



Massachusetts Cannabis Control Commission

Marijuana Delivery Operator

General Information:

License Number: MD1284
Original Issued Date: 02/14/2022
Issued Date: 02/14/2022
Expiration Date: 02/14/2023

MARIJUANA DELIVERY OPERATOR PRE-CERTIFICATION NUMBER

Marijuana Delivery Operator Pre-Certification
Number:

ABOUT THE MARIJUANA DELIVERY OPERATOR LICENSEE

Business Legal Name: Holyoke Smokes Corp

Phone Number: 212-831-3435 Email Address: holyokesmokes@gmail.com

Business Address 1: 110 - 116 Winter St Business Address 2: Ground Floor

Business City: Holyoke Business State: MA Business Zip Code: 01040

Mailing Address 1: PO Box 6403 Mailing Address 2:

Mailing City: Holyoke Mailing State: MA Mailing Zip Code: 01041

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

DBE Documentation:

Document Category	Document Name	Type	ID	Upload Date
Supplier Diversity Office (SDO) Training	HolyokeSmokes_Expedited_Review_Affidavit.pdf	pdf	613526e3a82c5807742a836a	09/05/2021

Certified Disadvantaged Business Enterprises (DBEs): Lesbian, Gay, Bisexual, and Transgender Owned Business, Minority-Owned Business, Veteran-Owned Business

SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE

Social Equity or Economic Empowerment License Number: SE305145

ADDITIONAL SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE NUMBERS

No records found

PERSONS HAVING DIRECT OR INDIRECT CONTROL

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 51 Percentage Of Control: 51

Role: Owner / Partner Other Role:

First Name: Kelvin	Middle Name: Robert	Last Name: Sylvester	Suffix:
Gender: Male		User Defined Gender:	
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)			
Specify Race or Ethnicity:			

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 49	Percentage Of Control: 49
Role: Owner / Partner	Other Role:
First Name: Duane	Middle Name: Charles Last Name: Harden Suffix:
Gender: Male User Defined Gender:	
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)	
Specify Race or Ethnicity:	

ENTITIES HAVING DIRECT OR INDIRECT CONTROL

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: 344 S 1ST AVE LLC	Entity DBA:
Email: starfleethomes@gmail.com Phone: 917-238-3989	
Address 1: PO Box 261816	Address 2:
City: Hartford State: CT	Zip Code: 06126
Types of Capital: Debt	Other Type of Capital: Total Value of Capital Provided: \$34089.26 Percentage of Initial Capital: 14.1
Capital Attestation: Yes	

Entity Contributing Capital 2

Entity Legal Name: NJ Horizons, LLC	Entity DBA:
Email: starfleethomes@gmail.com Phone: 917-238-3989	
Address 1: PO Box 261816	Address 2:
City: Hartford State: CT	Zip Code: 06126
Types of Capital: Debt	Other Type of Capital: Total Value of Capital Provided: \$120732.98 Percentage of Initial Capital: 49.93
Capital Attestation: Yes	

Entity Contributing Capital 3

Entity Legal Name: ROCEDU Equities, LLC	Entity DBA:
Email: starfleethomes@gmail.com Phone: 917-238-3989	
Address 1: PO Box 261816	Address 2:
City: Hartford State: CT	Zip Code: 06126

Types of Capital: Debt	Other Type of Capital:	Total Value of Capital Provided: \$26022.71	Percentage of Initial Capital: 10.76
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Capital Attestation: Yes

Entity Contributing Capital 4

Entity Legal Name: ROCEDU Homes One, LLC	Entity DBA:
Email: starfleethomes@gmail.com	Phone: 917-238-3989
Address 1: PO Box 261816	Address 2:
City: Hartford	State: CT
	Zip Code: 06126

Types of Capital: Debt	Other Type of Capital:	Total Value of Capital Provided: \$60956	Percentage of Initial Capital: 25.21
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Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA DELIVERY OPERATOR LICENSEE PROPERTY DETAILS

Establishment Address 1: 110 - 116 Winter St	Establishment Address 2: Ground Floor
Establishment City: Holyoke	Establishment Zip Code: 01040
Approximate square footage of the establishment: 1500	How many abutters does this property have?: 1
Have all property abutters been notified of the intent to open a Marijuana Delivery Operator Licensee at this address?: Yes	

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Holyoke Smokes HCA Certification.pdf	pdf	616a76974c206f685c09ebb9	10/16/2021
Community Outreach Meeting Documentation	HolyokeSmokes_CommunityMeeting_Documentation_Proof.pdf	pdf	616a78ddff5a8a691f85ba16	10/16/2021
Plan to Remain Compliant with Local Zoning	PL1_PlantoRemainCompliantwithLocalZoning.pdf	pdf	616adf9aec8df6685106071f	10/16/2021
Community Outreach Meeting Documentation	HolyokeSmokes_CommunitOutreach_Attestation.pdf	pdf	6170f13debb10307d07aa2fc	10/21/2021

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

PLAN FOR POSITIVE IMPACT

Date generated: 03/01/2022

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Donation Acceptance Letter	HolyokeSmokes_Donation_Project13(1).pdf	pdf	618dba1cbd22c23791133368	11/11/2021
Plan for Positive Impact	PL2_PlantoPositivelyImpactAreasofDisproportionateImpact_Revision_5.pdf	pdf	61a6625ba774d33b8109ea35	11/30/2021

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner **Other Role:**
First Name: Kelvin **Last Name:** Sylvester **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Owner / Partner **Other Role:**
First Name: Duane **Last Name:** Harden **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**
Entity Legal Name: ROCEDU Homes One LLC **Entity DBA:** **Federal Tax Identification Number EIN/TIN:** 58-2642386
Entity Description: Rental Real Estate Property
Phone: 212-831-3435 **Email:** roceduhomes@gmail.com
Primary Business Address 1: 3624 London Blvd **Primary Business Address 2:**
Primary Business City: Augusta **Primary Business State:** GA **Principal Business Zip Code:** 30906
Additional Information: This is a single-member limited liability corporation that is a disregarded entity for IRS tax purposes owned and controlled 100% by Duane Harden for his real estate investments.

Entity Background Check Information 2

Role: Investor/Contributor **Other Role:**
Entity Legal Name: ROCEDU Equities LLC **Entity DBA:** **Federal Tax Identification Number EIN/TIN:** 20-1757741
Entity Description: Music Company
Phone: 212-831-3435 **Email:** duane@rocedu.com
Primary Business Address 1: 3624 London Blvd **Primary Business Address 2:**
Primary Business City: Augusta **Primary Business State:** GA **Principal Business Zip Code:** 30906
Additional Information: This is a single-member limited liability corporation that is a disregarded entity for IRS tax purposes

owned and controlled 100% by Duane Harden for music artist performance and music songwriting.

Entity Background Check Information 3

Role: Investor/Contributor

Other Role:

Entity Legal Name: NJ Horizons LLC

Entity DBA:

Federal Tax Identification

Number EIN/TIN: 82-0647366

Entity Description: Real Estate Property Development

Phone: 212-831-3435

Email: njhorizons@gmail.com

Primary Business Address 1: 70 N Broadway

Primary Business Address 2:

Primary Business City: Pennsville

Primary Business State: NJ

Principal Business Zip

Code: 08070

Additional Information: This is a single-member limited liability corporation that is a disregarded entity for IRS tax purposes owned and controlled 100% by Duane Harden for his real estate investments.

Entity Background Check Information 4

Role: Investor/Contributor

Other Role:

Entity Legal Name: 344 S1st Ave LLC

Entity DBA:

Federal Tax Identification

Number EIN/TIN: 83-1080425

Entity Description: Rental Real Estate Property

Phone: 212-831-3435

Email: njhorizons@gmail.com

Primary Business Address 1: 3624 London Blvd

Primary Business Address 2:

Primary Business City: Augusta

Primary Business State: GA

Principal Business Zip

Code: 30906

Additional Information: This is a single-member limited liability corporation that is a disregarded entity for IRS tax purposes owned and controlled 100% by Duane Harden for his real estate investments.

MASSACHUSETTS BUSINESS REGISTRATION

Certificates of Good Standing:

Document Category	Document Name	Type	ID
Department of Unemployment Assistance - Certificate of Good standing	HolyokeSmokes_DepartmentofUnemploymentAssistance_CertificateofGoodStanding.pdf	pdf	616c494b734f4a69091d3df0
Secretary of Commonwealth - Certificate of Good Standing	HolyokeSmokes_MassGoodStandingCertificate.pdf	pdf	616d95ccd7af776846096c98
Department of Revenue - Certificate of Good standing	HolyokeSmokes_DepartmentofRevenue_CertificateofGoodStanding_Revision3.pdf	pdf	6184026a084df83201bf94fe

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	HolyokeSmokes_ArticlesOfIncorporation(1).pdf	pdf	616c49aef5a8a691f85bbb0	10/17/2021
Bylaws	HolyokeSmokes_ByLaws(1).pdf	pdf	616c49b71a09116935912f1e	10/17/2021

Massachusetts Business Identification Number: 001516496

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	HolyokeSmokes_ExecutiveSummary.pdf	pdf	615196b2578bf568253b719a	09/27/2021
Plan for Liability Insurance	HolyokeSmokes_InsurancePlan.pdf	pdf	61519e904c206f685c09723f	09/27/2021
Proposed Timeline	PL3_ProposedTimeline.pdf	pdf	616d0dd54c206f685c09ee79	10/18/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	P2_DiversionPlan.pdf	pdf	61520430ec8df668510592ef	09/27/2021
Storage of marijuana	P3_StoragePlan.pdf	pdf	61521a577afdc8683b264f02	09/27/2021
Inventory procedures	P5_InventoryPlan.pdf	pdf	615270907afdc8683b265108	09/27/2021
Record-keeping procedures	P10_Record-keepingProcedure.pdf	pdf	615453127afdc8683b265ba0	09/29/2021
Maintenance of financial records	P11_MaintenanceOfFinancialRecords.pdf	pdf	61545f8d578bf568253b845c	09/29/2021
Qualifications and training	P12_QualificationsAndTrainings.pdf	pdf	61548507734f4a69091cd90e	09/29/2021
Energy Compliance Plan	P13_EnergyCompliancePlan.pdf	pdf	61548dc692505868ec666aba	09/29/2021
A plan to obtain marijuana and marijuana products	P14_WholesaleSupplierPlan.pdf	pdf	6154a6742831f56830cd4c46	09/29/2021
A detailed plan for White Labeling	P14_WhiteLabelPlan.pdf	pdf	6154b311ff5a8a691f855855	09/29/2021
Delivery procedures (pursuant to 935 CMR 500.145 and 935 CMR 500.146)	P6_DeliveryPlan_2ndRevision.pdf	pdf	6160df43ff5a8a691f8592d8	10/08/2021
Security plan	P1_SecurityPlan_2ndRevision.pdf	pdf	616190d4c73bae68fe115347	10/09/2021
Transportation of marijuana	P4_TransportationPlan_2ndRevision.pdf	pdf	6161993a578bf568253bc3bd	10/09/2021
Quality control and testing procedures	P7_QualityControlAndTestingPlan_2ndRevision.pdf	pdf	61619bc32831f56830cd87b5	10/09/2021
Dispensing procedures	P9_DispensingProcedures_2ndRevision.pdf	pdf	61619d3b269fa7691422cd2a	10/09/2021
Personnel policies	P8_Personnel Policies_EmployeeHandbook_Revision2.pdf	pdf	61682cf7269fa7691422e641	10/14/2021
Diversity plan	PL3_DiversityPlan_Revision4.pdf	pdf	61a662c53be2013b97638f49	11/30/2021

COMPLIANCE WITH POSITIVE IMPACT PLAN

Date generated: 03/01/2022

Page: 6 of 7

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 9:00 PM
Tuesday From: 8:00 AM	Tuesday To: 9:00 PM
Wednesday From: 8:00 AM	Wednesday To: 9:00 PM
Thursday From: 8:00 AM	Thursday To: 9:00 PM
Friday From: 8:00 AM	Friday To: 9:00 PM
Saturday From: 8:00 AM	Saturday To: 9:00 PM
Sunday From: 8:00 AM	Sunday To: 9:00 PM

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101 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 Persons and Entities Having Direct or Indirect Control over the Marijuana Delivery Operator Licensee and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Delivery Operator Licensee including capital that is in the form of land or buildings.: I Agree

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

Notification:

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

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

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

AGREEMENTS WITH THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER

No records found

THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER DOCUMENTATION

No documents uploaded

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:

Holyoke Smokes Corp

2. Name of applicant's authorized representative:

Duane Harden

3. Signature of applicant's authorized representative:



4. Name of municipality:

City of Holyoke

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

Terence Murphy, Acting Mayor



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

Thomas Murphy

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).*):

MurphyT@Holyoke.org

8. Host community agreement execution date:

9-27-21



TODAY IN HISTORY

By The Associated Press

Today is Saturday, Sept. 4, the 247th day of 2021. There are 118 days left in the year.

Today's Highlight in History:
On Sept. 4, 1957, Arkansas Gov. Orval Faubus used Arkansas National Guardsmen to prevent nine Black students from entering all-white Central High School in Little Rock.

On this date:
In 1781, Los Angeles was founded by Spanish settlers under the leadership of Governor Felipe de Neve.

In 1862, during the Civil War, Confederate forces led by Gen. Robert E. Lee began invading Maryland.

In 1893, English author Beatrix Potter first told the story of Peter Rabbit in the form of a "picture letter" to Noel Moore, the son of Potter's former governess.

In 1944, during World War II, British troops liberated Antwerp, Belgium.

In 1969, the Food and Drug Administration issued a report calling birth control pills "safe," despite a slight risk of fatal blood-clotting disorders linked to the pills.

In 1972, U.S. swimmer Mark Spitz won a seventh gold medal at the Munich Olympics in the 400-meter medley relay.

In 1974, the United States established diplomatic relations with East Germany.

In 1998, Internet services company Google filed for incorporation in California.

In 1999, Israeli Prime Minister Ehud Barak and Palestinian leader Yasser Arafat signed a breakthrough land-for-security agreement during a ceremony in Sharm El-Sheikh, Egypt.

In 2006, "Crocodile Hunter" Steve Irwin, 44, died after a stingray's barb pierced his chest.

In 2014, comedian Joan Rivers died at a New York hospital at age 81, a week after going into cardiac arrest in a doctor's office during a routine medical procedure.

In 2018, Amazon became the second publicly-traded company to reach \$1 trillion in market value, following closely behind Apple.

Ten years ago: Jerry Lewis was conspicuously absent from the Muscular Dystrophy Association's 46th annual Labor Day weekend telethon, having hosted the previous 45 broadcasts; the MDA had announced earlier that Lewis had "completed his run" as national chairman and that he would not be appearing on the telethon.

Five years ago: Elevating the "saint of the gutters" to one of the Catholic Church's highest honors, Pope Francis canonized Mother Teresa, praising her radical dedication to society's outcasts and her courage in shaming world leaders for the "crimes of poverty they themselves created."

One year ago: A federal judge ordered the Trump administration to stop detaining im-



AP

On this date in 2018, Amazon became the second publicly-traded company to reach \$1 trillion in market value.

migrant children in hotels before expelling them from the United States, saying the much-criticized practice skirted "fundamental humanitarian protections." Americans headed into the Labor Day weekend amid warnings from public health experts that backyard parties, crowded bars and other gatherings could cause the coronavirus to come surging back. At the direction of President Donald Trump, the Office of Management and Budget cracked down on federal agencies' anti-racism training sessions; agencies were told to identify spending related to any training on "critical race theory," "white privilege" or any other material that suggests that the United States or any race or ethnicity is "inherently racist or evil."

Today's Birthdays: Actor Mitzi Gaynor is 90. Soul singer Sonny Charles is 81. Actor Kenneth Kimmins is 80. Singer Merald "Bubba"

Knight (Gladys Knight & The Pips) is 79. TV personality and veterinarian Dr. Jan (yahn) Pol (TV: "The Incredible Dr. Pol") is 79. World Golf Hall of Famer Raymond Floyd is 79. Actor Jennifer Salt is 77. World Golf Hall of Famer Tom Watson is 72. R&B musician Ronald LaPread is 71. Actor Judith Ivey is 70. Rock musician Martin Chambers (The Pretenders) is 70. Actor Lawrence Hilton-Jacobs is 68. Actor Khandi Alexander is 64. Actor-comedian Damon Wayans Sr. is 61. Rock musician Kim Thayil is 61. Actor Richard Speight Jr. is 52. Actor Noah Taylor is 52. Actor Ione (eye-OH'-nee) Skye is 51. Actor-singer James Monroe Iglehart is 47. Pop-rock singer-DJ-musician-producer Mark Ronson is 46. R&B singer Richard Wingo (Jagged Edge) is 46. Rock musician Ian Grushka (New Found Glory) is 44. Actor Wes Bentley is 43. Actor Max Greenfield is 42.

BRIDGE RESULTS

The Northampton Bridge Club welcomes anyone who wishes to play duplicate bridge online during the COVID-19 period. Open Pairs games are played on bridge-base.com/ at 7 p.m. on Tuesdays and 1 p.m. on Wednesdays.

Visit northamptonbridgeclub.org to learn more (click the "HELP" link). For additional help, contact Bob at rjsagor@gmail.com.

Free online classes for kids starting in October: visit ACBLEF.org/BridgeWhiz for details.

There were 8 tables in play on Aug. 31.

Overall Winners:
N/S: Matt Muir-Eva Muir 62.24, Roger Webb-Philippe

Galaski 54.42, Sheila Ryan-Jan Nettler 52.72, George Abbott-Liz Hildebrandt 50.68.

E/W: Judith Hyde-Robert Sagor 66.67, Alan Peterfreund-Michael Ramella 61.90, Chris Roberts-Allison Ryan 50.00, Yan Drabek-Barry Laflam 48.98.

Friday's Puzzle Answer												
6	4	2	1	5	8	9	3	7				
1	7	8	4	9	3	5	2	6				
5	9	3	6	7	2	1	4	8				
8	3	1	9	4	7	2	6	5				
7	5	4	3	2	6	8	1	9				
2	6	9	8	1	5	3	7	4				
9	1	6	2	8	4	7	5	3				
4	2	5	7	3	9	6	8	1				
3	8	7	5	6	1	4	9	2				

Sudoku

Complete the grid so that every row, column and 3x3 box contains every digit from 1 to 9 inclusively.

				1				9
	1			9			4	
		6		8	4		1	2
6					3		9	
5				4				6
	2		1					8
1	5		7	3		2		
	4			6			7	
2				5				

9/4

DIFFICULTY RATING: ★★★★★

WONDERWORD®

By DAVID OUELLET

HOW TO PLAY: All the words listed below appear in the puzzle — horizontally, vertically, diagonally and even backward. Find them, circle each letter of the word and strike it off the list. The leftover letters spell the WONDERWORD.

CARNEGIE LIBRARY OF PITTSBURGH

Solution: 5 letters

D	S	A	A	D	U	L	T	S	D	S	O	U	T	H
A	O	P	R	C	A	R	D	A	E	E	N	D	S	M
I	U	W	O	T	A	B	E	C	M	Y	L	C	H	A
N	C	T	N	H	S	R	R	I	G	P	E	R	C	E
V	U	E	H	L	S	U	T	O	A	O	A	A	E	R
E	R	B	R	O	O	K	L	I	N	E	R	F	E	T
S	B	O	J	S	R	A	R	B	C	E	N	T	B	S
T	S	R	E	G	E	S	D	O	E	L	U	T	S	E
I	I	R	A	N	E	E	T	R	W	P	E	A	T	N
N	D	M	E	N	S	O	W	R	M	K	L	S	O	I
G	E	G	F	I	C	T	I	O	N	C	A	K	R	Z
S	S	L	L	I	H	H	C	W	O	E	T	S	Y	A
E	W	E	S	T	O	C	H	I	L	D	R	E	N	G
T	R	U	N	S	O	E	C	N	E	I	C	S	E	A
S	M	H	E	A	L	T	H	G	S	E	I	V	O	M

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9/4

Adults, Articles, Arts, Authors, Beech, Borrowing, Branch, Brookline, Card, Career, Children, Class, Computer, Craft, Curbside, Download, East, Ends, Fiction, Games, Genealogy, Health, Hill, Investing, Jobs, Learn, Magazine, Meet, Movies, Music, Pair, Read, Rental, Resources, Runs, School, Science, Sets, South, Story, Stream, Tasks, Teen, Time, West, Wood, Workshops

Yesterday's Answer: Beaches

The NEW Volume 62 can be purchased online at www.WonderWordEbooks.com, or call 1-800-642-6480.

LEGAL NOTICES



Legals

Town of Hatfield Tree Division Public Hearing

Notice is hereby given that in accordance with Chapter 87, section 3, a public hearing will be held on September 15, 2021 at 9:00 a.m. at the Hatfield Highway Garage 10 Straits Rd. in regards to the removal of the following trees.

10 Prospect Street
12 Prospect Street
12 Main Street
10 Main Street
14 Main Street
151 Elm Street

Phil Genovese
Tree Warden

191237

Legals

Public Notice: Notice of Community Outreach Meeting

Notice is hereby given that a Community Outreach meeting for a proposed Marijuana Establishment is scheduled for September 23, 2021, at 6:00pm at 110 - 116 Winter St, Holyoke, MA 01040. The proposed Marijuana Delivery Operator and Third Party Marijuana Transporter is anticipated to be located at 110 - 116 Winter St, Ground Floor, Holyoke, MA 01040. There will be an opportunity for the public to ask questions.

Sept 4

190537

Sept 4, 11

Do you have a Legal Notice to publish?

Publishing a notice is easy! Email your notice to legals@gazettenet.com with your contact information and date of publication. With legal notices, sooner is always better. 72 hours ahead of publication is ideal.

Please note that with the exception of certain standard notices such as informal probate notices, name changes, conservator/guardian notices and citations on petitions of formal adjudication, all

legal notices must be typed and sent to legals@gazettenet.com.

We do not have a typesetter and cannot accept hard copies of zoning hearings, ordinance, public meeting notices, requests for bids, etc. These must be sent in a Word doc or in the body of the email.

Please call Pam at 413-584-5000 with any questions about placing legal notices in the Gazette.

PIONEER VALLEY and beyond! MARKETPLACE



IN PRINT • Daily Hampshire Gazette • Greenfield Recorder • Amherst Bulletin • Athol Daily News • AND ONLINE 24/7

ANNOUNCEMENTS

Announcements

BEST BIBLE STUDY ON EARTH.COM

Lost

Lost reddish brown, short tail dog in School Street & Bridge Street area. Name JD. If seen or found please call 413-247-5292 or 413-824-1088

LOST CAT in the Warner Street, Greenfield neighborhood. Batcat is an overweight black and white, female house cat. Please call Dave at 413-834-0449 or 413-772-6795 if found.

Musicians

CALLING ALL STRING PLAYERS! The Windham Philharmonic is recruiting string players for the 2021-2022 concert season. If you love making music with others for the joy of it, this is your opportunity to play in a large orchestra. We are an independent, member-run, volunteer orchestra comprised of musicians from Vermont, New Hampshire, and Massachusetts. High school students are welcome. Rehearsals will be held on Monday evenings from 7:00 p.m. to 9:30 p.m. at the Winston Prouty Center in Brattleboro. In accordance with the Winston Prouty Center's COVID-19 protocol, all orchestra members must be immunized. For more information, contact us at windhamphilharmonic@gmail.com.

We want to know you are there an interested in playing! With delta variant concerns we cannot offer anything specific immediately, but we will as soon as we can. Please be in touch, we really want to know about you!

EMPLOYMENT

Help Wanted

MAGIC WINGS seeks new members to join our team! We have part-time openings in our **Conser-vatory, Gift Shop & Food Court**. You must be reliable, motivated & friendly. Please pick up a job application in our Gift Shop any time **Tuesday - Sunday 10am-5pm, 281 Greenfield Road South Deerfield, MA**

LICENSED CARPENTER/LABORER needed. Own tools a plus. Please call 413-296-1100 for more information

Full Time

THE WHATELY INN

is looking for SERVERS AND BARTENDERS
Experience preferred, but is not necessary.
Please apply in person between 10am and 2pm 193 Chestnut Plain Rd, Whately

READERS BEWARE

On occasion ads that run in our newspaper may require an initial investment, such as "Work At Home" ads. We do try to screen ads; however, please thoroughly investigate the situation before sending any money or giving out your credit card numbers, as you do so at your own risk! Also be aware that ads that have a 900 telephone is an "extra charge (per minute) call". While 800 telephone numbers cost nothing to call, they may refer you to a 900 number with a charge per minute. So please be careful!

EMPLOYMENT

Part Time



GROUNDSCKEEPER/ BUILDING CUSTODIAN

M-F, 8:00am - 4:00pm

Apply at:
CENTRAL OFFICE
Athol-Royalston Regional Schools
1062 Pleasant Street
Athol, MA
Or www.schoolspring.com
This is a Union Position and will pay based on the union wage scale



SUBSTITUTE TEACHERS \$105/day

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ART Lladro "Girl w/Flower" figurine #4596. Bisque finish. 6 1/2" x 5". Excellent. \$75. 413-687-2593.

ART Lottie Meyer Catok's - Girl w/ Hat 20.5 x 17 signed framed oil on canvas \$250 (413) 687-2593

Car vacuum. New. In box never used \$25. 413-210-4628

CELL PHONE BASIC VERIZON LG Revere charger, case, instructions 2568841 \$45

COMPUTER DESK 55X46X24 \$50. 413- 584-7563 krkorza@comcast.net

COMPUTER DESK 55X46X24 \$50. 413- 584-7563 krkorza@comcast.net

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Fast Action Ads

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FURNITURE Gaming Rocker Floor Chair, tan, removable head rest. Never used. \$25 (413) 687-2593

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Ironing board and iron \$15 (can separate if wanted, board \$10, iron \$5 413-210-4628

ITALIAN LEATHER DOCTOR'S BAG ilbisonte.com. \$150, (413) 256-8841

LIVING ROOM SOFA tan color with slight print. Very good condition. FREE \$10 (413) 584-2784

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PERENNIALS Time to plant. \$ Reduced \$6 (413) 584-6890. I've msg

Queen bed frame, wooden head & foot board. \$60 413-799-7901.

Royal Doulton dinner ser for 12. Includes side dishes, sugar & creamer. Salt & pepper. Tea pot. Glassware/Val St. Lambert (Belgium) Fine cond. \$250 413-967-5027

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69°

Daily Hampshire Gazette



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VIEW

Daily Hampshire Gazette

Saturday, September 04, 2021

Public Notice: Notice of Community Outreach Meeting Notice is hereby given that a Community Outreach meeting for a proposed Marijuana Establishment is scheduled for September 23, 2021, at 6:00pm at 110 - 116 Winter St, Holyoke, MA 01040. The proposed Marijuana Delivery Operator and Third Party Ma ... **click 'view' to open the full text.**

**Public Notice:
Notice of Community
Outreach Meeting**

Notice is hereby given that a Community Outreach meeting for a proposed Marijuana Establishment is scheduled for September 23, 2021, at 6:00pm at 110 - 116 Winter St, Holyoke, MA 01040. The proposed Marijuana Delivery Operator and Third Party Marijuana Transporter is anticipated to be located at 110 - 116 Winter St, Ground Floor, Holyoke, MA 01040. There will be an opportunity for the public to ask questions.

Sept 4

190537

FAX COVER SHEET

TO	Holyoke City Clerk
COMPANY	City of Holyoke
FAX NUMBER	14133225521
FROM	Marcela Hoyos
DATE	2021-08-31 19:02:16 GMT
RE	City Clerk Meeting Notice - Holyoke Smoke

COVER MESSAGE

Hi City Clerk,

Please see attached Public Meeting Notice for your records.

Thank you.



Holyoke Smokes Corp

PO Box 6403

Holyoke, MA 01041

holyokesmokes@gmail.com

Phone: (212)831-3435

August 31, 2021

To Whom It May Concern:

Notice is hereby given that a Community Outreach meeting for a proposed Marijuana Establishment is scheduled for September 23, 2021, at 6:00pm at 110 - 116 Winter St, Holyoke, MA 01040. The proposed Marijuana Delivery Operator and Third Party Marijuana Transporter is anticipated to be located at 110 - 116 Winter St, Ground Floor, Holyoke, MA 01040. There will be an opportunity for the public to ask questions.

Sincerely,

Duane Harden
Chief Operating Officer

Distribution:

- Daily Hampshire Gazette (14 days prior)
- Filed copy with Holyoke City Clerk (clerks@holyokey.org (413)322-5520 (phone) (413)322-5521 (fax))
- Filed copy with Holyoke Planning Board ((413)322-5575 (phone))
- Filed copy with Office of Planning and Economic Development (oped@holyokey.org (413)322-5655 (phone))
- Notice mailed to abutters and Residents within 300ft (7 days prior)



September 9, 2021

Dear Kelvin Sylvester:

The following is in response to your request for proof of delivery on your item with the tracking number:
9514 8065 7086 1251 1750 52.

Item Details

Status:	Delivered, Left with Individual
Status Date / Time:	September 9, 2021, 10:13 am
Location:	HOLYOKE, MA 01040
Postal Product:	First-Class Mail®
Extra Services:	Certified Mail™
	Return Receipt Electronic

Shipment Details

Weight:	1.0oz
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Recipient Signature

Signature of Recipient:	COVID-19
	COVID-19
Address of Recipient:	2 Appleton St

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

Thank you for selecting the United States Postal Service® for your mailing needs. If you require additional assistance, please contact your local Post Office™ or a Postal representative at 1-800-222-1811.

Sincerely,
United States Postal Service®
475 L'Enfant Plaza SW
Washington, D.C. 20260-0004



September 9, 2021

Dear Kelvin Sylvester:

The following is in response to your request for proof of delivery on your item with the tracking number:
9514 8065 7086 1251 1750 76.

Item Details

Status:	Delivered, Front Desk/Reception/Mail Room
Status Date / Time:	September 9, 2021, 9:39 am
Location:	HOLYOKE, MA 01040
Postal Product:	First-Class Mail®
Extra Services:	Certified Mail™
	Return Receipt Electronic

Shipment Details

Weight:	1.0oz
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Recipient Signature

Signature of Recipient:	Pignarus/ OPEd RW my cur
Address of Recipient:	20 Koverly hst Plaz # 406

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

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Washington, D.C. 20260-0004



Plan to Remain Compliant with Local Zoning

Holyoke Smokes Corp will remain in compliance with local codes, ordinances, and bylaws for the physical address of our Marijuana Establishment at 110 - 116 Winter St Ground Floor in Holyoke, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

The City of Holyoke has an approved zoning ordinance regulating the time, place and manner of Marijuana Establishments. This ordinance, Section 7-10 (Attached) allows Recreational Marijuana Retail Establishment ("RMRE") a Cannabis Retailer in the ("IG") General Industrial zoning district. Same is applicable to Marijuana Delivery Operator as verified by John A. Dyjach, Assistant Director, Economic Development Dept. of the City of Holyoke.

110 - 116 Winter St Ground Floor is located in the IG district and is compliant with all physical siting requirements outlined in the Ordinance. A Special Permit from the Holyoke City Council is also required. Holyoke Smokes Corp will apply for our Special Permit from the City Council.

The zoning ordinance has been reviewed and we have developed plans and strategies on compliance with all of the requirements and special permit conditions to operate a Marijuana Establishment.

Remaining in Compliance with Local Zoning

Holyoke Smokes Corp is committed to remaining in compliance with all local codes, ordinances, and bylaws. We will make periodic assessments of our operation for compliance with all applicable local, state and federal laws and regulations, including zoning and special permit compliance.

Our Team is in regular contact with and will remain in contact with the Director of Office of Planning and Economic Development of the City of Holyoke and other applicable municipal officials to ensure that there is an open line of communications.

We will remain up to date with all zoning ordinance changes and requirements to ensure that Holyoke Smokes Corp remains in compliance.

7.10 MARIJUANA FACILITIES

7.10.1 Purpose.

It is recognized that the nature of the substance cultivated, processed, tested and/or sold by marijuana establishments have operational characteristics that require they be sited in such a way as to ensure the health, safety, and general well-being of the public. The imposition of reasonable safeguards and regulation of the time, place and manner of marijuana establishments is necessary to advance these purposes.

Subject to the provisions of this Zoning Ordinance, Massachusetts General Laws Chapter 40A, 105 CMR 725.000 and Chapter 94G, marijuana establishments will be permitted to do business within the City of Holyoke that meet state regulations as established by the MA Department of Public Health and Cannabis Control Commission.

Nothing in this Section shall be interpreted as regulating the growing, processing or fabrication of products that are not regulated as a controlled substance by the Massachusetts Cannabis Control Commission and/or the Department of Public Health.

7.10.2 Marijuana Establishments - Definitions

The following will be defined subcategories of Marijuana Establishments:

Marijuana Manufacturing Establishment (MME): A use operated by an entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G or by the MA Department of Public Health in accordance with 105 CMR 725.000, and pursuant to all other applicable state laws and regulations, that cultivates, possesses, processes (including development of related products such as food, tinctures, aerosols, oils, or ointments), transfers or transports marijuana or products containing marijuana. The cultivation and processing of marijuana in accordance with this definition is considered to be a manufacturing use and is not agriculturally exempt from zoning.

Medical Marijuana Dispensary (MMD): A use operated by an entity registered and approved by the MA Department of Public Health in accordance with 105 CMR 725.000, and pursuant to all other applicable state laws and regulations, also to be known as a medical marijuana treatment center, that that sells, distributes, dispenses, or administers marijuana, products containing marijuana, or related supplies specifically for medical purposes.

Recreational Marijuana Retail Establishment (RMRE): A use operated by an entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G, and pursuant to all other applicable state laws and regulations, that sells, distributes, dispenses, administers or allows for the on-site consumption of marijuana, products containing marijuana, or related supplies for retail sales for non-medical purposes.

Marijuana Testing Facility (MTF): An entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G, and pursuant to all other applicable state laws and regulations, that tests marijuana and marijuana products, including certification for potency and the presence of contaminants.

7.10.3 Applicability

This Section applies to all marijuana establishments, which include: Marijuana Manufacturing Establishments (MME), Medical Marijuana Dispensaries (MMD), Recreational Marijuana Retail Establishments (RMRE) and Marijuana Testing Facilities (MTF).

7.10.4 Permitted Districts

Any and all marijuana establishments may only be allowed in the IG zone by special permit of the City Council. Any cultivation facility shall not be located within 200 feet of any pre-existing public or private school providing education in pre-kindergarten, kindergarten or any grades 1 through 12; measured from the lot lines of impacted properties, as permissible under M.O.L. 940, section 5(b)(3).

Any school that exists between 200 ft and 500 ft of the proposed cultivation facility's lot line shall, at the time of notice of public hearing for any special permit request of the proposed cultivation facility, also be notified of said public hearing. Notice shall be sent in writing, via certified mail, return receipt, to Superintendent, Principal or person in control of schools within the impacted area.

Any and all remaining marijuana establishments shall not be located within 500 feet of any pre-existing public or private school providing education in pre-kindergarten, kindergarten or any grades 1 through 12; measured from the lot line of impacted properties, as permissible under M.O.L. 940, section 5(b)(3).

7.10.5 Operational Requirements

1) Use:

- a) Marijuana establishments may only use their designated square footage for the purposes of operating such an establishment, as encompassed in this Ordinance.
- b) No marijuana shall be smoked, eaten or otherwise consumed or ingested within the premises except at RMRE's, as defined.
- c) Operations, including deliveries to and from any marijuana facility, may not occur within the hours of 8:00 p.m. to 8:00 a.m.

2) Physical Requirements:

- a) All aspects of marijuana establishment must take place at a fixed location within a fully enclosed building.
- b) No outside storage is permitted.
- c) No MMD or RMRE shall have a gross floor area in excess of 5,000 square feet.
- d) Ventilation – all marijuana establishments shall be ventilated in such a manner that no:
 - i) pesticides, insecticides or other chemicals or products used in the cultivation or processing are dispersed into the outside atmosphere
 - ii) no odor from marijuana cultivation, processing or consumption can be detected by a person with an unimpaired and otherwise normal sense of smell at any adjoining use or adjoining property to the marijuana establishment.
- e) All signage shall comply with 105 CMR 725.00, Cannabis Control Commission regulations and Section 6.4 "Signs."

3) Location:

- a) A MMD shall not be located in buildings that contain any pharmacy, medical doctor offices or the offices of any other professional practitioner authorized to prescribe the use of medical marijuana.
- b) A marijuana establishment shall not be located in buildings that contain any residential units, including transient housing such as hotels, motels and dormitories.

4) Issuance/Transfer/Discontinuance of Use:

- a) A special permit shall be valid only for the registered entity to which the approval was issued and only for the site on which the marijuana establishment has been authorized.
- b) A special permit shall be non-transferable and shall have a term limited to the applicant's ownership or control of the premises as a marijuana establishment.
- c) Permitted marijuana establishments shall file an annual report to the City Clerk's Office no later than January 31st, providing a copy of all current applicable state licenses for the establishment and/or its owners and demonstrating continued compliance with the conditions of the special permit.
- d) A special permit shall lapse if the applicant ceases operation for a period of 180 days of the marijuana establishment and/or if the applicants' registration by Department of Public Health or licensure by the Cannabis Control Commission has been revoked, expires, is terminated, is transferred to another controlling entity or is relocated to a new site.
 - i) The applicant shall notify the Zoning Enforcement Officer and City Clerk in writing within 48 hours of such lapse, cessation, discontinuance or expiration.
- e) A marijuana establishment shall be required to remove all material, plants, equipment and other paraphernalia upon registration or licensure revocation, expiration, termination, transfer to another controlling entity or relocation to a new site and any other cessation of operation as regulated by the Department of Public Health or the Cannabis Control Commission. Such removal will be in compliance with 105 CMR 725.105 (J), (O) and regulations from the CCC.

7.10.6 Application Procedure and Requirements

1) *Application Requirements:* An application for a special permit shall include the following:

- a) The name and address of each owner of the marijuana establishment.
- b) Copies of all required registrations, licenses and permits issued to the applicant by the Commonwealth of Massachusetts and any of its agencies for the establishment.
- c) Evidence that the Applicant has site control and right to use the site for a marijuana establishment in the form of a deed or valid purchase and sales agreement or, in the case of a lease a notarized statement from the property owner and a copy of the lease agreement.
- d) A notarized statement signed by the marijuana establishment organization's Chief Executive Officer and corporate attorney disclosing all of its designated owners, including officers, directors, partners, managers, or other similarly-situated individuals and entities and their addresses. If any of the above are entities rather than persons, the Applicant must disclose the identity of all such responsible individual persons.
- e) A description of all activities to occur on site, including but not limited to: cultivating and processing of marijuana and marijuana infused products (MIPs), on-site sales, delivery of marijuana and related products to off-site facilities, off-site direct delivery to patients, distribution of educational materials, and other programs or activities.
- f) A written notice from the Chief of Police shall be submitted to the City Clerk stating that an acceptable Security

Plan has been reviewed and approved. The Security Plan shall include the location and details of all security measures for the site, including but not limited to lighting, fencing, gates, waste disposal, alarms and similar measures ensuring the safety of employees and patrons and to protect the premises from theft or other criminal activity.

g) Details of all proposed exterior security measures for the marijuana establishment.

h) A Development Impact Statement containing all the information required under Section 10.1.6 (1) of the Zoning Ordinance.

i) A Traffic Impact Statement containing all of the information required under Section 10.1.6 (2) of the Zoning Ordinance.

j) A special permit fee in the amount of \$500.00.

2) *Site Plan*: The special permit application shall include a Site Plan prepared by a Massachusetts registered Architect, Landscape Architect, Professional Engineer or other appropriate design professional. The site plan shall include the following components and information:

a) **Locus Plan**. A locus plan showing the entire proposed development and its relation to existing areas, buildings and roads for a distance of 300 feet from the boundaries of the proposed development or such other distance as may be approved or required by the City Council. The plan shall also show all contiguous land owned by the applicant or by the owner of the property which is the subject of the application.

b) **Improvements Plan**. A plan depicting all existing and proposed buildings, driveways or roads, parking areas, service areas, refuse collection areas, sidewalks, paths, landscaping etc.

c) **Building Plan**. A detailed floor plan showing square footage for each use within the marijuana establishment.

d) **Details**. Detail sheets including, but not limited to, pavement markings, lighting fixtures, fencing, dumpster enclosures, signage (temporary and permanent), and any site improvements included in plans (a) – (c) above.

3) *Review Procedure*: upon receipt of an application, the City Clerk shall forward a copy for review and comment to Building Department, Fire Department, Police Department, Engineering Department, Water Department, Board of Health, Planning Board and the Stormwater Authority and Conservation Commission if applicable. The Departments shall review the application and provide comments back to the City Council within twenty-one (21) calendar days. City Council shall, if needed, confer with the Public Safety Committee for review and comment.

4) *New construction*: in cases of new construction, in addition to the requirements of this Section, see Section 10.0 SITE PLAN REVIEW of the Holyoke Zoning Ordinance. The Applicant may need to file with the Stormwater Authority, a Stormwater Management Permit Application, per the Stormwater Regulations.

7.10.7 Findings

1) In addition to the standard Findings for a Special Permit under Section 9.3.2, the City Council must also find all the following:

a) That the marijuana establishment is designed to minimize any adverse impacts on abutters and other parties in interest.

b) That the marijuana establishment demonstrates that it will meet all the permitting requirements of all applicable agencies within the Commonwealth of Massachusetts and will be in compliance with all applicable state laws and regulations.

c) That the applicant has satisfied all of the conditions and requirements of this Section and other applicable Sections of this Ordinance.

d) That the marijuana facility project meets a demonstrated need of the community.

e) That the marijuana establishment provides adequate security measures to ensure that no individual participant will pose a direct threat to the health or safety of other individuals, and that the storage and/or location of marijuana product is adequately secured.

f) That the marijuana establishment adequately addresses issues of traffic demand, circulation flow, parking and queuing, particularly at peak periods at the establishment, and its impact on neighboring uses.

7.10.8 Enforcement

Any violation of this Section shall be enforced in accordance with Section 9-1 of the Zoning Ordinance.

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): 09/23/21
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: 09/04/21
- b. Name of publication: Daily Hampshire Gazette

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: 08/31/21

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: 09/06/21

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



Name of applicant:

Holyoke Smokes Corp

Name of applicant's authorized representative:

Duane Harden

Signature of applicant's authorized representative:





Project-13

Letter of Intent to Donate

Duane Harden
Holyoke Smokes Corp
PO Box 6403
Holyoke, MA 01041

November 8, 2021

Project-13, Inc.
1913 Northampton St
Holyoke, MA 01040
(413)285-8976 (phone)
jjohnson@positiveregard.com

Re: Donation to Qualified Organization

This donation letter of intent, (the "Letter of Intent"), represents the basic terms for an agreement. After this Letter of Intent has been made a formal agreement may be constructed to the benefit of the Parties involved.

I. The Donor: Holyoke Smokes Corp (the "Donor").

II. The Donee: Project-13, Inc. (the "Donee").

III. The Donation: The Donor wishes to make an annual monetary donation to the Donee in the amount of **\$2,500**.

IV. Donation Designation: The above-described donation should be used for the following purpose(s):

- At-risk youth in **Holyoke & Springfield, MA** participating in the **Project-13 Drop Out Prevention**.

V. Alterations to Donation Designation: The Donee may need to alter the donation designation to ensure that current priorities are met. Should this be required, the Donee will respect the initial intent of this letter as closely as possible.

VI. Donation Recognition: The Donor agrees to be recognized for the donation under the following name(s): **Holyoke Smokes Corp.**

VII. Method of Payment: Check made payable to **Project-13, Inc.**

VIII. Organization Type: The Donee is an organization that is classified as a 501(c)(3) non-profit organization by the standards of the Internal Revenue Service (IRS). Therefore, the donation may be tax-deductible to the extent allowed by law.

IX. Currency: All mentions of currency or the usage of the "\$" icon shall be known as referring to the US Dollar.


X. Governing Law: This Letter of Intent shall be governed under the laws of the Commonwealth of Massachusetts.

XI. Acceptance: If you are agreeable to the aforementioned terms, please sign and return a copy of this Letter of Intent by no later than November 30, 2021.

DONEE

Signature  Date 11/9/2021
Print Name Chris Duff

DONOR

Signature  Date 11/08/21
Print Name Duane Harden Title Chief Financial Officer



Plan to Positively Impact Areas of Disproportionate Impact

Holyoke Smokes Corp will be a Social Equity Marijuana Delivery Operator licensee operating with a plan to positively impact people disproportionately harmed by cannabis prohibition:

- 1 - Massachusetts residents who have past drug convictions
- 2 - Past/present residents of the geographic “Areas of Disproportionate Impact (ADIs)”

Our impact goals to positively impact areas of disproportionate impact, include, but are not limited to: (1) Community Financial Literacy Program and (2) an impactful charitable contribution.

Impact #1 - Community Financial Literacy Program

The goal of our financial literacy program is to provide mentorship, business incubation and technical assistance to entrepreneurs from ADI's.

How will we achieve this impact goal? Duane Harden has been the Leader of a financial literacy group since 2003 based on the principles of Robert Kiyosaki's “Rich Dad, Poor Dad”. He recently began developing a subset of his group called Mass Green Street (www.massgreenstreet.com). Since the start of COVID19, this has now transformed from an in-person meeting into an online Zoom meeting where attendees can join for FREE:

- 1) The **General Meeting** is held virtually monthly on the 3rd Saturday from 1pm - 4pm EST. Attendees log on to the Zoom meeting at <http://meeting.massgreenstreet.com>. Zoom currently allows a **maximum of 100 people** on the free version to attend.
- 2) For those Members who desire to accelerate getting their business open or growing it, weekly **Fast Track Meetings** are held virtually on Wednesday's from 7pm - 8pm EST at <http://fasttrack.massgreenstreet.com>. This meeting is on the Uberconference/Dialpad platform which currently allows a **maximum of 100 people** on the free version to attend.
- 3) All attendees who wish to formally join the free group are required to have read at least one of the books in the series from Robert Kiyosaki or one of his Rich Dad Advisors.
- 4) Attendees and Members are encouraged to ask questions in this Open Forum that create discussions based on business, real estate, and/or the financial markets. Through these discussions Attendees and Members learn key concepts and principles they need to ensure their financial success.
- 5) Attendees and Members are encouraged to use the forum to network with each other.
- 6) As a Cannabis licensee, we will be able to provide guidance especially to other potential Social Equity applicants looking to get into the cannabis business. Valuable resources on license application, cannabis funding, associations and organizations, business plan writing, etc will be given to Members.



Plan to Positively Impact Areas of Disproportionate Impact

How will we measure the success of this program? The overall goal of this program is for its Members to achieve Financial Freedom. The parent program has already been successful for over 20 years serving over 800 members creating millions in generational wealth, however, the goal of this new subgroup is to increase our virtual membership to the 29 Areas of Disproportionate Impact. Our Chief Diversity Officer will contact local Investment Clubs, Chamber of Commerce, Economic Development Councils, local SBA Offices, public libraries, and other community organizations in the ADI's to provide them with information that we provide FREE financial literacy and how the people they serve can join our virtual group.

Each meeting a roll call log will be kept with the Attendee's or Member's (a) name, (b) which city or town they are from, and (c) what they are interested in learning or business they want to start. Our goal is to have at least 20% of Attendee's and Members be involved in a cannabis related business and to have at least 50% of our Members come from an ADI. To achieve our mission of helping our Members achieve financial freedom, we will track how many Members start a new business and how many of those businesses are cannabis related.

A requirement to join the group is that whatever you learn you share with someone else and that usually is with someone in their same community so our Membership from ADI's is expected to grow exponentially.

We will monitor quarterly our Membership that comes from ADI's and adjust our marketing plan to attract Members from those targeted communities accordingly. There is **no cost** to attend the meetings and they are open to the **General Public**. If a person from the community wants to join the group they simply register their email address to get our Monthly eNewsletter. They also take a pledge that whatever they learn from our group that they share with someone else. "Each one, teach one" is how we can transform the communities we impact. We will do aggressive marketing in the 29 ADI's to get the word out to the community to join our group virtually online.

Impact#2 - Charitable Contribution

We will provide financial support to an organization that offers support, education, and/or job training to Massachusetts residents living in disproportionately areas impacted by the War on Drugs. The amounts of these donations will depend on the financial growth and profitability of our company. Our proposed goal as a startup business is to donate a total of \$2,500.00 annually to the organization as more particularly described below. As net profits increase, Holyoke Smokes Corp will adjust its program donation goals to consider more generous donations as business allows.

Project-13, Inc. has been selected as the organization that we will donate to. Research studies show, in general, that children of incarcerated parents are three times more likely to have behavioral problems or depression than similar children. Having a parent in prison can have an impact on a child's mental health, social behavior, and educational prospects.



Plan to Positively Impact Areas of Disproportionate Impact

Sadly, 70 percent of children of incarcerated parents are more likely to follow in the same footsteps as their parents becoming imprisoned at some point in their lives. In fact, children of incarcerated parents are five times more likely than their peers to commit crimes. One way to have a positive impact on these statistics for children of incarcerated parents who currently live in areas of disproportionately impacted is by educating them.

Project-13, Inc. is a 501c3 non-profit organization dedicated to educating urban youth in Holyoke and Springfield, MA (both areas identified by the Cannabis Commission as areas of disproportionate impact (ADI's)). The Project-13 DropOut Prevention Program begins when children who are identified to be at risk for school drop-out enter the 7th grade, or approach the age of 13. This program intervenes three years earlier than traditional drop-out prevention programs in order to get students back on the right track before entering high school.

How will we measure the success of our impact ?

In Massachusetts, drug offenses were the third most common offense in the criminally sentenced population on January 1, 2017, making up **14 percent** of all criminally sentenced inmates, per the Commonwealth of Massachusetts Executive Office of Public Safety and Security (EOPSS) Office of Grants and Research.

Project-13 DropOut Prevention Program focuses on changing all of these statistics for Holyoke and Springfield, MA and our donation will help provide them with the financial support they need.

At the end of each year, Holyoke Smokes Corp will conduct an analysis and create a report on the amount of donations and other financial support that our company has given to the program impacted. We will continue to assess the viability and impact of the financial donations made, and annually review donation goals.

Implementation Requirements

Holyoke Smokes Corp will adhere to all state and local rules and regulations including the rules set forth by the Massachusetts Cannabis Control Commission. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control of other applicable laws.

Holyoke Smokes Corp acknowledges and will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

We shall document the progress and success of this plan annually upon renewal.



Project-13

Letter of Intent to Donate

Duane Harden
Holyoke Smokes Corp
PO Box 6403
Holyoke, MA 01041

November 8, 2021

Project-13, Inc.
1913 Northampton St
Holyoke, MA 01040
(413)285-8976 (phone)
jjohnson@positiveregard.com

Re: Donation to Qualified Organization

This donation letter of intent, (the "Letter of Intent"), represents the basic terms for an agreement. After this Letter of Intent has been made a formal agreement may be constructed to the benefit of the Parties involved.

I. The Donor: Holyoke Smokes Corp (the "Donor").

II. The Donee: Project-13, Inc. (the "Donee").

III. The Donation: The Donor wishes to make an annual monetary donation to the Donee in the amount of **\$2,500**.

IV. Donation Designation: The above-described donation should be used for the following purpose(s):

- At-risk youth in **Holyoke & Springfield, MA** participating in the **Project-13 Drop Out Prevention**.

V. Alterations to Donation Designation: The Donee may need to alter the donation designation to ensure that current priorities are met. Should this be required, the Donee will respect the initial intent of this letter as closely as possible.

VI. Donation Recognition: The Donor agrees to be recognized for the donation under the following name(s): **Holyoke Smokes Corp.**

VII. Method of Payment: Check made payable to **Project-13, Inc.**

VIII. Organization Type: The Donee is an organization that is classified as a 501(c)(3) non-profit organization by the standards of the Internal Revenue Service (IRS). Therefore, the donation may be tax-deductible to the extent allowed by law.

IX. Currency: All mentions of currency or the usage of the "\$" icon shall be known as referring to the US Dollar.


X. Governing Law: This Letter of Intent shall be governed under the laws of the Commonwealth of Massachusetts.

XI. Acceptance: If you are agreeable to the aforementioned terms, please sign and return a copy of this Letter of Intent by no later than November 30, 2021.

DONEE

Signature  Date 11/9/2021
Print Name Chris Duff

DONOR

Signature  Date 11/08/21
Print Name Duane Harden Title Chief Financial Officer



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001516496

ARTICLE I

The exact name of the corporation is:

HOLYOKE SMOKES CORP

ARTICLE II

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

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ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CNP	\$0.00000	10,000	\$0.00	0

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

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: DUANE HARDEN
No. and Street: 1 BIGELOW ST
City or Town: HOLYOKE State: MA Zip: 01040 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	KELVIN SYLVESTER	87 SILVER STEET HAVERHILL, MA 01832 USA
TREASURER	DUANE HARDEN	40 W. 116TH ST NEW YORK, NY 10026 USA
SECRETARY	DUANE HARDEN	40 W. 116TH ST NEW YORK, NY 10026 USA
CEO	KELVIN SYLVESTER	87 SILVER STEET HAVERHILL, MA 01832 USA
CFO	DUANE HARDEN	40 W. 116TH ST NEW YORK, NY 10026 USA
DIRECTOR	KELVIN SYLVESTER	87 SILVER STEET HAVERHILL, MA 01832 USA
DIRECTOR	DUANE HARDEN	40 W. 116TH ST NEW YORK, NY 10026 USA

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

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

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

No. and Street: 1 BIGELOW ST
City or Town: HOLYOKE State: MA Zip: 01040 Country: USA

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

No. and Street: 1 BIGELOW ST
City or Town: HOLYOKE State: MA Zip: 01040 Country: USA

which is

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

Signed this 1 Day of July, 2021 at 1:15:35 PM by the incorporator(s). (*If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.*)

DUANE HARDEN

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:

July 01, 2021 01:14 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



BYLAWS

OF

Holyoke Smokes Corp

A For-Profit Corporation

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BYLAWS OF Holyoke Smokes Corp.

ARTICLE I

ARTICLES OF ORGANIZATION

The name of the corporation shall be as set forth in the articles of organization. The corporation shall have the purpose of engaging in any lawful business, unless a more limited purpose is set forth in the articles of organization. The powers of the corporation shall be all powers as set forth in the Massachusetts Business Corporation Act (the “Act”), unless more limited powers or restrictions on any powers are set forth in the articles of organization. The powers of the corporation’s directors and Shareholders, or any class of Shareholders if the corporation has more than one class of stock, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. In the event of any inconsistency between the articles of organization and these bylaws, the articles of organization shall be controlling. All references in these bylaws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time in effect.

ARTICLE II

SHAREHOLDERS

Section 1 - Annual Meeting. The annual meeting of shareholders shall be held at 10:00 A.M., or at such other time as the board of directors shall determine, on June 30 in each year unless such date is a legal holiday. If such date is a legal holiday, then the annual meeting shall be held at the same hour on the next succeeding business day not a legal holiday. The purposes for which an annual meeting is to be held include the election of directors and transacting such other business as may properly be brought before such meeting.

Section 2 - Special Meetings. A special meeting of shareholders may be called at any time by the president or by the directors. Upon written application of one or more Shareholders who hold in the aggregate at least ten percent of all votes, which written application or applications shall be signed and dated by such shareholders and shall state the purpose for which the meeting is to be held, a special meeting shall be called by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any other officer. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

Section 3 - Place of Meetings. The place at which any special or annual meeting of shareholders shall be held shall be fixed by the board of directors. Meetings of shareholders may be held at any physical location in or outside Massachusetts. Any adjourned session of any meeting of the shareholders shall be held at the place designated in the vote of adjournment, or if no such place is designated, at the same place or by the same remote communication method as the adjourned meeting.

In addition, the board of directors may authorize any meeting to be held solely by remote communication with no fixed physical location, or may authorize that any shareholder or proxy not physically present at a meeting may participate in the meeting and be deemed present and entitled to vote. In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and vote; and

(c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the corporation.

Section 4 - Record Date for Purpose of Meetings. The directors may fix in advance a time not more than 70 days before the date of any meeting of shareholders as the record date for determining the shareholders having the right to notice of and to vote at such meeting and any adjournment thereof. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given. If any meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, the directors shall fix a new record date.

Section 5 - Notice of Meetings. Written notice of the place, day and hour of all meetings of shareholders shall be given by the secretary, the assistant secretary or an officer designated by the directors, at least seven days but no more than 60 days before the meeting, to each shareholder entitled to vote thereat and to each shareholder who, by the Act, under the articles of organization or under these bylaws, is entitled to such notice. Notice of an adjourned meeting shall be given only if a new record date is fixed, in which case notice shall be given to all shareholders as of the new record date. The notice of a meeting shall state the purposes of the meeting. At a special meeting of shareholders, only business within the purpose or purposes described in the meeting notice may be conducted. Notice may be given by leaving such notice with the shareholder or at his residence or usual place of business, by mailing it, postage prepaid, and addressed to such shareholder at his address as it appears in the books of the corporation, by facsimile telecommunication directed to a number furnished by the shareholder for the purpose, by electronic mail to the electronic mail address of the shareholder as it appears in the books of the corporation, or by any other electronic transmission (defined as any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient). The corporation shall be entitled to rely on the address of a shareholder last notified to the corporation. In case of the death, absence, incapacity or refusal of the secretary, the assistant secretary or the officer designated by the directors, such notice may be given by any other officer or by a person designated either by the secretary or by the person or persons calling the meeting or by the board of directors. Whenever notice of a meeting is required to be given to a shareholder under any provision of the Act or of the articles of organization or these bylaws, no such notice need be given to a shareholder, if a written waiver of notice, executed before or

after the meeting by such shareholder or his attorney, thereunto authorized, is filed with the records of the meeting.

Section 6 - Shareholders List for Meeting. After fixing a record date for a meeting of shareholders, the secretary shall prepare an alphabetical list of all shareholders who are entitled to notice of the meeting. The shareholders list shall be available for inspection by any shareholder, his agent or attorney during the period beginning two days after notice of the meeting is given and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice or, if the meeting is to be held only by remote communication, 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. A shareholder or his agent or attorney may copy the list at the principal office at his own expense as permitted by the Act.

Section 7 - Quorum. At any meeting of the shareholders, a majority in interest of all the shares issued, outstanding and entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, except that, if two or more voting groups are entitled to vote upon such question as separate voting groups, then, in the case of each such voting group, a quorum shall consist of a majority of the votes entitled to be cast by the voting group for action on that matter. Notwithstanding the foregoing, shareholders, by a majority of the votes properly cast upon the question whether or not a quorum is present, may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. 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 thereof, unless (a) 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 (b) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

Section 8 - Voting and Proxies. Unless otherwise provided by the articles of organization, each shareholder shall have one vote for each share held by him of record on the record date and entitled to vote on the question or questions to be considered at any meeting of the shareholders according to the records of the corporation. Shareholders may vote either in person or by proxy appointed by written appointment form signed by the shareholder or his attorney in fact. An appointment form shall be valid for the period stated therein, or, if no period is stated, for a period of 11 months from the date the shareholder signed the form, or the date of

its receipt by the secretary or his agent, if undated. Appointment forms shall be filed with the secretary or other officer or agent authorized to tabulate votes before being voted. Except as otherwise limited therein, appointment forms appointing proxies for a particular meeting shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting.

Section 9 - Action at Meeting. When a quorum of a voting group is present for the consideration of a matter at any meeting of the shareholders, favorable action on a matter, otherwise than the election of directors, is taken by the voting group if a majority in interest of the shares present in person or by proxy and entitled to vote on such question votes in favor of the action, except where a larger vote is required by the Act, the articles of organization or these bylaws. Any election of directors by a voting group shall be determined by a plurality of the votes cast by shareholders in the voting group present in person or by proxy at the meeting and entitled to vote in the election. No ballot shall be required for such election unless requested by a shareholder present in person or by proxy at the meeting and entitled to vote in the election. Shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the corporation owns, directly or indirectly, a majority of the voting interests. The corporation may, however, vote any shares, including its own shares, held by it, directly or indirectly, in a fiduciary capacity.

Section 10 - Action without Meeting. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting by all shareholders entitled to vote on the action, or if the articles of organization so provide, 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, as evidenced by written consents of such shareholders 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 date of the earliest dated consent delivered to the corporation. The corporation must, at least seven days before it takes any action in reliance on consent obtained in accordance with this provision, give written notice of its intended action to shareholders not entitled to vote on the action in any case where the Act would require such notice if the action were to be taken by voting shareholders at a meeting, and, if the action will be taken with less than unanimous consent, to all shareholders entitled to vote who did not consent to the action. Such notice shall be accompanied by the same material that the Act or these bylaws would require to be sent to such shareholders with a notice of meeting. The corporation may, for convenience, specify an effective date for such

consents, provided that the corporation shall not take action in reliance upon such consents except in compliance with the articles of organization and these bylaws.

Section 11 - Electronic Action. Any vote, consent, waiver, proxy appointment or other action by a shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that allows the corporation to determine: (a) the date the transmission was sent; and (b) that the sender of the transmission was the relevant shareholder, proxy, or agent, or a person authorized to act on any such person's behalf. The date on which the electronic transmission was sent shall be considered the date on which it was signed.

ARTICLE III

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, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

Section 2 - Election and Enlargement of Board. The board of directors shall consist of at least one director. 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. The board of directors shall consist of a number of directors not less than the number prescribed by the preceding sentence and not more than five, and within such range, the number of directors shall be fixed from time to time by vote of a majority of the directors then in office or by the shareholders. The number of directors may be decreased or increased beyond such range only by vote of the shareholders. No director need be a shareholder.

Section 3 - Vacancies. Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the shareholders, by the board of directors, or if the directors remaining in office constitute fewer than a quorum, they may fill the vacancy

by the vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group of shareholders, only the shareholders of that voting group or directors elected by that voting group are entitled to fill the vacancy.

Section 4 - Tenure. Except as otherwise provided by the articles of organization or by these bylaws, each director shall hold office until the next annual meeting of shareholders and thereafter until such director's successor is elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified.

Section 5 - Committees. The directors may, by vote of a majority of all directors then in office, elect from their number an executive or other committees, provided however that if the articles of organization or these bylaws provide that the number of directors required to take board action is greater than a majority of all directors then in office, then the vote of such greater number shall be required to elect any committee. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the directors. The directors may delegate to any committee some or all of their powers except those which they are prohibited from delegating by any provision of law or by the articles of organization or these bylaws. Without limitation of the foregoing, a committee may not (a) authorize distributions; (b) approve or propose to shareholders action that is required by law to 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 these bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors.

Section 6 - Meetings. Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine. Any or all of the directors may participate in a meeting of the directors or of a committee thereof 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; and participation by such means shall constitute presence in person at any such meeting.

A regular meeting of the directors may be held immediately following the annual meeting of shareholders at the same place as such shareholders' meeting. Special meetings of the directors

may be held at any time and place designated in a call of the meeting by the chairman of the board, if any, the president or two or more directors.

Section 7 - Notice of Special Meetings. Notice of the date, time and place of all special meetings of the directors shall be given to each director by the secretary, or assistant secretary, or by the officer or one of the directors calling the meeting. Notice shall be given to each director in person, by telephone, voice mail, facsimile telecommunication, telegram or other electronic means sent to his usual or last known business or home address or phone number or by electronic mail to the electronic mail address of the director as last notified to the corporation at least 24 hours in advance of the meeting or by mailing it to either such business or home address at least 48 hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior to or at the meeting's commencement, the lack of notice to him. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

Section 8 - Quorum. At any meeting of the directors, a quorum of the board of directors shall be a majority of the number of directors fixed pursuant to Section 2 of this Article, or if no such number was prescribed, a majority of the directors in office immediately before the meeting begins. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 9 - Action at Meeting. If a quorum is present when a vote is taken, the vote of a majority of the directors present is an act of the board of directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

Section 10 - Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors then in office consent to the action in a writing signed by each director, or by electronic transmission delivered to the corporation to the address specified by the corporation for the purpose or, if no address is 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, provided that such written consents and/or electronic transmissions shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when

the last director signs or delivers consent, unless the consent specifies a different effective date. Consents given in accordance with this provision shall be treated as a vote of the directors for all purposes.

ARTICLE IV

OFFICERS

Section 1 - Enumeration. The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers, if any, including a chairman and a vice chairman of the board of directors, one or more vice presidents, assistant treasurers and assistant secretaries, as the incorporators at their initial meeting or the directors from time to time may choose or appoint.

Section 2 - Appointment. The president, treasurer and secretary shall be appointed annually by the directors at their first meeting following the annual meeting of shareholders. Other officers, if any, may be appointed by the board of directors at such meeting or at any other time.

Section 3 - Vacancies. If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by the Act, by the articles of organization or by these bylaws.

Section 4 - Qualification. The president may, but need not be, a director. No officer need be a shareholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

Section 5 - Tenure. Except as otherwise provided by the articles of organization or by these bylaws, the president, treasurer and secretary shall hold office until the first meeting of the directors following the annual meeting of shareholders, and thereafter until such officer's successor is chosen and qualified; and all other officers shall hold office until the first meeting of the directors following the annual meeting of the shareholders or the special meeting in lieu

thereof, unless a shorter term is specified in the vote choosing or appointing them, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

Section 6 - Chairman and Vice Chairman of the Board. A chairman or vice chairman of the board of directors shall have such powers as the directors may from time to time designate. Unless the board of directors otherwise specifies, the chairman of the board, or in his absence the vice chairman, shall preside at all meetings of the shareholders and of the board of directors. The chairman or vice chairman must be a director.

Section 7 - President and Vice President. Except as otherwise determined by the directors, the president shall be the chief executive officer of the corporation and shall, subject to the direction of the directors, have general supervision and control of its business. Unless the board of directors otherwise specifies, in the absence of the chairman and vice chairman, if any, of the board of directors, the president shall preside, when present, at all meetings of shareholders and of the board of directors.

Any vice president shall have such powers as the directors may from time to time designate.

Section 8 - Treasurer and Assistant Treasurers. The treasurer shall, subject to the direction of the directors, have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, and books of account and accounting records. He shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the corporation or its order, and to accept drafts on behalf of the corporation.

Any assistant treasurer shall have such powers as the directors may from time to time designate.

Section 9 - Secretary and Assistant Secretary. Unless a transfer agent is appointed, the secretary shall keep or cause to be kept the stock and transfer records of the corporation in which are contained the names of all shareholders and the record address and the amount of shares held by each. The secretary shall record all proceedings of the shareholders in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Such records shall be kept at the principal office of the corporation or at the office of its transfer agent or of the secretary and shall be open at all reasonable times to the inspection of any shareholder.

If a secretary is elected, he shall record all proceedings of the directors in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Any assistant secretary shall have such powers as the directors may from time to time designate. In the absence of the secretary from any meeting of the directors, any assistant secretary, or a temporary secretary designated by the person presiding at such meeting, shall record such proceedings.

Section 10 - Other Powers and Duties. Each officer shall, subject to these bylaws, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to his office, and such duties and powers as the directors may from time to time designate.

ARTICLE V

RESIGNATIONS AND REMOVALS

Section 1 - Resignation. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 2 - Removal of Director. A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by majority vote of the shareholder voting group entitled to appoint such director, or (b) with cause by vote of the greater of a majority of the directors then in office or of the number of directors otherwise required to take an action of the board, except that if a director is appointed by a voting group of shareholders, only directors appointed by that voting group may vote to remove him. A director may be removed by the shareholders or the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

Section 3 - Removal of Officer. The directors may remove any officer at any time with or without cause.

Section 4 - No Right to Compensation. No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

ARTICLE VI

SHARES

Section 1 - Amount Authorized. The total number of authorized shares shall be as fixed in the articles of organization.

Section 2 - Stock Certificates; Statements for Uncertificated Stock. Shares of the corporation may be certificated or uncertificated. Each shareholder shall be entitled to: (a) for certificated stock, a certificate of the stock of the corporation setting forth the number of shares and the class and the designation of the series in such form as shall, in conformity with law, be prescribed from time to time by the directors; and (b) for uncertificated stock, a written information statement setting forth the number of shares and the class and the designation of the series of the stock. Each certificate shall be signed by any two of the following officers: the president, any vice president, the treasurer, any assistant treasurer, the secretary or any assistant secretary, either by real or facsimile signatures, and may bear the corporate seal or its facsimile. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate or information statement for shares which are subject to any restriction on transfer pursuant to the articles of organization, these bylaws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate or information statement and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon

written request and without charge. Every certificate or statement issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the stock of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge.

Section 3 - Transfers. Subject to the restrictions, if any, stated or noted on the stock certificates or information statements, shares may be transferred on the books of the corporation by: (a) for certificated stock, 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 corporation or its transfer agent may reasonably require; and (b) for uncertificated stock, by delivery to the corporation or its transfer agent of an instruction with a request to register a transfer properly executed by the transferring shareholder, and with such proof of authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by the Act, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares 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 shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these bylaws.

Section 4 - Record Date for Purposes Other Than Meetings. The directors may fix in advance a time not more than 70 days preceding the date for the payment of any dividend or the making of any distribution to shareholders or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to receive such dividend or distribution or the right to express such consent or dissent. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders shall be at the close of business on the day on which the board of directors acts with respect thereto.

Section 5 - Replacement of Certificates. In case of the alleged loss or destruction or the mutilation of a stock certificate, a duplicate certificate may be issued in place thereof, upon such terms as the directors may prescribe.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1 - Fiscal Year. The fiscal year of the corporation shall end on the date determined from time to time by the board of directors.

Section 2 - Seal. The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization cut or engraved thereon.

Section 3 - Registered Agent and Registered Office. The corporation shall continuously maintain in Massachusetts: (a) a registered agent who may be an officer of the corporation or another individual, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation qualified to do business in Massachusetts; and (b) a registered office, which may, but need not be, the same as any of its places of business. The business office of the registered agent shall also be the registered office of the corporation. The corporation shall record any change of its registered office or registered agent by filing a statement of change with the Secretary of the Commonwealth.

Section 4 - Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed on behalf of the corporation shall be signed by

the chairman of the board, if any, the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

Section 5 - Voting of Securities. Except as the directors may otherwise designate, the president or treasurer may waive notice of, act and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of the shareholders, members or other constituent parties of any other corporation, organization or entity in which the corporation holds securities or other type of ownership interest.

Section 6 - Corporate Records to be Maintained and Available to All Shareholders. The corporation shall keep in Massachusetts at the principal office of the corporation, or at an office of its transfer agent, secretary, assistant secretary or registered agent, a copy of the following records: (a) its articles of organization and bylaws then in effect; (b) resolutions adopted by the directors creating classes or series of stock and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (c) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years; (d) all written communications to shareholders generally during the past three years, including annual financial statements issued pursuant to the Act; (e) a list of the names and business addresses of its current directors and officers; and (f) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth. Said copies and records may be kept in written form or in another form capable of conversion into written form within a reasonable time. A shareholder is entitled to inspect and copy such records, during regular business hours at the office at which they are maintained, on written notice given at least five business days before the date he wishes to inspect and copy.

Section 7 - Indemnification. The corporation shall, to the fullest extent permitted by law, indemnify each of its directors and officers (including persons who serve at its request as directors, officers, or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise or in any capacity with respect to any employee benefit plan), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, if: (a) he conducted himself in good faith and in the reasonable belief that his conduct was in the best interests of the

corporation or at least not opposed to the best interests of the corporation, and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful; or (b) he engaged in conduct for which he shall not be liable under the articles of organization; provided, however, that the corporation shall not indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall be provided although the person to be indemnified is not currently a director, officer, partner, trustee, employee or agent of the corporation or such other organization or no longer serves with respect to any such employee benefit plan.

Notwithstanding the foregoing, no indemnification shall be provided unless a determination has been made that indemnification is permitted by law for a specific proceeding:

- (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 for such purpose shall constitute a quorum, or by a majority of the members of a committee of two or more disinterested directors appointed by vote; or
- (b) by special legal counsel selected either (i) in the manner prescribed in clause (a) above, or (ii) if there are fewer than two disinterested directors, by the board of directors, in which case directors who do not qualify as disinterested directors may participate in the selection; or
- (c) by the holders of a majority of the corporation's outstanding shares at the time entitled to vote for directors, voting as a single voting group, exclusive of any shares owned by or voted under the control of any interested director or officer.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled; nothing contained in this section shall affect any rights to indemnification to which employees, independent contractors or agents, other than directors and officers, may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Any repeal or modification of the foregoing provisions of this section shall not adversely affect any right or protection of a director or officer of the corporation with respect to any acts or omission of such director or officer occurring prior to such repeal or modification.

Section 8 - Advance of Expenses. The corporation shall, before final disposition of a proceeding, and to the fullest extent permitted by law, advance funds to pay for or reimburse the reasonable expenses incurred by a director, officer or other person who is a party to a proceeding for which he would be or may be entitled to indemnification as set forth in these bylaws, provided that he delivers to the corporation a written affirmation of his good faith belief that he has met the relevant standard of conduct described in these bylaws, and his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under applicable law and it is ultimately determined that he has not met the relevant standard for indemnification set forth in these bylaws.

Section 9 - Amendments to Bylaws. These bylaws may at any time be amended by vote of the shareholders or may be amended by vote of a majority of the directors then in office, except that bylaw provisions dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the board of directors. Notice of any change to these bylaws by the directors, stating the substance of such change, shall be given to all shareholders entitled to vote on amending these bylaws not later than the time that notice of the shareholders' meeting next following such change is required to be given.

Section 10 - Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director has a material direct or indirect interest (an "Interested Director"). Without limiting the interests that may create conflict of interest transactions, a director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a "Related Party"), or if another entity of which he is a director, officer, or trustee or in which he 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.

A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if: (a) the material facts of the transaction and the director's interest were disclosed or known to the board or a committee of the board, and the board or committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single director; (b) 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 by the

vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.



Executive Summary

Our Mission

Holyoke Smokes Corp will be a Social Equity Marijuana Delivery Only Operator licensed by the Cannabis Control Commission in Massachusetts selling and delivering quality medical and recreational adult-use marijuana, cannabinoid (CBD) products and accessories to local residents within a 2 hour delivery radius of Holyoke, MA.

Our customer mission is to provide a pleasurable customer experience by using the internet and technology to help consumers find, discover and buy cannabis, CBD, and other related products.

Our community mission is to empower and transform the communities we serve through cannabis education, financial literacy, encouraging and promoting entrepreneurship, charitable giving, and providing affordable housing and employment opportunities.

The Company and Core Leadership Team

Holyoke Smokes Corp will be headquartered in Holyoke, MA (also known as “Rolling Paper City”). Formed in July 2021, the company is owned by partners Kelvin Sylvester and Duane Harden.

Kelvin Sylvester is a career professional at Beth Israel Deaconess Medical Center as an OTC Orthopedic Technology Manager with over 20 years in the medical industry. As a Black American male and a long term resident of Haverhill, MA, he lives and experiences the impact that the War on Drugs has had on his community. As a Social Equity applicant and head of this Social Equity company, Mr. Sylvester is an advocate for justice to finally start to prevail, leveling the playing field to right the wrongs of previous drug laws. Mr. Sylvester experiences firsthand the health benefits of cannabis. As a consumer of CBD products, he lives a healthier life managing migraine headaches. He recently completed his Supplier Diversity training and is in the process of receiving his MWBE (Minority or Women-owned Businesses Certification). Holyoke Smokes Corp will be a certified business. As a medical professional that has witnessed patients being prescribed medical marijuana and CBD supplements, Mr. Sylvester is the right person to lead the right company to greatness in the cannabis delivery industry impacting the health and wellness of our customers.



Executive Summary

Duane Harden is a serial entrepreneur who has owned a restaurant in Manhattan, retail store in Brooklyn, and currently owns and manages quite an extensive real estate investment portfolio for over 20 years. He previously worked at UPS (United Parcel Service) learning delivery operations and has his BS in Computer Engineering from Boston University (Boston, MA) and MS in Technology Management from Stevens Institute of Technology (Hoboken, NJ). He also served 8 years in the US Naval Reserve and is an accomplished internationally recognized artist and songwriter in the music business. As a Black American male identifying as a member of the LGBTQIA+ community, it's important to Mr. Harden to ensure that Holyoke Smokes Corp gets social equity right. His core belief system is grounded in "people over profits". He's been the leader of a RichDad, PoorDad financial literacy group since 2003 giving back to the community assisting its members create generational wealth. He also has been involved in prison outreach activities over the past 4 years having a positive impact on Inmates incarcerated in 5 states. His passion for people, education, and experience makes him the right person to guide the day-to-day delivery operations.

Both co-founders will be taking hands-on management roles in the company.

Our Products

The people we will serve are consumers of medical and recreational adult use marijuana, CBD, and accessories who want to order these products online and have them conveniently delivered to their residents. Holyoke Smokes will deliver a variety of products including:

- Buds
- Raw Pre-Rolls
- Infused (edible)
- Vape Product
- Concentrate (Each)

Our intention is to secure supply agreements with third party cultivators to source our products within the State. Our goal is to negotiate sufficient supply agreements to maintain adequate levels of product inventory to service our customers.



Executive Summary

The Market

Across Massachusetts the cannabis industry has seen an explosion of growth over the last few years. There are over 53,000 medical marijuana cardholders living within a 2 hour delivery radius of Holyoke, MA. The potential customer market size increases to well over 100,000 when we include the number of 21 years or older adults living in those same communities for adult recreational use delivery. At the current average of \$40 per sales transaction at brick and mortar retail locations, our relevant market size is \$48,000,000 service for customers placing one order per month.

Our relevant market size is the annual revenue that our company could attain if we owned 100% market share. As the analysis shows, our relevant market is large enough for our company to enjoy considerable success. As one of the 1st Delivery Only Licensee in our area, our goal is to capture at least 5% of the market potential within the first three(3) years.

Our Competitive Advantages

There are currently no approved Marijuana Delivery Only Operator Licenses issued in Massachusetts within a 2 hour driving distance of Holyoke, MA.

Holyoke Smokes Corp strategy is to become one of the first social equity companies to be issued this license and dominate our local market by delivering quality products with exceptional service. As the “*Amazon of Weed*”, launching a delivery service during the COVID19 pandemic is ideal as consumers are even more accustomed now to online ordering and delivery of products.

The profile of our targeted customers are 21 years of age or older who live within a 2 hour delivery radius of Holyoke, MA. Cannabis use is more prevalent among men than women.

We are retaining the services of a Denver, CO based company as our strategic partner with expertise in cannabis branding and marketing. We are also aligning ourselves with an eCommerce provider and a delivery app developer. All of the partners are company's founded by people who have owned cannabis companies and/or direct consumers of cannabis products. They bring a wealth of experience and knowledge to increase our chances of success in the cannabis delivery business.



Executive Summary

Our current competitors are those retail marijuana dispensaries that provide limited delivery service and/or are conveniently located within driving distance of our targeted customers.

Financial Projections

Based on the size of our potential market and our defined market area, our sales projections for the first year are \$2,400,000. We project a growth rate of 10% per year for the first three years.

The salary for each of the co-owners will be \$30,000. On start up will we have 14 trained team members to provide online ordering assistance, warehouse fulfillment and home delivery:

- (1) Delivery Operations Manager (\$58k)
- (4) Virtual Budtenders (medical, recreational use, and CBD) (\$42k)
- (4) Delivery Drivers (\$49k)
- (2) Fulfillment Experts (\$32k)
- (1) Social Media Marketing Expert (\$48k)
- (1) Administrative Assistant (\$47k)
- (1) Diversity and Community Outreach Manager (\$29k)

All Team Members will be awarded additional compensation through our profit sharing program.

As part of our philanthropic initiatives, 10% of our profits will be donated to charity and we will build an eco-friendly business.

Start-up Financing Requirements

We are seeking an operating line of \$355,000 to finance our first-year growth. Together, the co-owners will invest \$300,000 to meet working capital requirements.



Plan to Obtain Insurance

Holyoke Smokes Corp will work with a Massachusetts licensed insurance provider to obtain and bind the insurance requirements as stated in 935 CMR 500.105(10) for Marijuana Establishments for all cannabis operations.

General Liability will be obtained for coverage of no less than \$1,000,000 per occurrence and \$2,000,000 in annual aggregate with a deductible not to exceed \$5,000 per occurrence.

Product Liability will be obtained for coverage of no less than \$1,000,000 per occurrence and \$2,000,000 in annual aggregate with a deductible not to exceed \$5,000 per occurrence.

Commercial Vehicle Insurance will be obtained per Massachusetts state law which requires all commercial auto policies to have a minimum of liability limit of \$20,000 per person, \$40,000 per accident for bodily injury and \$5,000 for property damage.

Directors and Officers (D&O) insurance will be obtained. This liability insurance protects the personal assets of corporate directors and officers, and their spouses, in the event they are personally sued by employees, vendors, competitors, investors, customers, or other parties, for actual or alleged wrongful acts in managing a company.

Commercial Umbrella Insurance will be obtained that provides an extra layer of liability protection by covering costs that go beyond other liability coverage limits.

Workers Compensation Insurance will be obtained in accordance with Massachusetts law with policy limits of \$1,000,000 each accident / \$1,000,000 disease each Team Member / \$1,000,000 disease policy limit.

Holyoke Smokes Corp will maintain all reports and documents to be in compliance with the licensing requirements and will be available to the Cannabis Control Commission upon request.



Record Keeping Procedures

All records will be kept in a secured office area with restricted access to certain Team Members only. All records will be maintained in accordance with Commission guidelines 935 CMR 500.105(9). Upon closure or sale of our business, all records will be kept for a period of 2 years and made available to the Commission upon request.

Seed-to-Sale (METRC)

As a Social Equity Applicant, all our record keeping required tracking for seed-to-sale transactions will be recorded in METRC system to satisfy Commission requirements.

Inventory Records

The inventory record-keeping procedures have been outlined in our Inventory Plan.

Delivery Records

The delivery record-keeping and manifest procedures have been outlined in our Delivery Plan.

Team Member Records

1. Personnel records for each Registered Agent will be digitally stored for at least 1 year and will include:
 - 1.1. All documentation submitted to the Commission
 - 1.2. Copies of required course registrations of required trainings, approvals, course completions and certificates and cards
 - 1.3. Limited Area Access logs
2. Job descriptions detailing roles and responsibilities
3. Routine performance evaluations
4. Copies of all disciplinary actions taken, if any
5. Background checks
6. Additional Human Resources and Payroll records will be kept in the Wurk online system

Corporate Records

1. All activities related to effectively implementing our Positive Impact Plan to make a difference in the communities we serve
2. All City of Holyoke, state, and federal sales tax and tax payments
3. All charitable donations and philanthropic initiatives
4. Bookkeeping records will be kept in Quickbooks
5. Agreements with Wholesale Suppliers as detailed in our Wholesale Supplier Plan as well any vendor contracts ie third-party technology platform providers



Record Keeping Procedures

6. Customer online sale transactions recorded in our point-of-sale (POS) system
7. Corporate meetings
8. Special Community Meetings
9. All Team Member written operation procedures and manuals

Reference: 935 CMR 500.105(9)



Maintenance of Financial Records

Physical records as well as digital records will be kept and made available upon request from the Commission. The financial records will be kept secured and remain confidential as detailed in the schedule below:

Commission Records

Type	Period
METRC (seed-to-sale) Tracking Records per 935 CMR 500.105(8)	7 years
Wholesale Supplier Agreements	7 years
Third-party Technology Platform Provider Agreements	7 years
Inventory Records per 935 CMR 500.105(8)	7 years
Operating Procedures per 935 CMR 500.105(1)	7 years
Waste Disposal Records per 935 CMR 500.105(12)	7 years
All Vendor Contracts	7 years
Closure or Sale of Holyoke Smokes Corp	2 years

Tax Records

Type	Period
Corporate Tax returns	7 years
Payroll Tax Returns	7 years
IRS correspondences	7 years
Sale and Use tax returns	7 years
City of Holyoke records	7 years



Maintenance of Financial Records

Team Member Records

All Team Member periods stated below become effective upon date of Member termination:

Type	Period
Documentation submitted to the Commission relating to Team Member	3 years
Verification of References	3 years
Documentation of required training and certifications	3 years
Employment Contracts	3 years
Performance Evaluations	3 years
Disciplinary Actions	3 years
Officer Records	7 years

Insurance Records

Type	Period
Expired Policies	7 years
Fire & Safety Inspection Reports	7 years
Incident Claims & Settlements	7 years

Accounting Records (mostly in Quickbooks)

Type	Period
Assets and Liabilities	7 years
Online Bank Statements	7 years



Maintenance of Financial Records

Bank deposits	7 years
Cashed Checks and Counter Withdrawals	7 years
All Human Resources, Digital Time Cards, and Payroll records in the Wurk system	7 years
Copies of Purchase Orders	7 years
Copies of Invoices	7 years
Copies of Utility Bills	7 years
Copies of Credit Card Bills	7 years

Reference: 935 CMR 500



Team Member Handbook

Your Experience Starts Here !!!

Mission Statement

Holyoke Smokes Corp is committed to being the “best choice” for cannabis products and accessories delivery in Massachusetts.

Our customer mission is to provide a pleasurable customer experience by using the internet and technology to help consumers find, discover and buy cannabis, CBD, and other related products.

Our community mission is to empower and transform the communities we serve through cannabis education, financial literacy, encouraging and promoting entrepreneurship, charitable giving, and providing affordable housing and employment opportunities.

Quality Policy

Holyoke Smokes Corp values People and Quality.

We continually develop our Team Members and eliminate defects from our processes and performance. Our culture demands that we first understand and then exceed our customer’s requirements and expectations.

Core Values

We, the Team Members of Holyoke Smokes Corp, make a personal commitment to the success of our customers and our company through the daily demonstration of our Core values:

- Safety:** We hold paramount the culture of Safety in our workplace, our services, and ourselves.
- Integrity:** We uphold integrity by doing the right things, for the right reasons.
- Quality:** We are Quality driven and continually eliminate defects from our processes and performance.
- Productivity:** We adhere effective results with efficiency.
- Flexibility:** We quickly embrace change and adapt to new customer requirements.



Team Member Handbook

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Team Member Handbook

Revision 2 - October 6, 2021

The original Personnel Policies (Team Member Handbook). was submitted to the Commission on September 29, 2021. In order to be compliant with the Commission guidelines, the following revisions have been made to this document.

- 1) A personnel record for each Marijuana Establishment Agent. Such records shall be maintained for at least 12 months after termination and shall include, at a minimum, the following:
 - a) All materials submitted to the commission pursuant to 935 CMR 500.030(2);
 - b) Documentation of verification of references;
 - c) The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision. [935 CMR 500.105(9)]
- 2) Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters. [935 CMR 500.105(9)]
- 3) Documentation of periodic performance evaluations; and a record of any disciplinary action taken. [935 CMR 500.105(9)]
- 4) Notice of completed **Responsible Vendor Training Program** and in-house training for Marijuana Establishment Agents required under 935 CMR 500.105(2). [935 CMR 500.105(9)]
- 5) Personnel policies and procedures, including, at a minimum, the following:
 - a) Code of ethics;

As a matter of Company policy, we hereby provide this Code of Ethics and Business Conduct. It effectively serves as a guide to acceptable business conduct for all Team Members. Because they represent Holyoke Smokes Corp and our brand, we expect everyone who works for us to demonstrate exemplary standards of ethics and integrity. Therefore, our Team Members must therefore abide by the following principles.

Foster Trust and Belief

We cannot succeed as a business without the trust and confidence instilled in our Team Members, customers and shareholders. We earn it by keeping our promises, acting with honesty and integrity and reaching company goals solely through proper conduct.

Accordingly, the key question to ask in any decision-making process is: will this establish or enhance trust and belief in our business? Will it create an atmosphere conducive to ongoing positivity and success? Will I be able to deliver what I've promised without sacrificing quality or compromising my personal and professional integrity? Remember, the only way to build upon existing trust and belief in our business is with affirmative answers to all of these questions.

Foster Respect in the Workplace

As a business predicated on fairness and positivity, we believe an effective workplace can only exist when Team Members are fully committed to treating one another with respect.



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Furthermore, as an equal employment/affirmative action employer, we are compelled to provide a workplace devoid of discrimination and/or abusive, offensive or harassing conduct. Any Team Member who experiences harassment or discrimination should report the matter to his or her direct supervisor or to someone in Human Resources.

Foster Constructive Dialogue Where Team Members Can Freely Voice Concerns

We equate effective communication with respect. We also believe that any Team Member should feel free to voice any concern about work-related matters without fear of reprisal. This means that it is up to any Team Member in a supervisory position to establish and maintain an atmosphere conducive to open and honest communication.

Holyoke Smokes Corp is responsible for the comprehensive investigation of any reported matter pertaining to questionable or unethical behavior. Appropriate action will be taken in any and all cases where there is a valid finding of wrongful conduct. All Team Members should also be aware that intimidation, attempted intimidation and/or retaliation (attempted or otherwise) against a co-worker who has reported alleged wrongdoing is unacceptable and will be dealt with accordingly.

Lead by Example

Hypocrisy at any level is unacceptable. This means we hold our leaders (our Officers/Executives, Directors and Upper and Middle Management) to the same standards as any other Team Member. We therefore expect their conduct to reflect their belief in and willingness to abide by this Code. Any failure to do so on their part will be dealt with accordingly.

Code of Ethics and Business Conduct

This Code is only effective as long as: designated supervisory personnel use applicable policies and procedures to facilitate the resolution of any ethical questions or concerns brought to their attention. Therefore, reports raising any such questions or concerns should not be viewed as anything other than a valid form of workplace communication and welcomed as such.

Compliance with all Applicable Policies and Laws

Compliance with all applicable local, state, federal and foreign laws is a fundamental aspect of our commitment to integrity. An individual understanding of relevant company policies, laws, rules and regulations is also required. Accordingly, any Team Member with doubts about whether potential action complies with applicable law or Company policy should not take any action without obtaining the advice of a relevant expert. Each and every Team Member is responsible for preventing and reporting violations or potential violations.

Competition

Principled competition is the lifeblood of a free market economy. Therefore, we welcome and pledge to engage in such competition. This means our products and services will only be sold based on factors deemed fair and reasonable given applicable market conditions. This also means we will not engage in any collusion, conspiracy or any other inappropriate/illicit practices with regards to pricing. Finally, we will not offer to make or request unlawful payments or similar recompense in return for the purchase of our goods or the sales of its products or services.



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Proprietary Information

We will abide by all applicable laws, rules and regulations pertaining to the acquisition and use of Intellectual Property. Specifically, we will not obtain or try to obtain a competitor's trade secrets or other proprietary or confidential information; nor will we condone or participate in improper use, copying, distribution or alteration of software or other intellectual property.

Safeguarding Inside Information

The deliberate or inadvertent disclosure in any forum of any inside information regarding the Company, its business practices, strategies, financial status, operational results or similar information is strictly prohibited. Team Members tasked with crafting presentations or proposals should be especially mindful of these restrictions.

Avoid Conflicts of Interest

Any and all relationships or activities that actually compromise or could potentially compromise any Team Member's fairness or objectivity should be avoided. In this context, professional integrity is paramount. This means that use of Company property or information for personal gain is strictly prohibited.

It is sometimes difficult to determine whether certain activity constitutes a conflict of interest. Any Team Member with doubts about whether certain conduct actually is or could be construed as conflict of interest should consult a supervisor before taking any action.

Accepting Professional Courtesies

It is not unusual for professional courtesies to be extended to Team Members from time to time. However, such courtesies should not be expected and requesting them is strictly forbidden. Although there is no prohibition against the occasional acceptance of unsolicited professional courtesies, Team Members should not feel obligated to accept them. Team Members in key decision-making positions should be wary of accepting any professional courtesy that could potentially or actually have an unfavorable impact on our reputation. If any Team Member feels uncomfortable accepting or has any misgivings about accepting a professional courtesy, the best course of action is to decline politely.

Meals, Refreshments Entertainment and Gifts

There is no prohibition against the acceptance of occasional meals, refreshments, entertainment, gifts and similar business courtesies that are commonplace and as such fall within conventional norms as long as:

- They are not too extravagant.
- The acceptance of such courtesies from any one person, organization or business is not habitual.
- Any such courtesies are not offered or do not appear to be offered in exchange for any business "favors" of any kind.
- The acceptance of any such courtesy would not cause the employee to feel uncomfortable about disclosing it to his or her supervisor, or with public disclosure.



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Ordinary business entertainment is also acceptable; however, professional misconduct occurs when the value or cost of such entertainment creates or could potentially create a conflict of interest.

Questions about the acceptance of any business courtesies should be directed to your direct supervisor, manager or to the Human Resources department.

Offering Professional Courtesies

In the routine course of business, it is not unusual to offer professional courtesies. Making such offers is acceptable as long as it is not done, or cannot be perceived as being done to curry favor with or otherwise influence the recipient. The use of personal funds or resources within this context is expressly prohibited. Accounting for business courtesies should comply with approved company procedures.

The gifting of certain promotional items is generally acceptable, as long as such activity complies with acceptable professional norms. Employees with questions or concerns about such activity should consult their direct supervisor or manager. The approval of other courtesies such as meals, refreshments or entertainment of reasonable value, will be granted as long as:

- The activity does not violate or appear to violate any applicable laws, rules, regulations or standards of conduct.
- The professional courtesy conforms to applicable norms, is only offered occasionally and is not excessive.
- The professional courtesy is properly documented.

Truthful Public Disclosures

We will ensure that any and all financial information made available to the investing and general public in any format is truthful, timely and fully explained. This obligation applies to all Team Members from the CFO down, who are in any way responsible for the preparation of such information. Any inadvertent or deliberate inaccuracy in or falsification of such information is unacceptable; and any concerns about the veracity or accuracy of such material should be immediately directed to the compliance officer.

Corporate Recordkeeping

We create, retain and dispose of our official documents as part of our normal course of business in accordance with applicable company policies and procedures; and in compliance with all regulatory and legal requirements.

All corporate records must be factual, exact and absolute, and company data must be promptly and accurately documented in our books in accordance with all relevant internal and external accounting practices.

We must not unduly affect, influence or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of company records, processes or internal controls.

Accountability

Each and every Team Member must familiarize himself or herself with this Code and act accordingly. Each and every Team Member is ethically obligated to ask questions if he or she is unsure of Company policy. Each and every Team Member is ethically obligated to contact the Human Resources department if he or she has any concerns about compliance with or violations of this Code. The values and principles included herein are



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taken seriously, and violations are cause for disciplinary action up to and including termination of employment.

Protection of confidential company information, as well as nonpublic information entrusted to us by Team Members, customers and other business partners is key to our success. This includes but is not limited to pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential suppliers and vendors. The disclosure of such information without a valid business or legal purpose and proper authorization is not permitted and will not occur under any circumstances.

Use of Company Assets

Company assets, including time, material, equipment and information, are provided for professional use. There is no prohibition of occasional personal use as long as it is not disruptive and does not harm job performance. Team Members and those who represent the Company are entrusted with responsible use of such material. Managers are responsible for the material assigned to their departments and are empowered to resolve issues concerning its proper use.

Generally, the use of company equipment such as computers, copiers and fax machines for outside business purposes or in support of any religious, political or other outside daily activity is not permitted. Distribution of information or material not relevant to the company, its products or services, by any Team Member in work areas or during work hours is not allowed.

In order to protect the interests of the Company and our Team Members, we reserve the right to monitor or review all data and information contained on any Team Members company-issued computer or electronic device, the use of the Internet or company intranet. Use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate is prohibited.

Compliance

Because it is crucial to the Company's success, compliance with these values is mandatory. Our Compliance Team is tasked with ensuring that all Team Members are aware of, understand and abide by these principles. Supervisory personnel are also tasked with ensuring that their subordinates abide by the principles set forth in this Code. The Board is authorized to review compliance, and audits will be authorized as necessary. Team Members are ethically obligated to report any violations or suspected violations of this Code to management's attention; and provisions for confidential reporting have been made.

We anticipate that employees are likely to have questions regarding how this Code of Ethics and Business Conduct applies in particular situations. We expect all employees with such questions to discuss the exact circumstances with designated supervisory personnel. If such personnel cannot fully and accurately answer these questions, they should consult the Compliance Team.

b) Whistle-blower policy; and

A whistleblower as defined by this policy is any Team Member of Holyoke Smokes Corp who reports an activity that he/she considers to be illegal or dishonest to one or more of



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the parties specified in this Policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If a Team Member has knowledge of or a concern of illegal or dishonest fraudulent activity, the Team Member is to contact his/her immediate supervisor or the Human Resources Director. The Team Member must exercise sound judgment to avoid baseless allegations. A Team Member who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Company will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Human Resources Director immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Defend Trade Secrets Act (DTSA) Compliance: "Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing:

- (1) Immunity—An individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that—(A) is made—(i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.
- (2) Use of Trade Secret Information in Anti-Retaliation Lawsuit—An individual who files a lawsuit for retaliation by Holyoke Smokes Corp for reporting a suspected violation of law may disclose the trade secret to the Attorney of the individual and use the trade secret information in the court proceeding, if the individual—(A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order."

All reports of illegal and dishonest activities will be promptly submitted to the Vice President of Human Resources who is responsible for investigating and coordinating corrective action.

Team Members with any questions regarding this policy should contact the Director of Human Resources.



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- c) A policy which notifies persons with disabilities of their rights under <https://www.mass.gov/service-details/about-employment-rights> or a comparable link, and includes provisions prohibiting discrimination and providing reasonable accommodations. [935 CMR 500.105(9)]
- 6) All background check reports obtained in accordance with M.G.L c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00: Criminal Offender Record Information (CORI). [935 CMR 500.105(9)]
- 7) A staffing plan and records in compliance with 935 CMR 500.105(9). [935 CMR 500.105(1)]
- 8) A policy for the immediate dismissal of any Agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor. [935 CMR 500.105(1)]. Any Team Member will be dismissed in accordance with our Termination Procedures.



Team Member Handbook

Section 1. Introduction

1.1 - Purpose of this Handbook

The purpose of this Handbook is to familiarize you - the Team Member - with the policies, rules and other key aspects of Holyoke Smokes Corp (the "Company"). The information in this handbook supersedes all rules and policies that may previously have been expressed or implied, in both written and oral format. Compliance with this Handbook is compulsory for all Team Members. The Company reserves the right to interpret this Handbook's content as it sees fit, and to deviate from policy when it deems necessary.

1.2 - Changes of Policy

Holyoke Smokes Corp reserves the right to change this Handbook's content, at any time and at our sole discretion. Its provisions may not be altered by any other means, oral or written. You will receive written notice of any changes we make to the Team Members handbook and are responsible for understanding and complying with all up-to-date policies. If you are confused about any information defined herein, please contact the Human Resources Manager.

1.3 - Employment Forms

All new Team Members are required to complete and submit the following forms. Starred (*) forms can be found at the end of this manual. All others have been or will be provided separately.

At-Will Employment Agreement and Acknowledgement of Receipt of Employee Handbook*

Employment Eligibility Form I-9

On the day of hire, each new Team Member is legally obligated to complete the Employment Eligibility Verification Form I-9 and submit documents to verify identity and employment eligibility within the next three (3) business days. The same policy applies to re-hired Team Members whose I-9's are over three (3) years old or otherwise invalid.



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Section 2. Terms & Definitions

Holyoke Smokes Corp typically employs less than 20 Team Members regular and temporary Team Members on an “at-will” basis. This section defines the terms of “at-will” employment, as well as the different types of Team Members we hire.

2.1 - Definition of “At-Will” Employment

The job of “at-will” Team Member is not guaranteed. It may be ended, at any time and with or without notice, by the Team Member or, for a lawful reason, by the Company. The Company also reserves the right to alter an “at-will” Team Member’s benefits, pay rate, and assignments as it sees fit. The “at-will” terms of employment may only be changed with the approval of the President, CEO or CFO, and must be signed off by the President of the CEO.

2.2 - Types of Worker

This section distinguishes between the different types of workers the Company employs. Team Member status is established at the time of hire and may only be altered via a written statement signed by the Company.

Exempt vs Non-Exempt

Most Team Members are non-exempt, meaning they are entitled by law to at least minimum wage and premium pay for overtime. Exempt Team Members are not subject to these laws. Exempt status is defined by standards set by state law and the Federal Labor Standards Act (FLSA). This class of Team Member is usually an executive, an administrator, or a highly paid specialist such as a programmer.

Regular vs. Temporary

Regular Team Members work on a regular schedule, either on a full-time or part-time basis. To be considered full-time, a Team Member must work at least 40 hours per week. A temporary Team Member is a person we hire for a short period (usually 3 months at maximum) to assist with a project or remedy a staff shortage. A temporary Team Member is also employed on an “at-will” basis (defined above).

Independent Contractors & Consultants

Independent contractors and consultants are not Company employees, but rather self-employed professionals whom we hire for specific projects. Unlike Team Members, they do not operate under Company direction, and control their own methods, materials and schedules. They are not eligible for Company benefits.



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Section 3. Payroll

3.1 - Payment Schedule

Team Members are paid bi-weekly generally on Friday.

In cases where the regular payday falls on a holiday, Team Members will receive payment on the last business day before said holiday.

3.2 - Wages

Wages vary from Team Member to Team Member and are based on level of skill and experience. The Company conducts regular evaluations of all Team Members and issues promotions as it sees fit. Team Members who feel entitled to higher pay may contact Wurf to discuss.

In addition to regular pay, Team Members may have the option of earning overtime pay and/or bonuses.

Overtime

A non-exempt Team Member may work overtime on the terms defined by Massachusetts law pending prior authorization by his or her manager.

3.3 - Deductions & Garnishment

Deductions

Federal and state law requires that we deduct the following from every paycheck:

- Social Security
- Income tax (federal and state)
- Medicare
- State Disability Insurance & Family Temporary Disability Insurance
- Other deductions required by law or requested by the Team Member

A Wage and Tax Statement (W-2) recording the previous year's wages and deductions will be provided at the beginning of each calendar year.

If at any time you wish to adjust your income tax withholding, please fill out the designated form and submit it to Accounting.

Wage Garnishment

Sometimes, the Company receives legal papers that compel us to garnish a Team Member's paycheck - that is, submit a portion of said paycheck in payment of an outstanding debt of the Team Member. We must, by law, abide by this until ordered otherwise by the Court or until the debt is repaid in full through withheld payments or otherwise.



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Section 4. Rights & Policies

The following section summarizes your legal rights as Team Member of Holyoke Smokes Corp. Questions about any policy detailed in this section may be addressed with a Human Resources representative.

4.1 - Equal Opportunity Employment Policy

The Company provides equal employment opportunities to all applicants, without regard to unlawful considerations of or discrimination against race, religion, creed, color, nationality, sex, sexual orientation, gender identity, age, ancestry, physical or mental disability, medical condition or characteristics, marital status, or any other classification prohibited by applicable local, state or federal laws. This policy is applicable to hiring, termination and promotion; compensation; schedules and job assignments; discipline; training; working conditions, and all other aspects of employment with Holyoke Smokes Corp. As a Team Member, you are expected to honor this policy and to take an active role in keeping harassment and discrimination out of the workplace.

4.2 - Accommodation for Disabled Team Members

We are happy to work with otherwise qualified disabled Team Members in order to accommodate limitations, in accordance with the Americans with Disabilities Act (ADA). It is up to the Team Member to approach his or her supervisor with this request, and to provide medical proof of his or her needs upon the Company's request.

We are also happy to accommodate Team Members diagnosed with life-threatening illnesses. Such Team Members are welcome to maintain a normal work schedule if they so desire, provided that we receive medical papers proving their working cannot harm themselves or others and their work remains at acceptable standards.

4.3 - Employment of Relatives

The employment of relatives can prove problematic, particularly in situations where relatives share a department or a hierarchical relationship. The Company will not hire relatives to work in any potentially disruptive situation. A Team Member must inform us if he or she becomes a co-worker's relative. If at any time we perceive the situation to be dysfunctional, we may have to reassign or ask for one relative's resignation in order to remedy the situation.

4.4 - Religion & Politics

Holyoke Smokes Corp is respectful of all Team Members' religious affiliations and political views. We ask that if you choose to participate in a political action, you do not associate the Company in any way. We are happy to work with Team Members to accommodate political and religious obligations, provided accommodations are requested from a manager in advance.



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4.5 - Private Information

Employee information is considered to be private and only accessed on a need-to-know basis. Your healthcare information is completely confidential unless you choose to share it. In some cases, Team Members and Management may receive guidelines ensuring adherence to the Health Insurance Portability and Accountability Act (HIPAA).

Personnel files and payroll records are confidential and may only be accessed for legitimate reasons. If you wish to view your files, you must set up an appointment in advance with Human Resources. A Company - appointed record keeper must be present during the viewing. You may only make photocopies of documents bearing your signature, and written authorization is needed to remove a file from Company premises. You may not alter your files, although you may add comments to items of dispute.

Certain information, such as dates of employment and rehiring eligibility, are available by request only. We will not release information regarding your compensation without your written permission.

4.6 - Leaves of Absence

Team Members requiring time off from work may apply for a leave of absence.

All leaves must be approved by Management. For planned leaves, Team Members must submit requests at least 5 days in advance. Emergency leaves must be requested as soon as possible. Accepting/performing another job or applying for unemployment benefits during leave will be considered voluntary resignation.

We consider all requests in terms of effect on the Company and reserve the right to approve or deny requests at will, except when otherwise directed by law. Any request for a leave of absence due to disability will be subject to an interactive review. A medical leave request must be supported in a timely manner by a certification from the Team Member's healthcare provider.

Extension of leave must be requested and approved before the current leave ends. No Team Member is guaranteed reinstatement upon returning from leave, unless the law states otherwise. However, the Company will try to reinstate each returning Team Member in his or her old position, or one that is comparable.

Below are the three (3) main types of leave that Holyoke SMokes Corp offers Team Members. Some, but not all, are governed by law.

Work-Related Sickness & Injury

Team Members eligible for Worker's Compensation rendered unable to work because of a work-related injury or illness will receive an unpaid leave for the period required. For



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eligible Team Members, the first 12 weeks will be treated concurrently as a family and medical leave under FMLA.

Maternity

A Team Member disabled on account of pregnancy, childbirth, or a related medical condition may request an unpaid leave of absence of up to four (4) months. Time off may be requested for prenatal care, severe morning sickness, doctor-ordered bed rest and recovery from childbirth.

Election Days

Provided a Team Member's schedule does not allow time for voting outside of work, and that he/she is a registered voter, he/she may take up to two hours, with pay, at the beginning or end of a workday, to vote in local, state or national elections.

Vacation Policy

It is the policy of Holyoke Smokes Corp to provide each full-time Team Member with vacation time on a periodic basis. The amount of vacation to which a Team Member becomes entitled is determined by the Team Member's length of service as of his or her employment anniversary date.

For full-time Team Members, vacation accrues as follows:

1. At the end of the first (1st) year of employment, 15 days, of vacation.
2. Two (2) years or more but less than five (5) years of employment, 21 days, of vacation per year.
3. Five (5) years or more but less than 10 years of employment, 30 days, of vacation per year.
4. Ten (10) years of more of employment, 45 days, of vacation per year.

Vacation time may not be taken until it is earned. Earned vacation must be taken. Team Members are not entitled to pay in lieu of taking time off for vacation.



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Section 5. Team Member Benefits

5.1 - Unemployment Insurance

Team Members rendered unemployed through no fault of their own or due to circumstances prescribed by law, and who meet the State eligibility requirements for time worked or wages earned, may receive unemployment insurance (also called unemployment benefits or compensation). State agencies directly administer this insurance and determine benefit eligibility, amount (if any), and duration.

5.2 - Worker's Compensation

Worker's Compensation laws compensate for accidental injuries, death and occupational disabilities suffered in the course of employment. Holyoke Smokes Corp provides Workers' Compensation Insurance for all Team Members. Generally, this includes lost wages, disability payments and hospital, medical and surgical expenses (paid directly to hospital/physician) and assistance for injured Team Members in returning to suitable employment.

5.3 - Social Security Benefits (FICA)

Both Team Members and the Company contribute funds to the federal Social Security Program as prescribed by law, providing retirees with benefit payments and medical coverage where applicable.



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Section 6. Rules of Conduct

6.1 - On the Job

Reporting for Work

Team Members are expected to begin and end each shift at the time and on the day appointed. You must inform your supervisor before the start of the workday if you will be absent or late and obtain his or her permission to leave early. Absences and late arrivals will be recorded. Should your absences or tardiness exceed a reasonable limit, you will be subject to disciplinary action and possible termination. Failing to call one's supervisor or report to work for consecutive workdays will be considered voluntary resignation and result in removal from payroll.

Clocking In

If you are a non-exempt Team Member, it is your responsibility to clock in when you begin your shift and clock out when you finish. If you forget, bear in mind that your timecard cannot be updated without your supervisor's approval.

Staying Safe

Safety in the workplace is the Company's number one priority. You must inform your supervisor in the event of unsafe conditions, accident or injury, and use safe working methods at all times.

Metals & Breaks

Unless defined otherwise by Massachusetts state law, non-exempt Team Members are entitled to a paid 10-minute break for every four (4) hours of work, as well as a 30-minute meal break for any shift lasting longer than five (5) hours.

Company Electronics and Email Policy

Holyoke Smokes Corp Team Members are required to use various forms of electronic communications in their work for the Company including, but not limited to: computers, email, telephones, voicemail, instant message, text message, Internet, cell phones and smartphones. All communications transmitted by the above-mentioned electronic means remain the sole property of the Company and are to be used for Company business only and not for personal use.

Team Members who misuse electronic communications and engage in any form of criminal behavior, or behavior that is detrimental to the Company's interest including but not limited to: defamation, copyright or trademark infringement, misappropriation of trade secrets, discrimination, harassment, or related actions, will be subject to discipline, including immediate termination, and may be referred to the appropriate authorities when necessary.



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Team Member's personal electronic devices may only be used during breaks. Access to the Internet and other types of Company-paid computer access are to be used for Company-related business only.

Holyoke Smokes Corp reserves the right to access and review electronic files, messages, internet use, blogs, "tweets", instant messages, text messages, email, voice mail, and other digital archives, and to monitor the use of electronic communications as necessary to ensure that no misuse or violation of Company policy or any law occurs.

Cell Phone Use

Cell phones brought to work must be on silent or vibrate mode to avoid disrupting coworkers. They may only be used during breaks and meal periods, away from where others are working. If cell phone use interferes with operations in any way, a Team member's cell phone privilege may be rescinded and disciplinary action, up to and including termination, may be used.

Team Members who receive Company cell phones should strive to use them for Company business only. All phones must be shut off during meetings.

6.2 - Rules & Policies

Confidentiality

No previous or current Team Member may disclose or give access to confidential Company information, in any way or at any time, unless otherwise authorized by Management.

Discrimination & Harassment

In keeping with our Equal Opportunity Employment clause, the Company will not tolerate on-site discrimination or harassment on any legally protected basis, including that of physical characteristics, mental characteristics, race, religious or political views, nationality, disability, medical condition, sex, sexual preference, or gender identification.

Harassment and discriminatory behavior among Team Members or contractor will result in disciplinary action, with the possibility of termination.

Discrimination and harassment by customers or other business associates should be immediately reported to your supervisor, at which point the Company will investigate and take corrective action. You are welcome to seek legal relief if you find the Company's actions inadequate.

Drugs & Alcohol

Good performance on the part of our Team Members is crucial to Holyoke Smokes Corp's success. For this reason, we strictly forbid Team Members to do the following while at work*:



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- Drinking alcohol and selling, purchasing or using illegal drugs at work. An “illegal drug” is any drug that has not been obtained by legal means. This includes prescription drugs being used for non-prescribed purposes.
- Possession of any non-prescribed controlled substance, including alcohol and legal but illegally obtained prescription drugs.
- Reporting for work intoxicated. We reserve the right to test Team Members for substance abuse. Illegal drugs, illegal drug metabolites, or excessive alcohol in your system will result in disciplinary action up to and including termination.

The Company cares about the overall health and well-being of its Team Members. Any Team Member who feels that he/she is developing a substance abuse problem is urged to seek help. The Company will grant time off (within reason) for rehabilitation. Be advised, however, that will not excuse a substance-related offense. In some cases, completion of a Company-approved rehabilitation program may serve as an alternative to termination.

*Including any part of Company property, Company vehicles, and during work hours.

6.3 - Disciplinary Action

The Company takes disciplinary matters very seriously and will exact discipline as it sees fit for any unacceptable action or behavior. These may include:

- Excessive lateness and/or absence
- Improper or indecent conduct
- Poor communication
- Uncooperative attitude
- Abuse, perfunctory or unauthorized use, or unauthorized possession of Company property
- Unauthorized use or disclosure of Company information
- Possession and/or use of illegal drugs, weapons or explosives
- Illegal harassment and/or discrimination - of any kind
- Violations of Company policy

Disciplinary action may consist of anything from verbal/written warnings and counseling, to demotion, transfer, suspension or termination. Rather than follow rote procedures, the Company will handle each matter individually to ensure fairness to all involved. Please review and internalize the list of “Don’ts” and try to use good judgment at all times.

Workplace Inspections

At Holyoke Smokes Corp we have a responsibility to protect our Team Members and our property. For this reason, we reserve the right to inspect the following, at any time, with or without notice:



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- Offices
- Computers and other equipment
- Company vehicles
- Any personal possessions brought onto Company premises, such as handbags, briefcases, and vehicles.

All inspections are compulsory. Those who resist inspection may be denied access to Company premises and be subject to disciplinary action.



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At-Will Employment Agreement and Acknowledgement of Receipt of Employee Handbook

Team Member: _____

I acknowledge that I have received a copy of the Holyoke Smokes Corp Team Member Handbook, which contains vital information on the Company's policies, procedures and benefits.

I understand that this Handbook's policies are intended only as guidelines, not as a contract of employment. I understand that my employment is on "at-will" terms and therefore subject to termination, with or without notice or obvious reason, by myself or the Company. Changes to my "at-will" status may only take the form of a written agreement signed by an authorized member of the Company as well as myself. This agreement supersedes all prior/contemporaneous inconsistent agreements.

I understand that the Company may change its policies, procedures and benefits at any time at its sole discretion, as well as interpret or vary them however it deems appropriate.

I have read (or will read) and agree to abide by all policies and procedures contained therein.

By: _____ Date: _____
Team Member

By: _____ Date: _____
Human Resources



Diversity Plan

Holyoke Smokes Corp acknowledges the challenge of workplace diversity, stemming from differences of gender, race, age, sexual orientation, disability, religion, background, class and marital status. We commit to the equitable treatment of all prospective and current directors, officers, Team Members, and will seek to encourage the participation in the cannabis industry by members of diverse groups, including pursuant to the programs set forth in this plan.

Holyoke Smokes Corp is a Cannabis Control Commission Social Equity Applicant diversified company with 100% of its Ownership being Minority and identify as LGBTQIA+ community as exemplified by:

- Massachusetts LGBT Chamber of Commerce, Member
- National LGBT Chamber of Commerce, Member
- Minority or Women-owned Business Certification, pending application

We have a zero-tolerance policy against discrimination of any kind; occurrences of discrimination or perceived discrimination will be investigated on a case-by-case basis. Team Members, including Management, found to have participated in a discriminatory event will be dismissed immediately.

Goals

Holyoke Smokes Corp is committed to hiring and promoting diverse persons into available positions while also looking at ways that Team Members from all backgrounds are given the same opportunities. We will develop a process that will be consistently engaged in, to be sure that people with marginalized identities and backgrounds have the opportunity to grow, contribute and develop.

Holyoke Smokes Corp will foster a work environment that is fair and impartial in all its relations with all persons, regardless of race, color, religious creed, age, sex, ancestry, sexual orientation, national origin, or non-job related disability.

We will make every effort to hire, train and promote marginalized groups and to involve them in every level of employment and decision-making. Our goal is to maintain or grow our current Team Members using the following minimum demographics as guidance: 60% Minorities, 20% LGBTQ+, 40% Women, 10% Veterans, and 10% Persons with Disabilities.

As of November 4, 2021, our current Team consist of the following:

Team Position	Total Members	Minorities	LGBTQ+	Women	Veterans	Persons With Disabilities
Owners	2	2	2		1	
Managers	3	1	3	1		
Delivery Drivers	0					
Fulfillment	0					
Totals	5	3	5	1	1	0

60% Minorities (3/5), 100% LGBTQ+ (5/5), 20% Women (1/5), 20% Veterans (1/5), 0% Persons with Disabilities (0/5)

Team Member Diversity Recruiting Program

Marcela Hoyos is our Chief Diversity Officer and as a Hispanic woman she is committed to carrying forth Holyoke Smokes Corp commitment to participating in diversity oriented outreach programs.

She will work with the Greater Holyoke Chamber of Commerce, City of Holyoke Disabilities Commission, Holyoke Veterans Benefits Department, The American Legion, Hampden County Sheriff Edward Caisse, Holyoke Community College and other community organizations to aid in improving the skills of minorities, veterans, persons with disabilities



Diversity Plan

and LGBTQIA+ to increase their opportunities for employment. Holyoke Smokes Corp will incorporate and participate in the following:

- Develop workplace equity by providing the tools to level the playing field to grow and mentor all candidate's competencies with a focus on historically underrepresented populations.
- Network with underrepresented groups in the communities to better understand what implicit barriers might exist preventing equality in the workplace.
- Develop and lead unconscious bias training for all Team Members.
- Network with organizations to help recruit qualified diverse individuals and provide business to minority owned suppliers and vendors
- Advertise open employment positions to publications directed to minorities, women, veterans, persons with disabilities, and LGBTQIA+.

Our current proposed agenda:

- **Cannabis Commission Control and ELEVATE Northeast Virtual Job Fair** - On Thursday, October 28, 2021 from 6:30pm - 8:30pm, a virtual job fair was held. After we receive our final license and if this job fair occurs again, we will register as an employer to participate in this event to hire attendees.
- **Hampden County Sheriff Edward Caisse** holds a virtual monthly Community Meeting on Zoom that we attend every month. The meetings are held on the 2nd Thursday starting at 1pm. There are usually over 20 community organizations in attendance and Sheriff Caisse provides this networking platform where he lets attendance make announcements of their programs. When we receive our final license and start our job fair, we will announce to the group that we are hiring and how their members or community can apply. We will continue to announce any job openings we have at each monthly meeting.
- **Daily Hampshire Gazette** - We will place job openings in the classified section of the newspaper stating we have job openings with preference of hiring individuals that identify as minority, LGBTQ+, woman, US Veteran, and/or persons with a disability
- **MassHire Holyoke Career Center** - We will go online and post our job openings at <https://masshirespringfield.org/business-solutions/post/> with preference of hiring individuals that identify as minority, LGBTQ+, woman, US Veteran, and/or persons with a disability. We will post our job openings on an "as needed" basis and will continually do so until the job vacancy is filled with a person we hire.
- **Massachusetts LGBT Chamber of Commerce** - We will go online at <https://business.malgbtcc.org/jobs> and post our job openings with the same postings from above.
- **Job Postings** - Per the Commission request, we will post our job positions at least annually even if we don't have a current opening. This will ensure we have a waiting list of applicants when we do actually have a job opening that needs to be filled.

Team Member Diversity Recruiting Metrics

Holyoke Smokes Corp is committed to compiling data regarding its Team Member diversity and will employ efforts to expand and promote its diverse workforce. The total number of all minorities, LGBTQIA+, women, veterans, and persons with disabilities employed in each job category at Holyoke Smokes Corp will be tracked and reported as follows:

Team Position	Total Members	Minorities	LGBTQ+	Women	Veterans	Persons With Disabilities
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Diversity Plan

Owners						
Managers						
Delivery Drivers						
Fulfillment						
Totals						

Supplier and Vendor Diversity Program

As a Social Equity Applicant, we want to ensure whenever possible that we work with suppliers who represent our commitment to diversity of minorities, LGBTQ+, women, and US Veterans. An emphasis will especially be placed on supplier diversity as we search for marijuana suppliers who we will execute a Wholesale Agreement with. We will do the following to find suppliers who identify with our diversity program:

- **Cannabis Control Commission Equity Programs** - We will email equity@CCCMass.com and submit a Freedom of Information Act (FOIA) request to get a list of suppliers that identify as Social Equity Participants. We will contact these licensee's to see if they identify with any of our diversity categories and are a great fit for our supplier needs. If so, we will negotiate a supplier wholesale agreement with them.
- **Massachusetts COMMBUYS** - We will go to www.commbuys.com/bsol/ to research suppliers and vendors and inquire if they identify with any of our diversity categories.

Supplier and Vendor Diversity Metric

Holyoke Smokes Corp is committed to compiling data regarding its supplier and vendor diversity and will employ efforts to expand and promote its diverse group of suppliers and vendors. The total number of all minorities (MWBE Certification), LGBTQIA+ (LGBTQ+ Certification), women (MWBE Certification), and veteran (VOSB Certification) in each supplier/vendor category at Holyoke Smokes Corp will be tracked and reported as follows:

Supplier or Vendor	Total Supplier/ Vendor	Minorities	LGBTQ+	Women	Veterans	Persons With Disabilities
Product						
Service						
Totals						

We will deploy every effort to find capable Suppliers and Vendors to meet our Supplier and Vendor Diversity Goal: 60% Minorities, 20% LGBTQ+, 40% Women, 10% Veterans, and 10% Persons with Disabilities.

Compliance

Holyoke Smokes Corp understands that any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. Holyoke Smokes Corp 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. The progress or success of this plan, in its entirety, is required to be documented annually upon renewal (renewal occurs one year from provisional licensure whether or not the licensee has a final license).