



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284580
Original Issued Date: 08/16/2022
Issued Date: 08/16/2022
Expiration Date: 08/16/2023

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Rockland Old Exit 14, Inc.

Phone Number: 617-699-3719
Email Address: lallyrob@gmail.com

Business Address 1: 1015 Hingham St.
Business City: Rockland
Business State: MA
Business Zip Code: 02370
Business Address 2:
Mailing Address 1: 1015 Hingham Street
Mailing City: Rockland
Mailing State: MA
Mailing Zip Code: 02370
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50
Role: Other (specify)
Percentage Of Control: 50
Other Role: President and Owner

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

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 50 Percentage Of Control: 50
Role: Owner / Partner Other Role:
First Name: Gregory Last Name: Donoghue Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100
Entity Legal Name: Rockland Old Exit 14, Inc. Entity DBA: Green Rock Cannabis DBA City: Rockland

Entity Description: Rockland Old Exit 14, Inc. is a Massachusetts Corporation formed for the purpose of holding interests in licensed cannabis establishments and operating cannabis establishments.

Foreign Subsidiary Narrative:

Entity Phone: 617-699-3719 Entity Email: lallyrob@gmail.com Entity Website:
Entity Address 1: 1015 Hingham Street Entity Address 2:
Entity City: Hingham Entity State: MA Entity Zip Code: 02370
Entity Mailing Address 1: 1015 Hingham Street Entity Mailing Address 2:
Entity Mailing City: Rockland Entity Mailing State: MA Entity Mailing Zip Code: 02370

Relationship Description: Rockland Old Exit 14, Inc. is the applicant.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Robert Last Name: Lally Suffix: Jr.
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$500000 Percentage of Initial Capital: 50
Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Gregory Last Name: Donoghue Suffix:
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$500000 Percentage of Initial Capital: 50
Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Robert Owner Last Name: Lally Owner Suffix: Jr.
Entity Legal Name: Manoa Botanicals LLC Entity DBA:
Entity Description: Medical Marijuana Dispensary in Honolulu
Entity Phone: 808-234-4658 Entity Email: brian@manoabotanicals.com Entity Website: monoabotanicals.com
Entity Address 1: 1308 Young Street Entity Address 2:
Entity City: Honolulu Entity State: HI Entity Zip Code: 96814 Entity Country: USA
Entity Mailing Address 1: 1308 Young Street Entity Mailing Address 2:
Entity Mailing City: Honolulu Entity Mailing State: HI Entity Mailing Zip Code: 96814 Entity Mailing Country: USA

Business Interest in Other State 2**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Robert Owner Last Name: Lally Owner Suffix: Jr.
Entity Legal Name: Wellness Connection of Nevada LLC Entity DBA:
Entity Description: Medical Marijuana dispensary and Retail Store
Entity Phone: 702-241-2308 Entity Email: info@cultivatelv.com Entity Website: cultivatelv.com
Entity Address 1: 3615 Spring Mountain Road Entity Address 2:
Entity City: Las Vegas Entity State: NV Entity Zip Code: 89102 Entity Country: USA
Entity Mailing Address 1: 3615 Spring Mountain Road Entity Mailing Address 2:
Entity Mailing City: Las Vegas Entity Mailing State: NV Entity Mailing Zip Code: 89102 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS**Individual 1**

First Name: Robert Last Name: Lally Suffix: Jr.
Marijuana Establishment Name: Cresco Labs, Inc. Business Type: Marijuana Retailer
Marijuana Establishment City: Chicago Marijuana Establishment State: IL

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1015 Hingham St.
Establishment Address 2:
Establishment City: Rockland Establishment Zip Code: 02370
Approximate square footage of the establishment: 5000 How many abutters does this property have?: 7
Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: Yes

HOST COMMUNITY INFORMATION**Host Community Documentation:**

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA certification Rockland Old Exit 14 (3).pdf	pdf	62325567e938dd07a5f5448b	03/16/2022
Community Outreach Meeting Documentation	Patriot Ledger Notice 3.22.pdf	pdf	62325729440815076f418c3c	03/16/2022

Community Outreach Meeting Documentation	Community Outreach Public Notice 3.22 (1).pdf	pdf	62325928e938dd07a5f544ab	03/16/2022
Community Outreach Meeting Documentation	Notice mailed abutters.pdf	pdf	62325c000034de07b094b27d	03/16/2022
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning Rockland.pdf	pdf	6232745c177b010789380da8	03/16/2022
Community Outreach Meeting Documentation	Executed Community Meeting Attestation.pdf	pdf	623b35820eb4740009f8b0ff	03/23/2022

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan 3.22.pdf	pdf	62327690e449f407967deadf	03/16/2022

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other (specify) Other Role: President/Owner
First Name: Robert Last Name: Lally Suffix: Jr.
RMD Association: Not associated with an RMD
Background Question: yes

Individual Background Information 2

Role: Executive / Officer Other Role:
First Name: Gregory Last Name: Donoghue Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:
Entity Legal Name: Rockland Old Exit 14, Inc. Entity DBA: Green Rock Cannabis
Entity Description: Rockland Old Exit 14, Inc. is a Massachusetts corporation formed for the purpose of holding interests in licensed cannabis establishments and operating cannabis establishments
Phone: 617-699-3719 Email: lallyrob@gmail.com
Primary Business Address 1: 1015 Hingham Street Primary Business Address 2:
Primary Business City: Rockland Primary Business State: MA Principal Business
Zip Code: 02370

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Rockland Old Exit 14 Inc. - MA Evidence of Organization (3.2.22)(10710031.1).pdf	pdf	62291ecc43c5a40747319628	03/09/2022
Bylaws	rOCKLAND Old Exit 14 - Bylaws(10675378.3).pdf	pdf	623278ab7641f907553ed4bf	03/16/2022
Department of Revenue - Certificate of Good standing	image000000001.jpg	jpeg	623fbe0c53957f00086a1852	03/26/2022
Secretary of Commonwealth - Certificate of Good Standing	Rockland Old Exit 14 Inc. - Massachusetts Good Standing (3.8.22)(10731676.1) (1).pdf	pdf	624dec753957f0008782bd0	04/06/2022
Secretary of Commonwealth - Certificate of Good Standing	2022 04 06 RL Signed Certification DUA.pdf	pdf	624f1f383eefeb000a24b180	04/07/2022

No documents uploaded

Massachusetts Business Identification Number: 001566453

Doing-Business-As Name: Green Rock Cannabis

DBA Registration City: Rockland

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Rockland Old Exit 14, Inc. Business Plan 2022.pdf	pdf	623b4fa40eb4740009f8fd42	03/23/2022
Proposed Timeline	Rockland Timeline.pdf	pdf	623b4fb50eb4740009f8fdb6	03/23/2022
Plan for Liability Insurance	Plan To Obtain Liability Insurance.pdf	pdf	623b506dd529af000a2d992b	03/23/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Plan to Obtain Marijuana- Retail.pdf	pdf	6222421f2882b60773c1c382	03/04/2022
Separating recreational from medical operations, if applicable	Separating Recreational from Medical .pdf	pdf	62224320e938dd07a5f5026e	03/04/2022
Restricting Access to age 21 and older	Restricting Access to Age 21 or older.pdf	pdf	622243c017ef97077a76713d	03/04/2022
Security plan	Rockland Security Plan 2.2022.pdf	pdf	622247289ca34b074e79ec68	03/04/2022
Prevention of diversion	Prevention of Diversion - 2.2022.pdf	pdf	62224bd92882b60773c1c3fb	03/04/2022
Storage of marijuana	Storage of Marijuana - 2.2022.pdf	pdf	622253eae449f407967da8b3	03/04/2022
Transportation of marijuana	Transportation of Marijuana 2.2022.pdf	pdf	62225b740d00f5077626b11e	03/04/2022
Inventory procedures	Inventory Procedures - 2.2022.pdf	pdf	62225cb1e449f407967da901	03/04/2022
Quality control and testing	Quality Control and Testing Retail.pdf	pdf	62225de5177b01078937cbcd	03/04/2022

Dispensing procedures	Dispensing Policy and Procedures.pdf	pdf	62225e920d00f5077626b136	03/04/2022
Personnel policies including background checks	Personnel Policies Including Background Checks.pdf	pdf	62225fae4dd71307b79cd182	03/04/2022
Record Keeping procedures	Maintaining of Financial Records 2.2022.pdf	pdf	62227f2117ef97077a767363	03/04/2022
Maintaining of financial records	Maintaining of Financial Records 2.2022.pdf	pdf	62227f3732b90c07941a6993	03/04/2022
Qualifications and training	Employee Qualifications and Trainings.pdf	pdf	622281ac17ef97077a767375	03/04/2022
Transportation of marijuana	Transportation Policy 4.2022.pdf	pdf	624e5464c91bef00095a0081	04/06/2022
Energy Compliance Plan	Energy Compliance Plan Rockland-2.2022.pdf	pdf	624e5fecc91bef00095a0919	04/06/2022
Diversity plan	Diversity Plan rev 4.2022.pdf	pdf	624f20965e5622000819b031	04/07/2022

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification:

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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

Host Community Agreement Certification Form

Instructions

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

Certification

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

1. Name of applicant:

2. Name of applicant’s authorized representative:

3. Signature of applicant’s authorized representative:

4. Name of municipality:

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



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

Douglas Lapp

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

8. Host community agreement execution date:



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Your Source

Public Notices

for the latest...

Public Notices

COMMUNITY OUTREACH
MEETING 3/21
LEGAL NOTICE

Notice is hereby given that a Community Outreach Meeting for Rockland Old Exit 14, Inc., a proposed Marijuana Establishment, is scheduled for March 21, 2022 at 6:00

Public Notices

p.m. at Doubletree Rockland 929 Hingham Street Rockland, MA 02370. Rockland Old Exit 14, Inc. is proposing to locate a Marijuana Retail Establishment at its anticipated location at 1015 Hingham Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions.

AD#7002078
PL 3/5/2022



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Rockland Old Exit 14, Inc.

Community Outreach Meeting Public Notice

Notice is hereby given that a Community Outreach Meeting for Rockland Old Exit 14, Inc., a proposed Adult Use Marijuana Establishment, is scheduled for March 21, 2022 at 6:00 p.m. at Doubletree Rockland 929 Hingham Street Rockland, MA 02370. Rockland Old Exit 14, Inc. is proposing to locate an Adult Use Marijuana Retail Establishment at its anticipated location at 1015 Hingham Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions.

TOWN CLERK, ROCKLAND
MAR 7 '22 AM 11:00

Attachment C

Rockland Old Exit 14, Inc.

Community Outreach Meeting Public Notice

Notice is hereby given that a Community Outreach Meeting for Rockland Old Exit 14, Inc., a proposed Adult Use Marijuana Establishment, is scheduled for March 21, 2022 at 6:00 p.m. at Doubletree Rockland 929 Hingham Street Rockland, MA 02370. Rockland Old Exit 14, Inc. is proposing to locate an Adult Use Marijuana Retail Establishment at its anticipated location at 1015 Hingham Street, Rockland, MA 02370. There will be an opportunity for the public to ask questions.

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<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
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Total Postage and Fees	\$4.33

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Extra Services & Fees (check box, add fee as appropriate)	\$0.00
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<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
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Extra Services & Fees (check box, add fee as appropriate)	\$0.00
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PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
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<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00
Postage	\$0.58
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Certified Mail Fee	\$3.75
Extra Services & Fees (check box, add fee as appropriate)	\$0.00
<input type="checkbox"/> Return Receipt (hardcopy)	\$0.00
<input type="checkbox"/> Return Receipt (electronic)	\$0.00
<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
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Total Postage and Fees	\$4.33

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Postmark Here
MAR 11 2022
03/11/2022

Sent To [Redacted]
City [Redacted]
State [Redacted]
Zip [Redacted]

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

Plan to Remain Compliant With Local Zoning

Rockland Old Exit 14, Inc. (“the Company”) will remain compliant at all times with the local zoning requirements set forth in the Rockland Zoning By-laws (the “By-laws”). In accordance with By-laws Section 415-19, the Company’s proposed marijuana establishment at 1015 Hingham Street in Rockland is located in the H-1 Industrial Park-Hotel Zoning District designated for marijuana establishments. In compliance with By-laws Section 415-38.5(C)(3), the property is not located within 300 feet of a property boundary line of any lot in use as a private or public school, college, licensed day-care facility, library, park, playground, residential neighborhood or zoning district, recreational or athletic fields or facility or similar place where children typically congregate. In compliance with 935 CMR 500.110(3), the Company’s proposed facility is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12. As required by the By-law, Rockland Old Exit 14, Inc. will apply for a Special Permit and Site Plan Approval from the Rockland Planning Board. The Company will also obtain any other local permits or approvals required to operate a marijuana establishment at the proposed location and will comply with all permit conditions and standards set forth by the Town of Rockland. The Company has already attended several meetings with various Rockland officials, departments and boards to discuss its plans for a proposed marijuana establishment and has executed a Host Community Agreement with the Town of Rockland. The Company will continue to work cooperatively with the Town to ensure that its marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

Outreach to Town Officials

Maintaining a compliant zoning classification for our Rockland retail facility stands as one of the company’s highest priorities and, therefore, will be a chief topic of discussion through our outreach to town officials. In addition to remaining compliant with the existing Rockland Zoning By-laws, the Company’s executive management team will continually engage with the Town of Rockland to remain up to date with local codes, zoning ordinances and by-laws in order to remain fully compliant. It is the company’s belief that our efforts to build strong relationships with local government represents the best method for remaining compliant with local zoning regulations, should any new developments or regulations arise. Rockland Old Exit 14, Inc. will speedily work in conjunction with all necessary municipal or private entities needed to rectify any changes to zoning which may occur.

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): 03/21/2022
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

a. Date of publication: 03/05/2022

b. Name of publication: Patriot Ledger

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: 03/07/2022

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

a. Date notice(s) mailed: 03/11/2022

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:

Rockland Old Exit 14, Inc.

Name of applicant's authorized representative:

Robert Lally

Signature of applicant's authorized representative:

Rob Lally



Positive Impact Plan

Rockland Old Exit 14, Inc. (the “**Company**”) plans to positively impact the following individuals: (i) past or present residents of areas of disproportionate impact as defined by the Cannabis Control Commission; (ii) Commission designated Economic Empowerment Priority and Social Equity Program participants.

The Company will implement the following goals, programs and measurements pursuant to this Plan for Positive Impact (the “**Positive Impact Plan**”).

Goals:

The Company’s goals for this Positive Impact Plan are as follows:

1. Host **two (2)** networking events through the “Green Rock Training Program”, described in more detail below.
2. Identify and recruit at least **two (2)** Economic Empowerment Program (“**EEP**”) and/or Social Equity Program (“**SEP**”) participants or residents of areas of disproportionate impact and focusing on neighboring towns such as Abington, Randolph, and Braintree to participate in the Training Program.
3. Provide members of the training program with the opportunity to complete the Company’s standard **employee training program** and **manager training program**.
4. Contribute a minimum of **Ten Thousand and 00/100 Dollars (\$10,000.00)** to the Jeffrey Coombs Memorial Fund, an Abington based non-profit that provides services to past or present residents of areas of disproportionate impact.

Programs:

In an effort to reach the above-mentioned goals, the Company shall implement the following practices and programs:

1. The Green Rock Training Program

The Company will implement its “Green Rock Training Program” (the “**Program**”). The Program is designed to positively impact past or present residents of areas of disproportionate impact as defined by the Cannabis Control Commission and Commission designated Economic Empowerment Priority and Social Equity Program participants by providing a select number of participants with exclusive access to the Company’s training programs and introducing them to the industry through networking events. The Program will not be specifically limited in duration.

The Company will seek to identify and recruit at least **two (2)** participants in the Program during the first year. In an effort to ensure that the participants in the Program are past or present residents of areas of disproportionate impact as defined by the Cannabis Control Commission or Massachusetts residents who have past drug convictions it will: (1) Post **monthly notices** for the first **three (3) months** of the Program in newspapers of general circulation in those municipalities, including but not limited to, the **Patriot Ledger**. These notices will state, among other things, that the Company is specifically looking for Massachusetts residents who are 21 years or older and either (i) live in an area of disproportionate impact as defined by the Cannabis

Control Commission;

(2) Review the Commission's database of approved EEP and SEP applicants and attempt to contact those eligible individuals; 3) The Company will submit an Equity Involvement form so that information about the Green Rock Training Program can be disseminated to EEP and SEP applicants. Once enrolled, each participant in the Program will be offered the opportunity to complete the Company's standard employee training program and manager training program.

The standard employee and manager training programs will provide the participant with hands on training as a responsible vendor including: (1) an understanding of different products and methods of consumption including edibles; potency; effects; secondhand absorption time; (2) procedures to ensure that consumers are not over-served; and (3) procedures for mitigating the risk of an impaired consumer and ensuring the safety of patrons and the general public in the event of impairment. Additionally, these training programs will provide the participants with a review of the Company's retail SOP's. Collectively, between the manager training program and employee training program, Program participants will be **offered up to 60 hours** of training.

Furthermore, as described above, the Company will host **two (2)** networking events each year to introduce its program participants to the Massachusetts cannabis industry. The Company will partner with organizations such as the Commonwealth Dispensary Association and the Massachusetts Patient Advocacy Alliance for these networking events.

The Company has contracted with Yasue Keyes, who will serve as its community liaison and will be in charge of implementing the Program.

2. Charitable Donation:

The Company will donate a minimum of ***ten thousand dollars (\$10,000)*** to the Jeffrey Coombs Memorial Foundation, an Abington-based charity which helps, among others, residents of areas of disproportionate impact closest to Rockland such as Abington, Brockton and Braintree. A copy of the letter from this charity confirms that they are willing to accept the Company's annual donation and that they serve areas of disproportionate impact is attached.

Annual Review:

Each year, the Company will review the following criteria in an effort to measure the success of its Plan to Positively Affect Areas of Disproportionate Impact.

1. Identify the number of individuals participating in the Program;
2. Identify the number of events it has held through the Program;
3. Identify the number of training hours provided to participants of the Program and
4. Identify the amount of the charitable donation and date of the donation to our designated charity.

The Company affirmatively states that it: (1) has confirmed that the abovementioned charity will accept donations from the Company; (2) acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; (3) 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; and (4) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of this license.



March 9, 2002

Ms. Yasue Keyes
Rockland Old Exit 14, Inc.
Rockland, MA

Dear Yasue,

Thank you so much for considering the Jeffrey Coombs Memorial Foundation to be the recipient of an annual donation from Rockland Old Exit 14, Inc.'s Positive Impact Plan. After consulting my board, we agreed we'd be honored and thrilled to receive the donation. We held a road race and family day for 20 years as our major fundraiser, but having decided to end that event this past September, we are seeking new ways to raise funds to support our efforts of helping individuals and families in Massachusetts who are challenged financially by death, illness, and other circumstances beyond their control.

Our grants range from \$500 to \$3000 per request, and we serve individuals and families in Massachusetts or New England families whose children are being treated at Children's Hospital. We work closely with local social service agencies and hospital patient liaisons. In the last year, we've distributed more than 20 grants to residents of Abington, Rockland, Brockton and Braintree, and numerous other grants to residents through the Commonwealth. Grants issued in the aforementioned towns included the following:

- A number of widows struggling financially after the loss of their husbands
- A mom diagnosed with breast cancer
- A Gold Star family struggling to pay bills
- A couple who lost their house in a fire
- A wife and mom who lost her business due to the pandemic
- Several families diagnosed with serious or terminal illness unable to pay bills due to loss of work
- A teacher's aid whose husband had brain cancer
- A family whose father suffered a serious accident
- A family whose young father had open heart surgery and serious complications
- A mom who lost her son who was living with her and helping to pay rent
- A mom with health issues caring for her young daughter diagnosed with cancer
- A military family struggling to pay bills

We also "adopted" a number of families over the holidays, helping them have a nice Christmas for their young children.

Thank you again for your consideration. We are proud of the work we have done in Jeff's memory the last 20 years and look forward to continuing our impact on those who need it.

Best of luck on your opening.

Kind regards,

Christie Coombs
President and Founder
Jeff Coombs Memorial Foundation

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

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Organization

FORM MUST BE TYPED

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

The exact name of the corporation is:

Rockland Old Exit 14, Inc.**ARTICLE II**

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

None.**ARTICLE III**

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	100,000	\$.0001

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

ARTICLE IV

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

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

See Attached.

EXHIBIT A

ROCKLAND OLD EXIT 14, INC.

ARTICLES OF ORGANIZATION

ARTICLE VI

6.1 The board of directors of this corporation (the "Board") may make, amend, or repeal the bylaws of this corporation (as such may be amended, the "Bylaws") in whole or in part, except with respect to any provision thereof that, by virtue of an express provision in Chapter 156D of the Massachusetts General Laws, as the same exists or may hereafter be amended, or any successor thereto ("Chapter 156D"), the articles of organization of this corporation, as the same exists or may hereafter be amended (these "Articles of Organization"), or the Bylaws, requires action by the shareholders of this corporation.

6.2 The number of authorized shares of any class or series of capital stock of this corporation, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto shall be set forth in these Articles of Organization or any amendment thereto approved by the Board. All or a specified number of directors of this corporation (each, a "Director") may be elected by the holders of one or more authorized classes or series of shares of capital stock of this corporation, as set forth in an amendment to these Articles of Organization. At any time after the initial issuance of shares of any class or series of capital stock of this corporation, the Board may reclassify any unissued shares of such class or series into one or more existing or new classes or series of capital stock of this corporation. Shares of any class or series of capital stock of this corporation may be issued as a share dividend in respect of shares of another such class or series.

6.3 Action required or permitted by Chapter 156D to be taken at a meeting of the shareholders of this corporation may be taken without a meeting if the action is taken by shareholders having not fewer than the minimum number of votes necessary to take such action at a meeting at which all shareholders entitled to vote on such action are present and voting.

6.4 If any provision of Chapter 156D would otherwise require the affirmative vote of more than a majority of the shares in any voting group of shareholders of this corporation for favorable action to be taken on a matter, favorable action may nevertheless be taken by vote of a majority of all the shares in such voting group entitled to vote on the matter.

6.5 To the maximum extent permitted by Chapter 156D, no Director shall be personally liable to this corporation for monetary damages for breach of fiduciary duty as a director of this corporation, notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provisions of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any act or failure to act of such Director occurring prior to such amendment or repeal. If Chapter 156D is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporate action to further eliminate or limit such liability, then the liability of the Directors shall, without any further action of the Board or the stockholders of this corporation, be eliminated or limited to the fullest extent permitted by Chapter 156D.

6.6 To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of, and advancement of expenses to, (i) Directors, (ii) officers and agents of this corporation, and (iii) any other persons to whom or which Chapter 156D permits this corporation to provide indemnification.

6.7 The number of Directors that constitutes the entire Board shall initially be one (1), and thereafter shall be fixed in, or specified in accordance with, the Bylaws. This corporation may have as few as one or two Directors, notwithstanding the number of shareholders of this corporation.

6.8 The Directors may specify the manner in which the accounts of this corporation shall be kept and may determine (i) what constitutes net earnings, profits and surplus, (ii) what amounts, if any, shall be reserved for any corporate purpose, and (iii) what amounts, if any, shall be declared as dividends. Unless the Board otherwise specifies, the excess of the consideration for any share of capital stock with par value issued by this corporation over such par value shall be surplus. The Board may allocate to capital less than all of the consideration for any share of capital stock without par value issued by this corporation, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

6.9 The purchase or other acquisition by this corporation of its own shares of capital stock shall not be deemed a reduction of its capital. Upon any reduction of capital or shares of capital stock, no shareholder of this corporation shall have any right to demand any distribution from this corporation, except as and to the extent that the shareholders shall have provided at the time of authorizing such reduction.

6.10 This corporation may enter into contracts or transact business with one or more of the Directors or its officers or stockholders, or with any corporation, organization or other concern in which one or more of the Directors, or its officers or stockholders, are directors, officers or stockholders or are otherwise interested and may enter into other contracts or transactions in which one or more of the Directors, or its officers or stockholders, are in any way interested. In the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such one or more of the Directors, or the officers or stockholders of this corporation, have or may have any interest that is or might be adverse to the interest of this corporation even though the vote or action of the Directors, or the officers or stockholders of this corporation, having such adverse interest may have been necessary to obligate this corporation upon such contract or transaction.

At any meeting of the Board (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any Director having such adverse interest may vote or act thereat with like force and effect as if such Director had no such interest, provided in such case that the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the Directors. A general notice that a Director or officer is interested in any corporation, organization or other concern of any kind referred to above shall be a sufficient disclosure as to the interest of such Director or officer with respect to all contracts and transactions with such corporation, organization or other concern. No Director shall be disqualified from holding office as a Director or as an officer of this corporation by reason of any such adverse interest, unless the Board shall determine that such adverse interest is detrimental to this corporation. In the absence of fraud, no Director, and no officer or stockholder of this corporation, having such adverse interest shall be liable on account of such adverse interest to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director, officer or stockholder be accountable on such ground for any gains or profits realized thereon.

[remainder of page intentionally left blank]

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
1015 Hingham Street Rockland MA 02370
- b. The name of its initial registered agent at its registered office:
Robert Lally
- 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):

President: Robert Lally

Treasurer: Robert Lally

Secretary: Robert Lally

Director(s): Robert Lally

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
To apply for licensure of a cannabis business pursuant to G.L. c. 94G and 935 CMR 500 et seq.
- f. The street address of the principal office of the corporation:
1015 Hingham Street Rockland MA 02370
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

1015 Hingham Street Rockland MA 02370, which is
(number, street, city or town, state, zip code)

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

Signed this 24th day of February, 2022 by the incorporator(s):

Signature:

DocuSigned by:
Rob Lally
15CF2C7D836D45A...

Name: Robert Lally

Address: 1015 Hingham Street Rockland MA 02370

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:

March 02, 2022 11:21 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**BYLAWS
OF
ROCKLAND OLD EXIT 14, INC.**

Section 1 ARTICLES OF ORGANIZATION

1.1 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 shares, 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.

Section 2 OFFICES

2.1 Registered Office. The registered office shall be in the Town of Rockland, County of Plymouth, Commonwealth of Massachusetts.

2.2 Other Offices. The corporation may also have offices at such other places both within and without the Commonwealth of Massachusetts as the board of directors may from time to time determine or the business of the corporation may require.

Section 3 SHAREHOLDERS

3.1 Location of Meetings. All meetings of the shareholders shall be held at such place either within or without the Commonwealth of Massachusetts as shall be designated from time to time by the board of directors, or if not so designated, at the registered office of the corporation. Notwithstanding the foregoing, the board of directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 7.08 of the Massachusetts Business Corporation Act. If so authorized, and subject to such guidelines and procedures as the board of directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communication, participate in a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings

of the meeting substantially concurrently with such proceedings, and (iii) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation. Any adjourned session of any meeting shall be held at the place designated in the vote of adjournment.

3.2 Annual Meeting. The annual meeting of shareholders shall be held at 10:00 a.m. on the second Wednesday in May in each year, unless that day be a legal holiday at the place where the meeting is to be held, in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday, or at such other date and time as shall be designated from time to time by the board of directors, at which they shall elect a board of directors and transact such other business as may be required by law or these bylaws or as may properly come before the meeting.

3.3 Special Meetings. A special meeting of shareholders, including a special meeting held in lieu of the annual meeting, 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.

3.4 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 (7) days but no more than sixty (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 the 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) 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, or (b) such shareholder attends such

meeting without protesting, prior to or at the meeting's commencement, the holding of the meeting or transacting business at the meeting.

3.5 Shareholder List. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in the name of each shareholder. Such list shall be open to the examination of any shareholder, for any purpose germane to the meeting 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.

3.6 Quorum of Shareholders. 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.

3.7 Proxy Representation. Every shareholder may authorize another person or persons to act for him by proxy in all matters in which a shareholder is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the shareholder or by 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 eleven (11) months from the date the shareholder signed the form, or the date of its receipt by the secretary or his agent, if undated. Except as provided by law, a revocable proxy shall be deemed revoked if the shareholder is present at the meeting for which the proxy was given. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. The authorization of a proxy may, but need not be limited to specified action, provided, however, that if a proxy limits its authorization to a meeting or meetings of shareholders, unless otherwise specifically provided such proxy shall entitle the holder thereof to vote at any adjourned session but shall not be valid after the final adjournment thereof.

3.8 Inspectors. The directors or the person presiding at the meeting may, but need not unless required by law, appoint one or more inspectors of election and any substitute inspectors to act at the meeting or any adjournment thereof. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

3.9 Action by Vote. When a quorum is present at any meeting, whether the same be an original or an adjourned session, a plurality of the votes properly cast for election to any office shall elect to such office and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the articles of organization or by these bylaws. No ballot shall be required for any election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

3.10 Action Without Meetings. 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 sixty (60) days of the date of the earliest dated consent delivered to the corporation. The corporation must, at least seven (7) 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. Without limiting any method for delivery of consent given under this Section 3.13 that is permitted by the Massachusetts Business Corporation Act, any consent given by electronic transmission shall be deemed to be delivered to the corporation by its delivery to (i) an officer, or (ii) an authorized agent of the corporation having custody of the book in which proceedings of meetings of shareholders or members are recorded, whether or not such consent is reduced to paper form.

3.11 Organization. Meetings of shareholders shall be presided over by the chairperson of the board of directors, if any, or in his absence by the president, or in his absence by a vice

president, or in the absence of the foregoing persons by a chairperson chosen at the meeting by the board. The secretary shall act as secretary of the meeting, but in his absence the chairperson of the meeting may appoint any person to act as secretary of the meeting. The chairperson of the meeting shall announce at the meeting of shareholders the date and time of the opening and the closing of the polls for each matter upon which the shareholders will vote.

3.12 Conduct of Meetings. The board of directors of the corporation may adopt by resolution such rules and regulations for the conduct of the meeting of shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the board of directors, the chairperson of any meeting of shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the board of directors or prescribed by the chairperson of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to shareholders of record of the corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the board of directors or the chairperson of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 4 DIRECTORS

4.1 Number. The number of directors which shall constitute the whole board shall not be less than one. The first board shall consist of one (1) director. Thereafter, the shareholders at the annual meeting shall determine the number of directors, and the number of directors may be increased or decreased at any time or from time to time by the shareholders or by the directors by vote of a majority of directors then in office, except that any such decrease by vote of the directors shall only be made to eliminate vacancies existing by reason of the death, resignation or removal of one or more directors. The directors shall be elected at the annual meeting of the shareholders, except as provided in these bylaws. Directors need not be shareholders.

4.2 Tenure. Except as otherwise provided by law, by the articles of organization or by these bylaws, each director shall hold office until the next annual meeting and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4.3 Powers. The business of the corporation shall be managed by or under the direction of the board of directors which shall have and may exercise all the powers of the corporation and do all such lawful acts and things as are not by law, the articles of organization or these bylaws directed or required to be exercised or done by the shareholders.

4.4 Vacancies. Vacancies and any newly created directorships resulting from any increase in the number of directors may be filled by vote of the shareholders at a meeting called for the purpose, or by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. When one or more directors shall resign from the board, effective at a

future date, a majority of the directors then in office, including those who have resigned, shall have power to fill such vacancy or vacancies, the vote or action in writing thereon to take effect when such resignation or resignations shall become effective. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number, subject to any requirements of law or of the articles of organization or of these bylaws as to the number of directors required for a quorum or for any vote or other actions.

4.5 Committees. The board of directors may, by vote of a majority of the whole board, (a) designate, change the membership of or terminate the existence of any committee or committees, each committee to consist of one or more of the directors; (b) designate one or more directors as alternate members of any such committee who may replace any absent or disqualified member at any meeting of the committee; and (c) determine the extent to which each such committee shall have and may exercise the powers and authority of the board of directors in the management of the business and affairs of the corporation, including the power to authorize the seal of the corporation to be affixed to all papers which require it and the power and authority to declare dividends or to authorize the issuance of stock; excepting, however, such powers which by law, by the articles of organization or by these bylaws they are prohibited from so delegating. In the absence or disqualification of any member of such committee and his alternate, if any, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Except as the board of directors may otherwise determine, any committee may make, alter and repeal rules for the conduct of its business, but unless otherwise provided by the board or such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the conduct of business by the board of directors. 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 the bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors upon request.

4.6 Regular Meeting. Regular meetings of the board of directors may be held without call or notice at such place within or without the Commonwealth of Massachusetts and at such times as the board may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. A regular meeting of the directors may be held without call or notice immediately after and at the same place as the annual meeting of the shareholders.

4.7 Special Meetings. Special meetings of the board of directors may be held at any time and at any place within or without the Commonwealth of Massachusetts designated in the notice of the meeting, when called by the president, or by one-third or more in number of the directors, reasonable notice thereof being given to each director by the secretary or by the president or by any one of the directors calling the meeting.

4.8 Notice. It shall be reasonable and sufficient notice to a director to send notice by telegram or telecopy or other form of electronic transmission at least twenty-four hours before the

meeting, addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting 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 thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

4.9 Quorum. Except as may be otherwise provided by law, by the articles of organization or by these bylaws, at any meeting of the directors a majority of the directors then in office shall constitute a quorum. A quorum shall not in any case be less than one-third of the total number of directors constituting the whole board. 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.

4.10 Action by Vote. Except as may be otherwise provided by law, by the articles of organization or by these bylaws, when a quorum is present at any meeting the vote of a majority of the directors present shall be the act of the board of directors.

4.11 Action Without a Meeting. Unless otherwise restricted by the articles of organization or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all the members of the board or of such committee, as the case may be, consent thereto in writing, or by electronic transmission, and such writing or writings and such electronic transmission or transmissions are filed with the records of the meetings of the board or of such committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be electronic form if the minutes are maintained in electronic form. Such consent shall be treated for all purposes as the act of the board or of such committee, as the case may be.

4.12 Participation in Meetings by Conference Telephone. Unless otherwise restricted by the articles of organization or these bylaws, members of the board of directors or of any committee thereof may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

4.13 Compensation. Unless otherwise restricted by the articles of organization or these bylaws, the board of directors shall have the authority to fix from time to time the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and the performance of their responsibilities as directors and may be paid a fixed sum for attendance at each meeting of the board of directors and/or a stated salary as director. No such payment shall preclude any director from serving the corporation or its parent or subsidiary corporations in any other capacity and receiving compensation therefor. The board of directors may also allow compensation for members of special or standing committees for service on such committees.

4.14 Interested Directors and Officers.

(a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

4.15 Resignation or Removal of Directors. Unless otherwise restricted by the articles of organization or by law, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the stock issued and outstanding and entitled to vote at an election of directors. Any director may resign at any time by delivering his resignation in writing to the president or the secretary or to a meeting of the board of directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time and without in either case the necessity of its being accepted unless the resignation shall so state. No director resigning and no director removed shall have any right to receive compensation as such director for any period following his resignation or removal, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation, 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 removal, the body acting on the removal, shall in their or its discretion provide for compensation.

Section 5 NOTICES

5.1 Form of Notice. Whenever, under the provisions of law, of the articles of organization or of these bylaws, notice is required to be given to any director or shareholder, such notice may be given by mail, addressed to such director or shareholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Unless written

notice by mail is required by law, written notice may also be given by telegram, telecopy, commercial delivery service or similar means, addressed to such director or shareholder at his address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Notice may also be given to any shareholder and to any director by any form of electronic transmission, to the same extent permitted by Section 1.41 of the Massachusetts Business Corporation Act with respect to shareholders, and will be deemed given at the time provided therein. Oral notice or other in-hand delivery (in person or by telephone) shall be deemed given at the time it is actually given.

5.2 Waiver of Notice. Whenever notice is required to be given under the provisions of law, the articles of organization or these bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the shareholders, directors or members of a committee of the directors need be specified in any written waiver of notice.

Section 6 OFFICERS AND AGENTS

6.1 Enumeration; Qualification. The officers of the corporation shall be a president, a treasurer, a secretary and such other officers, if any, as the board of directors from time to time may in its discretion elect or appoint including without limitation a chairperson of the board of directors and one or more vice presidents. Any officer may be, but none need be, a director or shareholder. Any two or more offices may be held by the same person. Any officer may be required by the board of directors to secure the faithful performance of his duties to the corporation by giving bond in such amount and with sureties or otherwise as the board of directors may determine.

6.2 Powers. Subject to law, to the articles of organization and to the other provisions of these bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such additional duties and powers as the board of directors may from time to time designate.

6.3 Election. The board of directors at its first meeting after each annual meeting of shareholders shall choose a president, a secretary and a treasurer. Other officers may be appointed by the board of directors at such meeting, at any other meeting or by written consent. At any time or from time to time, the directors may delegate to any officer their power to elect or appoint any other officer or any agents.

6.4 Tenure. Each officer shall hold office until the first meeting of the board of directors following the next annual meeting of the shareholders and until his successor is elected and qualified unless a shorter period shall have been specified in terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Each agent of the corporation shall retain his authority at the pleasure of the directors, or the officer by whom he was appointed or by the officer who then holds agent appointive power.

6.5 Chairperson of the Board of Directors. The chairperson of the board of directors, if any, shall have such duties and powers as shall be designated from time to time by the board of directors. Unless the board of directors otherwise specifies, the chairperson of the board, or if there is none the president, shall preside, or designate the person who shall preside, at all meetings of the shareholders and of the board of directors. References in these bylaws to a chairperson shall include references to persons designated by the board of directors with the title chairman, chairwoman or chair or any similar title.

6.6 President and Vice Presidents. Unless a chief executive officer has been elected by the board of directors, the president shall be the chief executive officer and shall have direct and active charge of all business operations of the corporation and shall have general supervision of the entire business of the corporation, subject to the control of the board of directors. As provided in Section 6.5, in the absence of the chairperson of the board of directors, the president shall preside at all meetings of the shareholders and of the board of directors at which the president is present, except as otherwise voted by the board of directors.

The president or treasurer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Any vice presidents shall have such duties and powers as shall be designated from time to time by the board of directors or by the president.

6.7 Treasurer and Assistant Treasurers. The treasurer shall be the chief financial officer of the corporation and shall be in charge of its funds and valuable papers, and shall have such other duties and powers as may be assigned to him from time to time by the board of directors or by the president.

Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the treasurer.

6.8 Secretary and Assistant Secretaries. The secretary shall record all proceedings of the shareholders, of the board of directors and of committees of the board of directors in a book or series of books to be kept therefor and shall file therein all writings of, or related to, action by shareholder or director consent. In the absence of the secretary from any meeting, an assistant secretary, or if there is none or he is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Unless a transfer agent has been appointed, the secretary shall keep or cause to be kept the stock and transfer records of the corporation, which shall contain the names and record addresses of all shareholders and the number of shares registered in the name of each shareholder. The secretary shall have such other duties and powers as may from time to time be designated by the board of directors or the president.

Any assistant secretaries shall have such duties and powers as shall be designated from time to time by the board of directors, the president or the secretary.

6.9 Resignation and Removal. Any officer may resign at any time by delivering his resignation in writing to the president or the secretary or to a meeting of the board of directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and without in any case the necessity of its being accepted unless the resignation shall so state. The board of directors may at any time remove any officer either with or without cause. The board of directors may at any time terminate or modify the authority of any agent. No officer resigning and no officer removed shall have any right to any compensation as such officer for any period following his resignation or removal, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation, 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 removal, the body acting on the removal, shall in their or its discretion provide for compensation.

6.10 Vacancies. If the office of the president or the treasurer or the secretary becomes vacant, the directors may elect a successor. If the office of any other officer becomes vacant, any person or body empowered to elect or appoint that office may choose a successor. Each such successor shall hold office for the unexpired term of his predecessor, and in the case of the president, the treasurer and the secretary until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section 7 CAPITAL STOCK

7.1 Share Certificates. Each shareholder shall be entitled to a certificate stating the number and the class and the designation of the series, if any, of the shares held by him, in such form as shall, in conformity to law, the articles of organization and the bylaws, be prescribed from time to time by the board of directors. Such certificate shall be signed by (i) the chairperson of the board of directors or the president or a vice-president and (ii) the treasurer or an assistant treasurer or the secretary or an assistant secretary. Any or all of the signatures on the certificate may be a facsimile. In case an officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the time of its issue.

7.2 Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 8 TRANSFER OF SHARES OF STOCK

8.1 Transfer on Books. Subject to any restrictions with respect to the transfer of shares of stock provided in these bylaws or otherwise, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the board of directors or the transfer agent of the corporation may reasonably require. Except as may be otherwise required by law, by the articles of organization or by these bylaws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote or to give any consent with respect thereto and to be held liable for such calls and assessments, if any, as may lawfully be made thereon, regardless of any transfer, pledge or other disposition of such stock until the shares have been properly transferred on the books of the corporation.

It shall be the duty of each shareholder to notify the corporation of his post office address.

8.2 Prohibited Transfers. No shares of stock may be Transferred (i) to a Person that has been, or could reasonably be expected to be, subject to an Adverse Suitability Determination, (ii) to a Person whose control of the corporation would violate the control limitations provided for in 935 CMR 500.005, or (iii) where such Transfer would result in, or reasonably could be expected to result in, an Adverse Suitability Determination with respect to the corporation.

As used in this Section 8.2, the following terms shall have the following meanings:

“Adverse Suitability Determination” means, with respect to a Person, a recommendation or determination by a Cannabis Regulatory Body that such Person, its Affiliates, or any of such Person’s or its Affiliates’ respective Representatives is not suitable for licensure in connection with a cannabis business in the Commonwealth of Massachusetts pursuant to 935 CMR 500, 935 CMR 501 or any other provision of law.

“Affiliate” means, with respect to any Person, any Person that controls, is controlled by or is under common control with such Person.

“Cannabis Regulatory Body” means the Massachusetts Cannabis Control Commission, the Massachusetts Department of Public Health, any municipality that regulates cannabis businesses, or the staff of such governmental bodies or any other governmental body.

“Person” shall include any corporation, association, joint venture, partnership, limited partnership, limited liability company, business trust, institution, foundation, pool, plan, government or political subdivision thereof, government agency, trust or other entity or organization or a natural person.

“Representative” means, with respect to a Person, such Person’s officers, directors, employees, members, managers, equity holders, agents, consultants, advisors and representatives.

“Transfer” means any sale, distribution, conveyance, donation, assignment, bequest, gift, pledge or other transfer (including an initial issuance of stock by the corporation), whether voluntary,

involuntary, by operation of law or otherwise, of all or any part of any interest in any stock of this corporation.

Section 9 CORPORATION RIGHT OF REPURCHASE

9.1 The corporation shall have the right, but not the obligation, to purchase from a shareholder all of such shareholder's shares of capital stock, for an amount equal to the price paid by such shareholder for such shares of capital stock, upon the occurrence of any of the following events: (i) an Adverse Suitability Determination is made with respect to such shareholder or (ii) a Cannabis Regulatory Body advises the corporation that a decision with respect to one of the corporation's cannabis business licenses is being delayed beyond six (6) months following the filing of the application for such cannabis business license, and the corporation is advised that the primary reason for such delay is the participation of or concerns about such shareholder.

The corporation, at its choice, may satisfy its payment obligation to such shareholder in respect of such shareholder's shares of capital stock by any of the following methods, or any combination of such methods: (i) by check, (ii) by wire transfer of immediately available funds, (iii) in the event the shareholder is indebted to the corporation, by canceling all or any portion of such indebtedness or (iv) by delivering to such shareholder a promissory note with a principal balance equal to the aggregate repurchase price, which note shall be payable over a ten (10) year period and shall bear interest at a rate equal to the last published long-term Applicable Federal Rate.

Section 10 GENERAL PROVISIONS

10.1 Record Date for Purpose of Meeting. The directors may fix in advance a time not more than seventy (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 one hundred twenty (120) days after the date fixed for the original meeting, the directors shall fix a new record date.

10.2 Record Date for Purposes Other Than Meetings. The directors may fix in advance a time not more than seventy (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.

10.3 Dividends. Dividends upon the capital stock of the corporation may be declared by the board of directors at any regular or special meeting or by written consent, pursuant to law.

Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the articles of organization.

10.4 Payment of Dividends. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

10.5 Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

10.6 Fiscal Year. The fiscal year of the corporation shall begin on the first of January in each year and shall end on the last day of December next following, unless otherwise determined by the board of directors.

10.7 Seal. The board of directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the word "Massachusetts." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the board of directors.

Section 11 INDEMNIFICATION

11.1 It being the intent of the corporation to provide maximum protection available under the law to its officers and directors, the corporation shall indemnify its officers and directors to the full extent the corporation is permitted or required to do so by the Massachusetts Business Corporation Act. In furtherance of and not in limitation of the foregoing, the corporation shall advance expenses, including attorneys' fees, incurred by an officer or director of the corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such advances if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation has the power to indemnify such person under the Massachusetts Business Corporation Act. Notwithstanding the foregoing, the Corporation shall not be required to 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.

Section 12 AMENDMENTS

12.1 These bylaws may be altered, amended or repealed or new bylaws may be adopted by the shareholders or by the board of directors when such power is conferred upon the board of directors by the articles of organization, at any regular meeting of the shareholders or of the board of directors or at any special meeting of the shareholders or of the board of directors. If the power to adopt, amend or repeal bylaws is conferred upon the board of directors by the articles of organization, it shall not divest or limit the power of the shareholders to adopt, amend or repeal bylaws.



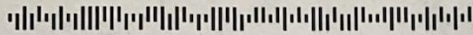
Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1877700288
Notice Date: March 21, 2022
Case ID: 0-001-455-548



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ROCKLAND OLD EXIT 14 INC
38 RICE ST
WELLESLEY MA 02481-6037

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, ROCKLAND OLD EXIT 14 INC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

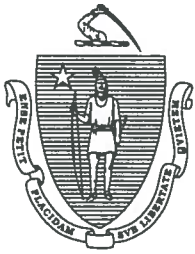
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

March 8, 2022

TO WHOM IT MAY CONCERN:

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

ROCKLAND OLD EXIT 14, INC.

is a domestic corporation organized on **March 2, 2022**, under the General Laws of the Commonwealth of Massachusetts.

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



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certification of No Employees for Retail License application # MRN284580

In accordance with 935 CMR 500.101(1) of the Massachusetts Code of Regulations and in support of the Marijuana Retail Establishment license application of Rockland Old Exit 14, Inc. (the "Applicant"), the undersigned, Robert W. Lally Jr., hereby confirms and certifies to the Cannabis Control Commission (the "CCC") that:

As of the date of this certification the Applicant has not registered with the Department of Unemployment Assistance because the Applicant currently has no employees.

Under penalties of perjury, I declare that I have examined this certification and to the best of my knowledge and belief it is true, correct and complete and I further declare that I have authority to sign this document.

Date: April 6, 2022

By: Robert W. Lally Jr.

Name: Robert W. Lally Jr.

Rockland Old Exit 14, Inc.

Strategic Business Plan

Rockland Old Exit 14, Inc., a Massachusetts Corporation, was established to deliver a world class cannabis retail experience to its customers out of its one and only marijuana retail establishment. Rockland Old Exit 14, Inc. is wholly owned by two South Shore natives with strong ties to the area. The retail location is in an exceptional location in the newly constructed business park off at 1015 Hingham Street, Rockland, MA. The site provides excellent access, ample parking and queuing, and is located in an industrial zone away from neighborhoods, schools, or places of worship.

FOUNDERS

Rockland Old Exit 14, Inc. is wholly owned and will be operated by Robert Lally and Gregory Donoghue. Robert Lally is the President. Mr. Lally has worked over the past ten (10) years in the cannabis business not only in Massachusetts but also in Hawaii and Nevada. Gregory Donoghue is the COO. Their combined experience in constructing, managing, operating and overseeing numerous profitable cannabis and other retail businesses make them uniquely qualified to be a licensed marijuana retail operator.

PARTNERS / CONSULTANTS

Roth & Seelen, Inc, an architectural firm located in Hingham, is a full-service architecture and design firm. Their dedication to history and community is matched by their focus on economy, resulting in buildings and interiors that are as constructable and functional as they are inspiring.

AAFCPAs is the premier CPA and consulting firm based in New England and considered an attractive alternative to national CPA firms by discerning clients who appreciate exceptional value. AAFCPA provides audit, tax, accounting, and advisory solutions to nonprofit organizations, commercial companies, and wealthy individuals/estates and most importantly to cannabis companies in Massachusetts..

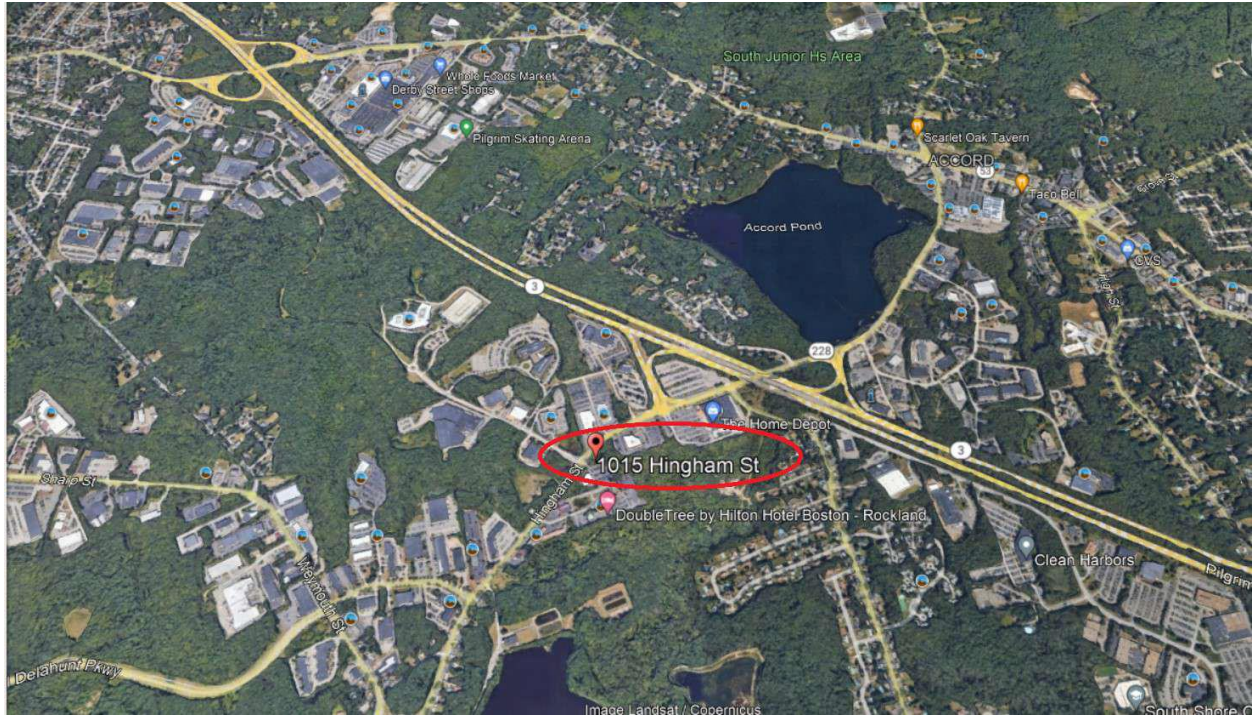
Theodhosi + Michael, a site planning firm located in Sharon, provides over thirty years of site planning and permitting qualifications to the Rockland Old Exit 14, Inc. team and has wide-ranging knowledge of the cannabis application processing and licensing requirements.

Rockland Old Exit 14, Inc. will utilize their partners and consultants to deliver the highest quality services to the community using the outstanding professionals in each of their fields.

Rockland Old Exit 14, Inc. FACILITY

Rockland Old Exit 14, Inc. has secured a lease for a 5,000 square foot building located at 1015 Hingham Street in Rockland. This site is constructed and we are expecting an imminent build out. This is an ideal location for a marijuana retail store front as it has excellent access to the highway and located right off of a major highway.

Rockland Old Exit 14, Inc. Strategic Business Plan



Rockland Old Exit 14, Inc. Strategic Business Plan



Rockland Old Exit 14, Inc. is planning to immediately begin a three (3) month construction/tenant improvement program to complete a high grade finish similar to the layout, design, security, parking and sales floor. The finishes, look and feel are displayed below:



TIMELINE TO IMPLEMENTATION

Local Approvals with the Town – Host Community Agreement (Board of Selectmen)

On February 15, 2022, Rockland Old Exit 14, Inc. secured a Host Community Agreement with the Board of Selectmen (the “Board”) and is moving forward with the local permitting and licensing processes which should take several months.

Local Approvals with the Town – Special Permits / Site Plan Approval (Planning Board)

Rockland Old Exit 14, Inc. Strategic Business Plan

/Zoning Board of Appeals (ZBA)

Rockland Old Exit 14, Inc. will begin preparation for Town approvals immediately. The company has engaged architects and engineers to prepare the proper town required plans. The Special Permits and Site Plan Zoning Board of Appeals process may take two to four months once the application is submitted and is based on the Planning Board/ZBA's current schedule and obligations. Fortunately a special permit has already been secured for the same purpose at the same location so it may be even sooner than estimated.

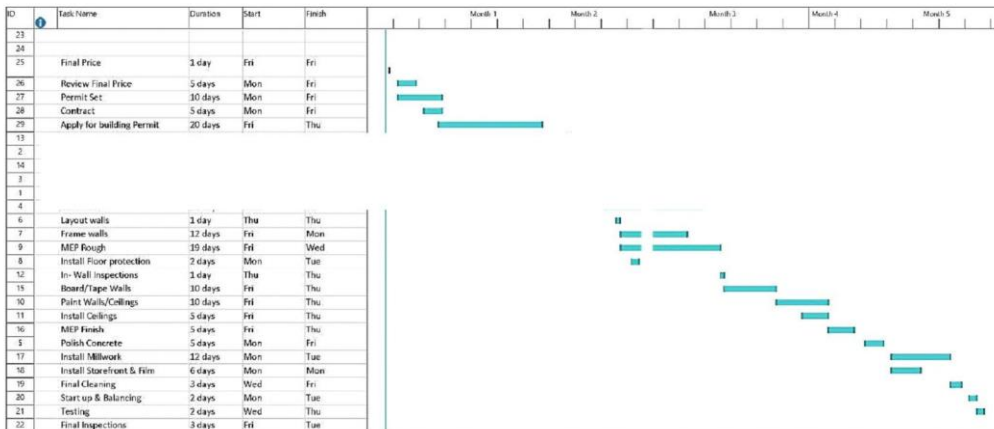
Local Approvals with the Town – Building and Construction (Building Department)

Rockland Old Exit 14, Inc. believes the buildout of the project will take three (3) months. The project plan is provided below for site construction with detailed timeframes to complete construction.

Task Name	Duration
Final Price	1 day
Review Final Price	5 days
Permit Set	10 days
Contract	5 days
Apply for building Permit	20 days
Layout walls	1 day
Frame walls	12 days
MEP Rough	19 days
Install Floor protection	2 days
In- Wall Inspections	1 day
Board/Tape Walls	10 days
Paint Walls/Ceilings	10 days
Install Ceilings	5 days
MEP Finish	5 days
Polish Concrete	5 days

Rockland Old Exit 14, Inc. Strategic Business Plan

Install Millwork	12 days
Install Storefront & Film	6 days
Final Cleaning	3 days
Start up & Balancing	2 days
Testing	2 days
Final Inspections	3 days



State Licensing – (Cannabis Control Commission)

Rockland Old Exit 14, Inc. understands that timeframes are extremely difficult to predict given the large numbers of applications being reviewed by the CCC. Based on review of the past licensing timeframes and processing time, Rockland Old Exit 14, Inc. expects that it will be able to go through the entire CCC process in three (3) to six (6) months. Rockland Old Exit 14, Inc. understands that the Commission reviews applications for licensure in a certain order set by regulations and that review of Rockland Old Exit 14, Inc. applications may not occur right away as other applications may have priority or expedited review. That being understood, Rockland Old Exit 14, Inc.'s plan is to provide a complete and comprehensive application that meets all the Commission's requirements. Rockland Old Exit 14, Inc. understands that providing a complete and accurate application will shorten the review time. Rockland Old Exit 14, Inc. will work with their preferred consultants, engineers, architects, information technology specialists and security experts to provide a comprehensive and complete application.

Since Rockland Old Exit 14, Inc. successfully secured the Host Community Agreement, the Company will hold a Community Outreach meeting on March 21, 2022. This is the first step in the Commission's licensing process. Below is an outline the Company is planning to submit an

Rockland Old Exit 14, Inc. Strategic Business Plan

application within a week of that meeting. Below is Rockland Old Exit 14, Inc.'s Licensing process with the Commission:

State Licensing- Cannabis Control Commission	Rockland Old Exit 14, Inc. Timeline
License Application License applications are submitted License applications are reviewed based on status and date/time. Applicants may receive requests for additional information.	Submitted within 1 week of Community Outreach Meeting.
Application Deemed Complete License applications are submitted License applications are reviewed based on status and date/time. Applicants may receive requests for additional information.	Application will be deemed Complete at the timing of the Commission. 2 months after Application is submitted we will receive Application Deemed Complete.
Provisional License Applicants will receive a notice once approved for a provisional license. Inspection(s) will be performed to ensure compliance with the Commission's regulations.	Request <u>Post Provisional Inspection</u> at Construction Completion, based on Construction Timelines. Request Inspection Ready Inspection as soon as possible after the Post Provisional Inspection completed and approved. Provisional License is based on Commission Schedules and may take 3-9 months based on past performance from the Inspection.
Final License Licensees will receive a notice once approved for a final license. Applicant requests an inspection when ready. Licensees will begin entering product into Metrc, labeling and packaging product, and continue registering agents among fulfilling other requirements. Inspection(s) of the ME/MTC will be performed to ensure compliance with the Commission's regulations.	Final Licensing will take roughly 2 months
Commence Operations The licensee will receive a notice stating they can commence operations.	Typically Commence Operations will require a letter from the Commission and a 3 day notice period.

Rockland Old Exit 14, Inc. Strategic Business Plan

The licensee is subject to ongoing compliance with all applicable laws and regulations and to announced and unannounced inspections.	Based on experience and past applications 1 month to open after Final Licensed approved.
License Application	1 Week
Application Deemed Complete	1-2 Months
Provisional License	1-2 Months
Final License	2 Months
Commence Operations	1-2 Month
TOTAL	5-8 Months

Rockland Old Exit 14, Inc., will begin immediately on both state and local permitting, construction and buildout to commence operations as soon as possible. There are several timelines that are separate but are impacted by each other. First, there is local permitting and fit out. Second, there are state and local licensing requirements. The project plans below incorporate the experience of our partners and advisors that have been through this process multiple times.

FINANCIAL PLAN

Financial Projections – Rockland Old Exit 14, Inc. is confident it will be profitable within 12 months of operations. With current projected market prices and production capability, first year operating cash flows are projected at \$273,082. Barring any regulatory market disruptions, gross sales will exceed \$8,915,000 million within 24 months.

Market Projections - Our finance team primarily used an accepted study with adjustments, based on our conservative stance, to determine our baseline market assumptions. While Rockland Old Exit 14, Inc. is prepared to endure a slow ramp-up or delays, our operating plan provides for expansion capacity to meet demand marginally greater than estimated.

Based on existing spending habits in Massachusetts Rockland Old Exit 14, Inc. expects similar expenditures by project category as seen in other parts of the state. For example, currently in a Cultivate store in operation for the past 2 years, their customers typically spend 70% on flower products, 15% on cartridges and vape products, 10% on edible products, 4% on topical products and salves, and 1% on accessories. An average spend per customer is roughly \$116.32. Rockland Old Exit 14, Inc. expects that they will be able to service at least 100 customers per day, on average. Total Revenue for Year 1, based on industry averages and market evaluation at this location, are as follows:

Revenue	Year 1 Revenue
Accessories	42,457
Cartridges & Concentrates	636,852
Edibles	424,568
Flower & Pre Rolls	2,971,976
Topicals	169,827

Rockland Old Exit 14, Inc. Strategic Business Plan

<u>Total Adult Sales</u>	<u>4,245,680</u>
Total Revenue	4,245,680

The state is currently experiencing a shortage of supply and the cost of goods is high. Rockland Old Exit 14, Inc. has considered this in their modeling. Rockland Old Exit 14, Inc. expects that over time, cost of goods will go down as more supply is available in the market. The prices will also drop over time but not at the same rate as costs. The supply and demand situation in Massachusetts will be critical in the operations and Rockland Old Exit 14, Inc. will continue to monitor this situation. In Year 1, costs are as follow:

COGS	
COGS - Inventory Purchases and Other Direct Production Expenses	\$2,759,692
COGS - Other Employment Expenses	
50100 - Agent Licensing	
52100 - General Liability	
Insurance	
52700 - Workers' Comp.	
Insurance	
56700 - Uniforms	
65200 - Training & Development	
63200 - Payroll Processing Fees	
Total COGS - Other Employment Expenses	\$118,499
COGS Occupancy and Other	
55900 - Security	
55350 - Other Utilities	
Total COGS Occupancy and Other	\$20,400
COGS - Other	
50200 - Host Agreements	
51000 - Company Licensing	
51100 - Consulting Fees	
60100 - Office Expense	
60300 - Postage & Shpping	
61350 - Dispensery Events	
62100 - Legal Expense	
Total COGS - Other	
Total COGS	\$3,501,155
Total Gross Profit	\$744,525
SG&A	
SG&A Wages, Taxes and Fringe	
74000 - Payroll Wages	
74100 - Payroll Tax Expense	

Rockland Old Exit 14, Inc. Strategic Business Plan

74200 - Employee Benefits	
72700 - Workers Comp Insurance	
Total SG&A Wages, Taxes and Fringe	\$54,276
SG&A Other Employment Expenses	
70100 - Agent cards	
83200 - Payroll Processing Fees	
Total SG&A Other Employment Expenses	\$37,083
SG&A Occupancy and Other	
75100 - Rent	
75350 - Utilities	
75900 - Security	
80200 - Telephone & Internet	
89100 - Depreciation Expense	
Total SG&A Occupancy and Other	\$145,321
SG&A	
72100 - General Liability Insurance	
73700 - Dispensary Expenses	
75910 - Cash Pickup Services	
80100 - Office Supplies	
82100 - Legal	
82200 - Accounting	
82900 - Professional Fees	
89900 - Miscellaneous Expense	
80251 - Software	
Total SG&A	\$181,483
SG&A Taxes	
78100 - Other Misc Taxes	
Total SG&A Taxes	\$53,280
Total SG&A	\$471,443
Total Net Income (Loss)	\$273,082

THREE YEAR PRO FORMA

	Year 1	Year 2	Year 3	ASSUMPTION
Total Revenue	\$4,245,680	\$4,670,248	\$4,670,248	10% increase Y2
COGS				
Inventory Purchases	\$2,759,692	\$2,483,723	\$1,986,978	9% Y2/8%Y2 Decrease in Cost Due to Increase in Supply
Other Employment Expenses	\$118,499	\$118,499	\$118,499	

Rockland Old Exit 14, Inc. Strategic Business Plan

Total COGS Occupancy	\$20,400	\$20,400	\$20,400	
Total COGS Other	\$602,565	\$602,565	\$602,565	
Total COGS	\$3,501,155	\$3,501,155	\$3,501,155	
Total Gross Profit	\$744,525	\$1,169,093	\$1,169,093	
Total SG&A Wages,Taxes	\$54,276	\$5,428	\$543	10% increase
Total SG&A Other Empl Exp	\$37,083	\$3,708	\$371	10% increase
Total SG&A Occupancy and Other	\$145,321	\$14,532	\$1,453	10% increase
Total SG&A	\$181,483	\$18,148	\$1,815	10% increase
Total SG&A Taxes	\$53,280	\$5,328	\$533	10% increase
Total SG&A	\$471,443	\$47,144	\$4,714	10% increase
Total Net Income (Loss)	\$273,082	\$1,121,948	\$1,164,378	

Rockland Old Exit 14, Inc. will have competition from at least two other retailers in the town but given the current location, Rockland Old Exit 14, Inc. will benefit from the traffic on Hingham Street and its proximity to the highway. Identifying the market will be difficult given the large traffic numbers that Rockland Old Exit 14, Inc. is hoping to acquire. Surrounding towns and their lack of retailers also make the target market much larger than just the town of Rockland's 17,499 population cited in the US Census Bureau data (2020). Rockland Old Exit 14, Inc. will draw from Plymouth County (population 530,819), more specifically Hingham, Norwell, Brockton, and Bridgewater. The traffic patterns that have been demonstrated in other retail stores indicate that there will be a demand from the out of state market as well.

Revenue Source - Our consumption assumptions are in line with state analysts. Based on existing partner data we are utilizing an average per customer purchase or \$100/purchase. Based on market data Rockland Old Exit 14, Inc. we roughly utilize 3.6 ounces per annum consumption rate covering all forms of cannabis including flowers, tinctures, topicals, etc. At \$21 per gram (retail) and when fully operational that would be \$15 million in gross sales over 12 months. A great many variables affect this prediction but our staff feels this is a sound and realistic.

QUALITY ASSURANCE

Rockland Old Exit 14, Inc. has developed a quality assurance plan that fully addresses the safety of the surrounding community, customers and employees. Our standard operating procedures (SOPs) have been established to ensure compliance with requirements of the State's regulations. These SOPs specifically address Quality Control Measures, Laboratory Testing, Waste Disposal, Adverse Events/Recall, Labeling & Packaging, Inventory Control, and everything

Rockland Old Exit 14, Inc.

Strategic Business Plan

associated with the processing workflow. The plan relies on an approach that utilizes the fullest extent of the expertise of our team.

CANNABIS

Rockland Old Exit 14, Inc. is first and foremost a cannabis retail company and the very reason we do what we do. Each team member of Rockland Old Exit 14, Inc. will strive to deliver the best quality of cannabis in the safest possible manner.

COMMUNITY

Our community shapes every aspect of how we operate. Rockland Old Exit 14, Inc. seeks to inspire, guide, and motivate people to engage with one another and create lasting relationships. We take pride in understanding our customers and working to exceed their expectations. We strive to make our communities better through passion, dedication and a commitment to the betterment of the places in which we operate.

CULTURE

Rockland Old Exit 14, Inc. values the unique qualities our customers and team members bring to our company and these qualities make up the culture of who we are. Embracing these qualities allows for a more collaborative environment, both internally and externally. We pride ourselves on our commitment to foster diverse, collaborative environments and the culture they create.

FIELD MARKETING

The aim of the field marketing strategy is long-term relationships. Outreach and industry events facilitate face-to-face interaction necessary to foster relationships. In our retail store we will provide informational material on our in-store digital media to keep our customers informed and educated.

PROMOTION THROUGH COMMUNITY INVOLVEMENT

Rockland Old Exit 14, Inc. will maintain a philanthropic public image in part by bridging socio-economic gaps between community service organizations, local merchants associations, corporate sponsors and investors. Rockland Old Exit 14, Inc. will host educational seminars for customers, patients and the community as part of efforts to establish a positive social image and redefine negative stigmas associated with the sale and use of cannabis products. Rockland Old Exit 14, Inc. will establish itself as a member of local merchants associations as part of an effort to demonstrate the company is a dedicated community member concerned with the overall well being and small business economy of the local area.

ECONOMIC DEVELOPMENT

Economic development and job-creation have been a hallmark of legal retail cannabis sales in the states in which it has occurred thus far. The Colorado cannabis industry created 18,000 jobs last year alone. An RCG Economics and Marijuana Policy Group study of Nevada, a state transitioning into recreational marijuana sales, says that the state could support over 41,000

Rockland Old Exit 14, Inc. Strategic Business Plan

cannabis jobs through 2024 and generate over \$1.7 billion in labor income (Mrinalini Krishna). Analysts predict some 200,000 jobs will be created in 2019 within the cannabis industry across the United States. There is little reason Massachusetts should not stand to substantially benefit from the enactment of this program. The economic impact from job creation and the tax revenue derived from an estimated \$400,000,000 in sales across the State of Massachusetts will be significant. Rockland Old Exit 14, Inc. is prepared to be a large contributor to this positive economic boom.

JOB CREATION

The opportunity afforded to Rockland Old Exit 14, Inc. due to its location is perfectly aligned with existing job-creation and economic development goals. The Company has committed to hiring a diverse workforce from the local area. Most of our general staff will be hired from the local and surrounding areas, including management. Long-term and high-paying jobs will do a great deal to benefit the community at large.

Our facility has budgeted for 10 employees for our first hiring and will increase according to market demand.

Career development is an associated benefit from working at Rockland Old Exit 14, Inc.. Continuous training including cross-training are mandatory for employees at Rockland Old Exit 14, Inc.. This process prepares employees for careers in a burgeoning industry with massive upside potential. The long term economic benefits of new careers versus short-term or part-time employment cannot be overstated. Rockland Old Exit 14, Inc. is committed to the local community and, given the opportunity, will grow alongside it.

OTHER DISCLOSURES

Under state law, a "controlling person" is defined as an officer, board member, or other individual who has a financial or voting interest of 10% or greater in a Marijuana Establishment. Rockland Old Exit 14, Inc. will be in full control in the decision-making of a Marijuana Establishment. Rockland Old Exit 14, Inc. will own 100% of the entity, 100% of the voting equity, 100% of the power to appoint directors, contract rights and veto rights of all decisions. There are no other individuals or entities or employees that have control except the two owners of Rockland Old Exit 14, Inc..

Rockland Old Exit 14, Inc. ownership will provide certification, based on CCC guidance, that funds used to invest in or finance the Marijuana Establishment were lawfully earned or obtained.

Rockland Old Exit 14, Inc. has provided information that is not misleading, incorrect, false, or fraudulent and fully understands that the omission of a relevant past or present business interest, revealed through a background check, may be grounds to deny a licensing application.

Rockland Old Exit 14, Inc.'s President, Robert Lally has a de minimis (<.05%) interest in Cresco Labs, Inc.. Neither Mr. Lally nor Mr. Donoghue has any other close associates or interests in any other Massachusetts cannabis companies of any sort. Mr. Lally's small investments in Cresco Labs, Inc. does not allow either of them to exercise any influence over the management, operations, or finances of the establishment. Conversely, Cresco Labs, Inc. has no interest in

Rockland Old Exit 14, Inc. Strategic Business Plan

Rockland Old Exit 14, Inc. and has no ability to exercise any influence over the management, operations, or finances of the establishment.

Plan to Obtain Liability Insurance

Rockland Old Exit 14, Inc. (the "Company") will work with an insurance broker licensed in the Commonwealth of Massachusetts to obtain insurance that meets or exceeds the requirements set forth in 935 CMR 500.105 (10). Pursuant to 935 CMR 500.105(10) the Company shall obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, or such amount as otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence. Pursuant to 935 CMR 500.105(10)(b) if the Company is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a), the Company will place in escrow (the "Liability Insurance Escrow Account") a sum of no less than Two Hundred and Fifty Thousand and 00/100 (\$250,000.00) or such other amount approved by the Commission, to be expended for coverage of liabilities. If the Company is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) the Company will properly document such inability through written records that will be retained in accordance with the Company's Record Retention Policy (incorporated herein by reference). If the Liability Insurance Escrow Account is used to cover such liabilities, it will be replenished within ten (10) business days of such expenditure. The Company will submit reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

Separating Recreational from Medical Operations

Currently, Rockland Old Exit 14, Inc. is only applying for Marijuana Retailer license at this location.

Restricting Access to Age 21 and Older

Rockland Old Exit 14, Inc. (the "Company") shall require that all Marijuana Establishment Agents, Visitors and Consumers of marijuana for adult use (each as defined in 935 CMR 500.002) are 21 years of age or older. The Company will positively identify individuals seeking access to the premises of the Marijuana Establishment, or to whom marijuana or marijuana products are being transported pursuant to 935 CMR 500.105(14) (if applicable) to limit access solely to individuals 21 years of age or older. Pursuant to 935 CMR 500.140, the Company shall immediately inspect an individual's proof of identification and determine that the individual is 21 years of age or older upon entry to the Marijuana Establishment. Currently, the Company is only applying for Marijuana Retailer license at this location.

Quality Control and Testing for Contaminants

Testing of Marijuana

Rockland Old Exit 14, Inc. (the “Company”) shall not sell or otherwise market for adult use any marijuana product, including marijuana, that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

The Company is not proposing to cultivate or produce its own products at this time. The Company intends to obtain all of its products from other duly licensed Marijuana Establishments.

The Company shall ensure that all marijuana products sold at its Marijuana Establishment have been tested by an Independent Testing Laboratory that tests the marijuana products in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the Massachusetts Department of Public Health (the “DPH”) and to test its environmental media (e.g., soils, solid growing media, and water) in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

The Company shall ensure that all marijuana products have been tested for contaminants as specified and required by the Commission, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides not approved for use on marijuana by the Massachusetts Department of Agricultural Resources.

The Company shall notify the Commission within seventy-two (72) hours of receipt in writing, of any laboratory testing results indicating that the marijuana or marijuana products contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) that contamination cannot be remediated, and must be disposed of. The notification from the Company shall describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination. The Company shall ensure that notification comes from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly.

The Company shall maintain the results of all testing completed by it for no less than one year. All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with the Company’s Transportation Policy and 935 CMR 500.105(13). All excess marijuana shall be disposed of in compliance with the Company’s Disposal Policy and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly.

Handling of Marijuana

The Company shall handle in a safe and sanitary manner. The Company shall implement the following policies(as applicable to its Marijuana Retail License):

- (a) The Company shall accept processed leaves and flowers of the female marijuana plant only, which shall be:
 - 1. Well cured and generally free of seeds and stems;

2. Free of dirt, sand, debris, and other foreign matter;
3. Free of contamination by mold, rot, other fungus, and bacterial diseases;
4. Prepared and handled on food-grade stainless steel tables; and
5. Packaged in a secure area.

(b) The Company shall comply with the following sanitary requirements:

1. Any marijuana establishment agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging shall comply with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements;
2. Any marijuana establishment agent working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including:
 - i. Maintaining adequate personal cleanliness; and
 - ii. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. The Company shall supply adequate and convenient hand-washing facilities furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective handcleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. The Company shall supply sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Litter and waste shall be properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Company shall ensure that there will be adequate safety lighting in all storage areas, as well as areas where equipment or utensils are cleaned;
8. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;
9. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products;

11. The Company's water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet the Marijuana Establishment's needs;

12. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross connections between the potable and waste water lines;

13. The Company shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;

14. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms; and

15. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

16. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety must be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

(c) The Company shall comply with sanitary requirements. All edible products shall be handled and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

Personnel Policies Including Background Checks

Rockland Old Exit 14, Inc. (the “Company”) shall implement the following Personnel Policies and Background Check policies:

- (1) It shall be a policy of the Company that the workplace shall be alcohol, smoke and drug-free;
- (2) The Company shall require that all personnel strictly adhere to, and comply with, all aspects of the Security Policy, which policy shall be incorporated herein by reference, specifically employee security policies, including personal safety and crime prevention techniques;
- (3) The Company shall develop a staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- (4) The Company shall develop emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (5) The Company shall immediately dismiss any Marijuana Establishment agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - c. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- (6) The Company shall make a list of all board members and executives of the Marijuana Establishment, and members of the licensee (if any), available upon request by any individual. The Company shall also make this list available on its website.
- (7) The Company shall develop policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
- (8) The Company shall apply for registration for all of its board members, directors, employees, executives, managers, and volunteers. All such individuals shall:
 - (a) be 21 years of age or older;
 - (b) not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
 - (c) be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

(9) An application for registration of a marijuana establishment agent shall include:

- (a) the full name, date of birth, and address of the individual;
- (b) all aliases used previously or currently in use by the individual, including maiden name, if any;
- (c) a copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
- (d) an attestation that the individual will not engage in the diversion of marijuana products;
- (e) written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
- (f) background information, including, as applicable:
 - 1. a description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - 2. a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
 - 3. a description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - 4. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant;
- (g) a nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
- (h) any other information required by the Commission.

(10) An executive of the Company registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration, shall submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom the Marijuana Establishment seeks a marijuana establishment agent registration, obtained within 30 days prior to submission.

(11) The Company shall notify the Commission no more than one (1) business day after a marijuana establishment agent ceases to be associated with the Company. The subject agent's registration shall be immediately void when the agent is no longer associated with the Company.

(12) The Company shall require that all agents renew their registration cards annually from the date of issue, subject to a determination by the Commission that the agent continues to be suitable for registration.

(13) After obtaining a registration card for a marijuana establishment agent, the Company shall notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five (5) business days of any changes to the information that the Marijuana Establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

(14) The Company's agents shall carry their registration card at all times while in possession of marijuana products, including at all times while at the Marijuana Establishment or while transporting marijuana products.

(15) Should any of the Company's agents be affiliated with multiple Marijuana Establishments the Company shall ensure that such agents are registered as a marijuana establishment agent by each Marijuana Establishment and shall be issued a registration card for each establishment.

(16) The Company shall maintain, and keep up to date, an employee handbook that employees will be given copies of at the start of their employment and will be required to attest that they have read and received the same, covering a wide range of topics, including but not limited to:

- (1) Employee benefits;
- (2) Vacation and sick time;
- (3) Work schedules;
- (4) Confidentiality standards;
- (5) Criminal background check standards
- (6) Security and limited access areas;
- (7) Employee identification and facility access;

- (8) Personal safety and crime prevention techniques;
- (9) Alcohol, drug, and smoke-free workplace; and (10) Grounds for discipline and termination;

Personnel Record Keeping

The Company shall maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2); b. documentation of verification of references;
 - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. documentation of periodic performance evaluations;
 - f. a record of any disciplinary action taken; and
 - g. notice of completed responsible vendor and eight (8) hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with 935 CMR 500.030.

The Company's aforementioned Personnel Records shall be available for inspection by the Commission, upon request. All records shall be maintained in accordance with generally accepted accounting principles. Following closure of the Company's Marijuana Establishment, all records shall be kept for at least two years at the Company's expense, in a form and location acceptable to the Commission.

Recordkeeping and Maintaining of Financial Records

General Recordkeeping Procedure Rockland Old Exit 14, Inc. (the "Company") plans to implement procedures for maintaining records that conform to Massachusetts regulations and best practices for the cannabis and pharmaceutical sectors. The Company will maintain a detailed description of plans, procedures and systems adopted and maintained for tracking, record keeping, record retention and surveillance systems relating to cannabis delivery, transporting, distributing, sale and dispensing. Further, our company will maintain all records for a period of five years and make these records available to any regulatory agency upon request. The recordkeeping policies and procedures detailed below demonstrate not only full compliance with legal and regulatory requirements, but a commitment to full documentation and transparency in all company operations.

The Company's internal operating procedures will provide for the safe and compliant keeping and maintenance of the following critical enterprise records:

A. Corporate Records: are defined as those records that require, at a minimum, annual reviews, updates, and renewals. These records include:

1. Insurance Coverage Records (including: Directors & Officers Policies, Product Liability Policies; General Liability Policies, Umbrella Policies, Workers Compensation Policies and Employer Professional Liability Policies);
2. Third-Party Contracts;
3. Commission Required Registrations (including: Annual Agent Registration(s) and Annual Marijuana Establishment Registration);
4. Local Compliance Documents (including: Certificate of Occupancy, Special Permits, Variances, Site Plan Approvals and As-Built Drawings); and
5. Corporate Governance Filings (including: Annual Reports and Secretary of State Filings).

B. Business Records: as are required by 935 CMR 500.105(9)(e). The Company will keep these records in electronic form, if possible, so that the company can efficiently produce the records for inspection by the Commission. Old Exit 14, Inc.'s business records include: 1) statements of assets and liabilities; 2) monetary transactions; 3) books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4) the quantity, form, and cost of marijuana products sold to other licensed marijuana establishments; and 5) salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Old Exit 14, Inc., including members, if any.

C. Personnel Records: will include at least: 1) job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions; 2) a staffing plan that will demonstrate accessible business hours; 3) personnel policies and procedures; 4) all background check reports obtained in accordance with 935 CMR 500.030; and, finally, 5) a personnel file for each marijuana establishment agent. Rockland Old Exit 14, Inc. will maintain such personnel files for at least twelve (12) months after termination of the agent's or employee's affiliation with Old Exit 14, Inc.. The Company's personnel files will include for each agent, at a minimum, the following:

1. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
2. Documentation of verification of references;
3. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision of the agent;
4. 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;
5. Documentation of periodic performance evaluations;
6. A record of any disciplinary action taken; and
7. Notice of completed responsible vendor and eight-hour related duty training.

CI. Agent Training Records: Rockland Old Exit 14, Inc. will maintain documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s). The Company will maintain records of responsible vendor trainings of agents for at least four (4) years.

CII. Written Operating Policies and Procedures: policies and procedures related to Old Exit 14, Inc.'s operations will be updated by the executive management team on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Written operating policies and procedures will include the following:

1. Security measures in compliance with 935 CMR 500.110;
2. Agent security policies, including personal safety and crime prevention techniques;
3. A description of the Company's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000;
4. Storage of marijuana in compliance with 935 CMR 500.105(11);
5. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;

6. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
7. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
8. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
9. Alcohol, smoke, and drug-free workplace policies;
10. A plan describing how confidential information will be maintained;
11. Policy for the immediate dismissal of any dispensary agent who has: 1) diverted marijuana (which diversions will be reported the Rockland Police Department and to the Commission); 2) engaged in unsafe practices; or 3) been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority;
12. A list of all Rockland Old Exit 14, Inc. executives and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Old Exit 14, Inc.'s website;
13. Policies and procedures for the handling of any cash on Old Exit 14, Inc.'s premises including but not limited to storage, collection frequency and transport to financial institution(s);
14. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old;
15. Policies and procedures for energy efficiency and conservation that will include:
 - 1) identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - 2) consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - 3) strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - 4) engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

F. Handling and Testing of Marijuana Records: Rockland Old Exit 14, Inc. will maintain the results of all testing for a minimum of one (1) year.

G. Inventory Records: the record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory in accordance with 935 CMR 500.105(8)(d).

H. Seed-to-Sale Tracking Records: The Company will use a Commission-approved seed-to-sale tracking system, most likely *METRC*, to maintain real-time inventory. *METRC* inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal. Old Exit 14, Inc.'s tracking software will enable tag and track all marijuana seeds, clones, plants, and marijuana products in compliance with the seed-to-sale methodology in a form and manner approved by the Commission.

I. Waste Disposal Records: when marijuana or marijuana products are disposed of, Rockland Old Exit 14, Inc. will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Rockland Old Exit 14, Inc. agents present during the disposal or handling, with their signatures in compliance with 935 CMR 500.105(12). Rockland Old Exit 14, Inc. will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

J. Incident Reporting Records: within ten (10) calendar days, Rockland Old Exit 14, Inc. will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Rockland Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Rockland Old Exit 14, Inc. for no less than one (1) year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

K. Visitor Records: a visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.

L. Security Records: The Company will maintain a current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request. Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.

M. Transportation Records: Rockland Old Exit 14, Inc. will retain all transportation manifests

(which, in each instance, will be created in accordance with 935 CMR 500.105(13)(f)) for a minimum of one (1) year and make them available to the Commission upon request.

N. Closure: In the event that Old Exit 14, Inc.'s Rockland facility closes, all records will be kept for at least two (2) years at Old Exit 14, Inc.'s expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Rockland Old Exit 14, Inc. will communicate with the Commission during the closure process and accommodate any additional requests that the Commission or other Commonwealth agencies may have.

Financial Records Maintenance

The Company's operating policies and procedures and robust recordkeeping procedures (see Old Exit 14, Inc.'s companion Recordkeeping Procedures for greater detail) will ensure that its financial records are accurate and maintained in compliance with the Commission's regulations at 935 CMR 500 *et. seq.* Old Exit 14, Inc.'s financial records maintenance plan includes policies and procedures requiring that:

A. Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.

B. All recordkeeping requirements under 935 CMR 500.105(9) are followed, including the keeping written business records available for inspection, and in accordance with Generally Accepted Accounting Principles ("GAAP"), which will include manual or, if possible, electronic records of: 1) statements assets and liabilities; 2) monetary transactions; 3) books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4) the quantity, form, and cost of marijuana products sold to other licensed marijuana establishments; and 5) salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.

C. Additional written business records will be kept, including, but not limited to, records of: 1) compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16); 2) fees paid under 935 CMR 500.005 or any other section of the

Commission's regulations; and 3) fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

D. The Company will not utilize software or other methods to manipulate or alter sales data and will conduct monthly audits of its sales equipment and software (including accounting and seed-to-sale tracking systems) in order to confirm that no such malware has been deployed. If Rockland Old Exit 14, Inc. uncovers any sales data manipulation, it shall immediately disclose that information to the Commission, cooperate with the Commission in any investigation regarding manipulation or alteration of sales data, and take any other such action as directed by the Commission.

E. Rockland Old Exit 14, Inc. shall maintain records that it has completed the required monthly audits and make such records available to the Commission upon request.

F. Finally, Rockland Old Exit 14, Inc. shall institute separate accounting practices for marijuana and non-marijuana sales and comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.

Recordkeeping and Maintaining of Financial Records

General Recordkeeping Procedure Rockland Old Exit 14, Inc. (the "Company") plans to implement procedures for maintaining records that conform to Massachusetts regulations and best practices for the cannabis and pharmaceutical sectors. The Company will maintain a detailed description of plans, procedures and systems adopted and maintained for tracking, record keeping, record retention and surveillance systems relating to cannabis delivery, transporting, distributing, sale and dispensing. Further, our company will maintain all records for a period of five years and make these records available to any regulatory agency upon request. The recordkeeping policies and procedures detailed below demonstrate not only full compliance with legal and regulatory requirements, but a commitment to full documentation and transparency in all company operations.

The Company's internal operating procedures will provide for the safe and compliant keeping and maintenance of the following critical enterprise records:

A. Corporate Records: are defined as those records that require, at a minimum, annual reviews, updates, and renewals. These records include:

1. Insurance Coverage Records (including: Directors & Officers Policies, Product Liability Policies; General Liability Policies, Umbrella Policies, Workers Compensation Policies and Employer Professional Liability Policies);
2. Third-Party Contracts;
3. Commission Required Registrations (including: Annual Agent Registration(s) and Annual Marijuana Establishment Registration);
4. Local Compliance Documents (including: Certificate of Occupancy, Special Permits, Variances, Site Plan Approvals and As-Built Drawings); and
5. Corporate Governance Filings (including: Annual Reports and Secretary of State Filings).

B. Business Records: as are required by 935 CMR 500.105(9)(e). The Company will keep these records in electronic form, if possible, so that the company can efficiently produce the records for inspection by the Commission. Old Exit 14, Inc.'s business records include: 1) statements of assets and liabilities; 2) monetary transactions; 3) books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4) the quantity, form, and cost of marijuana products sold to other licensed marijuana establishments; and 5) salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Old Exit 14, Inc., including members, if any.

C. Personnel Records: will include at least: 1) job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions; 2) a staffing plan that will demonstrate accessible business hours; 3) personnel policies and procedures; 4) all background check reports obtained in accordance with 935 CMR 500.030; and, finally, 5) a personnel file for each marijuana establishment agent. Rockland Old Exit 14, Inc. will maintain such personnel files for at least twelve (12) months after termination of the agent's or employee's affiliation with Old Exit 14, Inc.. The Company's personnel files will include for each agent, at a minimum, the following:

1. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
2. Documentation of verification of references;
3. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision of the agent;
4. 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;
5. Documentation of periodic performance evaluations;
6. A record of any disciplinary action taken; and
7. Notice of completed responsible vendor and eight-hour related duty training.

CI. Agent Training Records: Rockland Old Exit 14, Inc. will maintain documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s). The Company will maintain records of responsible vendor trainings of agents for at least four (4) years.

CII. Written Operating Policies and Procedures: policies and procedures related to Old Exit 14, Inc.'s operations will be updated by the executive management team on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Written operating policies and procedures will include the following:

1. Security measures in compliance with 935 CMR 500.110;
2. Agent security policies, including personal safety and crime prevention techniques;
3. A description of the Company's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000;
4. Storage of marijuana in compliance with 935 CMR 500.105(11);
5. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;

6. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
7. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
8. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
9. Alcohol, smoke, and drug-free workplace policies;
10. A plan describing how confidential information will be maintained;
11. Policy for the immediate dismissal of any dispensary agent who has: 1) diverted marijuana (which diversions will be reported the Rockland Police Department and to the Commission); 2) engaged in unsafe practices; or 3) been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority;
12. A list of all Rockland Old Exit 14, Inc. executives and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Old Exit 14, Inc.'s website;
13. Policies and procedures for the handling of any cash on Old Exit 14, Inc.'s premises including but not limited to storage, collection frequency and transport to financial institution(s);
14. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old;
15. Policies and procedures for energy efficiency and conservation that will include:
 - 1) identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - 2) consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - 3) strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - 4) engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

F. Handling and Testing of Marijuana Records: Rockland Old Exit 14, Inc. will maintain the results of all testing for a minimum of one (1) year.

G. Inventory Records: the record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory in accordance with 935 CMR 500.105(8)(d).

H. Seed-to-Sale Tracking Records: The Company will use a Commission-approved seed-to-sale tracking system, most likely *METRC*, to maintain real-time inventory. *METRC* inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal. Old Exit 14, Inc.'s tracking software will enable tag and track all marijuana seeds, clones, plants, and marijuana products in compliance with the seed-to-sale methodology in a form and manner approved by the Commission.

I. Waste Disposal Records: when marijuana or marijuana products are disposed of, Rockland Old Exit 14, Inc. will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Rockland Old Exit 14, Inc. agents present during the disposal or handling, with their signatures in compliance with 935 CMR 500.105(12). Rockland Old Exit 14, Inc. will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

J. Incident Reporting Records: within ten (10) calendar days, Rockland Old Exit 14, Inc. will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Rockland Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Rockland Old Exit 14, Inc. for no less than one (1) year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.

K. Visitor Records: a visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.

L. Security Records: The Company will maintain a current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request. Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.

M. Transportation Records: Rockland Old Exit 14, Inc. will retain all transportation manifests

(which, in each instance, will be created in accordance with 935 CMR 500.105(13)(f)) for a minimum of one (1) year and make them available to the Commission upon request.

N. Closure: In the event that Old Exit 14, Inc.'s Rockland facility closes, all records will be kept for at least two (2) years at Old Exit 14, Inc.'s expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Rockland Old Exit 14, Inc. will communicate with the Commission during the closure process and accommodate any additional requests that the Commission or other Commonwealth agencies may have.

Financial Records Maintenance

The Company's operating policies and procedures and robust recordkeeping procedures (see Old Exit 14, Inc.'s companion Recordkeeping Procedures for greater detail) will ensure that its financial records are accurate and maintained in compliance with the Commission's regulations at 935 CMR 500 *et. seq.* Old Exit 14, Inc.'s financial records maintenance plan includes policies and procedures requiring that:

A. Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.

B. All recordkeeping requirements under 935 CMR 500.105(9) are followed, including the keeping written business records available for inspection, and in accordance with Generally Accepted Accounting Principles ("GAAP"), which will include manual or, if possible, electronic records of: 1) statements assets and liabilities; 2) monetary transactions; 3) books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; 4) the quantity, form, and cost of marijuana products sold to other licensed marijuana establishments; and 5) salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.

C. Additional written business records will be kept, including, but not limited to, records of: 1) compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16); 2) fees paid under 935 CMR 500.005 or any other section of the

Commission's regulations; and 3) fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

D. The Company will not utilize software or other methods to manipulate or alter sales data and will conduct monthly audits of its sales equipment and software (including accounting and seed-to-sale tracking systems) in order to confirm that no such malware has been deployed. If Rockland Old Exit 14, Inc. uncovers any sales data manipulation, it shall immediately disclose that information to the Commission, cooperate with the Commission in any investigation regarding manipulation or alteration of sales data, and take any other such action as directed by the Commission.

E. Rockland Old Exit 14, Inc. shall maintain records that it has completed the required monthly audits and make such records available to the Commission upon request.

F. Finally, Rockland Old Exit 14, Inc. shall institute separate accounting practices for marijuana and non-marijuana sales and comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.

Employee Qualifications and Training

Rockland Old Exit 14, Inc. (the “Company”) shall ensure that all marijuana establishment agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum shall include a Responsible Vendor Program under 935 CMR 500.105(2)(b). It shall be a policy of the Company that all marijuana agents and staff shall receive and participate in, a minimum of, eight (8) hours of on-going training annually.

Company Training Policies shall be as follows:

1. All current owners, managers and employees of the Company that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall attend and successfully complete a responsible vendor program.
2. Once the Rockland Old Exit 14, Inc. is designated as a “responsible vendor” all new employees involved in the handling and sale of marijuana for adult use shall successfully complete a responsible vendor program within 90 days of hire.
3. It shall be a policy of the Company that after initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”
4. Administrative employees who do not handle or sell marijuana may take the “responsible vendor” program on a voluntary basis.
5. Rockland Old Exit 14, Inc. shall maintain records of responsible vendor training program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

The Company shall ensure that such responsible vendor training programs core curriculum include the following:

- (a) Discussion concerning marijuana’s effect on the human body. Training shall include:
 - a. Marijuana’s physical effects based on type of marijuana product;
 - b. The amount of time to feel impairment;
 - c. Visible signs of impairment; and
 - d. Recognizing the signs of impairment.
- (b) Diversion prevention and prevention of sales to minors, including best practices;
- (c) Compliance with all tracking requirements; and
- (d) Acceptable forms of identification. Training shall include:
 - a. How to check identification;
 - b. Spotting false identification;

- c. Medical registration cards issued by the DPH;
- d. Provisions for confiscating fraudulent identifications; and
- e. Common mistakes made in verification.

(e) Other key state laws and rules affecting owners, managers, and employees, which shall include:

- a. Local and state licensing and enforcement;
- b. Incident and notification requirements;
- c. Administrative and criminal liability;
- d. License sanctions and court sanctions;
- e. Waste disposal;
- f. Health and safety standards;
- g. Patrons prohibited from bringing marijuana onto licensed premises;
- h. Permitted hours of sale;
- i. Conduct of the Marijuana Establishment;
- j. Permitting inspections by state and local licensing and enforcement authorities;
- k. Licensee responsibilities for activities occurring within licensed premises;
- l. Maintenance of records;
- m. Privacy issues; and
- n. Prohibited purchases and practices.

(f) Any other areas of training determined by the Commission to be included in a responsible vendor training program. Rockland Old Exit 14, Inc. shall also ensure that all of its board members, directors, employees, executives, managers, and volunteers shall:

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

Energy Compliance Plan

Rockland Old Exit 14, Inc. will implement the following energy use reduction strategies at the Rockland facility to comply with the energy efficiency and conservation regulations codified in 935 CMR 500.105(15).

- A series of several windows allow the sales floor to take advantage of natural lighting during the day, significantly reducing the need for overhead lighting.
- A smart thermostat will be installed to reduce overall electricity consumption by the building's heating and air conditioning systems. Fully automating the heating and cooling systems will result in more efficient energy use.
- High efficiency, motion-activated LED lighting systems will be used in areas of the facility to minimize potential energy use. The electrical subcontractor will calibrate all sensor time delays and sensitivity settings to ensure proper detection of occupants and energy savings.
- All appliances and equipment used at the facility will be Energy Star certified.
- Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable. 935 CMR 500.105(15)
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Diversity Plan

Rockland Old Exit 14, Inc. (the “Company”) is committed to actively working to ensure a diverse workplace is created in the Company. It is a policy of the Company to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+ in the operation of the Marijuana Establishment. To the extent permissible by law, the Company will make jobs available to minorities, women, veterans, people with disabilities, and LGBTQ+. To this end, the Company will institute a plan for enhancing diversity and equity within the organization through a number of various outreach efforts.

Specifically, as it relates to its own internal practices, the Company will implement the following policies in connection with its diversity plan:

Goals:

- The Company endeavors to provide job opportunities to minorities, women, veterans, people with disabilities, and L.G.B.T.Q.+. The Company shall seek parity in its work force based on the American Community Survey (ACS) 2010 U.S. Census. Workforce availability statistics for the Total Civilian Labor Force for Massachusetts are as follows: Women 48.8%, Minorities 20.7%, Persons with Disabilities 12%, and Veterans 7%¹. The Company will strive to hire employees to match those percentages: 48.8% Women, 20.7% Minorities, 12% Persons with Disabilities and Veterans 7% and 5% LGBTQ+.
- It shall be a goal of the Company to offer 100% of the Company’s opportunities for advancement to management and executive positions internally, thereby providing opportunities to its diverse workforce, to the extent its workforce has been filled by diverse individuals, for advancement.
- The Company shall endeavor to continue to engage with other businesses in its community and elsewhere that are owned and/or operated by minorities(5%), women(5%), veterans(2%), people with disabilities (2%)and LGBTQ+(2%) so that 15 % of our suppliers, contractors and industry wholesale partners meet the diversity engagement criteria.

Programs:

To the extent reasonably practicable, Rockland Old Exit 14, Inc. shall implement the following programs:

- In an effort to ensure it has the opportunity to interview and hire a diverse staff, the Company will post monthly notices for three (3) months prior to opening any of its Marijuana Establishments in newspapers of general circulation such as the **Abington Mariner**, **Brockton Enterprise**, and **Taunton Daily Gazette**, and post a notice at the municipal offices in Abington, Wareham and Brockton at least three (3) months prior to opening. The aforementioned notices will state that the Company is specifically looking for women, minorities, persons with disabilities, veterans and L.G.B.T.Q.+ to work for the Company.

¹ <https://www.mass.gov/files/2017-08/census-2010-workforce-availability.pdf>

- Require employee and management training on diversity inclusion, hiring and implicit biases;
- To ensure our operations are easily usable by people with disabilities, all of our physical infrastructure will be ADA compliant;
- The Company will utilize <https://masscannabiscontrol.com/licensing-tracker/> as well as the Massachusetts Supplier Diversity Office's certified business list to reach out to and engage with diverse businesses that provide services and products.
- Promote hiring preferences for minority, women, vet, persons with disabilities and LGBTQ+ on our website.

Measurements:

To the extent reasonably practicable and as allowed by law, the Company shall implement the following measurements:

Pursuant to 935 CMR 500.103(4)(a) the Company shall prepare an annual report identifying the Company's efforts to encourage diversity in the work place, in compliance with 935 CMR 500.101(1)(c)(8)(k) and this Diversity Policy. Specifically, the report shall identify the demographics of its employee population including but not limited to identifying the gender, race, sexual orientation and disabled status of its employees without identifying the employee specifically and to the extent each employee is willing to share such information. The progress of its plan will be documented upon renewal - one year from provisional licensure and each year thereafter. Additionally, this report will include the following metrics:

- a. Number of individuals from the target demographic groups who were hired and retained after the issuance of a license, and this number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within the target demographic groups;
- b. Number of promotions for people falling into the target demographics since initial licensure and number of promotions offered;
- c. Number of jobs created since initial licensure;
- d. Number and percentage of minority, LGBTQ+, veteran, disabled and women owned third party suppliers and contractors that the company has done business with;
- e. Number of postings in diverse publications or general publications with supporting documentation; and
- f. Number and subject matter of internal trainings held on diversity and equality and the number of employees in attendance.

Rockland Old Exit 14, Inc. affirmatively states that: (1) it acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and (2) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.