer all unsold marijuana products from the locking display case back to the appropriate safe (or locking refrigerator or freezer, as applicable) within the vault. As products are removed from the display case, stocking agents will again:

- Inspect all products and product packaging to ensure:
 - The integrity of the containers
 - The legal compliance of all affixed labels and packaging
 - No products are expired, damaged, deteriorated, mislabeled, contaminated, or recalled
 - The containers or packaging have not been opened, breached, or otherwise tampered with
- Update LeafLogix reflecting the transfer

Once the above has been confirmed, the stocking agents will exit the service area and immediately transfer all unsold products to the appropriate safe within the vault. All unsold product transfer procedures will be handled by a minimum of two highly trained and authorized agents and will be conducted both in the presence of onsite security agents and within the view of our recording surveillance system. Once the daily closing product transfer procedures have been completed, stocking agents will:

- Exit the vault ensuring the door has been fully closed, secured, locked, and alarmed

- Update LeafLogix with all actions taken to the products
- Immediately notify the dispensary manager and security manager that all unsold products have been safely transferred back to secure storage

Management will verify that all stocking procedures have been properly followed and will immediately retrain those agents who do not meet our stringent expectations.

General Facility Cleanliness and Contamination Prevention

Maintaining a clean, sanitary environment mitigates the potential for contamination and reduces potential safety and health concerns for customers, staff, and products. Holistic will ensure the highest possible level of cleanliness within the dispensary under the supervision of the dispensary manager. The dispensary manager oversees all maintenance, cleaning, and sterilization activities and inspects staff activities to ensure the safety and integrity of our dispensary environment is maintained at all times. Staff must record detailed cleaning logs in our electronic record keeping system each time they complete their maintenance/cleaning responsibilities. The manager will review all logs for accuracy and retain them for safekeeping.

Cleaning and sanitization procedures will take place at the beginning and end of each work day and at other times, as needed. We will ensure that all floors, walls and ceilings are always kept in clean condition. Staff will follow a daily checklist issued by the dispensary manager. At the beginning and end of each business day, agents will reference the checklist to note which areas and items need cleaning and/or sanitization. Items will include windows, doorknobs, welcome mats, countertops, chairs, floors, the vault, lavatories, break room, computers/tablets, display cases, etc. As each item is cleaned, the responsible agent must initial the checklist next to the item(s) upon completion.

Special attention will be paid to areas receiving high foot traffic. Doorknobs, counters and surfaces which customers and staff frequently handle must be sanitized regularly throughout the day. Alcohol-based hand sanitizer will be made available at each point-of-sale station, the waiting room and at reception.

Staff will be given a detailed checklist at least once a month of items requiring more intensive attention when cleaning and/or sanitizing. Such items include the exterior of the building – windows, sidewalks, etc. As each item is cleaned, the responsible agent must initial the checklist next to the item(s) upon completion.

Equipment Sanitation and Maintenance

Holistic will maintain all tools and equipment that may come in direct contact with humans or marijuana in a sanitary condition to maintain a clean workplace and to prevent potential contamination. All ME facility agents will be thoroughly trained on the sanitation policies and procedures. Standard protocols include daily equipment cleaning and sanitation as part of opening and closing procedures with the goal of maintaining a clean, sanitary, and contamination-free environment.

All equipment that may or has come in contact with marijuana during operations must be cleaned and sanitized immediately after coming into contact with marijuana and at the open and close of business (whether they have been used or not). Some examples of equipment that may come in contact with people or marijuana include scales, labeling devices, re-packaging equipment, display cases, computers/tablets, countertops, tables and handling utensils.

Holistic agents will be trained to inspect each piece of equipment prior to use, particularly if such use involves contact with marijuana. If any equipment is suspected of being contaminated in a manner which cannot be cleaned or sanitized (i.e., it is unsalvageable and may pose a health and safety concern to customers or staff), it must be immediately disposed and removed from the premises to mitigate the potential spread of contamination.

Upon suspicion of such unsalvageable equipment, the ME facility agent must notify the dispensary manager who will oversee the subsequent disposal activities. The manager will also oversee all equipment contamination prevention procedures and will inspect the work of employees to ensure the highest level of cleanliness is maintained.

Pest Control

Adequate protection against pests will be provided through the use of integrated pest management practices ("IPM") and techniques that identify and manage pest problems, and the regular (daily) disposal of trash to prevent infestation. Staff will regularly inspect the premises for signs of pest infestation and will immediately report to management any issues observed or suspected.

When and where necessary, Holistic will install door sweeps, utilize sticky traps, and apply safe pest prevention and management products. Toxic cleaning compounds, sanitizing agents, solvents, and organic pesticide chemicals will be labeled and stored in a manner that prevents contamination of marijuana and that otherwise complies with all applicable Massachusetts laws and regulations.

To address environmental and customer health and safety concerns, we will engage a locally licensed pest control company (preferably an organic pest control company) to routinely inspect and service our facility.

Marijuana Product Handler Requirements

All employees working in direct contact with marijuana products, particularly packaging agents, are subject to the restrictions on food handlers as set forth under Massachusetts law. Employees must conform to best hygiene and sanitary practices while on duty, including:

- Maintaining adequate personal hygiene
- Wearing proper protective equipment ("PPE"), including gloves
- Washing hands thoroughly in an adequate hand-washing area before starting work and at any other time when hands may have become soiled or contaminated

Employees handling marijuana products must utilize face masks and gloves in good operable condition, as applicable to their job functions. Employees must wash hands per established SOPs when handling marijuana products. These requirements include washing hands with soap and hot water before

beginning work, after using the lavatory and after meal breaks. Employees who are showing signs of illness, open wounds, sores or skin infections will be sent home and not allowed to handle marijuana until fully recovered. These instructions will be posted in appropriate areas such as lavatories, kitchens, break rooms and lunch areas, and in multiple languages, as needed.

Those employees failing to follow marijuana product handler restrictions may be subject to suspension or termination.

Hand-Washing Facilities

Holistic will provide our employees and visitors with adequate and convenient hand-washing facilities furnished with running water at a temperature suitable for sanitizing hands. Such hand-washing facilities will be located within adequate, readily accessible lavatories that are maintained in a sanitary condition and in good repair. Effective non-toxic sanitizing cleansers and sanitary towel service or suitable hand drying devices will be provided. Additional hand-washing facilities will be located within each facility where good sanitary practices require employees to wash and sanitize their hands (e.g., in the break room).

Staff Hygiene

All employees will be required to come to work in a clean and hygienic manner. Staff will be required to frequently wash their hands, particularly after handling marijuana, handling equipment coming into contact with marijuana, coming into contact with any other person, and after eating or using the restroom. Employees failing to follow hygienic protocol may be subject to suspension or termination. The hygiene policy will help ensure a safe, sanitary, sterile, contamination-free workplace environment.

All uniforms and work attire must be clean and free of dirt, debris, dust and the like. Notably, Holistic intends to issue uniforms to employees which will be laundered in-house on a regular basis to ensure their cleanliness, professional appearance, and mitigation of outside facility containments. Staff found wearing soiled uniforms or work attire will be asked to immediately rectify the issue and may be sent home by management for failure to do so.

OSHA Compliance

The health and safety of all employees is of paramount importance. Therefore, we require absolute compliance with all applicable Occupational Safety and Health Administration ("OSHA") standards, including the General Duty Clause of the OSH Act of 1970 which requires employers to keep their workplace free of serious recognized hazards, to assure a safe and healthful workplace.

Holistic will ensure employees are accorded a suitable workplace environment free from recognized hazards that may cause death or serious physical harm. In doing so, we will comply with occupational safety and health standards promulgated under the OSH Act.

Holistic expects each employee to comply at all times with occupational safety and health standards and all rules, regulations, and orders issued pursuant to the OSH Act which are applicable to his or her own actions and conduct. To facilitate, we will provide sufficient employee training, written SOPs, and written guidelines, as applicable, so all staff is knowledgeable about and can maintain compliance with these standards.

In accordance with Section 11(c) of the OSH Act, Holistic does not discriminate against our agents for exercising their rights under the OSH Act. These rights include filing an OSHA complaint, participating in an inspection or talking to an inspector, seeking access to employer exposure and injury records, reporting an injury, and raising a safety or health complaint with the employer.

Injury and Illness Prevention

Holistic will require staff to report to a supervisor any personal health condition that might compromise the cleanliness, sanitation, integrity, safety or quality of our facility or the marijuana the agent might handle, or that might impact the health and safety of visitors or other staff members. To ensure this, we will require agents to be thoroughly trained and tested on our SOPs, including ensuring a clean and sanitary workplace. All illnesses and health conditions reported will be treated with extreme precaution. Employees will never be reprimanded for disclosing a health condition to a supervisor.

When notified, management and any onsite healthcare professionals will use their best judgment to protect the interests of the facility, always erring on the side of caution. Optional action plans include:

- Addressing the situation to eliminate the possibility of a cleanliness or quality issue with marijuana which might be handled by the employee (such as providing gauze or a band-aid in case of a minor cut)
- Segregating the employee from interacting with other persons and prohibiting them from handling marijuana
- Sending the subject employee home for the day to rest
- Advise the subject employee to visit the emergency room or medical specialist

If the condition is more serious, the subject employee will be asked to refrain from returning to the facility until cleared by a physician. Upon any instance of a reported health condition, the employee's personnel file will be updated by the human resources CCC for historical record keeping purposes.

Record Keeping Procedures

Recordkeeping Processes & Policies

Holistic Industries, Inc. ("Holistic") uses established recordkeeping procedures with strict protocols for the efficient and effective creation and maintenance all required reports, records, logs, recordings, and other important business data, information, and documentation. In conforming with these protocols, we will create and maintain written and/or electronic records, as appropriate, and securely store them for a period of at least 5 years.

Electronic Recordkeeping Software

To generate and maintain electronic records, including but not limited to inventory and sales transaction records, Holistic utilizes the LeafLogix inventory tracking and recordkeeping software system which seamlessly integrates with the CCC's electronic tracking system.

LeafLogix is a widely utilized, proprietary seed-to-sale inventory tracking and recordkeeping system with the capability to track products through the entire cultivation, manufacturing and dispensing process, allowing for accurate real-time inventory records. Upon entering a product into the system, a unique product ID will be issued for tracking and recordkeeping purposes. All actions taken to inventory as whole, by grouping, or by individual product will be digitally recorded for instant and long-term analysis purposes. Moreover, detailed records can be stored for several years. LeafLogix also allows us to create precise inventory records at a moment's notice, so any discrepancies or breaks in the chain of custody will become immediately apparent, igniting swift corrective measures to investigate and resolve issues.

Generally, we will use LeafLogix to track and record all actions related to cultivation, manufacturing, processing, production, extraction, infusion, shipping, receiving, packaging, labeling, handling, transferring, transporting, storing, stocking, disposing, returning and recalling marijuana products in accordance with all applicable laws, rules, and regulations.

All entries into the LeafLogix system will include the unique employee ID number of the staff member taking the relevant action so that we know who is/was responsible for each step in our integrated processes, including who created each record or report. All appropriately authorized staff members will be thoroughly trained in the use and functionality of the LeafLogix software system to ensure the accuracy and integrity of our recordkeeping system.

Records and Record Retention

Holistic uses best security practices for records storage, including but not limited to surveillance footage, security records, patient records, sales records, inventory records, and other business records. All physical records, except for surveillance footage, will be securely stored in the a manager's office (which will be access-controlled) within a commercial grade storage cabinet, closet, or other secure place to protect them from tampering or theft. Only authorized and properly credentialed agents may access the records. All electronic records will be stored in LeafLogix in a manner that is password protected, TLS/SSL

encrypted, and accessible only to those authorized persons with proper credentials. Notably, all confidential patient records will be maintained in a HIPAA compliant manner protecting the personal and sensitive information of our patients/caregivers.

Our ME facility will have an electronic back-up system for all written and electronic records, including surveillance recordings. Duplicate records, including surveillance recordings, will be stored within an access-controlled facility maintained or recommended by our trusted commercial security monitoring service provider (e.g., Iron Mountain), if approved by the CCC. Holistic will require our offsite record storage location to be protected by 2 independent security alarm systems monitored by 2 independent commercial security monitoring services, if requested by the CCC.

Surveillance Recordings

Surveillance recordings will be stored onsite on password-protected hard drives, which will be securely locked in a commercial grade safe within a limited-access surveillance room to protect recordings from tampering or theft. Only the facility manager and security manager will have the passwords to the hard drives. The surveillance room will remain locked, alarmed, and monitored at all times and will contain security and surveillance monitoring equipment. To ensure redundancy of protection, we will install a secondary security alarm system (separate from the facility's primary security system, but meeting the same specifications) covering the limited access surveillance room where surveillance recordings are stored. This room will be accessible only to authorized security CCC members who are essential to maintaining security and surveillance operations. Additionally, we will grant access to the surveillance room to federal, state, and local law enforcement who are on official duty, security surveillance system service employees (only for the limited time necessary to perform their job responsibilities), the CCC or its authorized agents, and other persons with the prior written approval of the CCC (which is not anticipated at this time).

Within one business day following a request, we will provide unaltered copies of a video surveillance recording to the CCC or its authorized agents, law enforcement or other federal, state or local government officials if necessary to perform the government officials' functions and duties. If one of our facilities has been notified in writing by the CCC or its authorized agents, law enforcement or other federal, state, or local government officials of a pending criminal or administrative investigation for which a recording may contain relevant information, Holistic Industries will retain an unaltered copy of the recording for 5 years or until the investigation or proceeding is closed or the entity conducting the investigation or proceeding notifies the dispensary that it is not necessary to retain the recording, whichever is longer.

Human Resources Records

Holistic's Human Resources Department will retain records of job applicants and employees, including but not limited to job applications, signed registration forms, signed employment agreements, state and federal criminal background reports, annual reviews, initial and refresher training certificates of completion, etc., in accordance with our Human Resources policies. Human Resources will also retain electronic and hardcopy versions of all training materials and attendance records for at least 5 years. All employee files and other relevant records will be made available for inspection by the CCC upon request.

Diversity Plan Records

Holistic is committed to our Diversity Plan and will keep accurate records to ensure its implementation, ongoing improvements where needed, and reporting. We will maintain applicant and employment records that reflect recruiting activities, the number and characteristics of applicants and employees, and our employment practices, such as hires, transfers, promotions, compensation decisions, and terminations. This includes maintaining applicants' voluntary self-report form on race, ethnicity, and veteran, veteran-disabled, and disability status. This information will help us analyze whether we are attracting a diverse pool of applicants.

Additionally, we will keep materials evidencing our affirmative action efforts. This includes items such as copies of documents that indicate employment policies and practices, copies of letters sent to suppliers and vendors stating the EEO/Affirmative Action Policy and copies of letters sent to recruitment sources and community organizations.

Furthermore, Holistic will maintain documentation of the following as part of our internal AAP/EEO auditing and recordkeeping system:

- An applicant flow log showing the name, race, sex, date of application, job title, interview status, and the action taken for all individuals applying for jobs
- Log of job offers, hires, promotions, resignations, terminations, and layoffs by employment category, gender, and diversity group
- Employment applications
- Compensation records

Holistic will report on the participation level, by percentage, of diverse groups as owners, managers, staff, contractors, and professional service providers. These reports will include reports on promotions and advancements of individuals who are members of Diverse Groups, along with dollar amounts contracted to businesses representing Diverse Groups. These reports will be in addition to anything explicitly required by the CCC.

Inspections, Servicing, Alteration, and Maintenance Records

Holistic will conduct maintenance inspections at least once every month to ensure all tools and equipment are in good working condition and that any repairs, alterations or upgrades to the alarm, security, and surveillance systems are made for the proper operation of the systems. Staff will keep written logs of all maintenance activities performed which record the dates, times, affected equipment, actions taken, and the name and employee ID number of the agent performing the maintenance. We will retain records of all inspections, servicing, alterations, and upgrades performed on the systems for at least 5 years and will make the records available to the CCC and its authorized agents within one business day following a request.

Pursuant to standard operating procedures ("SOPs"), Holistic will also maintain an accurate log recording the calibration of dispensing equipment, the maintenance of dispensing equipment, and the cleaning of ME facility equipment. Holistic agents will be properly trained on calibration and recordkeeping protocol.

Patient/Customer Records

In accordance with our dispensary check-in procedures, only those patients/customers who: a) present current and authenticated identification documents, including a current government issued identification card, active medical registration card (if applicable), b) have been verified in the CCC's database (if a medical transaction), and c) have not already received their full allotment of marijuana may qualify to be dispensed marijuana products, so long as such dispensation does not exceed state-mandated or physician-mandated quantity limits. Upon each patient's first visit to our dispensary, a HIPAA compliant patient/caregiver file will be created which will contain:

- Completed patient/caregiver intake forms
- Signed releases, authorizations, acknowledgements, and other important legal documentation
- Copies of all identification documents provided to the dispensary
- Copies of the practitioner certification (including copies of all certification renewals)
- Notes on special accommodations or treatment requested for the patient/caregiver

Upon the conclusion of our patient/customer check-in process, authorized dispensary agents must accurately update our HIPAA compliant electronic recordkeeping system with relevant information related to the visit (e.g., the time and date of the visit) using a computer or a portable tablet with internet connectivity.

Patient/customer records will be updated upon each visit to our dispensary and will include all attempted and successful dispensations.

Dispensing Transaction Records

Upon the successful completion of a marijuana transaction, the Customer Care agent will issue a transaction receipt then access and update our electronic recordkeeping system with all pertinent sales information, including information recorded on the sales receipt, including:

- The date and time of dispensation
- The quantity, type, and form of marijuana dispensed
- Any other required data

Upon each completed transaction, Holistic will immediately update our electronic tracking system with the information contained on the dispensation transaction receipt, thereby ensuring real-time, accurate information on dispensing activities are readily available to system users.

If a patient/customer attempts to acquire an unauthorized or non-compliant quantity of products, staff must deny the attempted transaction. Upon each instance of denial of service, staff will update our electronic recordkeeping system with an appropriate notation, so we can track repeat offenses.

Visitor Records

Only authorized employees, patients/customers (at our dispensaries), authorized visitors and the CCC or its authorized agents, or other federal, state, or local government officials performing their official functions and duties may enter our ME facilities.

When admitting a visitor, Holistic will require the visitor to sign a visitor log upon entering and leaving any limited access area. We will maintain the visitor log in digital and hard copy for 5 years and make the log available to the CCC, state or local law enforcement and other state or local government officials upon request if necessary to perform the government officials' functions and duties. The log will include:

- Full name of each visitor
- Visitor identification badge number
- Time arrival
- Time of departure
- Purpose of the visit
- Name and employee ID of the assigned escort
- List of all areas visited
- Name of each employee visited

A copy of the visitor's identification documents will be affixed to the visitor log and stored for recordkeeping purposes.

Transport Manifest and Shipping Records

In accordance with 935 CMR 500.105(13), Holistic will generate printed and electronic transport manifests for each product shipment to accompany every transport vehicle should we ever transport marijuana. The manifest will, at a minimum, identify:

- Our name, address, and permit number
- The name and contact information for a ME facility representative who has direct knowledge of the transport
- The name, address, and permit number of the delivery recipient
- The name and contact information for a representative of the recipient
- The name of the ME facility agent that packaged/shipped the shipment
- The quantity, by weight or unit, of each marijuana batch or lot contained in the transport, including each batch/lot identification number
- The total number of individual packages/items in the shipment
- The date and approximate time of departure
- The date and approximate time of arrival
- The transport vehicle's make, model, and license plate number
- The identification numbers of each transport agent accompanying the transport

In any instance where the transport team is tasked with multiple deliveries within a single planned trip, Holistic Industries will create separate transport manifests for each recipient which correctly reflects the specific marijuana in transit. Accordingly, each recipient must provide our team with a printed receipt for the marijuana received.

In accordance with company protocol, Holistic will provide a copy of the applicable transport manifest to the recipient receiving the marijuana described in the transport manifest at least one day in advance of

the scheduled delivery. Upon arrival, the transport team will provide a second copy of the transport manifest which may reflect any amendments or updates.

For quality assurance purposes, each transport manifest must be reviewed for accuracy and compliance and approved by a manager, or an authorized designee, who must record their approval prior to providing a copy of the manifest to the recipient and releasing the shipment for delivery.

Additionally, we will generate and maintain records the following transportation records:

- All daily delivery schedules, including routes and delivery times (i.e., the trip plan)
- Any vehicle accidents, diversions, losses, or other reportable events that occur during transport of marijuana

All transportation related records, including transport manifests, transport logs, trip plans, transport incident reports, and the like, will be stored for at least 5 years. Moreover, authorized staff will record in LeafLogix in real-time:

- All transfers of product from the vault to the receiving area for shipment preparation
- All information contained on the packaging label and the transport manifest, including the name and address of the recipient
- All transfers of product from the shipping/receiving area to the transport vehicle, including all loading activities
- All transfers of product from the transport vehicle to the recipient, including all unloading activities
- The results of all audits and product packaging/labeling inspections
- The name of the person(s) making the entry, packaging the shipment, and completing the transport to maintain an unbroken chain of custody report
- The name and employee ID numbers of the manager or security manager overseeing the transport activities
- The name and employee ID numbers of all staff participating in the transport activities
- The date and time of shipment departure
- Trip plan details, including the route of delivery
- If applicable, any deviations from the trip plan, including time, location, reason for the deviation, and any trip plan modifications/updates
- The date and time of shipment arrival
- The date and time of the transfer of custody of the products
- The name and permit number of the recipient
- The names of all receiving staff from the recipient who participate in the delivery process

Upon request, we will provide copies of any transport manifest, printed receipts, and/or any other transportation related record to the CCC or its or its authorized agents, law enforcement or other federal, state, or local government officials if necessary to perform the government officials' functions and duties.

Product Receiving Records

Dispensary receiving agents must record all confirmed deliveries of marijuana and all actions taken related to the receiving procedure in our LeafLogix electronic recordkeeping system, including but not limited to:

- The name and unique ID number of the dispensary manager or security manager overseeing the receiving activity
- The name and unique ID number of all employees participating in the receiving activity
- Visitor log identifying all transport agent names and registration numbers who were responsible for the delivery (which will be maintained and stored with a photocopy of all identification documents provided to security)
- A copy of the transport manifest
- Confirmation that the physical audit of shipped products matches the transport manifest
- Any discrepancies between the physical audit and the transport manifest, including all remediation actions and investigations taken
- The results of each packaging/labeling quality assurance inspection
- Each accepted marijuana product, including all identifying information
- The date and time of commencement of the receiving procedures
- The date and time the dispensary took custody of the products
- A copy of the delivery transaction receipt

Upon the successful conclusion of receiving activities, receiving agents will ensure all new products have been successfully entered into our LeafLogix inventory tracking and recordkeeping system with a unique product ID number.

Once the above has been confirmed, receiving agents will re-enter the interior of the dispensary and immediately transfer all new products to the appropriate safe (or locking refrigerator or freezer, as applicable) within the secure vault. As products are placed into storage, they will be carefully accounted for and inspected again to guarantee they are suitable for dispensation to patients/customers.

Once a new product transfer has been completed, receiving agents will again update our LeafLogix system with all actions taken to the products. The dispensary manager will compare the completed inventory reports against the transport manifest to ensure the accurate entry of all received products in the inventory control system.

Inventory Stocking Records

As part of the daily opening procedures, authorized dispensary agents will enter the secure vault to remove and transfer an amount of marijuana products necessary for stocking the display cases in the service area of the dispensary as part of normal business operations. As products are removed, stocking agents will update LeafLogix reflecting the transfer of the products to the service area.

Once the above has been confirmed, the stocking agents will exit the vault, ensuring the door has been fully closed, secured, and locked, then immediately transfer the products to the service area of the dispensary. All actions will be logged into the LeafLogix system.

Similarly, as part of the daily closing procedures, authorized dispensary agents will enter the service area of the dispensary to remove and transfer all unsold marijuana products from the locking display case back

to the appropriate safe (or locking refrigerator or freezer, as applicable) within the vault. As products are removed, authorized agents will again update our LeafLogix reflecting the transfer of the products back to the vault room.

Once the above has been confirmed, the authorized agents will exit the service area and immediately transfer all unsold products to the secure vault.

Once an unsold product transfer has been completed, authorized agents will:

- Exit the vault, ensuring the door has been fully closed, secured, and locked
- Update the LeafLogix system with all actions taken to the products, and
- Immediately notify the dispensary manager and security manager that all unsold products have been safely transferred back to secure storage

Inventory Audit Records

Holistic will establish inventory controls and procedures to conduct routine scheduled as well as unannounced daily, monthly, and annual inventory audits to confirm that our physical inventory matches our digital records stored in LeafLogix. A written record will be created and maintained for each inventory audit which will include the date of the inventory audit, a summary of the inventory findings, and the names, signatures, and titles or positions of the individuals who conducted the inventory. All audit reports will be recorded digitally and in hard copy. All electronic records will be securely stored onsite for a minimum of 5 years and backed up for secure offsite storage.

Recordkeeping Security Incidents

Our security department will investigate any reports or notification of recordkeeping misconduct. Any loss or unauthorized alteration of company records discovered or suspected by any employee will be reported to the security manager immediately. Our security manager will report such incidents to the CCC and law enforcement as necessary. Upon discovery of a records security breach, the security manager must review all recordkeeping and security policies to identify deficiencies and necessary corrective measures. The security manager may engage the service of a third-party data security expert, as needed.

The alteration, falsification, loss or misplacement of records, failure to complete records/logs, gross inaccuracies, negligence or other errors of records will be considered policy violations and will not be tolerated. Employees will be investigated and disciplined, terminated and/or prosecuted, based upon investigation findings.

Recalls & Returns Records

Holistic will notify the CCC and the affected product supplier immediately upon becoming aware of any complaint made to Holistic by a patient/caregiver, customer or practitioner who reports an adverse event from using marijuana distributed by our ME facility. The ME facility will then cease dispensing the affected marijuana and coordinate the return of the recalled marijuana with the affected supplier. All information related to the recall, including all steps taken to collect and transfer products, will be recorded in LeafLogix, including:

- A copy of the complaint

- The name, address, permit number of the originating supplier who manufactured the affected product
- The name, product type, quantity, and unique product ID numbers of all recalled products
- Nature of the recall or complaint
- The name, contact information of the purchasing patient/customer, and date of dispensation
- The date and time of any returned products
- The date and time of the product transfer to the quarantine room
- The name and ID number of all employees participating in any recall or product transfer activity
- If applicable, the date and time of product pickup from or transportation to the originating supplier for purposes of destruction and disposal, including the employee ID numbers of all staff participating in each step of the pickup/transportation activities
- If applicable, the date and time of product destruction and/or disposal, including the method of destruction/disposal and the employee ID numbers of all staff participating in each step of the destruction/disposal activities Upon identifying or receiving any returned, unfit (including but not limited to expired, damaged, deteriorated, mislabeled, or contaminated products), and/or recalled marijuana products, the manager will immediately update the our electronic recordkeeping system.
- If applicable, Holistic will have all recalled, returned, or otherwise unfit marijuana transported back to the originating supplier. All marijuana handled in these circumstances must be continuously tracked and recorded using LeafLogix.

Business Records

In accordance with 935 CMR 500.105(9) as well as industry best practice, Holistic Industries will create and maintain the following business records:

- Employment policies and procedures
- Facility rules, guidelines, and policies
- Training materials
- Employment handbooks, manuals, and other documents
- Security policies and procedures, including:
 - Staff identification measures
 - Monitoring attendance of staff and visitors
 - Alarm system plan o Video surveillance plan
 - Monitoring and tracking inventory
 - Personnel security
- Policies and procedures for cultivating, manufacturing, extracting, infusing, processing, producing, shipping, receiving, packaging, labeling, handling, tracking, transporting, storing, disposing, returning, and recalling products containing marijuana in accordance with all applicable laws, rules, and regulations
- Workplace safety policies and procedures
- Maintenance, cleaning, and sanitation policies and procedures for the site, facility, tools, and equipment
- Inventory maintenance and reporting procedures

- Policies and procedures to investigate complaints and potential adverse events from other marijuana organizations, patients, customers, or practitioners
- Other plans of operation
- Annual budgets, financial forecasts, and other business planning reports
- Transaction and sales records
- Expenses and expenditures records
- Inventory audit records, both internally and independently produced
- List of all current management and employees, including a separate list of all employees permitted to access any security and surveillance areas
- List of all company vendors, contractors, consultants, and permitted marijuana suppliers
- All notices and written communications with the CCC
- Other business records used in the operation of our ME facility

All business records, including full and complete plans of operation, will be made available to the CCC upon request and during any inspection of our sites and facilities.

Other Records, Logs, and Reports

Holistic will maintain many other records, logs, and reports which are not identified above, including but not limited to:

- Employee access logs, including the dates, times, and identities of those who entered/exited the dispensary itself and those who entered each restricted-access area within the ME facility
- Facility and equipment maintenance, sanitation, and cleaning logs
- Quarantine transfer logs and inspection reports
- Product destruction and disposal records, including date, time, and method of destruction/disposal (if applicable)
- Security incident reports, including:
 - Reports of attempted breaches/break-ins
 - Reports of vandalism, theft, violence, and other crimes
 - Reports of the expulsion of persons from the premises
 - Smoke, fire, and other alarm notifications
 - Copies of police reports related to any event taking place on the site
 - Diversion and other criminal activity internal investigatory reports, including preliminary reports, 7-day follow-up reports, and final reports written within 30 days of the applicable incident
 - Inventory discrepancy reports
- Loss of power reports
- Reports of emergency events (e.g., fire, flood, other natural disasters)

Restricting Access to Age 21 and Older

Holistic Industries, Inc. (“Holistic”) will leverage our experience operating licensed marijuana businesses across the U.S. to ensure our age verification processes, procedures and controls exceed Massachusetts regulatory requirements.

Holistic will implement strict measures to ensure only authorized persons are provided access to our Marijuana Establishment (“ME”) premises. Holistic staff will be trained to follow our check-in and verification standard operating procedures (“SOPs”) requiring redundant review and verification of visitor identification documents and age upon arrival to our ME, and again prior to the consummation of any product sale at our retail locations. This duplicative review and verification process includes the authentication of presented government identification documents using an identification scanner approved by the Massachusetts Cannabis Control Commission (“CCC”) to determine the validity of the card and confirmation that the visitor is of appropriate age to access our ME. Staff will be thoroughly trained on identification authentication measures and will be provided sophisticated identification verification equipment, as well as written guidelines, on the authentication procedure.

Our protocols will deter, prevent, and uncover any unauthorized attempts to gain access to our facilities. Our agents will first inspect the person’s proof of identification, in order to determine if they are 21 years of age or older. If the person is younger than 21 years old but older than 18, they shall not be admitted unless they produce an active medical registration card issued by the Department of Public Health (“DPH”). If they are younger than 18 years old, in addition to the active medical registration card they will also need to be accompanied by a personal caregiver with an active medical registration card. Regardless if the person is there for medical use, they will still need a valid form of government identification. Our agents will refuse entry to any person’s who do not fulfill these requirements, without exceptions.

See below for detailed information on our age verification policies and procedures evincing our vast experience and operational knowhow.

General ME Access Policies

Strict measures to control access to, and within, Holistic’s ME facilities allows for a streamlined, effective means to verify the authenticity of any presented identification documents. Each building will be access-controlled both internally and externally, particularly in sensitive areas including those which may contain marijuana using a pin pad and swiped-card reader so only those agents with proper credentials may enter. Agents will only be granted access to restricted areas depending on their particular job responsibilities and specific authorizations. Note, the Security Manager will immediately update security clearance for each agent upon advancements, demotions, suspensions and separations, as the case may be. Upon separation, agents must return their identification cards, keys and key codes, which will all be destroyed or wiped clean accordingly.

Accordingly, only those with proper credentials and authorization may enter. In accordance with MA regulations, only the following persons may enter our premises:

- An ME agent (who, according to policy, must be at least 21 years of age)

- An authorized representative of the CCC, the Commonwealth, the local government authority, the local and/or state law enforcement and the like
- Any person not listed above who is at least 21 years of age and is otherwise authorized to gain entry (e.g., a serviceman, a vendor, an authorized visitor, a customer of our recreational/adult-use retail dispensary facility, etc.)
- A medical patient who is under 21 years of age, and if under 18, is accompanied by a card-carrying guardian.

Upon arriving, visitors will enter through our front door leading to a “man-trap” lobby area, meaning the door leading to the interior of the facility from the lobby area will remain locked until: a) the facility front door is completely and securely closed, and b) a Holistic agent buzzes the person into the second door after initial review of the person’s identification documents and approval of the purpose for the visit. Persons who do not provide the required identification documents (e.g., current, valid government-issued identification card with photograph showing that the visitor is at least 21 years old, an active medical registration card) will be asked to leave the premises immediately. Those who provide the required identification will be granted access to a waiting area while staff further verifies and authenticates the documentation provided.

Holistic will only accept customer identification documents that contain both an unobstructed photograph and date of birth of the person clearly indicating their age. Such identification documents must be valid and unexpired, as verified by careful review, including the use of an identification scanner approved by the CCC. The following forms of identification will be accepted:

- Driver’s license or instruction permit issued by the Commonwealth of Massachusetts or any other state or territory of the United States
- Identification card issued by the Commonwealth of Massachusetts or any other state or territory of the United States for the purpose of proof of age of the holder of the card
- United States military identification card
- A Merchant Marine Credential or other similar document issued by the United States Coast Guard
- A passport issued by the United States Government or a permanent resident card issued by the United States Citizenship and Immigration Services of the Department of Homeland Security, or
- A tribal identification card issued by a tribal government which requires proof of the age of the holder of the card for issuance

Our check-in procedure must be completed upon every visit without exception.

To ensure the safety of our facility, customers, staff, and products, all persons who enter our ME are subject to security searches of their bags, purses and other personal effects, particularly upon reasonable suspicion of possession of illicit contraband or diverted product.

During all non-working hours, all entrances/exits to and from the facility must be securely locked. During the work day, all interior doors must remain locked to control access to each 3 segregated area of the facility. Such doors can only be opened by authorized personnel and will only remain open for the limited time necessary to allow entry; once entry has been completed, the door must be shut closed again to prevent unauthorized access.

Verification Equipment

Over the years, Holistic has utilized several identification scanner equipment at our affiliated marijuana businesses across the country. For our agents tasked with age verification procedures, we will provide CCC-approved identification scanners. Our preference, if approved by the CCC, is the Intellicheck. Age ID® or a similar system. Key features include:

- Real time ID authentication and age calculation
- Easy to use software
- Authentication data includes highlighted fields in red, yellow, and green so the user is clearly alerted as to whether or not a sale should be completed • Works on mobile devices (e.g., iOS and Android devices) and existing point-of-sale solutions, which is ideal for a brick and mortar store that also provides delivery services
- Manages do-not-serve and banned patron lists
- Used by countless restaurants, liquor stores, bar/nightclubs, national concession providers, distilleries, alcohol associations, and alcohol enforcement authorities across the nation
- Offers regulatory-compliant audit capabilities, such as capturing and recording a consumer's age and time of entry and it enables export of historical data
- Notifications alert system users if the same ID is used within a set amount of time
- Patented ID verification technology reads and authenticates more than 250 unique DMV barcode formats from every U.S. state and populated territories, all Canadian provinces, and all Mexican States where driver licenses include 2-D barcodes
- This system can be used by both our delivery team and our sales team at the retail store, ensuring seamless integration, uniformity, consistency, and robust record keeping measures

Customer Check-In, Sales and Redundant Age Verification Policies and Procedures at Our Retail Locations

Customer Care staff will be trained to follow our check-in and dispensing procedures requiring redundant review and verification of the customer's government-issued identification card, both upon arrival to our retail store and again prior to actual dispensation in our access-controlled dispensing services area within the retail store.

In accordance with our check-in procedures, only customers who: a) present current and authenticated identification documents, including a current government-issued ID card and medical registration card if necessary, and b) have not already received their full allotment of marijuana (as confirmed by a review of the customer's purchasing history records in) may qualify to be dispensed marijuana, so long as such dispensation does not exceed state-mandated quantity limits. Our electronic inventory tracking and recordkeeping system will be updated upon each transaction, ensuring real-time accurate information on dispensing and sales activities.

Our check-in procedure must be completed upon every visit without exception

Upon the conclusion of our check-in process, authorized agents must update our records with relevant information related to the visit (e.g., the time and date of the visit) using a computer with internet connectivity assuring access to the database.

Once approved for dispensation, the customer will be invited to our open and inviting waiting room until an agent authorized to dispense is available for consultation or dispensing. We will enforce a policy of one customer per Customer Care agent for security reasons.

Once assigned, a Customer Care agent will review the customer's identification documents to ensure their age of 21+ has again been verified, or that their active medical registration card has been verified. Thereafter, the agent will provide a free consultation and/or education to the customer and assist in choosing the correct forms, dosages, strains, etc. of marijuana.

After consultation, the agent will request the order. Before accepting, the agent will re-confirm that the order is compliant with MA law and does not exceed legal limits. If lawful, the agent will conduct a quality assurance inspection of all products dispensed (any expired, damaged, misbranded, adulterated, unsealed, or otherwise unfit unit must be quarantined and may not be dispensed), affix a compliant customer-specific label, complete the dispensing process, accept payment, issue a receipt and update the internal and CCC records.

All marijuana products purchased will be placed in an unmarked opaque exit-package, which will then be sealed, prior to distribution to the customer.

Energy Compliance Plan

Throughout all our affiliate marijuana operations across the country, we employ sustainable green practices and use renewable energy sources with a preference for eco-friendly efforts in all our designs, builds and operations. With regards to ME operations, we wholeheartedly seek to minimize waste and mitigate our facilities' environmental impact, which is in line with our corporate commitment to "do no harm."

Holistic has developed and refined numerous standard operating procedures as well as other policies focused on improving environmental efficiencies and reducing our resource demand. We have implemented these same methods in our MA facilities and will continue to introduce new and improved concepts in the future. Below are some examples:

- We only use VOC-free paint
- Wherever possible, we use LED bulbs in our lighting fixtures (which as the added benefit of reducing our cooling needs in warmer months)
- Wherever practical, we use motion-based lighting systems that automatically shut off after a pre-set period of time (e.g., in our bathrooms, vault, and private education/consultation room)
- All staff is encouraged to turn off lights and non-essential electrical devices as they leave a room that is unoccupied
- We provide re-usable totes for product storage within our vault
- We installed on-demand water heaters in our sinks
- We encourage all staff to walk, bicycle, use public transportation or share-riding services, and/or other green methods to get to work and we also encourage staff to use plug-in hybrid or electric vehicles
- We encourage our customers to walk, bicycle, use public transportation or rideshare services, and/or other green methods to get to our dispensary facilities and we intend to introduce a price subsidy program offering up to 5% discount on their purchase to those who prove they used approved green methods to reach our store • To the extent permissible under current regulations, we strive to be a paperless facility (we create and store as many records as practical in a digital format, as opposed to keeping paper copies)
- We employ a recycling program for cans, cardboard, paper, and other typical office rubbish and use a dedicated recycling dumpster in the back of our facility
- Many in-store furnishings are up-cycled or second hand
- We installed a commercial-grade HVAC system equipped with HEPA filters to reduce airborne contaminants
- We will explore hiring an environmental quality expert to help us improve our facility designs and create and implement additional green policies and procedures, including renewal energy generation
- To the extent possible, we will explore engaging with energy efficiency programs offered pursuant to M.G.L c. 25, § 21.

Aside from the above-mentioned green practices and strategies, we strongly prefer to introduce a product packaging recycling program which is currently not permitted under Commonwealth law. In this program, which we deploy in other jurisdictions where it is lawful, we encourage our customers to return product packaging for recycling and re-use purposes in exchange for a discount or other incentive. We then return the packaging to our product suppliers for inclusion in their recycling program (where the containers are cleaned, sanitized and re-used or are otherwise recycled and re-purposed).

Maintaining Financial Records

Recordkeeping Processes and Policies

Holistic Industries, Inc. (“Holistic”) uses established recordkeeping procedures with strict protocols for the efficient and effective creation and maintenance all required reports, records, logs, recordings, and other important business data, information, and documentation. In conforming with these protocols, we will create and maintain written and/or electronic records, as appropriate, and securely store them for a period of at least 5 years.

Electronic Recordkeeping Software

To generate and maintain electronic records, including but not limited to financial records, Holistic utilizes the LeafLogix recordkeeping software system.

LeafLogix is a widely utilized, proprietary seed-to-sale inventory tracking and recordkeeping system with the capability to digitally record and store records for instant and long-term analysis purposes. Generally, we will use LeafLogix to track and record all actions/information/documentation related to cultivation, manufacturing, processing, production, extraction, infusion, shipping, receiving, packaging, labeling, handling, transferring, transporting, storing, stocking, disposing, returning and recalling marijuana products in accordance with all applicable laws, rules, and regulations.

All entries into the LeafLogix system will include the unique employee ID number of the staff member taking the relevant action and recording the information in the system so that we know who is/was responsible for each step in our integrated processes, including who created each record or report. All appropriately authorized staff members will be thoroughly trained in the use and functionality of the LeafLogix software system to ensure the accuracy and integrity of our recordkeeping system.

LeafLogix does not allow the alteration of sales data, and employees are prohibited from utilizing any software or other methods to manipulate or alter sales data. Our technology team also conducts periodic, and at least monthly, analyses of equipment to confirm that no software has been installed that can be used to manipulate or alter sales data, and keeps records of the same.

If it is determined that software or other methods have been used to manipulate or alter sales data, we will immediately disclose the information to the CCC, cooperate with any investigation, and take any other action directed by the CCC.

Financial Records Retention

Holistic uses best security practices for records storage, including but not limited to sales records, audit records, banking records, accounts payable/receivable records, budget and financial planning records, and other business records. All physical financial records will be securely stored in the a manager's office (which will be access-controlled) within a commercial grade storage cabinet, closet, or other secure place to protect them from tampering or theft. Only authorized and properly credentialed agents may access the records. All electronic records will be stored in LeafLogix in a manner that is password protected, TLS/SSL encrypted, and accessible only to those authorized persons with proper credentials.

Our facility will have an electronic back-up system for *all* written and electronic financial records. Duplicate records will be stored within an access-controlled facility maintained or recommended by our trusted commercial security monitoring service provider, if approved by the CCC. Holistic will require our offsite record storage location to be protected by 2 independent security alarm systems monitored by 2 independent commercial security monitoring services, if requested by the CCC.

Dispensing Transaction Records

Upon the successful completion of a marijuana transaction, the Customer Care agent will issue a transaction receipt then access and update our electronic recordkeeping system with all pertinent sales information, including information recorded on the sales receipt, including:

- The date and time of dispensation
- The quantity, type, and form of marijuana dispensed
- Any other required data

Upon each completed transaction, Holistic will immediately update our electronic tracking system with the information contained on the dispensation transaction receipt, thereby ensuring real-time, accurate information on dispensing activities are readily available to system users.

If a patient/customer attempts to acquire an unauthorized or non-compliant quantity of products, staff must deny the attempted transaction. Upon each instance of denial of service, staff will update our electronic recordkeeping system with an appropriate notation, so we can track repeat offenses.

We have adopted separate accounting practices at the point-of-sale for marijuana and non-marijuana purchases.

As a co-located retailer, we will maintain and provide the CCC on a biannual basis accurate sales data during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products.

Financial Records

Holistic Industries will create and maintain the following financial records:

- Annual budgets
- Financial forecasts and other business planning reports
- Balance sheets
- Income statements
- Cash flow statements

- Transaction sales records, including copies of receipts
- Expenses and expenditures records
- Bank statements Tax records
- Financing agreements (e.g., copies of loan documents, lines of credit, etc.)
- Financial audit records, both internally and independently produced

All financial records will be made available to the CCC upon request and during any inspection of our sites and facilities.

We will comply with 830 CMR 62C.25.1 regarding recordkeeping requirements.

Qualifications and Training

Dispensary Position, Responsibilities and Required Qualifications

Below are job descriptions identifying the initial positions and responsibilities at Holistic Industries, Inc.'s ("Holistic") ME facility dispensing facilities.

Dispensary Manager

Job Summary: Supervise and coordinate activities of workers engaged in dispensing activities and patient/customer consultations. Apply knowledge of retail-pharmacy best practices.

Responsibilities:

- Oversee dispensing plan, including the management of staff, maintenance/protection of confidential patient information, safe handling of marijuana inventory.
- Prepare and assign daily tasks to dispensary associates based on dispensing plan.
- Observe staff to ensure safe, secure and high-functioning work environment.
- Oversee quality control standards to ensure consistent and safe customer experience.
- Train new employees in consultation techniques, product types, proper customer interactions and problem solving.
- Inspect facility for signs of disrepair, infection, disease and other problems that may affect ideal sanitary conditions.
- Maintain inventory records and submit documentation to information & records manager.
- Perform extra duties based on the needs of the organization

Qualifications: Strong business management background, preferably with 5+ years of experience in a retail pharmacy, retail management, or clinical healthcare setting. MA licensed pharmacist with retail pharmacy experience or equivalent is strongly preferred. Must be able to manage a team of diverse backgrounds, maintain compliance with HIPAA regulations, and oversee facility compliance with internal standards and MA regulations.

Dispensary Associates (Customer Care Agents)

Job Summary: Perform tasks based on the schedule provided by the dispensary manager. Apply knowledge of retail-pharmacy best practices.

Responsibilities:

- Assist the dispensary manager in all aspects associated with safely dispensing marijuana to qualified patients/caregivers and adult-use customers.
- Assist patients/customers based on need.

- Offer patients/customers educational information and documentation on available products and the MA Medical/Adult Use Marijuana Program in general.
- Identify any potential customer substance abuse issues or violations of program regulations or ME facility rules.
- Maintain, clean and disinfect facility and assist with inventory stocking responsibilities
- Record customer transactions and ensure proper inventory tracking.
- Perform additional tasks as may be required by the dispensary manager.

Qualifications: Strong communication and interpersonal skills, preferably with 2+ years of experience in a retail, pharmacy or healthcare setting. College degree preferred. Must be able to follow direction and securely handle confidential patient information.

Security Manager

Job Summary: Manage and direct security personnel in identifying, developing, implementing, and maintaining security processes and procedures across the organization to reduce risks, respond to incidents, and limit liability in all areas of financial, physical, and personal risk.

Responsibilities:

- Establish appropriate standards and risk controls associated with the physical property, marijuana, and electronic records.
- Act as liaison to law enforcement and CCC regulators
- Investigate any incidents regarding the physical property, marijuana, or electronic records.
- Organize periodic trainings pertaining to security for all security and administrative personnel.
- Oversee the staffing, scheduling and operations of onsite security guards.

Qualifications: Strong law enforcement and security background, preferably with 5+ years of experience in law enforcement. Must be able to manage a team of diverse backgrounds and professionally handle a variety of potential security concerns. College degree required.

Security Guards

Job Summary: Assist the security manager in maintaining the safety and security of the customers, staff, marijuana, and the facility.

Responsibilities:

- Conduct periodic inspection of premises to protect against fire, theft, vandalism, and illegal activity.
- Maintain log books and visitor/guest sign-in book.
- Prevent access to any unauthorized persons inside the registered premises and manage access in limited-access areas of the facility.
- Assist any staff with security access issues.

- Monitor any suspicious behavior by patients/customers, visitors, and personnel.
- Ensure compliance with MA regulations and internal policies, including escorting visitors while on the premises at all times.
- Prepare reports as requested by security manager.
- Perform additional tasks as required by the security manager.

Qualifications: Strong law enforcement and security background, preferably with 2+ years of experience in law enforcement, military or other security setting. Must be able to follow direction, observe suspicious behavior and react accordingly, and professionally handle a variety of potential security concerns. College degree preferred.

Receptionists

Job Summary: Greet visitors to the facility in the lobby area and review/verify required identification documentation to approve each individual's access to the interior of our facility.

Responsibilities:

- Make entries into visitor log-in book.
- Request required identification documents for persons to gain entry to the facility, then assist in verifying the authenticity of the same.
- Provide approved visitors with appropriate intake forms, dispensary rulebook, and other forms and documents as mandated by the dispensary manager.
- Prevent access to any unauthorized persons inside the premises and manage access to the waiting room.
- Assist any staff with administrative tasks.
- Perform additional tasks as required by the dispensary manager.

Qualifications: Strong communication and interpersonal skills required, preferably with 1+ years of experience as a receptionist in a retail pharmacy setting. Must be able to follow direction and perform tasks in a timely and professional manner.

Staff Training and Education

Our staff training and education plan is comprehensive, detailed and consistent with industry best practices. Trainers include medical marijuana experts from our national team such as cultivators, manufacturing experts, dispensary managers, inventory and quality control specialists, attorneys, pharmacists, physicians, researchers, patients, caregivers, substance abuse treatment specialists and other subject matter specialists.

All trainers must be experienced in customer (and patient/caregiver) care and education related matters relevant to operating a ME facility so that trainees are afforded the opportunity to become experts

themselves on the topics discussed. All training programs and materials must be vetted and approved by our managers prior to use in staff training.

In our staff training modules, trainees will be issued written (digital) materials and workbooks, undergo group and one-on-one training, be paired with an experience “mentor” who can provide ongoing advice and counsel even beyond the training period, perform situational drills to practice lessons under varying circumstances, watch instructional videos, shadow ME facility agents in action as they perform learned tasks at the facility and be tested on their retention of all pertinent information using multiple choice, open-ended question and/or oral examinations upon the completion of each training modules.

Our managers will oversee our training program. Generally, before being authorized to work at our ME facility, new hires must complete at least 25 hours of mandatory training.

We will ensure that employees are trained on job-specific duties prior to performing their job functions.

Moreover, all owners, managers, and employees will complete the Responsible Vendor Program, with employees completing the program within 90 days of being hired. The Responsible Vendor Program documentation will be retained for at least 4 years.

Also, all staff must complete continuing education each year. Mandatory training covers the following subjects:

- Recognizing the signs of abuse or adverse events in the use of marijuana
- Instruction on the use and administration of marijuana, including the use of marijuana in the treatment of a qualifying medical condition
- Risks associated with marijuana, including possible drug interactions
- Guidelines for support to patients and other customer types
- Guidelines for refusing to provide marijuana to an individual who appears to be impaired or abusing marijuana

Additional initial-hire training includes:

- Customer consultations, including different forms, methods of administration and strains of marijuana
- Training on the use and functionality of LeafLogix, our electronic inventory tracking and record keeping system
- Responsible-use training
- MA Medical/Adult Use Marijuana Program law, rules and regulations
- Holistic’s rule, policies and prohibitions
- Proper use of security equipment, measures and controls to prevent diversion, theft or loss of marijuana, including law enforcement and emergency responder interaction
- Privacy, confidentiality and HIPAA compliance at the ME facility
- Legal requirements for maintaining status as a registered ME facility agent
- Duties and responsibilities of each staff position
- Product receipt, storage, stocking, dispensing, returns, recall, disposal and handling protocol

- Proper check-in procedures, including ID authentication and verification
- Cash handling protocol, record keeping, quality assurance inspections and other operational protocol

Our staff training program guarantees advanced ongoing and continuing education for ME facility employees on all of the above identified subjects as well as those listed below:

- Updates to standard operating procedures
- The safe handling of marijuana, including an overview of common industry hazards, current health and safety standards and ME facility best practices
- Legal updates training pertaining to the Commonwealth's Marijuana Program
- Key advancements in marijuana research
- Pharmacology of marijuana and its active ingredients
- Potential therapeutic and adverse effects of marijuana
- Dosage and forms of marijuana and their pharmacodynamic impact
- Potential drug interactions and consumer safety issues with marijuana use
- Recognition of symptoms of substance use disorders and acute intoxication
- Other pertinent subjects which could enhance the level of service provided by ME facility staff and the safety and satisfaction of our customers

As part of our commitment to keep staff current with advancements in customer care and education, staff will be offered elective training. Elective training subjects will be based on the employee's interest as well as skills needed to increase productivity and improve overall job performance. Included in such elective training will be advanced courses covering all previously identified topics. We encourage all staff who are MA licensed pharmacists, physicians, nurses or other healthcare professionals to select such advanced elective courses to enhance their base of knowledge. All individuals engaged in ME facility operational activities must master all mandatory training modules. After completing this training, employees will be tested to qualify the information retained and ascertain whether they are ready to begin hands-on training. All module-specific test results will be retained in the employee's file.

Each training module consists of:

- Prerequisites: concepts, procedures and certifications required for the particular training module at hand. Objectives: goals and skills expected to be acquired and the concepts to be mastered upon completion of the module.
- Course content: topics, procedures and protocols covered in the specific module.
- Instructor supporting materials: packet that includes additional handouts and articles not yet incorporated in the module but considered of value in helping trainees achieve the stated objectives of the training module.
- Supplemental reading: list of books, articles, published papers and documents that could help the trainee retain the course information and expand their knowledge base.
- Training Completion Documentation: Certificate of Completion that must be completed and signed by the trainee and the instructor upon completion of the training module. This will be stored in the employee's file.

- **Evaluation:** series of quizzes and tests before and after attending a specific module to quantify how much program participants have improved their knowledge and skills on the topics covered. Trainees are also asked to evaluate their learning environment and the efficacy of our methods and instructors. This help us to improve our training program based on participant feedback. Examples include exit interviews, evaluation forms and focus groups.

Before engaging in hands-on training, trainees must have demonstrated proficiency on the topics covered in the training modules by having average test scores no lower than 75%. Once trainees have met this requirement, they will receive hands-on training in our facility from a manager or senior employee qualified to train new prospective employees.

This phase of our training program is very important and consists of four steps:

Step 1. (Trainee watches, instructor performs the task). Trainees observe the instructor perform the tasks learned in the modules and may ask questions and take notes. After the trainee has observed the task being properly performed enough times, they move on to the next step.

Step 2. (Trainee helps, instructor performs the task). In this stage, trainees provide help to the instructor in performing the task. After the instructor feels that the trainee has mastered the basics skills and procedures, the trainee moves to the next step.

Step 3. (Trainee performs, instructor helps). Here, the roles are reversed and the trainee is now in charge of performing the specific task while still being helped by the instructor. Once the trainee and instructor are comfortable with the trainee's performance, they jointly decide to move to the next step.

Step 4. (Trainee performs, instructor watches). At this point, the trainee is performing the task on his/her own under the supervision of the instructor who will correct the trainee if necessary but will try to avoid direct assistance.

After the trainee has repeated Step 4 enough times and the instructor is satisfied with their performance, the instructor will schedule an on-the-job-evaluation. The trainee is expected to perform the required duties at the level of a full-fledged employee. Trainees are encouraged not to rush as they are only given two chances to pass the evaluation. If a trainee fails both attempts, their training ends and they must either repeat Steps 1-4 or will be terminated from employment.

Personnel Policies Including Background Checks

Hiring Policies

All prospective Holistic Industries, Inc. ("Holistic") ME facility agents will be properly screened during the application, interview and hiring process to ensure that they meet both the requirements set by Massachusetts regulations and our own stringent internal standards for qualifications, experience, character and professionalism. Our hiring plan will include a job description for each position in the company's structure, and the desired level of education, training, core competencies, and experience required to fill each position. We will also make sure that hired employees understand the company's hierarchical structure in order to appreciate the supervisory structure of our organization. All employees must be at least 21 years of age and must be registered with the Commonwealth's program prior to commencing work. If our required background checks during the hiring process uncover any felony convictions or other disqualifying criminal offenses, the subject applicant will not be hired. Similarly, upon discovering that any employee has a felony conviction or other disqualifying criminal offense after hire, the subject employee will be terminated. If any employee or agent is found to have diverted marijuana, engaged in unsafe practices, or been convicted or entered into a guilty plea for a felony charge of distribution of a drug to a minor, they will be immediately dismissed as per 935 CMR 500.105(1). All agents are subject to random drug screening as well as follow-up criminal background checks. In addition to comprehensive criminal background checks and thorough interviews prior to hire, each employee will be required to sign a company Code of Conduct affirming each person's commitment to, among other things, the following:

- Reviewing and complying at all times with MA law and regulations related to the person's job responsibilities
- Reviewing federal law relating to marijuana
- Prevention of theft and diversion
- Strict product control • Prevention of onsite consumption of marijuana
- Maintain an unbroken chain of custody for all marijuana on the premises
- Adhering at all times to our strict quality assurance measures
- Adhering at all times to our ME facility access policies and procedures, including our check in protocol and visitor policy

Staff will reaffirm such commitment on a yearly basis, or they will be subject to suspension and possible termination.

New Hire Paperwork

Prospective employees shall be provided with the necessary documents in order to register with Holistic as a new employee, including:

- Application for employment
- New employee information form
- W-4 (Federal Withholding Allowance Certificate)
- Employee Withholding Allowance Certificate
- I-9 (Employment Eligibility Verification)
- Direct deposit enrollment
- Health and Dental Plan Information
- Health and Dental Plan Enrollment
- Health and Dental Plan Waiver
- Instructions to obtain required fingerprinting and criminal background check
- Registration information for Co – located facility Training Curriculum

Employee File

Upon initiating employment, a personnel file with all new hire paperwork and other appropriate documentation is created for every employee and maintained by Holistic.

Employee files shall contain, at least:

- Name, address, and occupation
- Rate of pay
- Amount that is paid each pay period
- Hours worked each day and workweek
- Proof of eligibility to work in the U.S.
- Candidate screening
- Resume
- Employment application
- References
- Interview feedback
- Proof completing fingerprinting and criminal background check
- Executed copy of the Holistic Employee Handbook Acknowledgement
- Performance evaluations
- Disciplinary discussions and actions
- Incident reports involving the employee
- Offer letter

An employee's personnel file shall be confidential and accessed only on a "need to know" basis by authorized employees. Access to all personnel files will be tracked.

Employees have a right to review the contents of their personnel file and may do so by contacting their supervisor.

Upon written request, copies of personnel documents with the exception of confidential reference materials shall be made available to an employee.

Employees shall promptly report to their supervisor or Human Resources any changes in name, address, telephone number, direct deposit banking information, and/or changes to dependent on W-4.

Employee files shall be maintained for a period of four years following separation as an employee from Holistic, for any reason.

New Hiring Training

New employees shall complete new hire training during their first week as an employee of Holistic.

New hire training shall include:

- Distribution of the Employee Handbook
- Substance abuse
- Non-discrimination and anti-harassment
- Confidential information
- Conflicts of interest
- Detection and prevention of diversion
- Incident reporting
- Federal and state marijuana laws and regulations
- Employee conduct
- Patient confidentiality (HIPAA)
- Security procedures
- Safety procedures
- Completion of Marijuana Training Course
- Proper procedure to clean and sanitize work surfaces utilizing sanitizing agents registered by the United States Environmental Protection Agency
- Employees shall acknowledge and agree to the terms of Holistic' Employee Handbook by signing the Holistic Employee Handbook Acknowledgement form

Attendance of new hire training shall be documented by retaining all materials presented during training in addition to the training attendance log.

Continuing Training

Holistic shall conduct continuing education and training for all employees which will include, at a minimum, up to date information concerning:

- The pharmacology of marijuana and its active components
- The potential therapeutic and adverse effects of marijuana
- Dosage forms of marijuana and their pharmacodynamical impact
- Potential drug interactions and consumer safety issues with marijuana use
- Recognition of symptoms of substance use disorders and acute intoxication
- MA laws, rules and regulations pertaining to the sale of marijuana

Attendance of new hire training shall be documented by retaining all materials presented during training in addition to the training attendance log.

Optimal Staffing

Holistic shall maintain a concentrated core of supervisory positions, and a high staff-to-patient ratio, in order to provide a consistent level of:

- Experienced staff
- Safe operations
- Adequate security and threat prevention
- Safekeeping of confidential information

Holistic shall adjust staff as appropriate in coordination with observable and sustained changes in the number of customers.

Employee Separation

Once an individual's employment with Holistic has completed:

- The supervisory manager or designee will take custody of the individual's ID card, restrict access to the ME facility and notify the state
- Obtain any keys or access control devices
- Discontinue use of individual's Holistic email account
- Confirm return of confidential Holistic documentation
- Notify security personnel that the individual may not access Holistic premises absent written authorization from an officer of Holistic

Within one business day of a Holistic employee's separation from the company, whether voluntary or involuntary, the supervisory manager will notify the state of an employee's separation including:

- The circumstances of the employee's separation
- Whether any further investigation and/or follow up is required
- An exit interview may be performed

Federal Regulations Acknowledgement

Holistic shall require all employees to sign an Attestation Form upon initial hire acknowledging that they understand that the United States Congress has determined that marijuana is still considered a controlled substance and it has been placed in Schedule I of the Controlled Substances Act. Cultivating, manufacturing, processing, dispensing, handling, distributing and possessing marijuana in any capacity, other than as part of a federally authorized research program, is a violation of federal laws. MA's law authorizing the Commonwealth's Medical/Adult-Use Marijuana Program will not excuse any individual from any violation of the federal laws governing marijuana or authorize any registrant to violate federal laws.

Equal Employment Opportunity (EEO) Commitment

Holistic is an equal opportunity employer. We are committed to hiring the highest quality employment applicants regardless of race, creed, color, religion, sex, gender identity, sexual orientation, disability, age, socioeconomic status, political views, veteran status or national origin.

Our hiring practices will reflect our core belief that a diverse organization is crucial to fostering innovation, tolerance, high achievement, and a safe and accepting workplace environment. We will hire and train diverse staff sourced from the local talent pool proximal to our ME facility operations which will mirror the diversity of the community.

Our EEO policies will be memorialized within our Employee Handbook issued to all new employees upon hire. During employee initial training and annual retraining, management tasked with training responsibilities will reiterate and reinforce our EEO policies and will address any questions or concerns related thereto.

Diversity reports will record the participation level (by raw figure and by percentage) of diverse groups as owners, officers, financial backers, managers, staff, independent contractors and third-party service providers. These reports will include details on salaries, promotions and other compensation for diverse persons and companies.

All analytics and related measures will be recorded in quarterly diversity reports for internal executive level review to ensure we are meeting our diversity goals and staying true to our diversity commitments. While reviewing these reports, Holistic executives will also review diversity reports of all new hires, all new promotions, all recent terminations and other relevant staffing and employment records. If appropriate, we will determine areas in need of improvement and develop a corrective plan of action for immediate implementation.

Non-Discrimination & Anti-harassment Policy

Holistic is committed to maintaining a work environment which values human diversity and respects individuals. This policy applies to all jobs at Holistic.

It is the policy of Holistic to not discriminate or allow the harassment of employees or applicants for employment on the basis of gender identity or expression, sexual orientation, race, color, religious creed, national origin, physical or mental disability, protected veteran status, age, genetic information,

marital status, pregnancy, childbirth, or any other characteristic protected by law with regard to any employment practices, including recruitment, advertising, job application procedures, hiring, upgrading, training, promotion, transfer, compensation, job assignments, benefits, and/or other terms, conditions, or privileges of employment, provided the individual is qualified, with or without reasonable accommodations, to perform the essential functions of the job.

Holistic will continue to ensure that individuals are employed, and that employees are treated during employment, without regard to any of the above characteristics or any other characteristic protected by law in all employment practices as follows:

- Employment decisions at Holistic are based on legitimate job-related criteria
- All actions or programs that affect qualified individuals, such as employment, reclassification, demotion, transfer, recruitment, advertising, termination, rate of pay or other forms of compensation, and selection for training, are made without discrimination
- Holistic will upon request disclose information concerning minority employees
- Holistic employees may choose to voluntarily disclose their gender identity or expression, race, national origin, disability, protected veteran status, or sexual orientation at any time by contacting Human Resources
- Such information will be maintained in a confidential manner and will not be used against an individual when making any employment decisions
- Employees and applicants with disabilities are encouraged to inform Holistic if they need a reasonable accommodation to perform a job for which they are otherwise qualified
- Holistic will make reasonable accommodations to the known physical or mental limitations of an otherwise qualified applicant or employee to promote the employment of qualified individuals with disabilities

Holistic employees and applicants for employment will not be subjected to harassment, intimidation, threats, coercion, or discrimination because they have engaged in, or may have engaged in, filing a complaint, assisting or participating in an investigation, compliance review or hearing, or other activity related to the administration of Section 503 of the Rehabilitation Act of 1973, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, Executive Order 11246, all as amended, and/or any other federal, state, or local law or regulation regarding equal employment opportunity, opposing any act or practice made unlawful, or exercising any other right protected by such laws or regulations.

Holistic will not discharge or in any other manner discriminate against employees or applicants for employment because they have inquired about, discussed, or disclosed their own pay or the pay of another employee or applicant for employment. However, employees who have access to the compensation information of other employees or applicants as a part of their essential job functions should not disclose the pay of other employees or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is:

- In response to a formal complaint or charge
- In furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by Holistic;
- In response to a formal complaint or charge
- In furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by Holistic
- Consistent with Holistic' legal duty to furnish information

Complaints of Discrimination & Anti-Harassment

Holistic has developed the following procedure to provide prompt and equitable resolution of complaints concerning equal employment opportunities/discrimination/harassment complaints. By using this complaint process, other complainant rights and remedies that may be available under federal or state statutes prohibiting discrimination will not be affected.

Any Holistic employee, patient, visitor, customer, or contractor claiming to have been discriminated against by Holistic may use this procedure to file a complaint

The Discrimination Complaint Form will be available to all complainants upon request. Holistic will take seriously and will promptly investigate all such complaints.

Complaints should be addressed to Human Resources. Complaints must be filed, in writing, within 180 days after the complainant became aware of the alleged discrimination.

Complaints must contain the following information:

- Name, address, and telephone number of the person filing the complaint
- A brief description of the illegal discrimination, including the location and date of the illegal discrimination

If the complaint has not been informally resolved within thirty (30) days of receipt of the complaint, Human Resources, or the HR designee, will conduct a formal investigation of the discrimination complaint. A formal investigation may also commence upon the complainant's request or Holistic' discretion. Human Resources, or the HR designee, shall issue a written report of the results of the investigation. The report will provide a determination of the merits of the complaint as they may relate to applicable federal or state law, including but not limited to: Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 (revised 1992), Title VII of the Civil Rights Act of 1964, and the Americans with Disabilities Act of 1990. Additionally, if applicable, the report will provide options for substantive resolution of the complaint and recommendations for corrective measures. The written report should be submitted to a Compliance Officer within 180 days of the receipt of the complaint. The Compliance Officer will make a decision based on the record and will notify the complainant, in writing, of the decision and the basis for the decision, within twenty days of receipt of the written report.

Accommodation of Individuals with Disabilities

Holistic complies with the Americans with Disabilities Act (“ADA”), as amended, and applicable state and local laws providing from nondiscrimination in employment against qualified individuals with disabilities. We are committed to providing equal employment opportunities to all individuals, including those with disabilities, and will engage in an interactive process to determine the availability of a reasonable accommodation to any qualified individual who:

- Requests a reasonable accommodation during the application process
- Requests a reasonable accommodation to enable them to perform essential job functions or gain access to company facilities or
- Asks for a reasonable accommodation to enjoy benefits and privileges of employment

It is Holistic’s policy to, without limitation:

- Ensure that qualified individuals with disabilities are treated in a nondiscriminatory manner in the pre-employment process and that employees with disabilities are treated in a nondiscriminatory manner in all terms, conditions, and privileges of employment
Keep all medical-related information confidential in accordance with the requirements of the AD and retain such information in separate confidential files
- Engage in an interactive process with applicants and employees with disabilities to determine if a reasonable accommodation exists that would allow the applicant or employee to perform the essential functions of the position, and would not create an undue hardship on Holistic
- Notify individuals with disabilities that Holistic provides reasonable accommodation to qualified individuals with disabilities, by including this policy in Holistic’ employee handbook.

Holistic employees experiencing a disability that is contributed to or caused by pregnancy may request a reasonable accommodation.

Holistic will explore all possible means of providing the reasonable accommodation.

Options that will be considered by Holistic include changing job duties, changing work hours, relocation, providing mechanical or electrical aids, transfers to less strenuous or less hazardous positions, and providing leave. All requests for reasonable accommodations will be processed in a timely manner and, as appropriate, Holistic will provide reasonable accommodations promptly.

Human Resources will administer this program and any employees needing a reasonable accommodation should contact their immediate supervisor or Human Resources for assistance.

Whistleblower Protections

Holistic maintains its commitment to integrity and ethical behavior. Additionally, Holistic is committed to maintaining a workplace where employees are free to raise good faith concerns regarding its business practices.

It is the responsibility of every employee to immediately report suspected violations of Holistic policies and procedures, or federal, state, or local law.

In accordance with Whistleblower Protection regulations, Holistic will not tolerate harassment, retaliation, or any type of discrimination against any employee who:

- Makes a good faith complaint regarding suspected company or employee violations of the law
- Makes a good faith complaint regarding accounting, internal accounting controls, or auditing matters that may lead to incorrect, or misrepresentations in, financial accounting
- Provides information to assist in an investigation regarding violations of the law; or
- Files, testifies, or participates in a proceeding in relation to alleged violations of the law.

Examples of violations include, but are not limited to:

- Theft or other misappropriation of assets
- Billing for services not performed
- Misstatements and other irregularities in the records of Holistic, including the intentional misstatement of the results of operations
- Forgery, falsification, or other wrongful alteration of documents
- Fraud and other acts that are in violation of federal, state, or local laws.

If a Holistic employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee must exercise sound judgment to avoid baseless allegations.

An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

Adverse employment actions, such as demotion or termination, and discrimination, threats, and harassment, as a result of an employee's decision to provide good faith information regarding violations of the law, will not be tolerated.

Anyone violating this policy may be subject to discipline, up to and including termination of employment.

Drug and Alcohol Policy

Holistic will make every reasonable effort to prevent the use of alcohol and drugs, including marijuana, on the registered ME facility premises (including adjacent parking areas) in any form and will prohibit any paraphernalia showing evidence of marijuana consumption from being brought into a facility.

Any employee found to be in violation of this rule will be terminated immediately and reported to law enforcement for further actions. Any patron found to be in violation of this rule will be subject to

suspension or permanent expulsion from the facility, and, if appropriate, will be reported to law enforcement.

Prevention measures include the following:

- Train all staff upon hire on the ME facility's rules, including the prohibition against the use of alcohol and drugs, including marijuana, on the registered premises
- Require all staff to read and execute an acknowledgment that they are aware of MA regulations and Holistic policies regarding the use of alcohol and drugs onsite and agree to abide by such rules and regulations
- Provide customers with a written statement describing the prohibition (as part of the initial onboarding and registration process) and require each individual to initial/sign an acknowledgment that they have read and understand the rules and regulations regarding the use of alcohol and drugs, including marijuana, onsite and agree to abide by such rules and regulations
- Display clear, legible signage in at the entrance to each facility, as well as in the waiting room and service/dispensing room (if applicable), which restates the prohibition.
- Roaming security guards tasked with observing the behavior of staff and patrons, including the detection and prevention of the use alcohol and drugs on the registered premises
- The monitoring of live surveillance feeds from our surveillance cameras located throughout each ME facility

Smoke-Free Workplace Policy

It is our strict policy to prohibit smoking anywhere on the registered premises (including adjacent parking areas) in order to provide and maintain a safe and health workplace environment for all agents, patrons and visitors. Employees who violate the prohibition against smoking are subject to suspension and possible termination.

Pay Periods

Holistic employees shall be paid on a bi-weekly basis through direct deposit.

Paydays shall be scheduled on Fridays, and if a scheduled payday falls on a bank holiday, employees shall be paid on the Thursday preceding the bank holiday.

All required deductions, such as for federal, state, and local taxes, and all authorized voluntary deductions, such as for health insurance contributions, shall be withheld automatically from an employee's paycheck.

Employees shall be instructed to review all of their paychecks for errors.

Any mistake in an employee's paycheck shall be reported to their supervisor or Human Resources immediately so necessary steps may be taken to correct the error.

Overtime Pay

In order to provide the best possible service to our customers and maintain an efficient operation, it may be necessary for Holistic employees to work overtime.

Non-exempt employees shall be paid one and one-half times (1½) their regular hourly rate of pay for all hours worked beyond forty (40) in any given workweek.

Workweeks shall begin on Sunday and end on Saturday.

Employees shall obtain prior approval from their supervisor to work any overtime.

Holistic shall expect employees to be willing and able to work overtime upon request. Holistic shall attempt to provide employees with reasonable notice when the need for overtime work arises though advance notice may not always be possible.

Employee Classifications

Holistic employees shall be informed of their initial employment classification and status as an exempt or non-exempt employee upon hire.

If an employee changes positions during their employment as a result of promotion, transfer, or employment responsibilities change, Human Resources shall inform the employee of any change in their exemption status.

Regular, full-time employees shall mean employees hired to work thirty (30) hours per workweek on a regular basis. Such employees may be “exempt” or “non-exempt” as defined below.

Regular, part-time employees shall mean employees hired to work fewer than forty (40) hours per week on a regular basis. Such employees may be “exempt” or “non-exempt” as defined below.

Temporary employees shall mean employees engaged to work full time or part time on Holistic payroll, usually to fill in for vacations, leaves of absence, or projects of a limited duration, with the understanding that their employment will end no later than six (6) months after their start date. With written approval from Human Resources, temporary employment may be extended beyond six (6) months.

Non-exempt employees shall mean employees who are required to be paid overtime at the rate of one and a half times (1½) their regular rate of pay for all hours worked beyond forty (40) hours in a workweek, in accordance with applicable federal, state, and local wage and hour laws.

Exempt employees shall mean employees who are not required to be paid overtime, in accordance with applicable federal, state, or local law. Executives, professional employees, outside sales representatives, and employees in certain administrative or computer-related positions are typically exempt.

On the Job Training

Holistic shall pay for any required training programs including safety training, security training, continuing education when necessary for job safety and work performance.

Training shall be conducted during regular working hours whenever possible.

Holistic employees may be tested from time to time to evaluate the effectiveness of any training programs

Promotion

Promotion decisions regarding eligible employees shall be based on the employee's qualifications and past performance as well as supervisor evaluations of an employee's potential. All promotions or transfers are made in accordance with Holistic' Non-Discrimination and Anti-Harassment policy.

Confidentiality and HIPAA Compliance

All employees will inevitably have access to sensitive information during the course of their work, including patient or caregiver information and company trade secrets. It is Holistic policy that confidential information not be disclosed to third-parties or to employees without a "need to know." If an agent is unclear whether or not certain information is considered confidential and protected, he or she must confirm with their immediate supervisor.

All employees are expected to follow the US Department of Health and Human Services ("HHS") privacy and security protections for health information established under the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). All patient information shared with third parties must first be approved by management, then de-identified to protect the privacy of the subject patient.

Attendance & Punctuality

All agents are expected to arrive to work on time before their shift begins. Patterns of absenteeism or tardiness are grounds for disciplinary action. Absences due to illnesses or injuries that qualify under the Family and Medical Leave Act ("FMLA") are acceptable so long as medical documentation within the guidelines of the FMLA have been provided.

Vacations and holidays must be scheduled in advance with management. Sick leave may be used in the case of emergencies or sudden illness without prior scheduling, however the agent is expected to notify dispensary management of the situation as soon as practical.

Not reporting to work and not calling to notify management of the absence is grounds for disciplinary action. The first violation will result in a written warning. A subsequent violation may result in suspension or termination of employment.

Staff Hygiene

All ME facility employees will be required to come to work in a clean and hygienic manner. Staff will be required to frequently wash their hands, particularly after handling marijuana, handling equipment

coming into contact with marijuana, coming into contact with a patient, caregiver, customer, visitor or any other person, and after eating or using the restroom.

Employees failing to follow hygienic protocols may be subject to suspension or termination. The hygiene policy will help ensure a safe, sanitary, sterile, contamination-free ME facility environment. All uniforms and work attire must be clean and free of dirt, debris, dust, and the like. Staff found wearing soiled uniforms or work attire will be asked to immediately rectify the issue and may be sent home by management for failure to do so.

Holistic will provide our employees with adequate and convenient hand-washing facilities furnished with running water at a temperature suitable for sanitizing hands. Such hand-washing facilities will be located within adequate, readily accessible lavatories that are maintained in a sanitary condition and in good repair. Effective non-toxic sanitizing cleansers and sanitary towel service or suitable hand drying devices will be provided.

Additional hand-washing facilities will be located within each facility where good sanitary practices require employees to wash and sanitize their hands.

OSHA Compliance

The health and safety of all employees is of paramount importance to Holistic. Therefore, we require absolute compliance with all applicable Occupational Safety and Health Administration ("OSHA") standards, including the General Duty Clause of the OSH Act which requires employers to keep their workplace free of serious recognized hazards, to assure a safe and healthful workplace.

In accordance with our SOPs, we will ensure our employees are accorded a suitable workplace environment free from recognized hazards that may cause death or serious physical harm. In doing so, we will comply with occupational safety and health standards promulgated under the OSH Act of 1970.

Holistic expects each employee to comply at all times with occupational safety and health standards and all rules, regulations, and orders issued pursuant to the OSH Act which are applicable to his or her own actions and conduct. To facilitate, we will provide sufficient employee training, written SOPs, and written guidelines, as applicable, so all staff is knowledgeable about and can maintain compliance with these standards.

Notably, in accordance with Section 11(c) of the OSH Act, Holistic does not discriminate against our agents for exercising their rights under the OSH Act. These rights include filing an OSHA complaint, participating in an inspection or talking to an inspector, seeking access to employer exposure and injury records, reporting an injury, and raising a safety or health complaint with the employer.

Injury and Illness Prevention Program

Holistic will require ME facility agents to report to a supervisor any personal health condition that might compromise the cleanliness, sanitation, integrity, safety, or quality of our dispensary facility or the medical marijuana products the dispensary agent might handle, or that might impact the health and safety of patients, caregivers, customers, visitors, or other staff members. All illnesses and health

conditions reported will be treated with extreme precaution. Employees will never be reprimanded for disclosing a health condition to a supervisor.

When notified, supervisors will in turn notify the applicable manager of the circumstances of the employee's health condition. The manager will use their best judgment to protect the interests of the ME facility, always erring on the side of caution. Optional action plans include:

- Addressing the situation to eliminate the possibility of a cleanliness or quality issue with marijuana which might be handled by the employee (such as providing gauze or a band-aid in case of a minor cut)
- Segregating the employee from interacting with other persons and prohibiting them from handling marijuana
- Sending the subject employee home for the day to rest
- Advise the subject employee visit the emergency room or medical specialist

If the condition is more serious, the subject employee will be asked to refrain from returning to the ME facility until cleared by a physician.

Upon any instance of a reported health condition, the employee's personnel file will be updated by the human resources for historical record keeping purposes.

Disciplinary Action and Separation

All policies and procedures will be administered by Holistic based upon its interpretation of the facts of any incident(s).

All issues of misconduct will be investigated thoroughly and any application of this policies and procedures will be handled in a fair and consistent manner.

Holistic may adapt disciplinary procedures or use immediate termination in certain circumstances, including but not limited to:

Unauthorized removal of Holistic or a Holistic employee's property;

- Dishonesty;
- Breach of confidentiality;
- Fighting;
- Deliberate violations of policies and procedures adopted by Holistic; and
- Any unlawful conduct that reflects negatively on Holistic.

Holistic considers extended absence without proper notification, and failure to return to work after the conclusion of a leave of absence, paid time off, vacation, etc. as voluntary forms of termination.

Prior to an employee's departure, an exit interview may be scheduled to discuss the reasons for departure and the effect on employee benefits.

Once an individual is no longer associated with Holistic as an employee due to either voluntary or involuntary termination of employment, the individual is required to return:

- Their ID card;
- Any keys, fobs, or other entry/access devices;
- Company-issued electronic devices or other property; • Confidential documents (e.g. manuals, customer lists, etc.).

Former employees shall not attempt to access Holistic premises in the future without express written approval from an officer of Holistic.

Qualifications and Training

Dispensary Position, Responsibilities and Required Qualifications

Below are job descriptions identifying the initial positions and responsibilities at Holistic Industries, Inc.'s ("Holistic") ME facility dispensing facilities.

Dispensary Manager

Job Summary: Supervise and coordinate activities of workers engaged in dispensing activities and patient/customer consultations. Apply knowledge of retail-pharmacy best practices.

Responsibilities:

- Oversee dispensing plan, including the management of staff, maintenance/protection of confidential patient information, safe handling of marijuana inventory.
- Prepare and assign daily tasks to dispensary associates based on dispensing plan.
- Observe staff to ensure safe, secure and high-functioning work environment.
- Oversee quality control standards to ensure consistent and safe customer experience.
- Train new employees in consultation techniques, product types, proper customer interactions and problem solving.
- Inspect facility for signs of disrepair, infection, disease and other problems that may affect ideal sanitary conditions.
- Maintain inventory records and submit documentation to information & records manager.
- Perform extra duties based on the needs of the organization

Qualifications: Strong business management background, preferably with 5+ years of experience in a retail pharmacy, retail management, or clinical healthcare setting. MA licensed pharmacist with retail pharmacy experience or equivalent is strongly preferred. Must be able to manage a team of diverse backgrounds, maintain compliance with HIPAA regulations, and oversee facility compliance with internal standards and MA regulations.

Dispensary Associates (Customer Care Agents)

Job Summary: Perform tasks based on the schedule provided by the dispensary manager. Apply knowledge of retail-pharmacy best practices.

Responsibilities:

- Assist the dispensary manager in all aspects associated with safely dispensing marijuana to qualified patients/caregivers and adult-use customers.
- Assist patients/customers based on need.

- Offer patients/customers educational information and documentation on available products and the MA Medical/Adult Use Marijuana Program in general.
- Identify any potential customer substance abuse issues or violations of program regulations or ME facility rules.
- Maintain, clean and disinfect facility and assist with inventory stocking responsibilities
- Record customer transactions and ensure proper inventory tracking.
- Perform additional tasks as may be required by the dispensary manager.

Qualifications: Strong communication and interpersonal skills, preferably with 2+ years of experience in a retail, pharmacy or healthcare setting. College degree preferred. Must be able to follow direction and securely handle confidential patient information.

Security Manager

Job Summary: Manage and direct security personnel in identifying, developing, implementing, and maintaining security processes and procedures across the organization to reduce risks, respond to incidents, and limit liability in all areas of financial, physical, and personal risk.

Responsibilities:

- Establish appropriate standards and risk controls associated with the physical property, marijuana, and electronic records.
- Act as liaison to law enforcement and CCC regulators
- Investigate any incidents regarding the physical property, marijuana, or electronic records.
- Organize periodic trainings pertaining to security for all security and administrative personnel.
- Oversee the staffing, scheduling and operations of onsite security guards.

Qualifications: Strong law enforcement and security background, preferably with 5+ years of experience in law enforcement. Must be able to manage a team of diverse backgrounds and professionally handle a variety of potential security concerns. College degree required.

Security Guards

Job Summary: Assist the security manager in maintaining the safety and security of the customers, staff, marijuana, and the facility.

Responsibilities:

- Conduct periodic inspection of premises to protect against fire, theft, vandalism, and illegal activity.
- Maintain log books and visitor/guest sign-in book.
- Prevent access to any unauthorized persons inside the registered premises and manage access in limited-access areas of the facility.
- Assist any staff with security access issues.

- Monitor any suspicious behavior by patients/customers, visitors, and personnel.
- Ensure compliance with MA regulations and internal policies, including escorting visitors while on the premises at all times.
- Prepare reports as requested by security manager.
- Perform additional tasks as required by the security manager.

Qualifications: Strong law enforcement and security background, preferably with 2+ years of experience in law enforcement, military or other security setting. Must be able to follow direction, observe suspicious behavior and react accordingly, and professionally handle a variety of potential security concerns. College degree preferred.

Receptionists

Job Summary: Greet visitors to the facility in the lobby area and review/verify required identification documentation to approve each individual's access to the interior of our facility.

Responsibilities:

- Make entries into visitor log-in book.
- Request required identification documents for persons to gain entry to the facility, then assist in verifying the authenticity of the same.
- Provide approved visitors with appropriate intake forms, dispensary rulebook, and other forms and documents as mandated by the dispensary manager.
- Prevent access to any unauthorized persons inside the premises and manage access to the waiting room.
- Assist any staff with administrative tasks.
- Perform additional tasks as required by the dispensary manager.

Qualifications: Strong communication and interpersonal skills required, preferably with 1+ years of experience as a receptionist in a retail pharmacy setting. Must be able to follow direction and perform tasks in a timely and professional manner.

Staff Training and Education

Our staff training and education plan is comprehensive, detailed and consistent with industry best practices. Trainers include medical marijuana experts from our national team such as cultivators, manufacturing experts, dispensary managers, inventory and quality control specialists, attorneys, pharmacists, physicians, researchers, patients, caregivers, substance abuse treatment specialists and other subject matter specialists.

All trainers must be experienced in customer (and patient/caregiver) care and education related matters relevant to operating a ME facility so that trainees are afforded the opportunity to become experts

themselves on the topics discussed. All training programs and materials must be vetted and approved by our managers prior to use in staff training.

In our staff training modules, trainees will be issued written (digital) materials and workbooks, undergo group and one-on-one training, be paired with an experience “mentor” who can provide ongoing advice and counsel even beyond the training period, perform situational drills to practice lessons under varying circumstances, watch instructional videos, shadow ME facility agents in action as they perform learned tasks at the facility and be tested on their retention of all pertinent information using multiple choice, open-ended question and/or oral examinations upon the completion of each training modules.

Our managers will oversee our training program. Generally, before being authorized to work at our ME facility, new hires must complete at least 25 hours of mandatory training. Also, all staff must complete continuing education each year. Mandatory training covers the following subjects:

- Recognizing the signs of abuse or adverse events in the use of marijuana
- Instruction on the use and administration of marijuana, including the use of marijuana in the treatment of a qualifying medical condition
- Risks associated with marijuana, including possible drug interactions
- Guidelines for support to patients and other customer types
- Guidelines for refusing to provide marijuana to an individual who appears to be impaired or abusing marijuana

Additional initial-hire training includes:

- Customer consultations, including different forms, methods of administration and strains of marijuana
- Training on the use and functionality of LeafLogix, our electronic inventory tracking and record keeping system
- Responsible-use training
- MA Medical/Adult Use Marijuana Program law, rules and regulations
- Holistic’s rule, policies and prohibitions
- Proper use of security equipment, measures and controls to prevent diversion, theft or loss of marijuana, including law enforcement and emergency responder interaction • Privacy, confidentiality and HIPAA compliance at the ME facility
- Legal requirements for maintaining status as a registered ME facility agent
- Duties and responsibilities of each staff position
- Product receipt, storage, stocking, dispensing, returns, recall, disposal and handling protocol
- Proper check-in procedures, including ID authentication and verification
- Cash handling protocol, record keeping, quality assurance inspections and other operational protocol

Our staff training program guarantees advanced ongoing and continuing education for ME facility employees on all of the above identified subjects as well as those listed below:

- Updates to standard operating procedures

- The safe handling of marijuana, including an overview of common industry hazards, current health and safety standards and ME facility best practices
- Legal updates training pertaining to the Commonwealth's Marijuana Program
- Key advancements in marijuana research
- Pharmacology of marijuana and its active ingredients
- Potential therapeutic and adverse effects of marijuana
- Dosage and forms of marijuana and their pharmacodynamic impact
- Potential drug interactions and consumer safety issues with marijuana use
- Recognition of symptoms of substance use disorders and acute intoxication
- Other pertinent subjects which could enhance the level of service provided by ME facility staff and the safety and satisfaction of our customers

As part of our commitment to keep staff current with advancements in customer care and education, staff will be offered elective training. Elective training subjects will be based on the employee's interest as well as skills needed to increase productivity and improve overall job performance. Included in such elective training will be advanced courses covering all previously identified topics. We encourage all staff who are MA licensed pharmacists, physicians, nurses or other healthcare professionals to select such advanced elective courses to enhance their base of knowledge. All individuals engaged in ME facility operational activities must master all mandatory training modules. After completing this training, employees will be tested to qualify the information retained and ascertain whether they are ready to begin hands-on training. All module-specific test results will be retained in the employee's file.

Each training module consists of:

- Prerequisites: concepts, procedures and certifications required for the particular training module at hand. Objectives: goals and skills expected to be acquired and the concepts to be mastered upon completion of the module.
- Course content: topics, procedures and protocols covered in the specific module.
- Instructor supporting materials: packet that includes additional handouts and articles not yet incorporated in the module but considered of value in helping trainees achieve the stated objectives of the training module.
- Supplemental reading: list of books, articles, published papers and documents that could help the trainee retain the course information and expand their knowledge base.
- Training Completion Documentation: Certificate of Completion that must be completed and signed by the trainee and the instructor upon completion of the training module. This will be stored in the employee's file.
- Evaluation: series of quizzes and tests before and after attending a specific module to quantify how much program participants have improved their knowledge and skills on the topics covered. Trainees are also asked to evaluate their learning environment and the efficacy of our methods and instructors. This help us to improve our training program based on participant feedback. Examples include exit interviews, evaluation forms and focus groups.

Before engaging in hands-on training, trainees must have demonstrated proficiency on the topics covered in the training modules by having average test scores no lower than 75%. Once trainees have met this

requirement, they will receive hands-on training in our facility from a manager or senior employee qualified to train new prospective employees.

This phase of our training program is very important and consists of four steps:

Step 1. (Trainee watches, instructor performs the task). Trainees observe the instructor perform the tasks learned in the modules and may ask questions and take notes. After the trainee has observed the task being properly performed enough times, they move on to the next step.

Step 2. (Trainee helps, instructor performs the task). In this stage, trainees provide help to the instructor in performing the task. After the instructor feels that the trainee has mastered the basics skills and procedures, the trainee moves to the next step.

Step 3. (Trainee performs, instructor helps). Here, the roles are reversed and the trainee is now in charge of performing the specific task while still being helped by the instructor. Once the trainee and instructor are comfortable with the trainee's performance, they jointly decide to move to the next step.

Step 4. (Trainee performs, instructor watches). At this point, the trainee is performing the task on his/her own under the supervision of the instructor who will correct the trainee if necessary but will try to avoid direct assistance.

After the trainee has repeated Step 4 enough times and the instructor is satisfied with their performance, the instructor will schedule an on-the-job-evaluation. The trainee is expected to perform the required duties at the level of a full-fledged employee. Trainees are encouraged not to rush as they are only given two chances to pass the evaluation. If a trainee fails both attempts, their training ends and they must either repeat Steps 1-4 or will be terminated from employment.



Team Member Handbook February 1, 2022

This handbook is not a contract or agreement of employment or warranty of any benefits, either expressed or implied.

This handbook is subject to a state-specific supplement, depending on the Team Member's place of work. To the extent any such supplement conflicts with the terms of this handbook, the supplement shall govern.

The policies contained in the handbook apply to all Holistic Industries Team Members. For Team Members covered by a collective bargaining agreement (CBA), no information in the handbook shall be construed to alter the CBA. To the extent there is any conflict between the handbook and the CBA, the terms of the CBA prevail.

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Welcome!

Welcome to Holistic Industries Inc. (“Holistic” or the “Company”)! We are delighted that you’ve chosen to work here and we hope that you will enjoy a long and successful career with us.

This Team Member Handbook (the “Handbook”) sets forth the policies applicable to all Team Members. It is important that you read and familiarize yourself with the policies in this Handbook. This Handbook supersedes all previously issued Handbooks and any inconsistent policy statements or memoranda made in the past. With or without prior notice, the Company reserves the right to revise, modify, delete or add to any and all policies, procedures, work rules or benefits stated in this Handbook or in any other related documents.

Any written changes to this Handbook will be distributed to all Team Members, so that they will be aware of the new policies or procedures. No verbal statements or representations can in any way change or alter the provisions of this Handbook.

This Handbook sets forth the manner in which you should behave for the duration of employment and the circumstances under which employment may be terminated. Nothing in this Handbook creates or is intended to create a promise or representation of continued employment for any Team Member. Team Members covered by a collective bargaining agreement should refer to their agreement.

Welcome to the Team at Holistic Industries!

At Holistic, we aspire to be the ***best place to work, shop and invest in the cannabis industry*** and we are so pleased you made the choice to join us. We sincerely believe that if we make Holistic a top career destination and environment, our team members’ passion will fuel the highest quality products and store experiences, leading to exciting success for all involved.

I founded the company in 2010—a small startup subsidizing CBD for kids with epilepsy in DC—and with the help of people like yourself, we have become among the largest private cannabis companies in the world. We ended 2021 with around 24 dispensaries in 8 states, 750+ Team Members, 500K sq ft of facilities, and so much to be proud of.

As a vertically integrated multistate operator, Holistic cultivates and extracts, manages Liberty Cannabis retail stores (where *Life is Better with Cannabis*), supplies hundreds of dispensaries as a wholesaler, and creates our own distinctive brands including:

Garcia Hand Picked – called hand picked because we collaborated with Jerry Garcia’s family (Grateful Dead) to choose every strain, product, package, merch, event, and charity. It’s the most authentic and successful celebrity brand in the making.

Do Drops – we answered a market need for an approachable, low-dose edible for new users while still accommodating heavier users (‘Eat One Stay Mild, Eat More Get Wild’).

Strane – this widely distributed brand showcases our skill at growing craft cannabis at scale in a broad range of form factors.

Cannaceutica – Unlike wellness brands in cannabis who make unsubstantiated claims, Cannaceutica will be the first true healthcare brand in the industry that backs every claim with evidence.

We have big ambitions at Holistic and we ask a lot of our team members and hope to provide a lot in return. People are most successful here when they demonstrate empathy for their colleagues and customers, when they do the right thing even when no one is looking and when they are accountable to help grow our business together.

Our Holistic Core Values statement reads:

If we are EMPATHETIC, HONORABLE & ACCOUNTABLE

And we grow ourselves and business with GRIT

then we will be...

The Best Place to Work, Shop and Invest in cannabis

Please take the time to look through our Team Member Handbook to get acquainted with our company and culture. We look forward to helping you grow your career at Holistic and I look forward to meeting you.

All the best,

Josh

Core Values:

We are empathetic, honorable, and accountable. We've got GRIT.

Vision:

To the best place to work, shop and invest in cannabis.

How we do it:

We put people, plant, and planet as central goals that allow Holistic to build and grow a sustainable enterprise.

CODE OF CONDUCT AND ETHICS

Being a member of the Holistic Industries (“Holistic”) team comes with many good things, and responsibility is one of them. Holistic’s culture, reputation, and the pulse of the work environment are all made up of how each and every Team Member acts, talks, and behaves. Indeed, Team Members answer to co-workers, customers, and the larger community.

This is the Code of Conduct and Ethics (the “Code”). The Code has been adopted to support our Core Values, and the principles and policies listed below to encourage and help Team Members at Holistic be ethical in all activities related to Holistic and live up to the values that Holistic is committed to. The Code guides Team Members to put people, plant, and planet as central goals that allow Holistic to build and grow a sustainable enterprise.

- **Do the right thing.** Always act with honesty, integrity, and reliability. Maintain high moral and ethical standards.
- **Be nice.** Treat people with dignity and respect, regardless of who they are, or where they came from. Be decent, courteous, and have integrity in all relationships and interactions.
- **Play fair.** Do not cheat. Be careful to balance the interests of all groups (stakeholders, artists, consumers, Team Members, and the general public) when conducting business.

Everyone at Holistic is expected to know and follow the Code. It applies to all Holistic board members, officers, Team Members, consultants, and others working on Holistic’s behalf. Those who violate the standards in this Code or any of the core policies discussed below will be subject to disciplinary action, up to and including termination of employment. If anyone is in a situation that you believe may violate or lead to a violation of this Code in any way, please contact HR@holisticindustries.com. We can guide you when needed, and Holistic relies on all of us taking that responsibility seriously.

Compliance with Laws, Rules and Regulations

We respect and obey the law, in letter and in spirit.

This goes for all laws of the cities, states, and countries in which we operate. Make sure you know enough about the laws that apply so that you can ask for further information and help from supervisors, managers, or other appropriate personnel when you need it.

If you find that the law conflicts with this Code or any of our policies, always align your actions with the law, and discuss the perceived conflict with your supervisor, manager or other appropriate personnel.

Full, Fair, Accurate, Timely and Understandable Disclosure

The information in Holistic's public communications must be full, fair, accurate, timely and understandable. This includes all reports and documents that we file with or submit to regulatory bodies. You should be familiar with Holistic's disclosure obligations related to your position. You cannot knowingly misrepresent or omit (or cause others to do the same) material facts about Holistic to others, especially auditors, government regulators and self-regulatory organizations.

Conflicts of Interest

As a Holistic Team Member, we expect you to do what's best for Holistic, our customers, and the general public.

We are all human, which means -- at times -- you may face conflicting loyalties between personal or professional benefits for you, your friends or family, and professional benefits for Holistic. This is where a conflict of interest may pop up, where your private interests compete or even appear to compete with Holistic's interests. This can make it tricky to make objective business decisions. Situations like this can turn up at any time, and you may not even recognize them at first. Or circumstances can change and a situation that didn't use to be an issue is suddenly a conflict of interest.

In general, you must avoid situations that create a real or perceived conflict of interest between you and Holistic at all times. Any situation that involves, or might later involve a conflict of interest, should be disclosed promptly to Holistic. To the extent that you find yourself with a question, please feel free to reach out to ethics@holisticindustries.com. For more information, see our Conflict of Interest Policy.

Corporate Opportunities

You owe a duty to Holistic to advance its business interests whenever possible. You cannot take any opportunity for yourself that arises through Holistic's business relationships or that is discovered through the use of Holistic's property or information. You cannot use our property and resources for your personal gain, and you cannot compete against Holistic.

Confidentiality

The use of confidential business information is critical to Holistic's success. When you receive access to confidential information at Holistic, it's up to you to keep it safe, and make sure it stays confidential. This includes all information that is not public, and that can be of use to competitors or harmful to Holistic if disclosed. It also includes information that others, like customers, vendors, or partners, have trusted us with. This rule applies even after your employment here ends. Confidentiality provisions are part of each Team Member's employment terms and conditions, so please refer back to your employment documents, including your Team Member Confidentiality and Proprietary Rights Agreement.

Competition and Fair Dealing

We play fair. We're happy to outperform our competition, but we always do so fairly and honestly. We compete simply by being better, never with practices that are illegal, unethical, or questionable.

Don't lie or steal or cheat. Don't use information that was obtained without the owner's consent, or secret information that is wrongfully disclosed by past or present Team Members of other companies. Deal fairly with our customers, suppliers, competitors, and Team Members, and always respect their rights. Don't take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other kind of intentional dirty tricks or unfair practice.

Anti-Corruption and Bribery

This area has strict laws all over the world. In short, and in general, these laws forbid giving anything of value, directly or indirectly, to any government official, political candidate, or businessperson, to get business deals or privileges. Doing so could end up in significant penalties for Holistic and criminal charges for individuals. This area also covers gifts and entertainment, which we'll discuss below. Please reach out to ethics@holisticindustries.com if you have any questions.

Gifts and Entertainment

Always be careful about giving or receiving gifts or entertainment. It can create a conflict of interest, and/or subject Holistic to regulatory and legal liability. Note that when it comes to government and regulatory officials, follow the above guidance, and remember that you need to be especially careful that any business courtesies extended cannot be defined or even perceived as bribes. Always check with our Legal team for guidance if you have any questions or doubts. Better to be safe than sorry.

For all other business relationships, it is okay to accept or provide insignificant gifts like company-branded swag or simple gift baskets. Entertainment like a celebratory dinner or a local event is also okay, as long as it is reasonable, in line with our Code, policies and local custom

and laws, and makes sense to the business relationship. The gifts or entertainment provided cannot be overly extravagant, and there must never be any risk it will inappropriately bias future decision-making, or even appear to. We give and receive business entertainment and gifts to create good will and sound working relationships, not to get unfair advantage.

Never give or receive cash, cash equivalents (gift cards), loans, any item that obligates you to provide something in return, any of our product without prior approval of your Manager, anything that is excessively valuable, or anything illegal. Never actively solicit gifts or entertainment. Never provide payment or gifts to any regulatory or government official to obtain a favorable view, advantage, or bias for Holistic.

These rules also apply to your family members and friends if they give or receive gifts, entertainment and favors through your Holistic business relationships.

Please reach out to the Legal team for more details on what is okay to receive, and discuss with your manager if you are planning to give gifts or provide entertainment.

Discrimination and Harassment

The diversity of Holistic's Team Members is a tremendous asset. We come from many places, and represent a variety of cultures, experiences, and diverse backgrounds. We strive to create and maintain an inclusive work environment in which all our Team Members are treated with dignity, decency, and respect. Everyone has the right to feel included and valued, and should be allowed to bring their very best to the workplace. Please refer to our Anti-Discrimination and Harassment Policies for more information.

The vibe of our work environment is made up of how each and every one of us acts and speaks every day. We are all responsible for it. In short, we make each other feel welcome and included. We do not accept any sort of harassment, intimidation, or rudeness, and this includes comments, jokes and questions that are insensitive and/or inappropriate.

Reporting any Illegal, Unethical or Harassing Behavior

If you believe that anyone at Holistic has engaged in conduct that violates a law, regulation, or this Code, we want to know as quickly as possible. Report your concern to HR@holisticindustries.com. You should also feel free to raise any issue with your managers. If you would rather report anonymously, you can, subject to local law.

Non-Retaliation

Please always feel safe and free to speak up about misconduct. We all rely on every Team Member taking that responsibility seriously, and the goal is always to resolve problems as quickly as possible so that we all can continue doing great work. Please refer to our AntiRetaliation Policy for more information. If you report something you suspect violates this Code, our policies, or the law, it is utterly forbidden at Holistic to retaliate against you in any

way. All we ask is that you only raise concerns in good faith. “In good faith” doesn’t mean you have to be right, or even sure that a violation has occurred, it just means that you believe that whatever you report is truthful.

Health and Safety

We all want to stay safe and sound. Holistic has the responsibility to provide a safe and healthy work environment, and each Team Member has responsibility for maintaining it by following safety and health rules and practices. Always report accidents, injuries, unsafe environments, practices, or conditions to the manager of your team in accordance with Holistic’s Injury and Illness Prevention Plan.

Violence, threatening behavior, or use of illegal drugs is never allowed at our offices, dispensaries, and facilities. Neither is reporting to work under the influence of alcohol or illegal drugs.

Record-Keeping

Always keep our records and reporting honest and accurate.

All our books, records, accounts, and financial statements have to tell the truth about our transactions, be reasonably detailed, and follow both legal requirements and our own internal controls system. No entry may be made that intentionally hides or disguises the true nature of any transaction.

We never use exaggerations, derogatory remarks, guesswork, or inappropriate characterizations of people or companies in our business records or communication. And remember that all business records and communications can become public at some point, so keep them all fit for bright light.

When you travel or have business expenses, document and record them. If there is a litigation or a government investigation, please consult the Legal team regarding what should be retained and what may be destroyed.

Protection and Proper Use of Holistic Assets

It’s part of our responsibility to protect Holistic assets, and ensure they are used efficiently. Be mindful of waste, and if you suspect fraud or theft, report it immediately to ethics@[holisticindustries.com](mailto:ethics@holisticindustries.com). For more information, see Holistic’s Confidentiality Policy.

User and IT Security

Using technology properly and keeping our information safe is crucial to our success as a company. While Holistic has an IT team dedicated to keeping our systems secure, the Company

also relies on each Team Member to do their part, and be vigilant at all times. Please see our IT policies below, but here are some highlights.

- Be really careful about how you use Holistic credentials, equipment and software. You have access to sensitive information.
- You may only access customer data to the extent necessary to do your job. This access must be authorized by the Compliance and Legal teams.
- Holistic owns the equipment you are given: email accounts, software, other IT devices and materials. They are for your use, but they are all company property. Please treat them as such.

EMPLOYMENT POLICIES

At Will Employment

Employment at Holistic is at-will. This means that either the Team Member or the Company may terminate the employment relationship at any time, for any reason, with or without notice.

Nothing in this Team Member Handbook is intended to or creates an employment agreement, express or implied or a contract that employment or any benefit will be continued for any period of time. In addition, no Company representative, only the Chief Executive Officer, is authorized to modify this policy for any Team Member or to enter into any agreement, oral or written, that changes the at-will relationship.

Equal Employment Opportunity

Holistic is committed to providing an equal employment opportunity to all applicants and Team Members according to all applicable equal opportunity laws, directives and regulations of Federal, State and local governing bodies and agencies. In keeping with this commitment, Holistic bases all employment decisions only on valid job requirements without regard to race, color, creed, ancestry, religion, sex, national origin, age, disability, marital status, familial status, sexual and other reproductive health decisions, registered domestic partner, public assistance, physical or mental disability (including those related to pregnancy, childbirth, or related medical condition), veteran status, membership or non-membership in a labor organization, sexual orientation, gender, gender identity, gender expression, political affiliation, height, weight, status with regard to public assistance, status as a victim of domestic violence, genetic information or any other characteristic or “class” protected by local, state or federal statute, ordinance or regulation (the “Protected Characteristics”). This policy shall apply to all employment actions, including but not limited to recruitment, hiring, upgrading, promotion, transfer, demotion, layoff, recall, termination, rates of pay, or other forms of compensation, and selection for training, at all levels of employment. We will make reasonable accommodation for applicant’s or Team Member’s sincerely held religious beliefs unless the accommodation would cause an undue hardship.

In addition, Holistic complies with all applicable laws regarding job applicants and/or Team Members' criminal convictions, arrest record, prior criminal accusations, salary history, credit history, unemployment status, political activities, and recreational activities.

Anti-Discrimination and Harassment Policy

Holistic strictly prohibits and does not tolerate unlawful discrimination or harassment against Team Members, or any other covered persons based on any of the Protected Characteristics mentioned above. Improper interference with the ability of other Team Members to perform their expected job duties is absolutely not tolerated. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, training, promotion, corrective action, compensation, benefits, and termination of employment.

Holistic is committed to enforcing this policy against all forms of discrimination and harassment. However, the effectiveness of our efforts depends largely on Team Members telling us about inappropriate workplace conduct. If you feel that you or someone else may have been subjected to conduct that violates this policy, you should report it immediately to your manager or Human Resources at hr@holisticindustries.com. Any manager who observes discriminatory or harassing conduct, receives a report of discriminatory or harassing conduct, or otherwise becomes aware of discriminatory or harassing conduct must immediately report the conduct to Human Resources so that an investigation can take place and appropriate remedial action can be taken.

Any Team Member, regardless of position or title, who Holistic determines has engaged in discrimination or harassment in violation of this policy will be subject to disciplinary action up to and including termination.

Anti-Workplace Violence Policy

Holistic prohibits any form of workplace violence by Team Members, contractors, customers, or visitors on our property. For purposes of this policy, workplace violence includes:

- Making threatening remarks, whether in writing or verbally.
- Aggressive or hostile acts such as shouting, using profanity, throwing objects at another person, fighting, or intentionally damaging a coworker's property.
- Bullying, intimidating, or harassing another person, such as making obscene phone calls or texts, or using threatening body language or gestures, such as standing close to someone or shaking your fist at them.
- Behavior that causes another person emotional distress or creates a reasonable fear of injury, such as stalking.
- Assault and/or battery.

This list is illustrative and not exhaustive. No form of workplace violence will be tolerated.

Holistic prohibits Team Members from possessing weapons of any kind on its premises, including Holistic's buildings, outdoor areas, and parking lots. Weapons include, but are not limited to, guns, knives, explosives, and any other item with the potential to inflict harm that has no common purpose. For the purpose of this policy, self-defense spray and “directed-energy weapons” are not considered weapons.

Any Team Member, regardless of position or title, who Holistic determines has violated this policy will be subject to disciplinary action, up to and including termination.

Anti-Retaliation Policy

Holistic strictly prohibits and does not tolerate unlawful retaliation against any Team Member, by any Team Member or by management. If a Team Member feels they have been subjected to any such retaliation, they should bring it to the attention of Human Resources.

Retaliation means adverse conduct taken because an individual reported an actual or perceived violation or opposed practices prohibited by the Anti-Discrimination and Harassment Policy or participated in the reporting and investigation process described below.

Harassment and Complaint Reporting Procedure

Harassment and Sexual Harassment. Harassment, including sexual harassment, is a form of prohibited Team Member misconduct. Harassment may take many forms, but the most common forms include: *verbal harassment* (e.g., jokes, epithets, slurs, negative stereotyping, and/or unwelcome remarks about an individual’s body, color, physical characteristics, appearance, or sexual practices, or gossiping about sexual relations); *physical harassment* (e.g., physical interference with normal work, impeding or blocking movement, assault, unwelcome physical contact, or leering at a person’s body); or *visual harassment* (e.g., offensive or obscene pictures or emails, gestures, display of sexually suggestive or lewd objects, unwelcome notes or letters, and/or any other written or graphic material that denigrates or shows hostility or aversion toward an individual, because of a protected characteristic, that is placed or circulated in the workplace).

Harassment may be sexual in nature. Sexual harassment includes harassment of women by men, of men by women, same-sex harassment, and harassment by/toward anyone who does not identify as a man or woman. Sexual harassment is unlawful whether it involves co-worker harassment, harassment by a manager, or by persons doing business with or for Holistic. There are two distinct categories of sexual harassment: (i) *quid pro quo* (when an individual’s submission to, or rejection of, unwelcome sexual conduct is used as a basis for employment decisions affecting that individual, including granting of employment benefits); and (ii) hostile environment (when unwelcome sexual conduct unreasonably interferes with an individual’s job performance or creates an intimidating, hostile, or offensive working environment, even if it

does not lead to tangible or economic job consequences). Sexually harassing conduct does not need to be motivated by sexual desire to be considered unlawful.

Individuals and Conduct Covered. The Anti-Discrimination, Harassment, Workplace Violence and Retaliation policies apply to all applicants, Team Members, and guests whether related to conduct engaged in by fellow Team Members or by someone not directly connected to the Company (e.g., an outside vendor, consultant, or customer). Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business related social events.

Reporting and Investigation. If Team Members believe they have been subjected to, or have witnessed, harassment or discrimination of any kind or any conduct that violates this policy, Team Members must immediately report the facts of the conduct to their manager or HR, or both. If, for any reason, Team Members do not feel comfortable discussing the matter with their manager, Team Members should bring the matter to the attention of HR, their manager, or the Chief Executive Officer. If Team Members are managers, they must report any complaints of misconduct, including harassment or discrimination, to HR or the Chief Executive Officer or the Chief Executive Officer's designee, immediately.

All complaints will be promptly and thoroughly investigated by qualified personnel in a fair and impartial manner. The investigation will be documented, all information disclosed will remain confidential, except as necessary and in accordance with applicable law.

All Team Members and managers have a duty to cooperate in the investigation of alleged harassment or discrimination. Failing to cooperate or deliberately providing false information during an investigation is grounds for disciplinary action, up to, and including, termination of employment. At the conclusion of its investigation, if Holistic determines a violation of policy has occurred, including a determination that any managerial personnel knowingly allowed misconduct under this policy to occur or persist, it will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to, and including, termination of employment. Steps will be taken, as reasonable and necessary, to prevent any further violations of policy.

Additional Enforcement Information. In addition to Holistic's internal complaint procedure, Team Members should also be aware that the federal Equal Employment Opportunity Commission ("EEOC"), and state and local agencies, investigate and prosecute complaints of harassment, discrimination, and retaliation in employment. Each agency has a statute of limitations by which complaints must be filed and there is no cost to file. Complaining internally to Holistic does not extend the time to file with the agency. Team Members may contact these agencies as well as other applicable state agencies

In accordance with applicable local law, information about the EEOC complaint procedure can be found on its website (www.eeoc.gov) or at 1-800-669-4000 (English) or 1-800-669-6820 (TTY).

For New York Employees: The New York Division of Human Rights (“NYSDHR”) and the New York City Commission on Human Rights (“NYCCHR”) also investigate and prosecute complaints of harassment, discrimination and retaliation. Team Members may find information for the NYSDHR on its website: www.dhr.ny.gov/ or by phone at 1-888-392-3644. Information about the NYCCHR can be found on its website (<http://www.nyc.gov/html/cchr>). Or by phone at 212-504-4115.

For California Employees: The California Department of Fair Employment and Housing (“DFEH”) also investigates and prosecutes complaints of harassment, discrimination, and retaliation. Information about the DFEH can be found on their website (www.dfeh.ca.gov) or by phone at 1-800-884-1684.

Disability Accommodation

Holistic does not tolerate discrimination in employment against otherwise qualified applicants and Team Members because of a physical or mental disability, nor does Holistic tolerate discrimination based on a perception of, or association with persons with, such a disability. Holistic will provide reasonable accommodation to individuals with a physical or mental disability, if the accommodation would enable the individual to apply for, or satisfactorily perform the essential functions of, the position in question and would not impose an undue hardship on Holistic. All reasonable accommodations are evaluated through an interactive process with cooperative dialogue and are determined on a case-by-case basis. All Team Members are required to perform the essential functions of their jobs.

It is the responsibility of any Team Member who has a physical or mental condition that limits the individual in performing the essential functions of their position to make their need for reasonable accommodation known to Holistic by contacting their manager or a member of HR, who will evaluate and determine accommodations as needed. Upon receiving a request for an accommodation, Holistic will engage with the Team Member in an interactive process with cooperative dialogue to understand the needs of the Team Member and identify any reasonable accommodations. In accordance with applicable law, Holistic (or its third party accommodation vendor) may require medical documentation from the Team Member, which documentation will be kept confidential. Following this process, Holistic (or its third party accommodation vendor) will provide the requesting Team Member with a final determination identifying the accommodation either granted or denied. A reasonable accommodation may ultimately be a leave of absence as covered by the various reasons for leave as set forth in this Handbook.

Accommodation for Pregnancy, Childbirth & Breast-feeding

Upon request, Holistic will provide reasonable workplace accommodations for Team Members whose ability to perform their job duties are limited because of pregnancy, childbirth, breastfeeding, or a related medical condition. If you believe you require an accommodation, talk to your manager or email Human Resources at hr@holisticindustries.com to begin the accommodation review process. Holistic will consider the Team Member's request for a specific accommodation, and reserves the right to offer its own accommodation to the extent permitted by law.

Accommodation for Nursing Mothers

Upon request, Holistic will provide nursing mothers reasonable scheduled break time to express milk for their infant children for up to one year following the child's birth. To ensure privacy, nursing mothers will be provided a private lactation room, other than a restroom, to express their milk. The room will be clearly designated and either have a lock or a sign on the door to indicate when the room is in use. The location may be a facility in close proximity to the Team Member's work location. Nursing mothers will also be provided refrigerated space to store their breast milk.

Commitment to Diversity, Equity and Inclusion

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

CONFLICTS OF INTEREST AND CONFIDENTIALITY

Conflicts of Interest

Holistic expects all Team Members to conduct themselves and Company business in a manner that reflects the highest standards of ethical conduct, and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interests.

Exactly what constitutes a conflict of interest or unethical business practice is both a moral and a legal question. Holistic recognizes and respects the individual Team Member's right to engage in activities outside of employment which are private in nature and do not in any way conflict with or reflect poorly on the Company.

Here are some signs to watch for:

- You feel uncomfortable about a business decision, or about something you've been asked to do at work or by someone associated with work.
- You feel that you need to conceal activities from the Company.

- You have witnessed a situation involving a business decision that made you or someone else feel uncomfortable.
- You feel that the Company would be embarrassed, or face legal implications, if a business conflict were revealed to the public.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the Team Member should discuss this with their manager and the General Counsel for advice and guidance on how to proceed.

Confidentiality and Proprietary Rights

The cannabis industry is an incredibly competitive industry, so Holistic Team Members are expected to be extraordinarily careful about what they share about work and with whom. Team Members must not disclose any Confidential Information to individuals outside of Holistic. Upon commencement of your employment, you will sign an Employee Confidentiality and Proprietary Rights Agreement, which defines Confidential Information and related proprietary information (incorporated by reference here), and which shall govern your actions during and after the conclusion of your employment with Holistic.

Relatives and Romantic Relationships

Team Members are always expected to conduct themselves in a professional manner. Close relationships between Team Members, including dating, romantic relationships, co-habitation (including non-romantic roommates), family relationships, or outside business relationships must not interfere with any Team Member's professionalism, including treating others with respect and refraining from behavior that may make others feel uncomfortable (for example, overt physical displays of affection or using sexual language). Team Members must report any personal relationship like this to Human Resources. Individuals involved in a relationship as described here that is not disclosed to Human Resources may be subject to disciplinary action up to and including termination. Those in a supervisory role shall not ever have a dating, romantic, cohabitation (including non-romantic roommates) with a Team Member whom they directly supervise, whose terms or conditions of employment they may influence, or where any conflict of interest may exist. Should such a relationship develop, supervisors are required to bring the same to the attention of Human Resources, and the matter will be dealt with accordingly and on a case-by-case basis.

INFORMATION TECHNOLOGY AND COMMUNICATION SYSTEMS

Holistic's computers, networks, communications systems, and other information technology (IT) resources are intended for business purposes. You are responsible for using these resources and systems in a productive, ethical, and lawful manner. This policy governs all Holistic IT resources and communications systems owned by Holistic or available for use at a Holistic facility, and all

use of such resources and systems when accessed using your own Holistic-approved resources. IT resources and communications systems include but are not limited to:

- Email systems and accounts
- Internet and intranet access
- Telephones, voicemail systems, mobile phones, smartphones, and pagers
- Computers, laptops, printers, photocopiers, and scanners
- Fax machines, e-fax systems, and modems
- Your own IT resources approved for Holistic use by the IT Department
- All other associated computer, network, and communications systems, hardware, peripherals, and software

Do not use your own IT resources for Holistic-related activities without prior approval from the IT Department. Approved personal IT resources are considered “Holistic IT resources” for the purposes of this policy and may be referred to as simply “IT resources” throughout this policy. Security of IT resources and communications systems is the responsibility of every Team Member and is enforced by management.

Access

Holistic’s IT Department approves and provides Team Member access to these systems and suspends and/or terminates access in cases of misuse and when a user is no longer an Team Member or otherwise is ineligible to use the systems. If a Holistic Team Member is terminated and is found to have accessed Holistic’s IT resources and/or communications systems after the time and date of their termination of employment, Holistic will seek prosecution of that Team Member to the fullest extent of the law.

Passwords

All usernames, pass codes, passwords, and information used or stored on the company's computers, networks, and systems are the property of Holistic. It is the responsibility of each Team Member to adhere to Holistic’s IT security guidelines including but not limited to the creation, format, and scheduled changes of passwords. No Team Member may use a username, passcode, password, or method of encryption that has not been issued to that Team Member or authorized in advance by the IT Department. A Team Member shall immediately inform their manager if they know or suspect that any username, passcode, or password has been improperly shared or used, or that the security of this information has been compromised.

Securing IT Resources

Holistic’s IT resources, including computers, laptops, and tablets, contain sensitive and confidential information, and the resources themselves are expensive. At the end of each workday, these resources should be stored in a controlled access area to prevent theft or a breach of information security. Electronic devices issued to an Team Member to use outside of a facility

must always remain in the Team Member's possession or be secured when unattended. If an Team Member must leave their laptop or other device in a vehicle, the device should be locked in the trunk and out of plain sight; never leave a company device in a vehicle overnight. Do not check a laptop or other device as baggage on any form of transportation or leave it in a hotel luggage storage area.

Every time an Team Member leaves a computer, laptop, and/or tablet unattended for any period of time, the Team Member must password protect the equipment. Further, all handheld devices used for the benefit of Holistic must be password-protected. Team Members must log off the computer when they leave work for the day. If an Team Member sees anyone removing IT resources from Holistic premises without proper authorization, they must report it to a manager or security personnel at once.

Downloading and Installing Software/Website Agreements

Email and downloading from the internet are prime sources of viruses and other malicious software. Therefore, Team Members may not download or install to their hard drive any software or shareware that is not expressly authorized or approved by the IT Department. In addition, Team Members may not accept the terms or conditions of website agreements without first obtaining approval from the IT Department.

No Expectation of Privacy

All contents of Holistic's IT resources and communications systems are the property of the company. Therefore, Team Members should have no expectation of privacy whatsoever in any message, file, data, document, facsimile, phone conversation, social media post, conversation, email, chat, or any other kind or form of information or communication transmitted to, received, or printed from, or stored or recorded on the company's electronic information and communications systems. Do not use Holistic's IT resources and communications systems for any matter that you desire to be kept private or confidential from the Company.

Holistic reserves the right to monitor, intercept, search and review, without further notice, every Team Member's activities while using the company's IT resources and communications systems, including but not limited to email (both outgoing and incoming), telephone conversations and voice mail recordings, instant messages, and internet and social media postings and activities, and you consent to such monitoring by your acknowledgement of this policy and your use of such resources and systems. This might include, without limitation, the monitoring, intercepting, accessing, recording, disclosing, inspecting, reviewing, retrieving, and printing of transactions, messages, communications, postings, logins, recordings, and other uses of the systems as well as keystroke capturing and other network monitoring technologies. The Company may also store copies of such data and communications for a period of time and may delete such copies from time to time without notice.

Inappropriate or Careless Use of IT Resources and Communication Systems

Team Members are not allowed to use Holistic's IT resources and communications systems, including email, text messaging, internet access, social media, telephones, voicemail, computers, tablets, and laptops, in an inappropriate or careless way. This includes, but is not limited to:

- Misrepresenting yourself as another individual or company.
- Using your own IT resources for Holistic-related activities without written approval from the IT Department.
- Sending, posting, recording, or encouraging receipt of messages or information that may be offensive because of their sexual, vulgar, racial, political, or religious content, or any other type of content that may be offensive to any reasonable person.
- Revealing proprietary or confidential information, including official Holistic Industries information or intellectual property, without authorization.
- Conducting, concealing or soliciting illegal activities.
- Not reporting the mishandling or disappearance of IT resources.
- Not appropriately securing laptops, computers, and tablets at the end of each workday.
- Talking, texting, emailing, or otherwise using a mobile or other electronic device, regardless of who owns the device, while operating Holistic Industries-owned vehicles, machinery, or equipment, or while operating personal vehicles, machinery, or equipment for Holistic Industries business or on behalf of Holistic Industries.
- Holistic's Anti-Discrimination, Anti-Harassment, Anti-Violence and Anti-Retaliation policies apply to the use of its IT resources and communications systems. No one may use any Holistic communication or computer system in a manner that may be construed by others as harassing, offensive, bullying, violent, or retaliatory.

Team Members who violate any provision of this policy may be subject to discipline up to and including termination of employment.

HOLISTIC GUIDELINES

Introductory Period

Every new Team Member goes through an initial period of adjustment in order to learn about Holistic Industries and about your position. During this time, you will have an opportunity to find out if you are suited to your new position.

Additionally, the introductory period gives your supervisor an opportunity to evaluate your performance. The initial introductory period is typically 90 days from your start date, although Holistic Industries reserves the right to adjust the length of this introductory period depending on the nature of your position or other appropriate circumstances.

During the introductory period, your employment may be separated at any time if management concludes that you are not progressing or performing satisfactorily. In addition, successful completion of the introductory period does not guarantee continued employment. Even after the introductory period, and always during your employment with (the company), employment is not guaranteed for any specific time and may be terminated at will, with or without cause and without prior notice.

Employment Authorization Verification

All newly hired Team Members are required by federal law to verify their identity and eligibility to work in the United States by completing Form I-9 within the first 3 days of employment. If a Team Member does not complete this verification process during this time period, Holistic is required by law to terminate the Team Member immediately.

Please note that U.S. immigration rules and regulations are governed by federal law; not state law. Although Holistic Industries operates in states that have legalized and decriminalized marijuana, it is still considered a controlled substance under federal regulations and thus illegal under federal law. For this reason, unless and until federal law changes, Holistic Industries is prohibited from offering sponsorship for any nonimmigrant or immigrant visas.

Please note that candidates who are Lawful Permanent Residents (such as those with Green Cards) may be hired by Holistic Industries, but should also consider that working for a company engaged in a business that grows and sells products that are illegal under federal law could compromise the Team Member's immigration status.

Before a Lawful Permanent Resident accepts an offer of employment, Holistic Industries recommends that the candidate seek the advice of immigration lawyer.

Background Checks

Holistic requires satisfactory background check results before employment begins, and at regular intervals during employment, in accordance with state and/or local regulations. Holistic will consider your job duties, regulatory requirements, and other factors to determine what constitutes satisfactory completion of the background check. All information obtained as a result of a background check will be used solely for employment purposes and will be stored in confidential files.

All background check information will be kept confidential, except that it will be submitted to the local jurisdiction as required to confirm that you are eligible to work at Holistic and to obtain the Team Member's state license to operate at Holistic. Holistic complies with all applicable federal, state, and/or local laws regarding background checks.

Employee Badges

At times, state cannabis authorities having jurisdiction may require state-specific issued badges to conduct business in the cannabis market. All Team Members are subject to state badge requirements for locations under their responsibility, which are separate from the background check process. Holistic will undertake this process on behalf of the Team Member upon return of a satisfactory background check.

Failure of any Team Member to meet and initially secure state-specific badges or to fail to secure a renewal for a required state-specific badge will result in separation of employment from Holistic.

Arrests and Self Disclosure of Convictions

In most states where Holistic operates, ongoing employment in the cannabis industry is based in part on the state licensing body's approval of your background check. As noted above, background checks may be required regularly during your employment. Therefore, if you are arrested or convicted, you must report it immediately to human resources. An arrest or conviction may result in disciplinary action and/or loss of work authorization from the state. Disciplinary action depends upon a review of all factors involved, including whether or not the arrest or conviction is for infractions related to their employment by Holistic, the nature of the act, circumstances which adversely affect attendance or performance, and/or violation of state cannabis employment regulations. Inability to report to work as scheduled as a result of an arrest or conviction may lead to disciplinary action for violation of an attendance policy, up to and including separation of employment..

Any disciplinary action taken will be based on information reasonably available. This information may come from witnesses, police, or any other source, as long as management has reason to view the source as credible.

Self-disclosure is required for:

- Any crime, either misdemeanor or felony, in which the main component of the statute deals with a sexual offense, including those offenses dealing with child pornography.
- Any crime, either misdemeanor or felony, dealing with the illegal possession, use, sale, distribution or trafficking of illegal drugs, narcotics, or prescription medications.

- Any misdemeanor or felony where the main component of the crime deals with an act of violence or illegal possession of weapons.

Failure of a Team Member to provide the required information in accordance with this policy will result in disciplinary action, up to and including the separation of employment.

Open Door Policy

Holistic has an open-door policy that seeks to encourage Team Members to participate in decisions affecting them and their daily professional responsibilities. Team Members are encouraged to make their concerns, questions, business suggestions, and comments known. We'd love to hear from you. Please engage with any member of leadership at Holistic Industries, including our HR team. They can be reached at HR@holisticindustries.com.

Performance Reviews

Holistic conducts annual performance reviews of all Team Members in addition to regular feedback throughout the year. Performance reviews help ensure that Team Members are meeting workplace standards and work-related goals, and that supervisors and managers are assisting Team Members in their work performance and career development. Holistic wants to empower Team Members to do their best work. Your annual performance evaluation will summarize feedback provided and set goals for the upcoming year. Holistic Industries reserves the right to modify any and all evaluation processes.

Disciplinary Action

Holistic expects Team Members to comply with the Company's standards of behavior and performance and to correct any noncompliance with these standards. Where there is misconduct, violations of policies or law, the facts and circumstances of each case will determine the disciplinary action, up to and including termination of employment, that Holistic may take.

Any or all of the below examples may subject a Team Member to disciplinary action, including possible immediate termination of employment. Examples include, but are not limited to:

- Violations of policy or procedure:
 - ✓ Code of Conduct
 - ✓ Anti-Harassment, Discrimination, Retaliation Policy and Equal Employment Opportunity
 - ✓ Workplace Drug & Alcohol Abuse Policy
 - ✓ Network and Electronic Resources Policy
 - ✓ Violence and Weapons
 - ✓ Confidential and Propriety Information
- Possessing an unauthorized weapon on Company time or premises

- Threatening or assaulting another person on Company time or premises
- Serious neglect of duty, insubordination, violation of safety rules, dishonesty, falsification of Company records, stealing Company property or time, breach of confidentiality, unauthorized use of Company resources for personal gain, unauthorized removal or destruction of property belonging to others
- Criminal activity

This policy is not intended to apply to statements or actions protected under Section 7 of the National Labor Relations Act.

This list of prohibited conduct does not alter the at-will nature of all Team Members' employment. Should you engage in any of the conduct violative of the policies in this Handbook, you may be subject to the following types of discipline:

- **Verbal Warning.** Verbal warnings are used to remind a Team Member of a policy, procedure, guideline or expectation. Verbal warnings may be documented by email or other informal means.
- **Written Warning.** Written warnings are provided to a Team Member during a discussion between a manager and a Team Member.
- **Final Written Warning.** Final written warnings are provided to a Team Member during a discussion between a manager and a Team Member.
- **Performance Improvement Plan (PIP)** *In some cases, the Team Member may also receive a Performance Improvement Plan (PIP) that provides a roadmap on how to improve their performance.*

Documentation of all corrective action will be maintained in a Team Member's personnel file. In addition to termination of employment, Team Members who commit crimes will be subject to criminal prosecution to the full extent of the law.

Attendance

Punctual and regular attendance is an essential responsibility of each Team Member. Team Members are expected to report to work as scheduled, on time and prepared to start working. Team Members also are expected to remain at work for their entire work schedule. Late arrival, early departure or other absences from scheduled hours are disruptive and must be avoided. This policy does not apply to absences covered by the Family and Medical Leave Act (FMLA) or leave provided as a reasonable accommodation under the Americans with Disabilities Act (ADA). These exceptions are described in separate policies.

Policy

This policy applies to all non-exempt Team Members.

Team Members are expected to report to work when scheduled. If the Team Member's absence, partial absence, early departure, or tardiness is unexcused and not approved by management, the Team Member may be subject to disciplinary action, up to and including separation of employment.

Definitions

Excused Absence: Any instance where a Team Member does not work his/her scheduled shift in its entirety but (1) the Team Member has sick leave available to cover the entire length of time away from work and for a reason provided under the sick leave policy or (2) the time off was approved in advance for the use of other paid time off or (3) management determines, in its sole discretion, that the absence is permissible.

Team members who are out of work for medical reasons for five or more consecutive shifts are required to produce supporting medical documentation for the time missed.

Unexcused Absence: is defined as being absent from work for an entire scheduled shift, without prior management approval or for an unexcused reason.

Prompt Notification: Failure to follow the proper notification procedure as required. Also, as a reminder, properly notifying management in the event of an absence does not necessarily mean that the absence will be considered "excused."

Pattern Absenteeism:

- An unacceptable pattern of absenteeism (*e.g.*, a Team Member is absent every Friday, or in conjunction with scheduled days off, or the pattern is indicative of excessive and consistent absenteeism that interferes with the ability to operate the department). Note: Management should partner with their HR Manager to discuss disciplinary action as the result of such a pattern of absenteeism or tardiness.
- The combination of (a) an absence of five (5) or more consecutive scheduled days **and** (b) a failure to provide written documentation from a health care provider (for health-related absences) or a legal advocate, social worker, court official or police-representative (for absences related to domestic violence) that the absence was for an authorized purpose.

No Call/No Show: Failure to report to work for your entire shift without prior management notification and approval.

Note: Team Members with one No Call/No Show will receive a Final Warning. Two No Call/No Show within a rolling twelve-month period will result in separation of employment. One instance of a No Call/No Show during the Team Member's 90-day introductory period may also lead to separation of employment.

Unexcused Tardiness: Occurs when a Team Member reports to work later than 5 minutes after the start of the scheduled shift without prior management notification and approval.

Unexcused Early Departure: Occurs when a Team Member leaves work before the end of the scheduled work period without prior management notification and approval.

Unexcused Partial Absence: Occurs when a Team Member is absent from work for an entire scheduled shift, where half or more of the absence was without prior management approval and for an unexcused reason.

Example: Team Member calls out sick for an 8-hour shift, with only one hour of sick time available.

Unauthorized Leave: A failure to submit sufficient medical documentation verifying the need for a leave of absence within fifteen (15) calendar days of a request by management (or Matrix, the Company's leave administrator). An unauthorized leave may be considered job abandonment and result in separation of employment. Holistic Industries reserves the right to separate employment for any Team Member who fails to submit timely and sufficient documentation, to the extent the law allows. Holistic Industries also reserves the right to seek additional clarification from the Team Member's health care provider, where permitted by law.

Roles & Responsibilities

Management: Advise Team Members of the impact their attendance has upon Member service and other Team Members, log the counseling and/or documentation on the Discipline Tracking Log, and fairly and consistently enforce the Attendance & Tardiness Policy.

Team Member: If the Team Member's absence is unplanned, the Team Member must notify the manager on duty via telephone call as soon as possible. Notifying management of an attendance occurrence does not necessarily constitute an excused occurrence. .

Procedure

After each absence, partial absence, early departure or tardiness violation or an unauthorized leave, the Team Member's immediate manager should advise the Team Member of the seriousness of the issue and counsel the Team Member on how to improve their attendance. Management has sole discretion in excusing a Team Member's absence, partial absence, early departure, tardiness or unauthorized leave; such discretion will be exercised in a fair and consistent manner as to all Team Members occurrences.

Team Members will be warned that any further absences, partial absences, early departures, tardiness or unauthorized leaves may result in further disciplinary action, up to and including separation of employment. Any such disciplinary action must comport with to the Company's Progressive Discipline Policy, as summarized below.

Disciplinary action for attendance violations is based on a six month period from the date of the first occurrence.

a. Verbal Warning (or next level of progressive discipline)

- i. A combination of any three (3) unexcused absences, partial absences, early departures and/or tardiness.

b. Written Warning (or next level of progressive discipline)

- i. An additional two (2) unexcused absences, partial absences, early departures and/or tardiness after receiving a Verbal Warning, for a total of 5 attendance occurrences.

c. Final Warning (or next level of progressive discipline)

- i. An additional two (2) unexcused absences, partial absences, tardiness and/or early departures after receiving a Written Warning, for a total of 7 attendance occurrences.
- ii. One (1) instance of a No Call/No Show.

d. Separation of Employment

- i. One (1) additional unexcused absence, partial absence, early departure, or tardiness following the Final Warning, for a total of 8 attendance occurrences.
- ii. One (1) No Call/No Show during the introductory period;
- iii. Two (2) consecutive No Call/No Shows (will be considered voluntary job abandonment);
- iv. Two (2) non-consecutive No Call/No Shows within a 12-month period

Please note that the Company may, in its sole discretion, proceed to the next, or another level, of the progressive discipline policy if the Team Member has engaged in any other policy violation or violation of workplace guidelines.

All attendance, performance, and behavioral disciplinary action runs concurrently on the same progressive discipline track.

Unauthorized Leave: Management may also use discretion in administering disciplinary action for excessive and patterned absenteeism or tardiness that may fall outside the above guidelines. Management should partner with their HR Manager to discuss disciplinary action as the result of any such pattern of absenteeism or tardiness.

For attendance or tardiness issues involving a salaried Team Member, please contact your HR Manager for assistance.

Dress Code and Grooming

Holistic strives to maintain a professional atmosphere which contributes to the morale of all Team Members, maintains sanitary conditions, and projects an image of efficiency and professionalism. Team Members are expected to exercise common sense and good judgment regarding their hygiene, clothing, and appearance in the workplace and to dress in a manner that is consistent with the goals of this policy. Generally, Team Members should maintain a clean and neat appearance in the workplace and dress according to the requirements of their positions, which may include interactions with customers or work in sterile environments. Team Members in certain job classifications are required to wear uniforms or scrubs. Some Team Members will be required to be clean shaven to they can wear the proper masks required for their position. Additionally, Team Member badges must be visibly displayed at all times while at work.

Team Members are not permitted to wear any item of clothing, makeup, or any other article that 1) displays any brand or logo other than an approved Holistic Industries or Liberty Cannabis brand; 2) is obscene, vulgar, or that a reasonable person may find offensive; or 3) that promotes anything other than the business of Holistic Industries or Liberty Cannabis. Please refer to the dress code policy for your specific work location for more details. Holistic Industries reserves the sole right to determine whether or not any particular item is suitable for the workplace, and to require any Team Member to change any item or article before working.

For positions requiring a uniform, Holistic will purchase, provide and maintain any required uniform. Maintenance will not be provided for wash-and-wear uniform items that Team Members wear to and from work. Holistic will not purchase, provide, or maintain required nonslip shoes for Team Members working in grow and production facilities but will provide a \$50 reimbursement at new hire and every two years thereafter.

Request for Reasonable Dress Code Accommodation

If you require a reasonable accommodation related to the Dress Code and Grooming Policy for reasons based on religion, disability, or other grounds protected by federal, state, or local laws, contact your manager or Human Resources at hr@holisticindustries.com to begin the accommodation review process.

Fragrance-Free Workplace

In consideration of other Team Members, customers, and visitors who may have sensitivities or allergies to various fragrances or scented products, Holistic maintains a fragrance-free workplace. Team Members must refrain from wearing or using any scented products in the workplace.

Social Media Policy

We believe in individual self-expression, and we understand that social media is a fun and rewarding way to share your life and opinions with family, friends and co-workers around the

world. However, social media is a public forum, and what we say and do there can have repercussions for ourselves, our company, and our peers.

For this reason, we've developed these social media guidelines to ensure that we as individuals are behaving and communicating in a way that preserves the sense of community, mutual respect and support we seek to promote at Holistic.

For the sake of these guidelines, the term "social media" includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's blogs, forums, and social networking sites such as Twitter, Facebook, LinkedIn, YouTube, Medium, Instagram, TikTok, and SnapChat, among others, whether or not associated or affiliated with the Company.

What You Should Do:

- **State That It's YOUR Opinion:** You must state that the views expressed are your own.
- **Protect Yourself:** Be careful about what personal information you share online.
- **Act responsibly and ethically:** When participating in online communities, do not misrepresent yourself. (E.g., if you are not a vice president, don't say you are.)
- **Honor Our Differences:** Live the company values. Holistic will not tolerate discrimination (including age, sex, race, color, creed, religion, ethnicity, sexual orientation, gender identity, national origin, citizenship, disability, or marital status or any other legally recognized protected basis under federal, state, or local laws, regulations, or ordinances).

What You Should Never Disclose:

- **The Numbers:** Non-public financial or operational information. This includes strategies, forecasts and most anything with a dollar-figure attached to it. If it's not already public information, it's not your job to make it so.
- **Legal Information:** Anything to do with a legal issue, legal case, or attorneys without first checking with the General Counsel.
- **Confidential Information:** Do not publish, post, or release information that is considered confidential or top secret in any way.

Any violation of this Social Media Policy could subject you to disciplinary action up to and including termination of employment. Nothing in this Social Media Policy shall impact a Team Members rights pursuant to the National Labor Relations Act.

Social Media Account Ownership

If you are authorized to participate in social media activities as part of your job at Holistic on an account created for Holistic, that account is Holistic's property and you cannot take the account or

its assets with you if you leave -- meaning you will not try to change the password or the account name, create a similar-sounding account, or assert any ownership of the contacts and connections you have gained through the account. This doesn't apply to personal accounts that you may access at work, but does apply to all Holistic Industries-branded accounts. If you have any questions about an account you operate, please reach out to your manager. Accounts related to Holistic Industries and Liberty Cannabis may only be created and managed by our marketing team. The creation and management of any unauthorized branded accounts may result in disciplinary action, up to and including termination.

Contact with the Media

Holistic Team Members are not authorized to speak to the media or respond to media inquiries regarding Holistic, or on behalf of or as a representative of Holistic, unless they are explicitly and clearly authorized to do so within the scope of their job duties. If contacted by the media about Holistic, whether by phone, email, social media, or otherwise, do not respond; forward the inquiry to your manager or our Marketing team as soon as possible. Only team members authorized by the Chief Marketing Officer, or his/her designee, may respond to media inquiries.

Distribution and Non-Solicitation

Holistic seeks to maintain a work environment free from outside distractions and solicitations to allow all Team Members to stay focused on their job responsibilities. The Company prohibits the solicitation, distribution, and/or posting of materials on or at Company property during work time by any Team Member or non-Team Member, except as may be permitted by this policy. The sole exceptions to this policy will be for materials relating to charitable and/or community activities supported, approved, and/or sponsored by Holistic management, or other Company-sponsored programs related to Company products and services. Team Members may not distribute or post literature of any kind on Company premises, except in connection with a Company-sponsored event. All bulletin boards, including electronic boards, are Company property. Any materials or electronic announcements that an Team Member wants to post must first be approved by Human Resources.

TEAM MEMBER CLASSIFICATIONS

It is the intent of Holistic to clarify the definitions of employment classifications so that Team Members understand their employment status and benefits eligibility. These classifications do not guarantee employment for any specified period of time. The right to terminate the employment relationship at will at any time is retained by both the Team Member.

Fair Labor Standards Act (“FLSA”) Job Classifications

All Team Members are designated as either nonexempt or exempt under state and federal wage and hour laws.

- **Nonexempt Team Members** are Team Members whose work is covered by the Fair Labor Standards Act (FLSA) and/or applicable state law. They are *not* exempt from the law's requirements concerning minimum wage and overtime.
- **Non-exempt Team Members** are paid on an hourly basis and are eligible to receive overtime pay for overtime hours worked.
- **Exempt Team Members** are generally executives, managers, professional, administrative or outside sales staff who are exempt from the minimum wage and overtime provisions of the FLSA and/or applicable state law. Exempt Team Members hold jobs that meet the standards and criteria established under the FLSA by the U.S. Department of Labor and applicable state agencies. Exempt Team Members are paid on a salaried basis and are not eligible to receive overtime pay.

Company Job Classifications

Holistic has established the following categories for both nonexempt and exempt Team Members:

- **Regular, Full-Time.** Team Members who are not in a temporary status and work a minimum of thirty (30) hours weekly and maintain continuous employment status. Generally, these Team Members are eligible for the full-time benefits package and are subject to the terms, conditions, and limitations of each benefit program.
- **Regular, Part-Time.** Team Members who are not in a temporary status and who are regularly scheduled to work fewer than thirty (30) hours weekly, but at least fifteen (15) hours weekly, and who maintain continuous employment status. Part-time Team Members are eligible for some of the benefits offered by the Company and are subject to the terms, conditions, and limitations of each benefit program.
- **Temporary.** Team Members who are hired as interim replacements, to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work the Company's full or part-time schedule for a limited duration. Employment beyond any initially stated period does not in any way imply a change in employment status.

Meal and Rest Breaks

Team Members are expected to work their scheduled work hours and take the appropriate time allotted for breaks. Hourly Team Members working more than 6 hours consecutively are entitled to a thirty (30) minute unpaid lunch break and one ten (10) minute paid rest break. Hourly, nonexempt team members must properly clock in and out for their meal breaks using the timeclock system, and failure to do so, may result in disciplinary action, up to and including termination.

California Team Members.

For more information on meal and rest breaks, please see the Addendum to Employee Handbook for California Team Members.

Time Records

All non-exempt Team Members are required to properly punch in and out from their shift and for their unpaid meal break, using the company time clock. These punches create time keeping records that are required by governmental regulations and are used to calculate regular and overtime pay. If a Team Member identifies a discrepancy in their hours worked and/or pay, please bring it to the attention of your manager immediately, or HR at HR@holisticindustries.com.

Overtime

When required due to the needs of the business, Team Members may be asked to work overtime. Overtime is actual hours worked in excess of forty (40) in a single workweek or over 8 hours in a day if you are in California. Non-exempt Team Members will be paid overtime compensation at the rate of one and one half their regular rate of pay for all hours over forty (40) actually worked in a single workweek. Any leave such as PTO, Sick and Safe Leave, Holiday pay, bereavement, and jury duty does not apply toward work time. **All overtime work must be approved in advance by a manager.** Working unapproved overtime may result in disciplinary action, up to and include termination.

Deductions from Pay/Safe Harbor Exempt Team Members

Holistic does not make improper deductions from the salaries of exempt Team Members and complies with the salary basis requirements of applicable law, including FLSA. Team Members classified as exempt from the overtime pay requirements of the FLSA will be notified of this classification at the time of hire or change in position.

Paychecks

All Team Members are paid bi-weekly. When a payroll date falls on a holiday, Team Members will be paid on the last business day before the holiday. The payweek at Holistic Industries is Sunday to Saturday.

Access to Personnel Files

Team Member files are maintained by HR and are considered confidential. Managers may only have access to personnel file information on a need-to-know basis. Personnel file access by current Team Members upon request will generally be permitted within three (3) days of the request unless otherwise required by state law. Upon request, former team members will be permitted access to their file where required by state law.

Separation from Employment

In all cases of voluntary resignation, Team Members are encouraged to provide two weeks' notice to facilitate a smooth transition out of the Company. Managers should notify HR of the voluntary resignation. All resignations must be confirmed by the Team Member together with the Team Member's anticipated last day. A member of HR may schedule an exit interview with Team Members who separate voluntarily to collect all Company property, review benefits transitioning information, and discuss final pay. The exit interview provides the opportunity to freely express views about working at Holistic. Individual comments will be kept confidential within HR, unless Team Member provides consent to sharing it. HR may share aggregate data with executive management as requested.

Where applicable, information regarding benefits continuation through the Consolidated Omnibus Budget Reconciliation Act (COBRA) will be sent to the Team Member's personal email and home address.

Promotions & Transfers

Holistic strongly supports professional development for all Team Members, and the Company looks for every opportunity to transfer or promote qualified Team Members. A Team Member's qualifications and job performance will determine the Team Member's eligibility for transfer or promotion. A Team Member must be in good standing, and not on a written warning or above for disciplinary action. A Team Member may not be considered for transfer or promotion until they have spent at least six months in their current position, however, . Holistic reserves the right to make exceptions to these waiting periods under unusual circumstances.

TEAM MEMBER BENEFITS

Holistic recognizes the value of health and welfare benefits to Team Members and their families. The Company supports its Team Members by offering a comprehensive and competitive benefits program. Among the benefits provided to Holistic Team Members are medical, dental, vision insurance, short term and long term disability coverage, 401k, Group Life insurance, Employee Assistance Program, Team Member Referral Program, and professional and personal enrichment opportunities. For more information regarding benefit programs, please refer to the Company Benefits Summary, which is provided to Team Members during open enrollment. Please contact HR for a copy of the summary.

GENERAL POLICIES

Expense Reimbursement

Some Holistic Team Members are periodically required to incur business expenses on behalf of the Company in furtherance of its mission and their responsibilities. All expenses incurred must be necessary to the business of Holistic, in compliance with IRS and state regulations, and

represent a reasonable and appropriate use of Company funds. As always in business dealings, Team Members are representing Holistic and should act in an ethical and fiscally responsible manner. All expenses should be submitted through the Company's expense reimbursement portal, with required supporting documentation and receipts. Managers will review all submissions and approve/deny the reimbursement.

Social Functions

Holistic recognizes that Team Members may wish to arrange social functions on Company premises during regular business hours to celebrate special events, such as birthdays, baby and wedding showers, retirements, and other special occasions. Doing so is permitted so long as the event is inclusive of the entire team involved and approved by the manager of the team.

LEAVE BENEFITS

Holidays

Holistic observes the following paid Federal Holidays:

Open

- Martin Luther King Jr. Day
- President's Day
- Memorial Day
- Juneteenth
- Fourth of July
- Labor Day
- Indigenous People's Day
- Veteran's Day

Closed

- Thanksgiving Day
- Christmas Day
- New Year's Day

Holistic offices, production, cultivation facilities and dispensaries will be **closed** on Thanksgiving Day, Christmas Day, and New Year's Day. Because of the nature of our business, on all other holidays noted above, all of Holistic's dispensaries, and most cultivation and production facilities will be open.

All full time team members will be paid 8 hours of holiday pay for all of the above holidays, and all part time team members will be paid 4 hours. In the event that a non-exempt Team Member

performs work on one of the above listed holidays, the Team Member will also be paid regular time for all hours worked that day.

All regular full-time and part-time status Team Members will be paid for the above holidays as long as they were present for work on the scheduled workdays immediately before and after that holiday, had a previously approved planned day or days off, or had an acceptable excuse for being absent on any such days. If a paid holiday falls within a PTO period, the holiday will not be counted as a PTO day.

Vacation Time Policy

Purpose

Holistic recognizes that Team Members have diverse needs for time off from work and, as such, has established this vacation time policy. Team Members are accountable and responsible for managing their own vacation hours to allow for adequate reserves if there is a need to cover any reason they may need time away from work, including for vacation, appointments, emergencies, holidays that Holistic does not observe, or other situations that require time off.

Eligibility

Vacation time is accrued upon hire. Full time and part time Team Members are eligible to accrue vacation time.

Per diem, seasonal, on-call and temporary employees are not eligible to accrue vacation time.

Procedures

Availability

Vacation time is available for use in the pay period following completion of 90 days of employment. All hours thereafter are available for use in the pay period following the pay period in which they are accrued.

Accrual and Payment of Vacation Time

Accruals are based upon paid hours up to 2,080 hours per year, excluding overtime. Length of service determines the rate at which the Team Member will accrue PTO. As set forth in the chart below, it is intended that each calendar year, Team Members will accrue vacation time for that year, up to the number of weeks set forth by their length of service, that they may use throughout the year in accordance with this policy.

Vacation time does not accrue during a leave of absence of any kind, paid or unpaid. Team Members become eligible for the higher accrual rate on the first day of the pay period in which the Team Member's anniversary date falls.

Hourly non-exempt Team Members will accrue vacation time as set forth below:

Years of Service	FT Accrual Rate	PT Accrual Rate	Maximum Annual Accrual
0-4 years	.058 hours for every hour worked	1 hour for every 30 hours worked	3 weeks (15 days)
4-6 years	.077 hours for every hour worked	1 hour for every 30 hours worked	4 weeks (20 days)
6+ years	0.97 hours for every hour worked	1 hour for every 30 hours worked	5 weeks (25 days)

Use and Scheduling of Vacation Time

Team Members are required to use available vacation time when taking time off from work. Vacation time may be taken in increments of as little as one hour, and must be requested through the timekeeping system. Whenever possible, vacation time must be scheduled at least 14 days in advance, and is subject to supervisory approval, staffing and business needs, and established departmental procedures. Unscheduled absences will be monitored. A Team Member will be counseled when the frequency of unscheduled absences adversely affects the operations of the overall team. The supervisor or HR may request that the Team Member provide a statement from a health care provider concerning the justification for an unscheduled absence.

When vacation time is used, a Team Member is required to use vacation hours according to their regularly scheduled workday. For example, if a Team Member works a six-hour day, they would request six hours of vacation when taking that day off. For hourly Team Members, vacation time is paid at their straight time rate, and is not part of any overtime calculation. Team Members may not borrow against their maximum vacation accruals; therefore, no advance leave will be granted.

Up to a maximum of forty (40) hours of vacation time accrued but not used during a calendar year may be carried over to the following calendar year. All other accrued but unused vacation time will be lost and not carried over, unless otherwise required by state law.

Payment upon Termination

In accordance with applicable laws, Team Members will be paid upon resignation, separation or retirement for all vacation hours accrued but not used.

Open Time Off Policy

All Team Members at Vice President level and above will not accrue vacation time. Instead they part of an open time off approach. Under this open system, there is no set limit on how many days off you may take; instead, you work things out in consultation with your team and your manager to ensure there is no disruption to the business when you are out of the office. Since there is no accrual under this policy, there are no earned but unused hours to be paid out upon separation.

Sick and Safe Leave

Holistic provides paid sick and safe leave time to its regular full-time and part-time Team Members incorporating state and/or local regulatory requirements. Holistic will grant each full and part-time Team Member a lump sum of 40 hours of paid sick and safe leave each calendar year on January 1. New hires after January 1 will be granted their lump sum of sick time on their date of hire. Team Members may not use paid sick leave until after the 90th day of employment.

Team Members may use paid sick leave if the Team Member or an immediate family member (i) is ill or injured, (ii) need to attend doctor's appointments for urgent, continued or preventative care, or (iii) if the Team Member or an immediate family member is a victim of family violence or sexual assault and require time off to address those circumstances.

To the extent possible, Team Members should use the current time and attendance system to request sick leave. However, if an Team Member requests sick leave within forty-eight (48) hours of the start of the requested time, the Team Member must provide verbal notice to their supervisor, in addition to making the request through the time and attendance system.

Team Members who must miss work because of unexpected circumstances, such as acute illness, must verbally notify their manager as soon as possible. A request through time and attendance is not required in this circumstance.

If a Team Member misses work or is on a leave of absence related to any of the qualifying reasons listed above, and has available sick time to use, Team Members must use sick time to be paid for time missed while out of work.

Any unused sick leave under this policy will not be paid out at year end or upon separation, but if a Team Member is rehired, the Team Member's prior service will be credited in accordance with applicable law. Sick time does not roll over annually, except where required by applicable law.

Documentation

For absences of three or more consecutive days under this policy, a Team Member may be required to provide Holistic with reasonable documentation from a licensed health care provider indicating the need for the amount of sick time taken. In addition, a Team Member may be required to provide written confirmation that the Team Member used sick time in accordance with this policy.

If a Team Member is absent for three or more consecutive days under this policy due to their own illness or injury, Holistic may require the Team Member to provide medical documentation confirming that they are well enough to return to work.

Team Members are required to provide at least 7-days advance notice of an intention to use sick leave, unless the need for leave is unforeseeable. Holistic will not retaliate against Team Members who use paid sick leave.

Family Medical Leave Act Leave

In accordance with the Family and Medical Leave Act (“FMLA”), where Holistic employs 50 or more Team Members within a 75-mile radius of your worksite, Holistic will grant FMLA leave without pay to eligible Team Members at your worksite for up to 12 weeks in a 12-month period. Leave is calculated based on a rolling 12-month period, measured backward from the date that FMLA leave is taken. Under certain circumstances, described below, you may be eligible for up to 26 weeks of leave in a 12-month period. This FMLA leave is a guaranteed period of time that eligible Team Members can be absent from work with job protection. The time off is not paid, unless you are taking PTO or sick leave concurrently with FMLA leave, or you are utilizing disability or state provided paid family leave benefits. It is a requirement that PTO, and sick leave be taken concurrently with any FMLA leave except where prohibited by law.

You can request to use FMLA leave to cover the time you need to be away from work for any of the following purposes:

- For the birth and care of a newborn child or for the care of a newly adopted or newly placed foster care child, as long as the leave is taken in the year following the child’s birth or placement;
- To care for your qualifying child, spouse, or parent who has a serious health condition
- To provide time to attend to your own serious health condition that leaves you unable to perform your job; or
- For “Active Duty Leave” or “Military Caregiver Leave” (both defined below).

Eligibility

To be eligible for FMLA leave, you must have worked for Holistic for at least one year and performed at least 1,250 hours of work during the previous 12 months.

Requesting Leave

Where the need for leave under this policy is foreseeable, you are required to give at least 30 calendar days advance notice to your supervisor when you need FMLA leave. Team Members who are seeking FMLA Leave must complete a “Request for FMLA Leave” form and submit it to Human Resources. Team Members who cannot foresee the need for FMLA Leave 30 days in advance must give as much notice as they can. This generally means notifying Holistic within one or two workdays of the time you first learn of the need for leave, unless extenuating circumstances exist. If you fail to give the required notice for foreseeable leave with no reasonable excuse, your leave may not be protected.

Active Duty Leave

Active Duty Leave is defined as leave due to any “qualified exigency” (defined below) arising out of the fact that a spouse, son or daughter, or parent is on active duty (or has been notified of an impending call or order to active duty) in the National Guard or Reserves or is a retired member of the Armed Forces or Reserves who has been notified of an impending call or order to active duty in support of a contingency operation. Active Duty Leave is not available to Team Members whose spouse, child, or parent is a member of the regular (i.e., full-time) military.

A “qualified exigency” refers to the following circumstances:

- Short-notice deployment: to address issues arising when the notification of a call or order to active duty is seven (7) days or fewer;
- Military events and related activities: to attend official military events or family assistance programs or briefings;
- Childcare and school activities: for qualifying childcare and school-related reasons for a child, legal ward or stepchild of a covered military member;
- Financial and legal arrangements: to make or update financial or legal affairs to address the absence of a covered military member;
- Counseling: to attend counseling provided by someone other than a health care provider for oneself, for the covered military member, or child, legal ward, or stepchild of the covered military member;
- Rest and recuperation: to spend up to five (5) days for each period in which a covered military member is on a short-term rest leave during a period of deployment
- Post-deployment activities: to attend official ceremonies or programs sponsored by the military for up to 90 days after a covered military member’s active duty terminates or to address issues arising from the death of a covered military member while on active duty;
- Parental care leave: to care for a military member’s parent who is incapable of self-care when the care is necessitated by the military member’s covered active duty. Such care may include arranging for alternate care, providing care on an immediate need basis,

admitting or transferring the parent to a care facility, or attending meetings with staff at a care facility; and,

- Additional activities: for other events where the Company and the Team Member agree on the time and duration of the leave.

Military Caregiver Leave

Military Caregiver Leave is defined as leave to care for a spouse, son or daughter, parent or next of kin (i.e., closest living relative) who is a current member of the Armed Forces, including the National Guard or Reserves, who is undergoing medical treatment, recuperation, or therapy, is otherwise in outpatient status, or is otherwise on the temporary disability retired list, for serious injury or illness. A covered service member incurs a serious illness or injury for the purposes of this paragraph when he or she is medically unfit to perform the duties of his or her office, grade, rank, or rating.

Eligible Team Members are entitled to a total of 26 weeks of unpaid Military Caregiver Leave during a single 12-month period. This single 12-month period begins on the first day an eligible Team Member takes Military Caregiver Leave and ends 12 months after that date.

Military Caregiver Leave applies on a per-covered service member, per-injury basis. However, no more than 26 weeks of leave may be taken within a single 12-month period by any covered Team Member. Even in circumstances where a Team Member takes other leave covered by the federal FMLA as described herein, the combined leave shall not exceed 26 weeks during that 12-month period.

Documentation Supporting Leave Request

Team Members who request FMLA leave because of a serious health condition, whether your own or that of a family member, also must submit a completed “Certification of Health Care Provider” to the Human Resources Department before the leave will be approved. A request for reasonable documentation of family relationship verifying the legitimacy of the FMLA leave may also be required.

A request for Active Duty Leave must be supported by a “Certification of Qualifying Exigency for Military Family Leave” form, as well as appropriate documentation, including the covered military members’ active duty orders. A request for Military Caregiver Leave must be supported by a “Certification for Serious Injury or Illness of Covered Service member” form, as well as any necessary supporting documentation.

You will have 15 days in which to return a completed certification form following your receipt of the form from Holistic. If you fail to provide timely certification after being required to do so, you may be denied the taking of the leave under the FMLA. If the certification form is incomplete or insufficient, you will be given written notification of the information needed and

will have 7 days after receiving such written notice to provide the necessary information. If there is reason to doubt the validity of the medical certification, a second opinion, at the expense of Holistic related to the health condition may be required. If the original certification and the second opinion differ, a third opinion, at the expense of Holistic, may be required. The opinion of the third healthcare provider, which Holistic and the Team Member jointly select, will be the final and binding decision.

Under certain circumstances as provided by law, including (but not limited to) situations in which the need or nature of the approved leave changes, Holistic may, in its sole discretion, require recertification of a Team Member or family member's serious health condition.

Intermittent Leave

Team Members taking leave because of their own or a child, spouse or parent's serious health condition can take their allotment of FMLA leave intermittently or in accordance with a reduced work schedule, if this is medically necessary. Where Team Members have some control over the timing of their leave, they are expected to consult with their supervisors to try to arrange a mutually acceptable time. Team Members taking leave to care for a newly born or newly placed child do not have a legal right to take intermittent leave and can do so only with their supervisor's consent. Military Caregiver Leave may be taken intermittently or on a reduced leave schedule when medically necessary.

Compensation and Benefits during Leave

FMLA leave is unpaid, unless it is taken concurrently with accrued paid or other statutory leave. You are required to take all accrued paid leave concurrently with any FMLA leave, except where prohibited by applicable law. You also may be eligible for statutory or disability benefits. After the accrued paid leave is used up, the remainder of the leave will be unpaid. However, Team Members on FMLA leave continue to be covered by group health benefits on the same terms that are applicable for active Team Members. If payroll deduction is not available, you must make arrangements with the Human Resource Department to pay your portion of any benefit program that requires a Team Member contribution. Team Member benefits will not continue unless payment arrangements are made and fulfilled. No vacation or other time off is earned during the leave; however, FMLA leave does not cause Team Members to lose any previously accrued employment benefits.

Communication While on Leave

If you take continuous FMLA leave, Holistic may ask you to speak to your manager and/or Human Resources at regular intervals during your leave regarding your status and your expected return to work date. If your expected return to work date changes, you must inform your manager and/or Human Resources as soon as you know about the change.

Job Restoration

Upon return from FMLA leave, you will be restored to your original job, or to an equivalent job with equivalent pay, benefits, and other terms and conditions of employment.

You will be required to provide a fitness-for-duty certification or other written release to return to work from your health care provider before returning to work from FMLA leave. In general, this requirement will apply only for continuous FMLA leave of at least 3 consecutive workdays.

State and Local Law

Where state and/or local family and medical leave laws offer more protections or benefits to Team Members, the protections or benefits that are more favorable to the Team Member, as provided by these laws, will apply.

Court Appearances Leave

Team Members must promptly notify their supervisor and provide documentation when they receive a summons to appear as witness in a local, state, or federal court. All time off for witness leave will be granted and will be administered in accordance with the Fair Labor Standards Act and applicable state law. Witness leave must be recorded on the time sheet. Unless otherwise required by law, witness leave for non-exempt Team Members is unpaid unless the Team Member elects to use available paid leave. Exempt Team Members are paid for witness leave, provided the Team Member performs work during the same work week. All Team Members are required to furnish proof of service upon return to work. Team Members should contact their supervisor or Human Resources for further information or questions.

Jury Duty Leave

Holistic will generally provide both full time and part time Team Members with up to three (3) days of paid jury duty leave; or, if the Team Member is compensated by the court for jury service, Holistic will pay to the Team Member the difference between their regular daily pay and the compensation from the court. If the Team Member is required to serve longer than 3 days, they must notify their manager immediately. The Team Member generally will need to provide proof of service and compensation in order for any absences to be excused and any pay to be issued. Part time Team Members will be compensated based on their normally scheduled days and hours. Holistic Industries will not discharge, penalize, deny benefits to, harass, threaten, or coerce a Team Member because the Team Member has received and/or responds to a juror summons or performs any obligation related of juror service.

Crime Victim Leave

A Team Member who is a victim or who is the family member of a victim of a violent felony or serious felony may take unpaid time off from work. An immediate family member under this policy includes a spouse, domestic partner, child, stepchild, brother, stepbrother, sister, stepsister, mother, stepmother, father, or stepfather.

The absence from work must be in order to attend judicial proceedings related to a crime listed above. Before you are absent for such a reason, you must provide documentation of the scheduled proceeding. Such notice is typically given to the victim of the crime by a court or government agency setting the hearing, a district attorney or prosecuting attorney's office, or a victim/witness office. If advance notice is not possible, you must provide appropriate documentation within a reasonable time after the absence.

Any absence from work to attend judicial proceedings will be unpaid, unless you choose to take paid time off, such as accrued PTO.

Bereavement Leave

All Team Members are eligible for three (3) days of paid bereavement leave immediately following the death of an immediate family member. Team Members must notify their manager as soon as they know they need bereavement leave. Part time Team Members will be compensated based on their normally scheduled days and hours.

Team Members may also use accrued but unused Paid Leave if additional time is needed. Further, additional unpaid time off may be granted at the discretion of the Team Member's manager on a case-by-case basis. Team Members who need additional bereavement time must notify their manager as soon as possible.

For purposes of this policy, immediate family members include a Team Member's spouse or civil union or domestic partner, parent, sibling, child, grandparent, grandchild, aunt, or uncle. Also for purposes of this policy, immediate family relationships include step, in-law, foster, and adopted relationships, relationships based on one individual's legal guardianship or in loco parentis relationship to another, and relationships based on one's status as a civil union or domestic partner. Holistic may require verification in the form of a death certificate, obituary, or other verifiable documentation of the need for bereavement leave.

Voting Leave

Holistic strongly encourages everyone to get out and vote in local, state, and national elections. Since polling locations are generally open early in the morning and into the evening, Team Members should have time to vote either before or after their scheduled shift on any voting or election day. However, if a Team Member believes they will need additional time to vote, they should notify their manager at least 2 days in advance.

Military Service Leave

Holistic will provide the necessary time off to Team Members who are required to fulfill military obligations in any Armed Forces, National Guard, or other uniformed services or state military,

as required by federal and state law. If Team Members return to work or apply for reemployment on a timely basis, they will be reinstated in accordance with federal and state law.

Military leave will be unpaid, except exempt Team Members who are paid on a salary basis will be paid for any work week in which the Team Member performs work. In addition, Team Members may choose to use accrued vacation for military leave in lieu of unpaid leave. If you need to take military leave, you must give advance notice of your service obligations to your supervisor, unless military necessity makes advance notice impossible.

Your benefits may continue to accrue during the period of leave in accordance with state and federal law.

Retaliation against a Team Member who requests leave under this policy is strictly prohibited. Additional information regarding military leave may be obtained from Human Resources.

Other Leave

Some states may provide for, and the Company may authorize in its sole discretion, additional types of leave other than those listed in this section. Team Members who are interested in inquiring about such leave should contact the Human Resources Department for additional information.

WORKPLACE SAFETY

Safe and Respectful Environment

Holistic strives to provide a safe and respectful environment for all Team Members and customers, and Team Members have a great deal to contribute to this atmosphere. All Team Members are expected to behave in a professional, courteous, and ethical manner including the following:

- Be thoughtful in their actions
- Be honest in all encounters
- Be respectful in their interactions
- Come to work looking put together and professional
- Be ambassadors of our brand and our company and
- Conduct work in a professional, productive, timely, and efficient manner.

Workplace Search Policy

To maintain a safe, healthy, and productive work environment, Holistic reserves the right to search or inspect Team Members' surroundings and possessions. This right extends to the search or inspection of clothing, pockets, offices, files, desks, furniture, lockers, bags, purses, briefcases, containers, packages, parcels, boxes, tools and toolboxes, lunch boxes, any Company-owned, leased, or -rented vehicles. Team Members have no expectation of privacy while on Holistic premises, except in restrooms, locker rooms, and nursing rooms. Where appropriate, Holistic

reserves the right to establish policies that detail the manner and type of bags brought to each of its locations.

Recording Devices

Holistic respects its Team Members and strives to protect all Company Confidential Information and Team Member information, and therefore prohibits the use of any recording device on Company property.

VIDEO CAMERAS

Given applicable regulatory requirements and to enhance patient, customer, and Team Member safety, video cameras are positioned at several locations inside of our operations and dispensaries. Cameras are not located within restrooms. These video cameras are monitored intermittently by both Holistic Industries and various regulatory agencies and provide recorded video surveillance. All Team Members understand that their actions may be monitored and/or recorded by these cameras.

Inclement Weather

As part of our commitment to serving our patients, Holistic's office, cultivation and manufacturing sites, and dispensaries are open for business unless otherwise advised by management. There may be times when we will delay opening, and on rare occasions, we may have to close, depending on the weather. Team Members should use common sense and your best judgment when traveling to work in inclement weather.

Notification of Closure

In the event that Holistic's facilities are closed,, Team Members who are scheduled to work will be notified as soon as possible by their supervisor. When a decision is made to close due to severe weather, you will receive a call, text message or email notification, informing you of the closure, when the business will reopen, and any other pertinent information.

If our business is open and you are going to be late, or you are unable to make it to work due to inclement weather, you must notify your supervisor as soon as possible by phone and by email and/or text message.

Pay During Closure

Team Members who are scheduled to work the day of a full or partial day closure will be paid for the time scheduled. If Holistic is open and you are delayed getting to work or cannot get to work at all because of inclement weather, the absence will be excused but unpaid, unless you choose to use available sick or vacation time to cover the hours missed. You should always use your judgment about your own safety in getting to work.

Smoking and Tobacco Policy

Holistic prohibits smoking and use of any smokeless tobacco in the workplace except in designated outdoor areas. Further, Team Members who work in cultivation facilities are prohibited from smoking in their scrubs and/or any protective equipment or apparel. All Team Members who smoke on a break must wash their hands before returning to work.

For purposes of this policy, smoking includes, but is not limited to lighting, smoking, or carrying a lighted cigarette, cigar, or pipe, and the use of any electronic smoking device or vapes.

Sharing Medical Cannabis

Holistic Team Members who are medical cannabis patients may not, under any circumstances whatsoever, share their prescribed medical cannabis with other Team Members. It is against the law. If it is discovered that a Team Member has shared medically prescribed cannabis with another Team Member, both Team Members will be subject to disciplinary action up to and including termination.

Intoxication-Free Workplace

Being under the influence of alcohol, cannabis, illicit drugs, or intoxicating prescriptions or recommended medication while on the job poses serious health and safety risks to Team Members, contractors, customers, and visitors, which is not tolerated. While Team Members are either on duty and conducting Holistic business, or on Company premises, whether or not the Team Member is on duty, they shall not:

- Use or be under the influence of intoxicating or impairing substances, including alcohol, illicit drugs, and intoxicating prescriptions or medications, or
- Possess, sell, purchase, transfer, or transit any alcohol, illicit drugs, intoxicating prescriptions or recommended medication, or related paraphernalia.

Nothing in this policy is meant to prohibit the appropriate use of over-the-counter (OTC) medication or other prescribed medication to the extent that it does not impair an Team Member's job performance or safety or the safety of others. Team Members who take OTC medication, prescriptions, or recommended medication (including medical cannabis) with an intoxicating effect, or other medication should inform their supervisor or HR if they believe the medication will impair their job performance, safety, or the safety of others, or if they believe they need a reasonable accommodation before reporting to work while under the influence of that medication.

Team Members who are suspected of being intoxicated in the workplace will be subject to testing in accordance with Holistic's intoxication-free workplace policy.

Driving While on Company Business

As a driver, your first responsibility is to pay attention to the road. If you drive for company business, you must have a current, valid driver's license and maintain required auto insurance.

When driving for any Holistic business purpose, the following applies:

- Obey the law;
- Use Mobile phones responsibly and do not text while driving;
- Do not drive while under the influence.

Security

Although Holistic does everything possible to maintain a secure environment, Team Members have a part to play in security as well. The role of Team Members in supporting our secure environment is critical to the safety of our Team Members and our customers.

Please refer to further information on the specific security system in your facility.

Team Member ID Cards & Access Control Devices

Upon hire, Team Members are issued a Team Member ID card. All Team Members must visibly wear their ID card while in a Holistic facility. All Team Members are also issued an access control device (ACD) upon hire, which allows a Team Member to move freely between the limited access areas and unsecured areas at their facility. All ACDs are the property of Holistic. The appropriate use of all ID cards and ACDs is critical to the security of our facilities. Therefore, Team Members must:

- Never share a Team Member ID or ACD with another Team Member.
- Never prop open a door equipped for use with an ACD.
- Immediately report a lost, stolen, or damaged ACD to their manager.
- Never allow a member of the public to enter an area secured by an ACD, except according to the facility's Visitor Policy.
- Take a picture of your ID to keep on your phone in case proof of employment is needed during off hours.

Preventing Diversion

Diversion is the intentional and unauthorized use or possession of medical cannabis or medical cannabis product obtained from Holistic inventory, patients, or the use of company ordering systems. Examples of diversion include, but are not limited to:

- Theft of medical cannabis or medical cannabis product.
- Using medical cannabis without valid authorization.
- Forging or modifying a physician's recommendation.

Holistic takes steps to prevent diversion of medical products, including but not limited to:

- Real-time inventory of all cannabis from seed to sale.

- 24-hour video surveillance and robust security measures.
- Precise protocols that minimize time spent in limited access areas.

All Team Members are required to report known or suspected incidents of diversion. Any Team Member who honestly and in good faith reports suspected diversion will be protected from retaliation. The General Counsel and Security Personnel will investigate all suspected incidents of diversion thoroughly and promptly. Holistic will report all known diversion to appropriate licensing and regulatory officials. Any findings of an investigation into diversion will be used by Holistic for potential improvement to security procedures. Any Team Member who is found through investigation to have been involved in an attempted or actual diversion will be terminated.

ACKNOWLEDGEMENT OF RECEIPT OF TEAM MEMBER HANDBOOK

I have received the current Holistic Team Member handbook and have read and understand the material covered. I have had the opportunity to ask questions about the policies in this handbook, and I understand that any future questions that I may have about the handbook or its contents will be answered by my supervisor, or by his or her designated representative upon request. I agree to and will comply with the policies, procedures, and other guidelines set forth in the handbook. I understand that Holistic reserves the right to change, modify, or abolish any or all of the policies, benefits, rules, and regulations contained or described in the handbook as it deems appropriate at any time, with or without notice. I acknowledge that neither the handbook nor its contents are an express or implied contract regarding my employment.

I further understand that all Team Members of Holistic, regardless of their classification or position, are employed on an at-will basis, and their employment is terminable at the will of the Team Member or Holistic at any time, with or without cause, and with or without notice. Nothing contained in the policies, procedures, handbooks, or any other documents of Holistic shall in any way create an express or implied contract of employment or an employment relationship other than one on an at-will basis.

Team Member's Signature

Team Member's Name (printed)

Separating Recreational from Medical Operations

Entry and Physical Layout Changes to RMD

In accordance with our check-in procedures, when an individual enters the establishment, a marijuana establishment agent will check their proof of identification to see if they are 21 years old or over. If the individual is younger than 21 but older than 18, the agent will prompt them to also produce an active medical registration card. If the individual is younger than 18, the agent will make sure the individual also has a medical registration card, and they are accompanied by a personal caregiver whom also has an active medical registration card. Once the individual has entered the retail space, the adult use and medical use sales areas will be separated by stanchions and marked clearly as either “Medical” or “Adult Use”. In addition to these separate sales areas, there will be separate lines to pay, also separated with stanchions. The “Medical Use” line is exclusively for registered patients/caregivers, and the employee at the point of sale will check for a medical registration card before the purchase is initiated. The “Adult Use” line will be made available for use by both patients and customers.

We will also provide a separate area for patient consultation with signage labeled “Consultation Area.”

For the first six months of our operations, we will reserve 35% of the facility’s inventory for medical patients. Once we have been in operation for six months, we will maintain a quantity and variety of marijuana for patients that meets the demand indicated by an analysis of sales data collected during the preceding six months.

We will only transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration, provided that the product does not pose a risk to health or safety.

Inventory Tracking Software and Co-location

Essential to inventory management is a clear, comprehensive, and perpetual recorded chain of custody from the time marijuana products are received by the RMD until they are compliantly dispensed to patients/caregivers or adult use customers. To generate and maintain an unbroken chain of custody for all marijuana in our possession, Holistic Industries, Inc. (“Holistic”) will utilize the LeafLogix inventory tracking software system. LeafLogix is a widely utilized, proprietary seed-to-sale inventory tracking system.

LeafLogix has the capability to track products through the entire cultivation, manufacturing and dispensing process, allowing accurate real-time inventory assessments and the greatest level of inventory control. Upon entering a product into the system, a unique product ID will be issued for tracking and recordkeeping purposes. All actions taken to inventory as whole, by grouping, or by individual product will be digitally recorded for instant and long-term analysis purposes. Moreover, detailed sales records can be stored for several years, allowing us the capabilities to facilitate voluntary or involuntary recalls, if necessary. LeafLogix also allows us to create precise

inventory records at a moment's notice, so any discrepancies or breaks in the chain of custody will become immediately apparent, igniting swift corrective measures to investigate and resolve issues.

All entries into LeafLogix will include the unique employee identification number of the agent taking the relevant action so that we know who is/was responsible for each step in our integrated processes. All appropriately authorized agents will be thoroughly trained upon hire (and again during mandatory annual refresher training) in the use and functionality of the LeafLogix software system to ensure the accuracy and integrity of our inventory program.

Holistic will use the LeafLogix electronic tracking system to track inventory receipt, sales, returns, recalls, disposal/destruction, and purchase limitations on sales/possession. We will also use the system to designate whether a product is for "medical" or "adult use," using that designation to create a virtual separation of the products. All staff will be thoroughly trained on the use and functionality of the electronic tracking system.

Inventory Management and Co-location

While our facilities will now be supplying two independent customer bases, we will ensure that we maintain enough supply of marijuana products for our patients registered under 105 CMR 725.000. As part of that process, we will assess the types and strains of marijuana products that are being purchased by the patients. Based on that data, we will submit a quarterly Inventory Plan to the CCC in compliance with 935 CMR 500.140(10). This plan will detail the quantity and variety of marijuana products required by the patients and will be based on the reasonable anticipated needs derived from our biannual assessment. If there is an occasion where a certain product's supply has been exhausted and cannot be reasonably obtained, we will submit a report to the CCC. Additionally, if a substitution is needed, the product or strain will be replaced with what is as close as reasonably possible to the missing product.

We will keep a reserve of marijuana products specifically for patient supply. This reserve will be maintained on site and in accordance with regulations, and it be able to be replenished within 48 hours if exhausted. In addition to the biannual assessment and quarterly inventory plans, we will conduct a weekly audit of the patient supply held at our retail locations. These audits will be kept in our records for six months.

We understand that we are subject to CCC inspection and audit to ensure we are compliant with maintaining adequate patient supply.

Local Procedures (MA)

SOP # Disp-204 Inventory Management and Storage in Dispensaries

Physical Separation of Marijuana Products for Co-located Dispensaries

In order to be compliant with regulation 502:140(6), the following procedures must be followed to ensure the separation of Medical and Adult Use Marijuana and Marijuana Products on the sales floor, to protect patient confidentiality.

Definitions:

- RMD - Registered Medical Dispensary
- Marijuana Establishment (ME) - Adult-Use Marijuana Retailer

Procedures:

1. In compliance with 935 CMR 502.140 (6) we will provide a physical separation between medical - and adult-use sales areas. Separation will be provided by a temporary or semi-permanent physical barrier, such as a stanchion, that adequately separates sales areas of MIPs for medical-use from sales areas of marijuana products for adult-use for the purpose of patient confidentiality.
2. Medical patients will be served on terminals located on the medical side and Adult-Use consumers will be served on the terminals located on the AU side of the barrier. Medical patients will not be limited to the medical-use line, they may use either the medical or adult-use line so long as the patient's transaction is recorded on the medical side of the POS and in accordance with 501.105, (5)(d).
3. Only products with a medical METRC tag can be served to medical patients and only products with an adult-use tag can be sold to adult-use consumers.
 - a. Subject to marijuana product or MIPs being entered into the Seed-to-sale, an RMD may transfer product to a ME and a ME may transfer product to an RMD as long as there is no violation of the dosing limitations set forth in 935 CMR 500.150 (4)
 - b. Such transfers cannot violate dosing limitations and provisions protecting patient supply under 935 CMR 502.140 (9).
4. Electronic separation of product will occur in the state seed-to-sale tracking system (Metrc) in addition to our internal POS.

Statement of Purpose

Holistic believes that diversity and inclusion are critically important as a core business strategy. It contributes to the overall success of our operations. When a company's workforce reflects the community it serves, it is better able to understand and meet the needs of patients and the region at large. As many of us are deeply rooted in the MA community, we know firsthand how important this is in practice. In addition, to better service to our patients, Holistic knows that a diverse workforce makes better decisions; has increased team member satisfaction which increases employee retention rates; encourages diverse applicants; and strengthens companywide success.

Accordingly, diversity and inclusion has been part of Holistic's DNA from the outset. Our mission includes advancing diversity and inclusion throughout the organization. The only way to do that is for every team member to know that their authentic selves are welcomed and embraced at each and every level of Holistic.

Holistic is pursuing and cultivating diversity through a variety of strategies:

1. In order to reflect diversity throughout our organization, Holistic will establish hiring goals for CCC-designated diverse populations based on the demographics reflected in the 2020 U.S. Census for the municipalities in which our facilities are located; and
2. Holistic will establish goals of purchasing products from diverse licensees that are designated as Disadvantaged Business Enterprises (DBEs).

Goals

The goals of our Diversity Plan include:

Diverse Staffing

- Holistic endeavors to match, if not exceed, the demographics of the communities in which its facilities are located as indicated by the 2020 U.S. Census in terms of its staff members drawn from diverse populations. Holistic does not inquire as to potential team members' sexual orientation/gender identity because it is so close to the legal inquiry regarding marital status or parenting status. However, upon hire, team members have the option of disclosing their LGBTQ+ status. Holistic's goal is to create a workspace that welcomes every team member's authentic person, whatever that may be.

<u>Demographic</u>	<u>Somerville Community Demographics (2020 Census)</u>	<u>Percentage Goals</u>
Black or African American	5.6%	3%
American Indian/Alaska Native	0.2%	0%
Asian	9.9%	5%
Native Hawaiian/Pacific Islander	0%	0%
Hispanic or Latino	11.4%	6%
Two or more Races	5%	2%
Female	51%	49%
LGBTQ+ (we do not formally collect this data pursuant to EEOC)	Not provided/available	1%
Veterans	4%	2%
Individuals with Disabilities	Not Provided/Available	2%

Diverse Suppliers

- Holistic will use the CCC's list of licensees found on MassCannabisControl.com to identify licensees that have been designated as a DBE (and thus is owned by a member or members of a diverse population), and then will take affirmative steps to develop relationships with, and purchase products from, these suppliers. Specifically, the goals of this program are:
 - Holistic will inquire about potential purchases with at least 40% of operating cultivators and manufacturers that are designated as DBEs;
 - Holistic will aim to purchase product for its dispensaries from at least 20% of operating DBE-certified cultivators and manufacturers in MA; and
 - Holistic will aim to make repeat purchases from at least 10% of operating DBE-certified cultivators and manufacturers in MA.

Programs

Diverse Staffing

To promote diverse hiring practices, Holistic will work to hire people of color, persons with disabilities, LGBTQ+, veterans, and women when filling open positions at our MA facilities. We will set a goal to match the demographics of the communities in which its facilities are

located as indicated by the 2020 U.S. Census in terms of diverse populations. In order to meet our goal, the following programs will be instituted:

- Holistic will post monthly advertisements on Indeed, the popular digital job posting website, stating that the establishment is specifically looking for minorities, persons with disabilities and women to fill positions at our facilities
- Holistic Industries has partnered with Circa (a Diversity job Network), that gives us access to over 20,000 organizations working to find jobs for various Protected Groups. Some of these organizations include Veterans, LGBTQ+, women, disabilities, etc. Working with Circa allows us to leverage different qualifications, backgrounds, and experiences of potential employees.
- When we post jobs, Circa shares it with 234 different Diversity Community Organization for protected groups in MA.
- Local MA Recruiting Efforts:
- Holistic will reach out to local Urban League affiliates to be included in their local job training programs; identify entities providing training to differently abled citizens (i.e., autistic, deaf or blind individuals) to hire for positions Holistic has found to be successful in its facilities
- Holistic Industries maintains EEO status by including the following language in all advertised job postings on all job boards, including Indeed and local job boards:
- ‘Holistic Industries is an equal opportunity employer. We celebrate diversity and are committed to creating an inclusive environment for all employees.’

Below is a non-exhaustive list of organizations based in disproportionately impacted areas that Holistic utilizes for new job postings. Job listings will be placed whenever new positions become available and will be listed at least annually.

Community Organization Recipient Type	Organization Name	Organization Area
People with disabilities	Best Buddies – Boston	Boston
People with disabilities	Boston Center for Independent Living	Boston
Universities and colleges	Boston University	Boston
Veterans	Brockton Veterans Services	Brockton
Veterans	DAV, Dept. of MA	Boston
Veterans	Disabled American Veterans #29	Braintree
Universities and colleges	Eastern Nazarene College	Quincy
People with disabilities	MA Commission for the Blind	Boston
People with disabilities	MA Rehab Commission	Boston
One-Stop Centers	MassHire Downtown Career Center	Boston

State Workforce Agencies	MassHire – North Shore Youth Career Center	Lynn
People with disabilities	Morgan Memorial Goodwill Industries	Boston
People with disabilities	Vocational Rehabilitation	Brockton
People with disabilities	Vocational Rehabilitation – Quincy	Quincy
People with disabilities	Vocational Rehabilitation – Roxbury	Boston

Diverse Suppliers

To ensure that Holistic can meet its goal of utilizing diverse suppliers, Holistic will institute the following programs:

- At least monthly, the Holistic employees responsible for purchasing product from licensed suppliers will review the list of licensees provided by the CCC and identify those that are designated DBEs, thus confirming that the licensee is owned by a member of a diverse population.
 - With this information, Holistic will review its recent inventory and purchases to determine if we are currently carrying products from any of the diverse licensees, and/or if we have any recent or upcoming orders. If we are not carrying any such products, and/or if the amount of such products is low, we will affirmatively reach out to DBE licensees to determine if an order is feasible in the context of our overall inventory and customer needs.
 - Even if Holistic has adequate existing inventory from diverse licensees, Holistic will identify any new DBE-certified licensees that become operational and will affirmatively reach out to determine if a vendor relationship is feasible.
- Holistic will work to develop ongoing, mutually beneficial vendor relationships with diverse licensees by continuing to purchase products from these licensees to the extent possible.

Measurements

Diverse Staffing

In order to match the diversity of the communities in which its facilities are located as indicated by the 2020 census in terms of its diverse populations, the following metrics will be instituted:

- Annually, the applicant will count the total number of existing positions across all our MA facilities and then will count the number of individuals hired who are verified

minorities, persons with disabilities and/or women and compare our minority and female demographics with the demographics reflected in the 2020 U.S. Census to see if our numbers, at a minimum, reflect the demographics of the 2020 U.S. Census. Our percentage goals are listed in the chart on page 2.

Diverse Suppliers

To ensure that Holistic can meet its goal of utilizing diverse suppliers, the following metrics will be instituted:

- Annually, Holistic will count the total number of operational DBE-certified cultivators and manufacturers in MA, according to the CCC, and we will compare it to the number of such licensees that we 1) inquired with about potential purchases, 2) purchased product from, and 3) purchased product from multiple times during the prior year.
- Holistic will determine and report the total number of purchases and cost of such purchases made from DBE-certified suppliers during the prior year.
- Holistic will provide documentation of inquiries made to diverse suppliers upon request by the CCC.

NOTES: Holistic 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.

Holistic acknowledges that the progress or success of its Diversity Plan must be documented annually upon renewal.

Holistic affirms that any actions taken, or programs instituted, will not violate the CCC's regulations with respect to limitations on ownership or control or other applicable state laws.