



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281971
Original Issued Date: 01/20/2021
Issued Date: 01/20/2021
Expiration Date: 01/20/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Wellness Connection of MA, Inc

Phone Number: 617-821-0113 Email Address: elena@stonepm.net

Business Address 1: 44 Railroad Street

Business Address 2:

Business City: Revere

Business State: MA

Business Zip Code: 02151

Mailing Address 1: 44 Railroad Street

Mailing Address 2:

Mailing City: Revere

Mailing State: MA

Mailing Zip Code: 02151

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201942

RMD INFORMATION

Name of RMD: Wellness Connection of MA, Inc.

Department of Public Health RMD Registration Number: #PRA201942

Operational and Registration Status: Obtained Provisional Certificate of Registration only

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 25

Role: Board Member

Other Role:

First Name: Kathleen

Last Name: Donovan

Suffix:

Gender: Female	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:	Percentage Of Control:
	25
Role: Board Member	Other Role:
First Name: Elena	Last Name: Vega Suffix:
Gender: Female	User Defined Gender:
What is this person's race or ethnicity?: Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 25
Role: Director	Other Role:
First Name: Amato	Last Name: Bocchino 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:	

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 85.83	Percentage Of Control: 25
Role: Owner / Partner	Other Role:
First Name: Matthew	Last Name: Philibin 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:	Percentage of Ownership: 14.17	
Entity Legal Name: MWS Funding, LLC	Entity DBA:	DBA City: Revere
Entity Description: Funding Company		
Foreign Subsidiary Narrative:		
Entity Phone: 201-240-4543	Entity Email: Dean@waterfrontmgmt.com	Entity Website:
Entity Address 1: 25 Senate Place Retail	Entity Address 2: Unit 2	
Entity City: Jersey City	Entity State: NJ	Entity Zip Code: 07306
Entity Mailing Address 1: 25 Senate Place Retail	Entity Mailing Address 2: Unit 2	
Entity Mailing City: Jersey City	Entity Mailing State: NJ	Entity Mailing Zip Code: 07306
Relationship Description: Mass Funding, LLC does not have any direct or indirect authority, it is a funding Company.		

**Please note - there is NO D/B/A. Under the DBA City field "Revere" is stuck as a selection and cannot be deleted.

Entity with Direct or Indirect Authority 2

Percentage of Control:		Percentage of Ownership:	
Entity Legal Name: Massachusetts Wellness Service, LLC		Entity DBA:	DBA City: Revere
Entity Description: Investor/Contributor			
Foreign Subsidiary Narrative:			
Entity Phone: 781-629-3954	Entity Email: elena@stonepm.net	Entity Website:	
Entity Address 1: 30 Railroad Avenue	Entity Address 2:		
Entity City: Revere	Entity State: MA	Entity Zip Code: 02151	
Entity Mailing Address 1: 30 Railroad Avenue	Entity Mailing Address 2:		
Entity Mailing City: Revere	Entity Mailing State: MA	Entity Mailing Zip Code: 02151	
Relationship Description: Massachusetts Wellness Service, LLC does not have any direct or indirect authority, it is a contributor/investor.			

**Please note - there is NO D/B/A. Under the DBA City field "Revere" is stuck as a selection and cannot be deleted.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Wellness Connection of MA, Inc.		Entity DBA: Hightail Cannabis	
Email: info@masswellnessservice.com	Phone: 617-821-0113		
Address 1: 44 Railroad Street	Address 2:		
City: Revere	State: MA	Zip Code: 02151	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$30000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 44 Railroad Street	
Establishment Address 2:	
Establishment City: Revere	Establishment Zip Code: 02151
Approximate square footage of the establishment: 7000	How many abutters does this property have?: 19
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 Form 02.20.20.pdf	pdf	5e9617f0d29ad93571598c2b	04/14/2020
Community Outreach Meeting Documentation	Community Outreach Meeting Documentation.pdf	pdf	5f8f55bf88d19a399a5ca5c8	10/20/2020
Plan to Remain Compliant with Local Zoning	Plan to remain compliant with local zoning.pdf	pdf	5f8f56d9682eef3980ba4272	10/20/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Hightail Cannabis Positive Impact Plan.pdf	pdf	5f8f57a32e6b2a39ace12a31	10/20/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role:

First Name: Amato Last Name: Bocchino Suffix: Jr.

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Director Other Role: Manager

First Name: Elena Last Name: Vega Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Director Other Role:

First Name: Kathleen Last Name: Donovan Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Manager Other Role:

First Name: Matthew Last Name: Philbin Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor

Other Role:

Entity Legal Name: Massachusetts Wellness Service, LLC

Entity DBA:

Entity Description: Investor/Contributor

Phone: 781-629-3954

Email: elena@stonepm.net

Primary Business Address 1: 30 Railroad Avenue

Primary Business Address 2:

Primary Business City: Revere

Primary Business State: MA

Principal Business Zip Code: 02151

Additional Information:

Entity Background Check Information 2

Role: Other (specify)

Other Role: Funding

Entity Legal Name: MWS Funding, LLC

Entity DBA:

Entity Description: Funding Company

Phone: 201-240-4543

Email: dean@waterfrontmgmt.com

Primary Business Address 1: 25 Senate Place Retail

Primary Business Address 2: Unit 2

Primary Business City: Jersey City

Primary Business State: NJ

Principal Business Zip Code:

07306

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Certificate of good standing Secretary of state WCM .pdf	pdf	5f805cb4ac4d5e07c7f9f464	10/09/2020
Bylaws	Amended and Restated Bylaws.pdf	pdf	5f8e3af7cdad0b38f56c117f	10/19/2020
Department of Revenue - Certificate of Good standing	cert of good standing DOR 10 15 20.pdf	pdf	5f8e3cdb289aef393bc4fbee	10/19/2020
Secretary of Commonwealth - Certificate of Good Standing	Mass DUA Cert of Compliance.pdf	pdf	5f8f59b788d19a399a5ca5d7	10/20/2020
Articles of Organization	Articles of Entity Conversion_156D_2020-09-25_certified1.pdf	pdf	5f91d1a8bd0d8e0814339d5f	10/22/2020

No documents uploaded

Massachusetts Business Identification Number: 001179416

Doing-Business-As Name: Hightail Cannabis

DBA Registration City: Revere

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	WCMA Business Plan 2020-05.pdf	pdf	5eb1c91ecb1edf34af2dcfd4	05/05/2020
Proposed Timeline	Timeline.pdf	pdf	5f8c4dfce2cc3d396a454f1d	10/18/2020

Date generated: 03/25/2021

Page: 5 of 7

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Energy Compliance Plan	Energy Compliance Narrative.pdf	pdf	5f8e47c488d19a399a5ca1ed	10/19/2020
Dispensing procedures	Dispensing Procedures.pdf	pdf	5f8e48bb682eef3980ba3ea0	10/19/2020
Plan for obtaining marijuana or marijuana products	Obtaining Marijuana Products.pdf	pdf	5f8e4c462b592b392cb81b07	10/19/2020
Personnel policies including background checks	Personnel Policies including background checks.pdf	pdf	5f8e4e7c88d19a399a5ca1f3	10/19/2020
Restricting Access to age 21 and older	Plan for Restricting Access to age 21 and older.pdf	pdf	5f8e505a6cf7c8390bb9995a	10/19/2020
Inventory procedures	Policy for Inventory.pdf	pdf	5f8e51cf174d683979835d31	10/19/2020
Quality control and testing	Policy for Quality Control and Product Testing.pdf	pdf	5f8e533ad691d0398fcf7d9e	10/19/2020
Prevention of diversion	Prevention of Diversion.pdf	pdf	5f8e54c82cbdc9391a80b77f	10/19/2020
Qualifications and training	Qualifications and Training.pdf	pdf	5f8e553a2b592b392cb81b19	10/19/2020
Record Keeping procedures	Record Keeping Procedure.pdf	pdf	5f8e5652cdad0b38f56c11b7	10/19/2020
Security plan	Security Plan .pdf	pdf	5f8e5a5d2e6b2a39ace12640	10/19/2020
Separating recreational from medical operations, if applicable	Separating Recreational from Medical Operations.pdf	pdf	5f8e5a76d4b816396368c94d	10/19/2020
Storage of marijuana	Storage of Marijuana.pdf	pdf	5f8e5b046cf7c8390bb9996b	10/19/2020
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	5f8e5b962b592b392cb81b22	10/19/2020
Maintaining of financial records	Maintenance of Financial Records and Record Keeping Plan rev 1.pdf	pdf	5f91e9efdfcf9f07cd941cc1	10/22/2020
Diversity plan	Diversity Plan rev 1.pdf	pdf	5f91ea07edc7d60856d943cb	10/22/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would

be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.:

I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

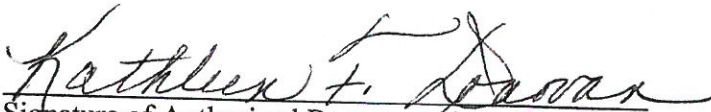
Monday From: 8:00 AM	Monday To: 10:00 PM
Tuesday From: 8:00 AM	Tuesday To: 10:00 PM
Wednesday From: 8:00 AM	Wednesday To: 10:00 PM
Thursday From: 8:00 AM	Thursday To: 10:00 PM
Friday From: 8:00 AM	Friday To: 10:00 PM
Saturday From: 8:00 AM	Saturday To: 10:00 PM
Sunday From: 8:00 AM	Sunday To: 10:00 PM

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. 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(1).

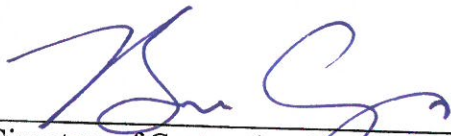
Applicant

I, Kathleen Donovan, (*insert name*) certify as an authorized representative of Wellness Connection of MA (*insert name of applicant*) that the applicant has executed a host community agreement with Revere, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 7/8/2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Brian Arrigo, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Revere, MA (*insert name of host community*) to certify that the applicant and Revere, MA (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 7/8/2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

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): 7/9/2020
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



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

a. Date of publication: 6/25/20

b. Name of publication: Boston Herald

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

a. Date notice filed: 6/24/20

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: 6/24/2020

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



Name of applicant:

Wellness Connection of Ma, Inc

Name of applicant's authorized representative:

Elena Vega

Signature of applicant's authorized representative:

Elena Vega



digitalfirst
MEDIA

BOSTON HERALD

Account: **1359302**
 Name:
 Company: **Wellness Connection of Massachusetts**

Address: **30B Railroad Ave
 REVERE, MA 02151**

Telephone: **(207) 619-1899**

Fax:

Description: **Notice is hereby given by Wellness C**

Date: **06/24/20**
 Start Date: **06/25/20** Stop Date: **06/25/20**
 Class: **1201 - Legal Notices**
 Ad ID: **2019033**
 Ad Taker: **CRASTAMAS**
 Sales Person: **Amanda Stamas (LFC301)**
 Words: **313**
 Lines: **58**
 Agate Lines: **136**
 Depth: **4.8**
 Inserts: **2**
 Blind Box:
 PO Number:

Ad sample

Notice is hereby given by Wellness Connection of Massachusetts (WCMA) that a Community Outreach Meeting for its co-located Marijuana Establishments is scheduled for **July 9, 2020 at 4:30pm** and will be held virtually and open to the public. The co-located marijuana establishments (Marijuana Cultivator, Product Manufacturer, and Retailer) are anticipated to be located at **30B Railroad Ave, Revere, MA 02151**.

The meeting will cover, at minimum, the following topics:

The location and the type of the Marijuana Establishment;

The building being moved into or built, and compliance with security requirements as outlined by 935 CMR 500 et seq. (the Massachusetts adult-use marijuana regulations); Steps taken by WCMA to prevent the diversion of marijuana to minors;

WCMA's plan to positively impact the local community; and

Information demonstrating how WCMA intends to ensure that the location will not constitute a nuisance to the community as defined by the law.

There will be an opportunity for the public to ask questions. Questions may be submitted prior to the meeting to elena@wellnessconnectionofma.com. Questions submitted at least 24 hours prior to the meeting will be answered during the meeting.

If you would like to attend the meeting online, please visit <https://bit.ly/WCMeeting>.

A copy of this notice is filed with the town or city clerk, the planning board, the contracting authority for the municipality, and local licensing authority for adult use of Cannabis, if applicable.

A copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

June 25

Total: **\$453.12**

Paid Amount: **\$0.00**

Amount Due: **\$453.12**

Publication

Boston Herald, BostonHerald.com

*We Appreciate Your Business!
 Thank You !*

Attachment B: Notification to the City of Revere re: Community Outreach Meeting

From: elena@stonepm.net
To: [Rebecca Adams](#); ["Steve Chaisson"](#)
Cc: elena@stonepm.net
Subject: FW: Wellness Connection Community Outreach Virtual Meeting
Date: Tuesday, October 20, 2020 4:54:56 PM
Attachments: [WCMA Community Host Notice - Abutters.pdf](#)

Elena Vega
VP of Operations
Philbin Development
30 Railroad Ave. Suite 30-B
Revere, MA 02151
P# 781-629-3954
F# 781-584-4445
C# 617-821-0113

From: elena@stonepm.net <elena@stonepm.net>
Sent: Wednesday, June 24, 2020 1:09 PM
To: 'amelnik@revere.org' <amelnik@revere.org>; 'robrien@revere.org' <robrien@revere.org>
Cc: 'elena@stonepm.net' <elena@stonepm.net>
Subject: Wellness Connection Community Outreach Virtual Meeting

Hi Ashley & Bob,

I hope you both are doing well with the last couple months we had. I typically hand deliver these notices but given the circumstances I will attached the letter via email and send it out certified as well.

Please feel free to contact me, have you any questions or concerns.

Thanks in advance, have a wonderful day!

Elena Vega
VP of Operations
Philbin Development
30 Railroad Ave. Suite 30-B
Revere, MA 02151
P# 781-629-3954
F# 781-584-4445
C# 617-821-0113

Attachment B



Dear Abutter:

Notice is hereby given by Wellness Connection of Massachusetts (WCMA) that a Community Outreach Meeting for its co-located Marijuana Establishments is scheduled for **July 9, 2020 at 4:30pm** and will be held virtually and open to the public. The co-located marijuana establishments (Marijuana Cultivator, Product Manufacturer, and Retailer) are anticipated to be located at **30B Railroad Ave, Revere, MA 02151**.

The meeting will cover, at minimum, the following topics:

- The location and the type of the Marijuana Establishment;
- The building being moved into or built, and compliance with security requirements as outlined by 935 CMR 500 et seq. (the Massachusetts adult-use marijuana regulations);
- Steps taken by WCMA to prevent the diversion of marijuana to minors;
- WCMA's plan to positively impact the local community; and
- Information demonstrating how WCMA intends to ensure that the location will not constitute a nuisance to the community as defined by the law.

There will be an opportunity for the public to ask questions. Questions may be submitted prior to the meeting to elena@wellnessconnectionofma.com. Questions submitted at least 24 hours prior to the meeting will be answered during the meeting.

If you would like to attend the meeting online, please visit <https://bit.ly/WCMeeting>.

A copy of this notice is filed with the town or city clerk, the planning board, the contracting authority for the municipality, and local licensing authority for adult use of Cannabis, if applicable.

A copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Attachment C



Dear Abutter:

Notice is hereby given by Wellness Connection of Massachusetts (WCMA) that a Community Outreach Meeting for its co-located Marijuana Establishments is scheduled for **July 9, 2020 at 4:30pm** and will be held virtually and open to the public. The co-located marijuana establishments (Marijuana Cultivator, Product Manufacturer, and Retailer) are anticipated to be located at **30B Railroad Ave, Revere, MA 02151.**

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- Steps taken by WCMA to prevent the diversion of marijuana to minors;
- WCMA's plan to positively impact the local community; and
- Information demonstrating how WCMA intends to ensure that the location will not constitute a nuisance to the community as defined by the law.

There will be an opportunity for the public to ask questions. Questions may be submitted prior to the meeting to elena@wellnessconnectionofma.com. Questions submitted at least 24 hours prior to the meeting will be answered during the meeting.

If you would like to attend the meeting online, please visit <https://bit.ly/WCMeeting>.

A copy of this notice is filed with the town or city clerk, the planning board, the contracting authority for the municipality, and local licensing authority for adult use of Cannabis, if applicable.

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Hightail Cannabis

Plan to Remain Compliant with Local Zoning

Purpose and Background

Wellness Connection of MA, Inc. (d/b/a Hightail Cannabis) will remain compliant at all times with the local codes, ordinances, and bylaws including but not limited to the zoning requirements set forth in the City of Revere's Zoning Ordinance. Hightail Cannabis' proposed retail marijuana establishment located at 44 Railroad Street, Revere, MA 02151 is currently zoned within the Technology Enterprise District (TED), in accordance with Revere's Zoning Ordinance.

Our establishment is allowed under the current zoning requirements pursuant to issuance of a special permit. Hightail Cannabis received its special permit from the City of Revere City Council on April 26, 2017 authorizing its marijuana retailer use. Hightail Cannabis will comply with all conditions and standards set forth in any local permit required to operate a marijuana establishment at 44 Railroad Street, Revere, MA 02151. (GPS address: 30 Railroad Avenue, Suite B, Revere, MA 02151).

Plan

Hightail Cannabis is currently compliant with the requirements outlined in the Zoning Code Ordinance. It is the intention of Hightail Cannabis to remain compliant with all relevant local codes, ordinances, and bylaws applicable to a retail marijuana retail establishment. Hightail will comply with the criteria set forth in Revere's zoning ordinance and Hightail has also retained General Counsel to assist with ongoing compliance with local codes, zoning ordinances, and by-laws to remain fully compliant.

Hightail Cannabis

Plan for Positive Impact

Hightail Cannabis is planning to operate an Adult-use retail marijuana establishment in Revere, MA. This plan summarizes how our Company will positively impact areas of disproportionately harmed people.

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

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

Intent

Hightail Cannabis is privileged to help residents of Revere experience a positive impact from the operation of our retail facility. The City of Revere is one of 29 communities designated as "areas of disproportionate impact" meaning these areas have been disproportionately affected by cannabis prohibition and enforcement. Our plan with the accompanying goals, programs and measurements is specifically designed to provide opportunities for residents of the City of Revere.

Hightail Cannabis goals for a positive impact

As of June 29, 2020, the City of Revere has the 2nd highest unemployment rate behind Lawrence. Our goals consist of assisting Revere residents who have past drug convictions, and Revere residents with parents or spouses who have drug convictions entry into the commercial adult-use cannabis industry. Hightail cannabis will create jobs with a compensation structure, employee benefit package and growth opportunities that provide an above living wage opportunity for Revere residents.

Goal 1: Employment Program

Expanding opportunities for gainful employment is a key driver in helping communities disproportionately affected by cannabis prohibition, especially the City of Revere which has the 2nd highest unemployment rate in Massachusetts. Quality jobs that pay above minimum wage and offer benefits assisting those unemployed, or had past drug convictions, or have parents or spouses with past drug convictions will help break the cycle of poverty in our community. Hightail will hire employees and offer at least 30 hours per week or 130 hours per month. We will offer employees the option to participate in an employer-sponsored healthcare plan and will offer sick benefits, and paid vacation time to our 30+ hour employees. Hightail Cannabis will implement this program immediately upon receipt of Provisional Licensure from the Commission.

Our goal is to hire greater than 50% of our employees from the City of Revere, with focus on residents who have past drug convictions; and Revere residents with parents or spouses who have drug convictions.

1. Job Postings will be listed with MassHire. MassHire is a network of 29 career centers, overseen by the MassHire Department of Career Services, that creates and sustains powerful connections between businesses and job seekers through a statewide network of employment professionals aiming to facilitate employment opportunities. In addition, MassHire has over 16 Workforce Boards from which we can utilize for additional opportunities.

These Job Postings will clearly state Hightail Cannabis's hiring preference for applicants who meet the criteria above and strongly encourage those who meet these criteria to apply. We commit to advertising job postings within 30 days of our receipt of Provisional License and will advertise subsequent job postings, as needed.

Employment Program Measures

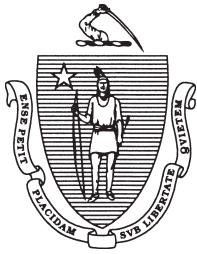
Our retail facility is expected to employ up to 15 employees when fully operational in our first year of operation. We intend to review our program metrics on a monthly basis and then we will be evaluated quarterly, and the following information reported to management:

1. The demographics of all individuals that have applied for positions with Hightail Cannabis that will include whether the applicant meets any, and or all of the Program Preferences.
2. The number of job offers made to applicants and whether the applicant meets any or all of the Program Preferences.
3. The number and percentage of employees who meet any or all of the Program Preferences.

Reporting

60 days before our License renewal, and annually thereafter Hightail Cannabis will produce a comprehensive report which will clearly define our Goals, Programs, and our Metrics for each program,. Hightail Cannabis will report whether we have met our goals (we will all details if for any reason we are unable to reach our goals). This report will be made available to the Commonwealth of Massachusetts and the City of Revere. Hightail Cannabis Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.

Internally, Hightail Cannabis will review our reports every 30 days to ensure we are meeting our goals and objectives. After reviewing our goals and objectives we will make necessary adjustments as needed to ensure our best efforts of meeting our goals.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: August 18, 2020

To Whom It May Concern :

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

WELLNESS CONNECTION OF MA, INC.

is a domestic corporation organized on **June 25, 2015**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; 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

Certificate Number: 20080365170

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

Processed by: NMa

AMENDED AND RESRTATED BY-LAWS
OF
WELLNESS CONNECTION OF MA, INC.
(A Massachusetts Corporation)

Adopted: as of 10/9/2020

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AMENDED AND RESTATED BY-LAWS
OF

WELLNES CONNECTION OF MA, INC.

(A Massachusetts Corporation)

ARTICLE I

Stockholders

Section 1.1. Annual Meeting. The annual meeting of the stockholders of the corporation shall be held on the 2nd Tuesday in March of each year.

The annual meeting shall be held at such place within the United States as may be designated in the notice of meeting. If the day fixed for the annual meeting shall fall on a legal holiday, the meeting shall be held on the next succeeding day not a legal holiday. In the event that no date for the annual meeting is established, a special meeting may be held in place thereof, and any business transacted at such special meeting in lieu of annual meeting shall have the same effect as if transacted or held at the annual meeting.

Section 1.2. Special Meetings. Special meetings of the stockholders may be called at any time by the president or by the board of directors and shall be called by the clerk upon written application of one or more stockholders who hold shares representing at least ten (10%) percent of the capital stock entitled to vote at such meeting. Special meetings of the stockholders shall be held at such time, date and place within or without the United States as may be designated in the notice of such meeting.

Section 1.3. Notice of Meeting. A written notice stating the place, date, and hour of each meeting of the stockholders, and, in the case of a special meeting, the purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting, and to each stockholder who, under the Articles of Organization or these By-laws, is entitled to such notice, by delivering such notice to such person or leaving it at their residence or usual place of business, or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears upon the books of the corporation, at least seven (7) days and not more than sixty (60) days before the meeting. Such notice shall be given by the clerk, an assistant clerk, or any other officer or person designated either by the clerk or by the person or persons calling the meeting.

The requirement of notice to any stockholder may be waived by a written waiver of notice, executed before or after the meeting by the stockholder or his attorney thereunto duly authorized, and filed with the records of the meeting, or if communication with such stockholder is unlawful or by attendance at the meeting without protesting prior thereto or at its commencement the lack of notice. Except as otherwise provided herein, the notice to the stockholders need not specify the purposes of the meeting.

If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.4. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote at a meeting shall constitute a quorum. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present.

Section 1.5. Voting and Proxies. Each stockholder shall have one vote for each share of stock entitled to vote owned by such stockholder of record according to the books of the corporation, unless otherwise provided by law or by the Articles of Organization. Stockholders may vote either in person or by written proxy. No proxy dated more than six months prior to the date of the meeting shall be valid although, unless otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting. Proxies shall be filed with the clerk of the meeting, or of any adjournment thereof. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them.

Section 1.6. Action at Meeting. When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect 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 where a larger vote is required by law, the Articles of Organization or these By-laws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 1.7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the consent shall be treated for all purposes as a vote at a meeting.

Section 1.8. Voting of Shares of Certain Holders. Shares of stock of the corporation standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares of stock of the corporation may be voted by the holder of a durable power of attorney if such durable power of attorney specifically provides for such power to vote shares.

Shares of stock of the corporation standing in the name of a deceased person, a minor, ward or an incompetent person, may be voted by his or her administrator, executor or court-appointed

guardian or conservator without a transfer of such shares into the name of such administrator, executor or court-appointed guardian or conservator. Shares of stock of the corporation standing in the name of a trustee may be voted by him or her.

Shares of stock of the corporation standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares.

ARTICLE II

Board of Directors

Section 2.1. Powers. Except as reserved to the stockholders by law, by the Articles of Organization or by these By-laws, the business of the corporation shall be managed under the direction of the board of directors, who shall have and may exercise all of the powers of the corporation. In particular, and without limiting the foregoing, the board of directors shall have the power to issue or reserve for issuance from time to time the whole or any part of the capital stock of the corporation which may be authorized from time to time to such person, for such consideration and upon such terms and conditions as they shall determine, including the granting of options, warrants or conversion or other rights to stock.

Section 2.2. Number of Directors; Qualifications. The board of directors shall consist of such number of directors (which shall not be less than the lesser of the number of stockholders or two (2)) as shall be fixed initially by the incorporator(s) and thereafter by the stockholders. No director need be a stockholder.

Section 2.3. Nomination of Directors.

(a) Nominations for the election of directors may be made by the board of directors or by any stockholder entitled to vote for the election of directors. Nominations by stockholders shall be made by notice in writing, delivered or mailed by first class mail, postage prepaid, to the clerk of the corporation not less than fourteen (14) days nor more than fifty (50) days prior to any meeting of the stockholders called for the election of directors; provided, however, that if less than twenty-one (21) days' written notice of the meeting is given to stockholders, such written notice shall be delivered or mailed, as prescribed, to the clerk of the corporation not later than the close of the seventh day following the day on which notice of the meeting was mailed to stockholders.

(b) Each notice under subsection (a) shall set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, and (iii) the number of shares of stock of the corporation which are beneficially owned by each such nominee.

(c) The chairman of the meeting of stockholders may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

Section 2.4. Election of Directors. The initial board of directors shall be elected by the incorporator(s) at the first meeting thereof and thereafter by the stockholders at their annual meeting or at any special meeting the notice of which specifies the election of directors as an item of business for such meeting. Each stockholder shall be entitled to cast one (1) vote for each share of stock entitled to vote owned by such stockholder for each available seat on the Board of Directors; cumulative voting shall not be allowed.

Section 2.5. Vacancies; Reduction of the Board. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board of directors, may be filled by the stockholders or by the directors then in office or by a sole remaining director. In lieu of filling any such vacancy the stockholders or board of directors may reduce the number of directors, but not to a number less than the minimum number required by Section 2.2. When one (1) or more directors shall resign from the board of directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 2.6. Enlargement of the Board. The board of directors may be enlarged by the stockholders at any meeting or by vote of a majority of the directors then in office.

Section 2.7. Tenure and Resignation. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, directors shall hold office until the next annual meeting of stockholders and thereafter until their successors are chosen and qualified. Any director may resign by delivering or mailing postage prepaid a written resignation to the corporation at its principal office or to the president, clerk or assistant clerk, if any. Such resignation shall be

effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 2.8. Removal. A director, whether elected by the stockholders or directors, may be removed from office with or without cause at any annual or special meeting of stockholders by vote of a majority of the stockholders entitled to vote in the election of such director, or for cause by a vote of a majority of the directors then in office; provided, however, that a director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 2.9. Meetings. Regular meetings of the board of directors may be held without call or notice at such times and such places within or without the Commonwealth of Massachusetts 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 directors absent from such determination. A regular meeting of the board of directors shall be held without notice immediately after and at the same place as, the annual meeting of the stockholders or the special meeting of the stockholders held in place of such annual meeting, unless a quorum of the directors is not then present. Special meetings of the board of directors may be held at any time and at any place designated in the call of the meeting when called by the president, treasurer, or one or more directors. Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 2.10. Notice of Meeting. It shall be sufficient notice to a director to send notice by mail at least forty-eight (48) hours before the meeting addressed, telegraphed or faxed to such person at his or her usual or last known business or residence address or to give notice to such person in person or by telephone at least twenty-four (24) hours before the meeting. Notice shall be given by the clerk, assistant clerk, if any, or by the officer or directors calling the meeting. The requirement of notice to any director may be waived by a written waiver of notice, executed by such person before or after the meeting or meetings, and filed with the records of the meeting, or by attendance at the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

Section 2.11. Agenda. Any lawful business may be transacted at a meeting of the board of directors, notwithstanding the fact that the nature of the business may not have been specified in the notice or waiver of notice of the meeting.

Section 2.12. Quorum. At any meeting of the board of directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 2.13. Action at Meeting. Any motion adopted by vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors,

except where a different vote is required by law, by the Articles of Organization or by these By-laws. The assent in writing of any director to any vote or action of the directors taken at any meeting, whether or not a quorum was present and whether or not the director had or waived notice of the meeting, shall have the same effect as if the director so assenting was present at such meeting and voted in favor of such vote or action.

Section 2.14. Action Without a Meeting. Any action by the directors may be taken without a meeting if all of the directors consent to the action in writing and the consents are filed with the records of the directors' meetings. Such consent shall be treated for all purposes as a vote of the directors at a meeting.

Section 2.15. Committees. The board of directors may, by the affirmative vote of a majority of the directors then in office, appoint an executive committee or other committees consisting of one or more directors and may by vote delegate to any such committee some or all of their powers except those which by law, the Articles of Organization or these By-laws they may not delegate. Unless the board of directors shall otherwise provide, any such committee may make rules for the conduct of its business, but unless otherwise provided by the board of directors or such rules, its meetings shall be called, notice given or waived, its business conducted or its action taken as nearly as may be in the same manner as is provided in these By-laws with respect to meetings or for the conduct of business or the taking of actions by the board of directors. The board of directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee at any time. The board of directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE III

Officers

Section 3.1. Enumeration. The officers shall consist of a president, a treasurer, a clerk and such other officers and agents (including a Chairman of the Board, Chief Executive Officer, one or more vice-presidents, assistant treasurers, assistant clerks, secretaries and assistant secretaries), with such duties and powers, as the board of directors may, in their discretion, determine. The President shall serve as Chief Executive Office until such time as the Board of Directors votes otherwise.

Section 3.2. Election. The president, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the stockholders. Other officers may be chosen by the directors at such meeting or at any other meeting.

Section 3.3. Qualification. An officer may, but need not, be a director or stockholder and no officer shall be a director solely by virtue of being an officer. Any two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the directors may determine. The premiums for such bonds may be paid by the corporation.

Section 3.4. Tenure. Except as otherwise provided by the Articles of Organization or these By-laws, the term of office of each officer shall be for one year or until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 3.5. Removal. Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the directors then in office; provided, however, that an officer may be removed for cause only after reasonable notice of not less than seven (7) days and opportunity to be heard by the board of directors prior to action thereon.

Section 3.6. Resignation. Any officer may resign by delivering or mailing postage prepaid a written resignation to the corporation at its principal office or to the president, clerk, or assistant clerk, if any, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Section 3.7. Vacancies. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the board of directors.

Section 3.8. President. The president shall be the chief executive officer of the corporation. Except as otherwise voted by the board of directors, the president shall preside at all meetings of the stockholders and of the board of directors at which he or she is present. The president shall have such duties and powers as are commonly incident to the office and such duties and powers as the board of directors shall from time to time designate.

Section 3.9. Vice-Presidents. Vice-presidents, if any, shall have such powers and perform such duties as the board of directors may from time to time determine.

Section 3.10. Treasurer and Assistant Treasurers. The treasurer, subject to the direction and under the supervision and control of the board of directors, shall have general charge of the financial affairs of the corporation. The treasurer shall have custody of all funds, securities and valuable papers of the corporation, except as the board of directors may otherwise provide. The treasurer shall keep or cause to be kept full and accurate records of account which shall be the property of the corporation, and which shall be always open to the inspection of each elected officer and director of the corporation. The treasurer shall deposit or cause to be deposited all funds of the corporation in such depository or depositories as may be authorized by the board of directors. The treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and other negotiable instruments payable to the corporation. The treasurer shall have the power to borrow money and enter into and execute arrangements as to advances, loans and credits to the corporation. The treasurer shall perform such other duties as are incidental to the office, and such other duties as may be assigned by the board of directors.

Assistant treasurers, if any, shall have such powers and perform such duties as the board of directors may from time to time determine.

Section 3.11. Clerk and Assistant Clerks. The clerk shall record, or cause to be recorded, all proceedings of the meetings of the stockholders and directors (including committees thereof)

in the books of records of this corporation. The record books shall be open at reasonable times to the inspection of any stockholder, director, or officer. The clerk shall notify the stockholders and directors, when required by law or by these By-laws, of their respective meetings, and shall perform such other duties as the directors and stockholders from time to time prescribe. The clerk shall have the custody and charge of the corporate seal, and shall affix the seal of the corporation to all instruments requiring such seal, and shall certify under the corporate seal the proceedings of the directors and of the stockholders, when required. In the absence of the clerk at any such meeting, a temporary clerk shall be chosen who shall record the proceedings of the meeting in the aforesaid books.

The Assistant Clerk, if any, shall have such powers and perform such duties as the board of directors may from time to time designate.

Section 3.12. Other Powers and Duties. Subject to these By-laws and to such limitations as the board of directors may from time to time prescribe, the officers of the corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the board of directors.

ARTICLE IV

Capital Stock

Section 4.1. Stock Certificates. Each stockholder shall be entitled to a certificate representing the number of shares of the capital stock of the corporation owned by such person in such form as shall, in conformity to law, be prescribed from time to time by the board of directors. Each certificate shall be signed by the president or vice-president and treasurer or assistant treasurer or such other officers designated by the board of directors from time to time as permitted by law, shall bear the seal of the corporation, and shall express on its face its number, date of issue, class, the number of shares for which, and the name of the person to whom, it is issued. The corporate seal and any or all of the signatures of corporation officers may be facsimile if the stock certificate is manually counter-signed by an authorized person on behalf of a transfer agent or registrar other than the corporation or its employee.

If an officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed on, a certificate shall have ceased to be such before the certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the time of its issue.

Section 4.2. Transfer of Shares. Title to a certificate of stock and to the shares represented thereby shall be transferred only on the books of the corporation by delivery to the corporation or its transfer agent of the certificate properly endorsed, or by delivery of the certificate accompanied by a written assignment of the same, or a properly executed written power of attorney to sell, assign or transfer the same or the shares represented thereby. Upon surrender of a certificate for the shares being transferred, a new certificate or certificates shall be issued according to the interests of the parties.

Section 4.3. Record Holders. Except as otherwise may be required by law, by the Articles of Organization or by these By-laws, 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 vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-laws.

It shall be the duty of each stockholder to notify the corporation of his or her post office address.

Section 4.4. Record Date. In order that the corporation may determine the stockholders entitled to receive notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any right, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty (60) days prior to any other action. In such case only stockholders of record on such record date shall be so entitled, notwithstanding any transfer of stock on the books of the corporation after the record date.

If no record date is fixed: (i) the record date for determining stockholders entitled to receive notice of or to vote at a meeting of stockholders shall be at the close of business on the next day preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is expressed; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

Section 4.5. Transfer Agent and Registrar for Shares of Corporation. The board of directors may appoint a transfer agent and a registrar of the certificates of stock of the corporation. Any transfer agent so appointed shall maintain, among other records, a stockholders' ledger, setting forth the names and addresses of the holders of all issued shares of stock of the corporation, the number of shares held by each, the certificate numbers representing such shares, and the date of issue of the certificates representing such shares. Any registrar so appointed shall maintain, among other records, a share register, setting forth the total number of shares of each class of shares which the corporation is authorized to issue and the total number of shares actually issued. The stockholders' ledger and the share register are hereby identified as the stock transfer books of the corporation; but as between the stockholders' ledger and the share register, the names and addresses of stockholders, as they appear on the stockholders' ledger maintained by the transfer agent shall be on the official list of stockholders of record of the corporation. The name and address of each stockholder of record, as they appear upon the stockholders' ledger, shall be conclusive evidence of who are the stockholders entitled to receive notice of the meetings of stockholders, to vote at such meetings, to examine a complete list of the stockholders entitled to vote at meetings, and to

own, enjoy and exercise any other property or right deriving from such shares against the corporation. Stockholders, but not the corporation, its directors, officers, agents or attorneys, shall be responsible for notifying the transfer agent, in writing, of any change in their names or addresses from time to time, and failure to do so will relieve the corporation, its other stockholders, directors, officers, agents and attorneys, and its transfer agent and register, of liability for failure to direct notices or other documents, or pay over or transfer dividends or other property or rights, to a name or address other than the name and address appearing in the stockholders' ledger maintained by the transfer agent.

Section 4.6. Loss of Certificates. In case of the loss, destruction or mutilation of a certificate of stock, a replacement certificate may be issued in place thereof upon such terms as the board of directors may prescribe, including, in the discretion of the board of directors, a requirement of bond and indemnity to the corporation.

Section 4.7. Restrictions on Transfer. Every certificate for shares of stock which are subject to any restriction on transfer, whether pursuant to the Articles of Organization, the By-laws or any agreement to which the corporation is a party shall have the fact of the restriction noticed conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge.

Section 4.8. Multiple Classes of Stock. The amount and classes of the capital stock and the par value, if any, of the shares, shall be as fixed in the Articles of Organization. At all times when there are two or more classes of stock, the several classes of stock shall conform to the description and the terms and have the respective preferences, voting powers, restrictions and qualifications set forth in the Articles of Organization and these By-laws. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either (i) the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series authorized to be issued, or (ii) a statement of the existence of such preferences, powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

ARTICLE V

Dividends

Section 5.1. Declaration of Dividends. Except as otherwise required by law or by the Articles of Organization the board of directors may, subject to the payment of obligations of the Corporation to lenders, mortgagees, third parties to which or whom a debt is owed, payment of salaries and employee compensation each in accordance with their respective terms, in its discretion, declare what, if any, dividends shall be paid by the corporation. Dividends may be paid in cash, in property, in shares of the corporation's stock, or in any combination thereof. Dividends shall be payable upon such dates as the board of directors may designate.

Section 5.2. Reserves. Before the payment of any dividend and before making any distribution of profits, the board of directors, from time to time and in its absolute discretion, shall have power to set aside out of the surplus or net profits of the corporation such sum or sums as the board of directors shall deem to be in the best interests of the corporation, and the board of directors may modify or abolish any such reserve.

ARTICLE VI

Miscellaneous Provisions

Section 6.1. Articles of Organization. All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.

Section 6.2. Fiscal Year. Except as from time to time otherwise provided by the board of directors, the fiscal year of the corporation shall end on the last day of December of each year.

Section 6.3. Corporate Seal. The board of directors shall have the power to adopt and alter the seal of the corporation.

Section 6.4. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of the corporation on its behalf shall be signed by the president, the treasurer or a vice-president except as the board of directors may generally or in particular cases otherwise determine.

Section 6.5. Voting of Securities. Unless the board of directors otherwise provides, the president or the treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or shareholders of any other corporation or organization, any of whose securities are held by this corporation.

Section 6.6. Evidence of Authority. A certificate by the clerk or any assistant clerk as to any action taken by the stockholders, directors or any officer or representative of the corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action. The exercise of any power which by law, by the Articles of Organization or by these By-laws, or under any vote of the stockholders or the board of directors, may be exercised by an officer of the corporation only in the event of absence of another officer or any other contingency shall bind the corporation in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

Section 6.7. Corporate Records. The original, or attested copies, of the Articles or Organization, By-laws, records of all meetings of the incorporators and stockholders, and the stock transfer books (which shall contain the names of all stockholders and the record address and the amount of stock held by each) shall be kept in Massachusetts at the principal office of the corporation, or at an office of its resident agent, transfer agent or of the clerk or of the assistant clerk, if any. Said copies and records need not all be kept in the same office. They shall be

available at all reasonable times to inspection of any stockholder for any purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 6.8. Charitable Contributions. The board of directors from time to time may authorize contributions to be made by the corporation in such amounts as it may determine to be reasonable to corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures to the private benefit of any stockholder or individual.

Section 6.9. Indemnity. The Officers and Directors of the corporation shall not be liable and shall be entitled to indemnity, exoneration and to be held harmless as set out in Paragraphs 6.5 and 6.6 of the Articles of Entity Conversion of the corporation, in addition to all such rights that are available by law, agreement or otherwise. Such rights shall be retroactive to the date the Officer or Director was first elected as Officer or Director and shall continue in effect after the Officer or Director resigns. No such rights shall be terminated, revoked, withdrawn or amended without the express written consent of any current or past Officer or Director to whom such right existed, exists or might exist. No amendment to the Articles of Entity Conversion and no transfer or sale of any share of the corporation shall affect this provision.

ARTICLE VII

Amendments

Section 7.1. Amendment by Stockholders. Prior to the issuance of stock, these By-laws may be amended, altered or repealed by the incorporator(s) by majority vote. After stock has been issued, these By-laws may be amended, altered or repealed by the stockholders at any annual or special meeting by vote of a majority of all shares outstanding and entitled to vote, except that where the effect of the amendment would be to reduce any voting requirement otherwise required by law, the Articles of Organization or these By-laws, such amendment shall require the vote that would have been required by such other provision. Notice and a copy of any proposal to amend these By-laws must be included in the notice of meeting of stockholders at which action is taken upon such amendment.

Section 7.2. Amendment by Board of Directors.

(a) These By-laws may be amended, altered or repealed by the board of directors at a meeting duly called for that purpose by majority vote of the directors then in office, except that directors shall not amend the By-laws in a manner which:

- (i) changes the stockholder voting requirements for any action;
- (ii) alters or abolishes any preferential right or right of redemption applicable to a class or series of stock with shares already outstanding;
- (iii) alters the provisions of Article VII; or
- (iv) permits the board of directors to take any action which under law, the Articles of Organization or these By-laws is required to be taken by the stockholders.

(b) If the By-laws are amended, altered or repealed by the board of directors, notice of the amendment, alteration or repeal shall be given to all stockholders entitled to vote not later than the time of giving notice of the next meeting of stockholders following such amendment, alteration or repeal.

(c) Any amendment of these By-laws by the board of directors may be altered or repealed by the stockholders at any annual or special meeting of stockholders.



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

mass.gov/dor

Letter ID: L2096160320
Notice Date: October 15, 2020
Case ID: 0-000-936-359



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



WELLNESS CONNECTION OF MA, INC.
30 RAILROAD AVE # B
REVERE MA 02151-3902

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, WELLNESS CONNECTION OF MA, 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, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



273473025

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Wellness Connection of MA
30 RAILROAD AVE
REVERE, MA 02151-3902

EAN: 22170815
October 14, 2020

Certificate Id:41793

The Department of Unemployment Assistance certifies that as of 10/14/2020 ,Wellness Connection of MA is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance

D

The Commonwealth of Massachusetts

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

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



Shawn Collins
Executive Director
Cannabis Control Commission

FORM MUST BE TYPED

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

FORM ML

(1) Exact name of the non-profit: Wellness Connection of MA, Inc.

REVIEWED
By Shawn Collins at 2:25 pm, Sep 25, 2020

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

Wellness Connection of MA, Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Wellness Connection of MA, Inc.

ARTICLE II

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

The corporation is organized to seek final license as a medical marijuana treatment center and for medical and adult use marijuana dispensary, retail, cultivation and processing

ARTICLE III

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

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

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.

None.

ARTICLE V

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

None.

ARTICLE VI

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

See Schedule A attached hereto.

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

ARTICLE VII

The effective date of organization 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:
30B Railroad Avenue, Revere MA 02151
- b. The name of its initial registered agent at its registered office:
Kathleen F. Donovan
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Kathleen F. Donovan, 30 Hartford Road, Arlington MA 02474**

Treasurer: **Elena K. Vega, 15 Janet Lane, Peabody MA 01960**

Secretary: **Elena K. Vega, 15 Janet Lane, Peabody MA 01960**

Director(s): **(1) Kathleen F. Donovan, 30 Hartford Road, Arlington MA 02474, (2) Elena K. Vega, 15 Janet Lane, Peabody MA 01960 and (3) Amato J. Bocchino, Jr., 103 Grover Street, Beverly MA 01915**

- 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:
Medical marijuana treatment and medical and adult use marijuana dispensary, cultivation and processir
- f. The street address of the principal office of the corporation:
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

30B Railroad Avenue, Revere MA 02151, which is
(number, street, city or town, state, zip code)

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

Signed by: _____
(signature of authorized individual)

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

on this _____ day of _____,

COMMONWEALTH OF MASSACHUSETTS

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

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Amato J. Bocchino, Jr.

Bocchino Law

103 Grover Street, Beverly MA 01915

Telephone: 978-969-3442

Email: amato@bocchinolaw.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

SCHEDULE A

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

6.2 The number of authorized shares of any class or series, the distinguishing designation thereof and the preferences, limitations, and relative rights applicable thereto shall be set forth in the articles of organization or any amendment thereto approved by the board of directors. All or a specified number of directors may be elected by the holders of one or more authorized classes or series of shares, as set forth in an amendment to those articles of organization. At any time after the initial issuance of shares of any class or series, the board of directors may reclassify any unissued shares of the class or series into one or more existing or new classes or series. Shares of any class or series may be issued as a share dividend in respect of shares of another class or series.

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

6.4 Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the 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.

6.5 To the maximum extent permitted by applicable law, no officer or director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages as a result of their action or inaction as an officer or director of the corporation notwithstanding any provision of law imposing such liability for (i) breach of any duty including fiduciary duty and duty of loyalty to the corporation or to shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law and (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of the provision of this paragraph shall apply to or have any effect on the liability or alleged liability of any officer or director of the corporation for or with respect to any act or failure to act of such officer or director occurring prior to such amendment or repeal.

6.6 The corporation shall, to the extent permitted by law, indemnify, exonerate and hold harmless all persons who have served or may serve at any time as officers or directors of the corporation and their heirs, executors, administrators, successors and assigns from and against any and all loss and expense, including attorney's fees and costs and including amounts paid in settlement before or after suit is commenced, arising from any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which such persons are made parties by reason of their being or having been officers or directors of the corporation. The indemnification, exoneration and hold harmless rights provided herein (i) shall not be deemed exclusive of any other rights to which such persons may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The corporation may, to the extent authorized from time to time by the board of directors, grant indemnification, exoneration rights and hold harmless rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth herein.

6.7 The number of directors of the corporation shall be fixed in or specified in accordance with the bylaws. The corporation may have fewer than three directors, notwithstanding the number of shareholders of the corporation.

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



WELLNESS
CONNECTION

Business Plan

May 2020

This document is for educational/illustrative purposes only. This is not a solicitation for capital. Figures presented in this document are not to be treated as validated assertions or promise/forecast of financial returns.

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1. Introduction

Wellness Connection of Massachusetts (“Wellness Connection”) is a corporation created to operate medical and adult-use marijuana operations in the Commonwealth of Massachusetts. Currently, Wellness Connection holds two provisional Marijuana Treatment Center (“MTC”) certificates of registration. One MTC will have vertical integration operations in Revere, and another will have medical retail operations in Peabody. Both MTCs are currently preparing to apply for an architectural review.

WC’s principals, personnel, partners, and advisors draw on expertise going back to the first lawfully mandated dispensary, cultivation, and processing operations in New England. Now, Wellness Connection is seeking to co-locate medical and adult-use cultivation, processing, and retail activities at its Revere site at 30B Railroad Avenue.

1.1. Mission/Goal

Wellness Connection has a mission to provide high quality marijuana and marijuana products delivered with superior customer service. Wellness Connection is committed to provide the highest quality patron service in a safe, welcoming, and engaging environment that fosters mutual respect, responsible use, and supports the community.

1.2. Overview

In 2008, Massachusetts decriminalized nominal quantities of marijuana. Massachusetts voted in 2012 to legalize marijuana for medical use. In 2016, Massachusetts voters legalized recreational cannabis with support from 53.6% of the electorate. Wellness Connection has analyzed several elements including socio-economic, political, and population/demographic factors and is convinced that Massachusetts is quickly becoming the next large, well-regulated legal cannabis market in the United States. There are similarities between the burgeoning market in Massachusetts and those of other states who’ve since legalized adult-use cannabis sales. The evolution of the cannabis industry is part of an inevitable national trend that represents a huge potential for business and social growth. Public opinion regarding the sale of cannabis to adults is at an all-time high with large numbers of citizens supporting the recent ballot initiative. Wellness Connection is well positioned above potential competition as a long term, locally owned legalized cannabis retailer in Massachusetts with industry experts’ partnerships.

Business Records

Wellness Connection is committed to protecting business records in compliance with all regulations. The company has created a compliant recordkeeping standard operating

procedure ("SOP") and will utilize it to train staff on all recordkeeping requirements. Recordkeeping compliance is the ultimate responsibility of the General Manager, who will direct employees in all compliance obligations; however, an employee's failure to comply with the Recordkeeping SOP may subject her/him to discipline. Our General Manager maintains records relating to personnel policies, payroll, employee files, attendance, security and quality assurance; financial records, in collaboration with our Controller; and security records, in collaboration with our Director of Security.

Wellness Connection maintains financial information on the accrual basis in accordance with Generally Accepted Accounting Principles ("GAAP"). Wellness Connection will ensure that both Wellness Connection's and individuals' confidential financial information are secure and accurate. Wellness Connection will maintain business records compliant with the regulations set forth in 935 CMR 500, 501, and 502. These records along with any other records outlined in 935 CMR 500, 501, and 502 will be immediately available to the Cannabis Control Commission ("CCC" or "Commission") upon request. Business and financial records will be maintained in accordance with GAAP and in an audit friendly format. Financial records maintained by Wellness Connection include but are not limited to: Assets and liabilities, Monetary transactions, Books of accounts which include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers, Sales records including the quantity, form and cost of marijuana products, Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation.

Wellness Connection maintains accounting records in a determined accounting software program. This system supports detailed transaction data for company purchases, inventory valuation, revenue and payroll. Data is stored on a secure server, as well as backed up to local computers daily. Supporting documentation for transactions are stored on a third-party data storage provider via secure server. System access is limited to users with need and each user has security settings specific to their role. Every transaction the company makes will go the accounting software thus guaranteeing complete reporting. Bank accounts will be reconciled monthly and month-end financials are reviewed by management each month. Wellness Connection will engage with a third-party accounting firm to review annual financial reports for compliance with GAAP. Wellness Connection will also engage with a third-party tax service to prepare and file federal, state, and other tax returns to ensure compliance.

Zoning & Design

Wellness Connection's proposed dispensary facility located at 30B Railroad Ave, Revere, MA which meets all local zoning requirements. The location is not located within 500 feet of a public or private, primary or secondary school, licensed daycare center, public library, public

park or playground, nor are any Marijuana Storefront Retailer sited within a radius of five hundred feet of the proposed location.

Wellness Connection will regularly update: Dimension and Height Requirements, Buffer, Hours of Operation, Odor, Waste Disposal, Light/Visual Impacts, Parking, Security, Emergency Response, etc. to ensure it is in compliance with the zoning regulations set by the Cannabis Control Commission ("CCC" or "Commission").

Commitment to Locals (Vendors, Employees, & Fair Wage)

Wellness Connection is committed to contracting with vendors and employing individuals sourced from the local area of Revere. Additionally, Wellness Connection will use the Massachusetts Institute of Technology as "living wage" as guidelines when developing appropriate wages for employees because Wellness Connection firmly agrees with providing "the hourly rate that an individual must earn to support their family".

2. Wellness Connection Team

When hiring, Wellness Connection will seek out applicants that are not just qualified and experienced, but those that share Wellness Connection's honest, patron-focused values and are ready to help build a prosperous business that will benefit all its stake holders including its community and peer workforce members.

Wellness Connection's employees will benefit from Wellness Connection's dedication to community outreach and charitable engagement. Wellness Connection is committed to ensuring our employees are not only allowed but are encouraged to give back to the community in various ways that will be outlined in our community outreach initiative. Employee benefit arrangements will be made available to all full-time Wellness Connection staff.

2.1. Management Team

Wellness Connection was founded and is operated by a team of local business leaders, and industry experts. Committed to the success of the business, the management of Wellness Connection has substantial experience within the industry as well as related industry. This experience provides first-hand insight into the business drivers, as well as an extensive network of contacts with industry specific experience, locally and nationally respected in their areas of expertise.

Wellness Connection has created an extensive model of the business driven by calculated assumptions, proven tactics and plans adequate for the industry and the area. Revenue and

expenses are interconnected. The model includes industry specific, division level detail, revenue projections and detailed expense projections.

The company is focusing on implementing the plan with an appropriate number of employees and utilizing experts for specific tasks and projects.

2.2. Employee Education and Training

Wellness Connection will utilize the operational experience and knowledge to provide extensive training and education for all employees. All employees will receive rigorous training prior to commencing work in any of the Wellness Connection operations. Employees will be required to read the relevant state and county laws pertaining to medical and adult-use marijuana to have a general understanding of the laws and regulations with which they must comply. Additional training will also be provided from a pre-selected third-party security vendor, Responsible Vender Trainer, inventory control systems and POS vendors, and other subject matter experts. Training will include an extensive hands-on approach and the use of Standard Operating Procedures (SOPs) and various other materials and methods as deemed appropriate.

Wellness Connection will utilize targeted training materials and programs for different operations occurring at the Commonwealth licensed facilities. All employees will also be required to receive training on general sanitary requirements which are documented with relevant SOPs. Employees will be required to read and agree to comply with the company Employee Handbook, SOPs, and other materials deemed necessary prior to commencing work in any of the company facilities.

3. Products and Services

Wellness Connection intends to cultivate and process most of the marijuana and marijuana products sold at the CCC licensed Wellness Connection stores. Any marijuana and marijuana products needed to serve customers and patients beyond what Wellness Connection cultivates and processes will be sourced from CCC licensed marijuana establishments.

The selection of offered marijuana will include a wide variety of marijuana; all selections will be unique and have different traits, values and benefits. Marijuana varieties will include different batches from Indica, sativa, hybrid and CBD dominant genetics. Patrons will have the opportunity to experience different desired effects from different marijuana variety cultivars and genetics.

3.1. Intended Offered Products

Flower (pre-rolls, packaged dried flower) usually smokable, trichome-covered part of a female cannabis plant that offers numerous consumption methods, such as being smoked using a pipe or bong, or by rolling it in a joint.



Edibles (flowers or concentrates, gummies, cookies, etc.) are marijuana-infused products that are consumed orally, versus smoking flower or concentrate. Some of the more common forms of edibles include baked goods, lozenges, chocolates and beverages.



Tinctures are alcohol-based cannabis extracts, essentially, infused alcohol. Cannabis tinctures are easy to self-dose and can be placed directly under the tongue or incorporated after cooking into meals and drinks such as juices, ice cream, salad dressing and soup.



Oil versions of cannabis-derived medicine can be placed in the mouth and either swallowed or absorbed to some degree in the mouth itself. Cannabis oil can take up to 2-3 hours to take full effect. Like tinctures, cannabis oil can also be incorporated into food for consumption.



Oral capsules give patients a convenient and familiar consumption method, free of unwanted calories and unnecessary ingredients. Capsules come in a variety of potencies and cannabinoid profiles to help patients with differing health ailments and medicinal needs.



Oral spray is designed to be administered sublingually, meaning absorbed under the tongue. This method has several benefits such as fast absorption, portability, discreteness, and precise dosing. There are few reported side effects compared to inhalation or ingesting.



Topicals include lotions, balms, oils, and other products that are absorbed through the skin. Topicals are non-psychoactive and provide localized relief of pain, soreness, and inflammation. Early evidence shows potential benefits for a range of ailments such as psoriasis, dermatitis, itching, headaches, cramping, and others.



Vaporizer technology allows cannabis extract to be heated into a vapor form and inhaled by the patient, which is popular among patients seeking immediate symptom relief and offers the benefit of precise dosage control.



Pictures provided as an example but not actual WC products

3.2. Quality of Products

Offering marijuana with the highest quality of patron service will be the driving force behind Wellness Connection's operational efforts. Legal adults 21 years of age and older and patients will be consuming the marijuana products for a desired effect and therefore all marijuana cultivated, and marijuana-infused products manufactured will be free of any residual contaminants or pesticides and will pass all required Massachusetts Commonwealth testing standards. A quality management program will be implemented to ensure there are no deviations in the standard operating processes.

3.3. Product Testing

Wellness Connection will ensure that all marijuana and marijuana products, both for medical and adult use, that are sold to patients and customers, have been tested by a CCC licensed Independent Testing Laboratory as required by the CCC.

3.4. Inventory Management

Wellness Connection is committed to track all transactions in a compliant manner and according to business standards. It will implement an accounting system as well as inventory management system, integrated with its Point-of-Sale and Inventory Management Software (POS). Its POS will meet audit compliance standards and provides complete control over finances, accounting, sales, inventory and business intelligence information. The POS provides real time inventory tracking for internal reporting at the dispensary, as well as all reporting required by CCC as well as necessary to manage and grow the business.

This system will also be capable of seamlessly integrating into any other inventory tracking requirements implemented in the future, including "seed-to-sale" tracking software provided by METRC.

4. Market Analysis

4.1. U.S. Market

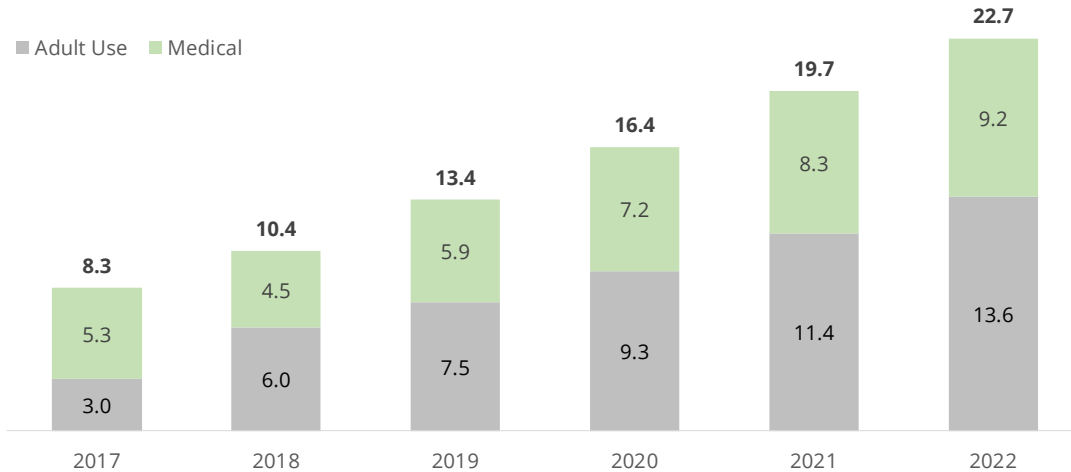
The legal cannabis market in the United States is experiencing unprecedented growth which represents a huge business opportunity at all levels of the value chain, from cultivation to retail.

In 2019, the total legal cannabis market value (medical and adult use) in the United States was \$13.4bn up 62% from \$8.3bn in 2017. The total U.S. market is expected to reach \$22.7bn by

2022 with an implied CAGR of 21.5% as new states are coming online, and existing markets keep growing.

U.S. Market Size Estimates*

* Average of New Frontier Data and Arcview/BDS Analytics estimates in \$ billion



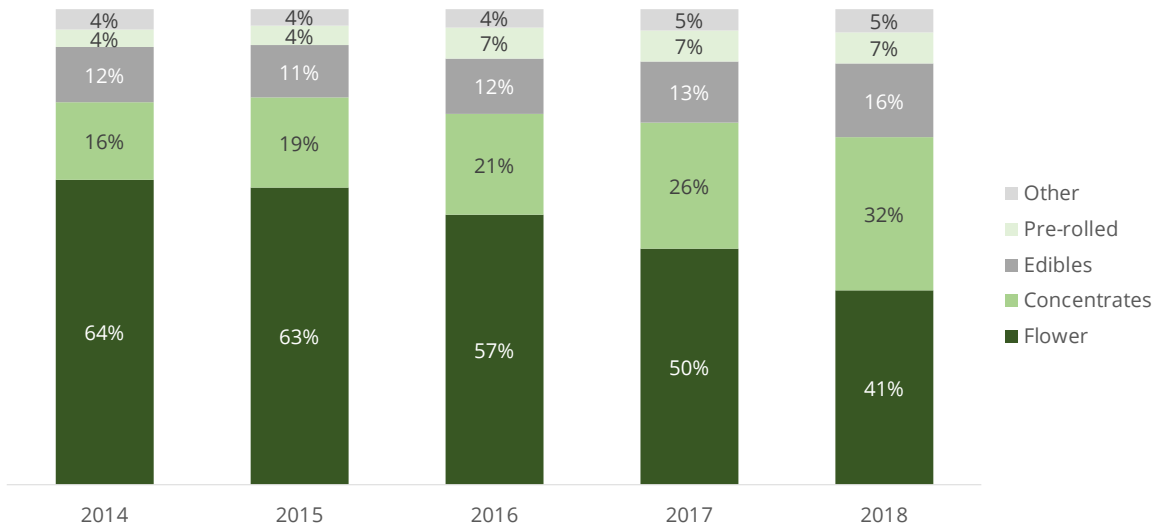
Source: Arcview Market Research / BDS Analytics, New Frontier

The legal adult use marijuana market is expected to grow faster than the medical market as the potential market is much larger. The legal adult use market is therefore expected to overtake the medical market over the next five years, accounting for around 60% in 2022 up from 36% in 2017.

From a product perspective, the U.S. market has seen major changes as well: the share of dried flower has declined steadily from 64% of sales in 2014 to 41% in 2018. In the meantime, concentrates have double their market share to account for almost a third of total sales.

U.S. Market Product Mix Development

% of Total Sales



Source: BDS Analytics's GreenEdge

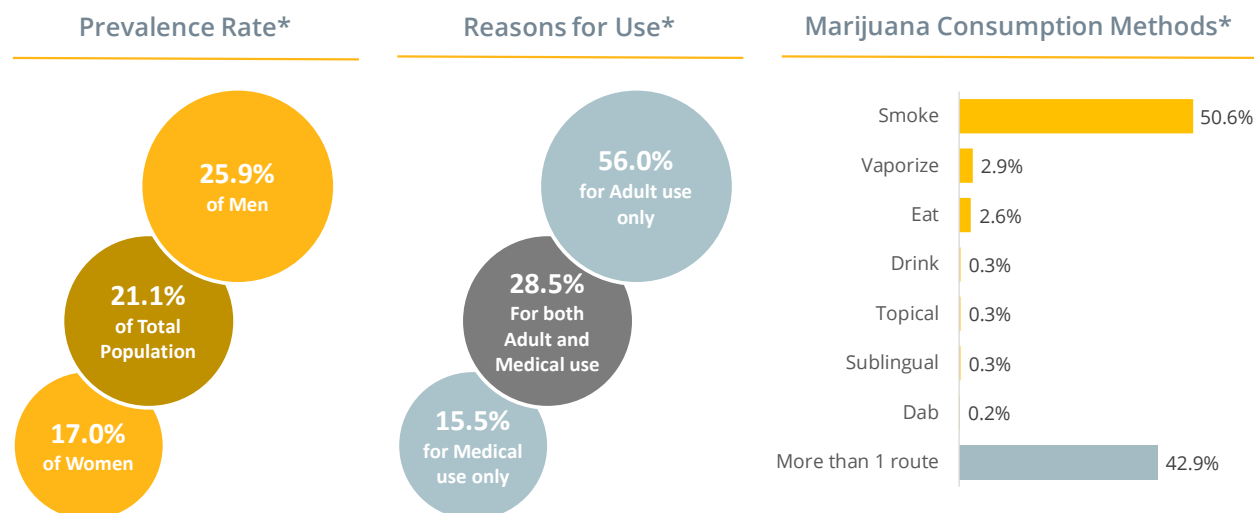
4.2. Massachusetts Market

Market Size

Massachusetts has been at the forefront of this legalization movement with the 2012 ballot initiative paving the way for medical marijuana. In 2016, Massachusetts became the first state on the East Coast to legalize adult use of marijuana with 54% of the votes.

MJBizDaily estimated the number of in-state Massachusetts customers between 1,300,000 and 1,600,000 in 2019. Meanwhile, a study found that 20% of Massachusetts population consumed marijuana in the past 30 days¹.

¹ Massachusetts Department of Public Health, "Marijuana Baseline Health Study" (July 2019)



Source: Marijuana Baseline Health Study (July 2019)

* based on past 30-day marijuana use

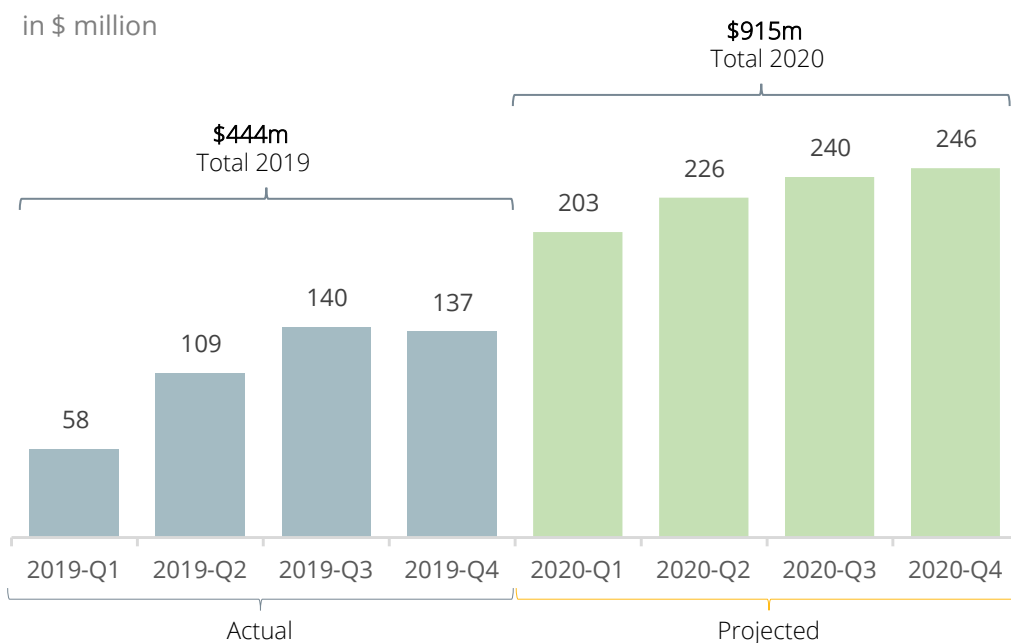
In the backdrop of this widespread acceptance and use of marijuana, Massachusetts is now home to one of the fastest-growing legal adult use markets. Massachusetts' first year of retail operations has been a major success with close to \$450 million in gross sales (see exhibit below). Nucleus One, a cannabis consulting firm, expects adult use sales to double in 2020 to \$915 million. Recreational sales are projected to exceed \$2 billion by 2023 according to the Brightfield Group, a Chicago-based cannabis market research firm.

The adult use market is fueled by in-state customers as well as out-of-state tourism. With 25.7 million domestic visitors to Massachusetts in 2018², many have already or will likely add to in-state demand for marijuana products.

The vaping ban imposed across Massachusetts in September 2019 slowed down the overall market growth. However, most analysts expect sales growth to rebound back to its previous pace as vaping sales have now resumed.

² Massachusetts Office of Travel & Tourism, *Annual Report 2018*

Actual & Projected Quarterly Adult Use Sales 2019-2020



Source: Cannabis Control Commission, Nucleus One- Massachusetts Adult Use Marijuana Market Update (January 2020)

Besides, Massachusetts is in a severe imbalance of supply and demand, creating an opportunity for Wellness Connection and its business model. Industry business leaders in Massachusetts have recently highlighted that the market is undersupplied as shown by the caps on purchased quantities in retail stores, the limited amount of marijuana available for wholesale³ and high prices.

Product Perspective

The Massachusetts adult use market is maturing, and marijuana products are becoming more diverse.

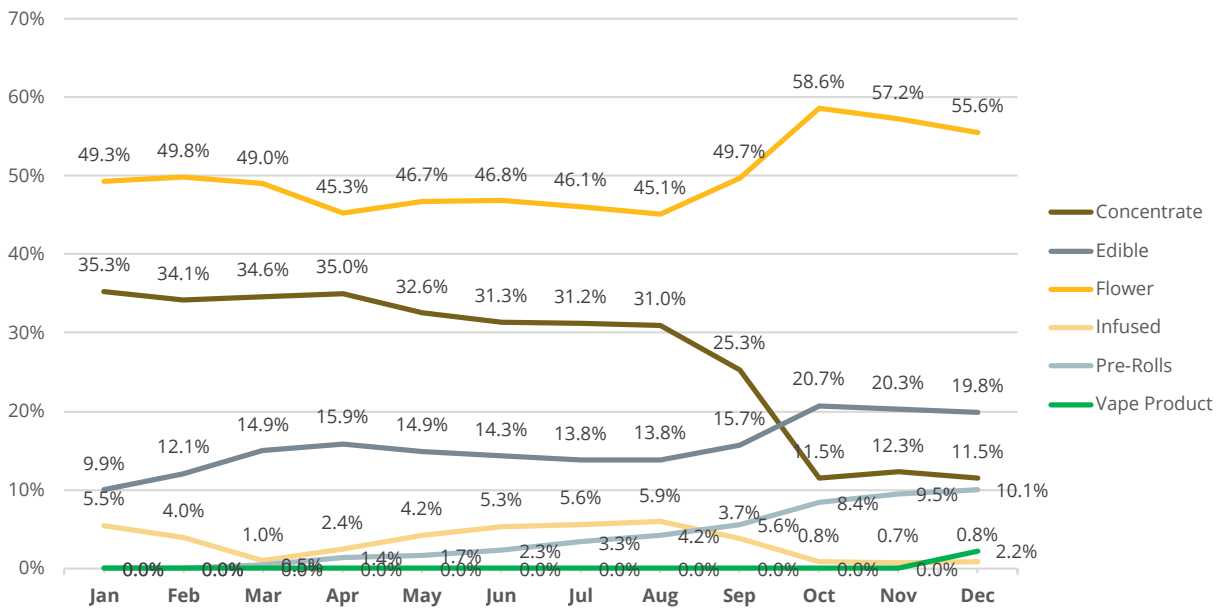
Dried flower accounted for half the sales in the first year. Product categories like edibles and pre-rolls have seen their share increase.

Cumulated Sales between 11/05/18 and 12/30/19

Product Category	\$ Sales	% Sales
Flower	227,938,070	49.7%
Concentrate	118,265,836	25.8%
Edible	72,961,955	15.9%
Pre-Rolls	20,674,481	4.5%
Infused	14,853,097	3.2%
Shake/Trim	2,616,826	0.6%
Vape Product	1,025,705	0.2%
Grand Total	458,335,971	100.0%

³ WBUR, "After 1 Year, Mass. Weed Stores Undersupplied, Still Competing With Black Market "
<https://www.wbur.org/bostonomix/2019/11/20/recreational-marijuana-adult-use-massachusetts-supply-demand-testing-illicit-sales>

2019 Product Mix Development in Massachusetts



Source: Cannabis Control Commission, Nucleus One Massachusetts Adult Use Marijuana Market Update (January 2020)

Wellness Connection will leverage these insights into product mix development to better plan its production and meet the demands of Massachusetts consumers.

Concentrate and infused products have had a hectic year due to the vaping ban. They are however expected to grow in importance, consistent with the general trend observed in other states.

4.3. SWOT Analysis

Wellness Connection is looking forward to becoming a highly recognizable and well-run dispensary to those in its community and the surrounding communities. We will strive to provide the residents and tourists of our host community with the highest quality patron service. We will align ourselves with the best vendors and create a trusted, well-recognized brand. We know that if we are going to achieve the goals that we have set for our business, then we must ensure that we build our business on a solid foundation.

This is a SWOT analysis for our dispensary model:

Strengths <ul style="list-style-type: none"> Professional and prepared management team: <ul style="list-style-type: none"> industry expertise patron service expertise 	Opportunities <ul style="list-style-type: none"> Coordinate community charitable donations/engagements and create new perceptions
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<ul style="list-style-type: none"> ○ corporate strategy expertise ● Partnership from proven industry experts ● Community outreach plan 	<ul style="list-style-type: none"> ● Coordinate opportunities for patron education and workshops ● Leaders creating and defining industry procedures ● Changing perceptions in communities
Weaknesses <ul style="list-style-type: none"> ● Brand new work force/untrained work force <ul style="list-style-type: none"> ○ Average training time key roles, onboarding ○ Capital intensive build out and application process 	Threats <ul style="list-style-type: none"> ● Potential regulatory impact ● Negative stigma, historic trends and attitudes ● Federal and/or local government restrictions ● Competition

5. Proposed Location

The proposed location for Wellness Connection’s adult-use cultivation, processing, and retail facility will be located at 30B Railroad Ave, Revere, MA. Wellness Connection has received the necessary special permit from the City of Revere to operate the marijuana establishments as proposed. Controlled by the Wellness Connection team, a new building will be constructed to accommodate a modern and secure cultivation and manufacturing operation. Additionally, a pre-existing building will be retrofitted to accommodate a safe and welcoming retail space.

The following images are concept photos to demonstrate Wellness Connection’s vision.



Revere Facility Concept



Dispensary Entrance



Interior Concept (example)

6. Security and Diversion Prevention

State of the art security systems will be in place at the Wellness Connection facilities. Security features will include soundless panic alarms, high definition cameras, a professionally trained security staff and more to ensure the safety and security of Wellness Connection customers, employees, and product.

Equipment

- State of the Art Vault with Fireproof Walls
- Panic Alarm (Hold-Up) Devices
- Wall Strobes
- 360 Degree Cameras
- Video Surveillance Systems
- Video Recording Systems
- Video Management Systems
- Electronic Access Control Systems (Card Access)
- Request to Exit Motion Detectors
- UPS Battery Back-Up Systems
- Access Control Power Supply
- Water Sensors
- Glass Break Detectors

Wellness Connection also recognizes the importance that none of the marijuana or marijuana-infused products produced is diverted for distribution to non-licensed outlets outside the state and local statutory framework. Wellness Connection also understands that the failure to comply with the security requirements of state and/or local laws and regulations jeopardizes not only the safety of the community and public, but also the state-issued license. Wellness Connection will utilize a written security plan as well as written SOPs adopted using industry best practices.

Wellness Connection will hire a full-time security director to oversee and manage all safety and security concerns as they arise as well as on site security officers for day to day external and internal security of the premises, such as allowing only qualifying patrons access to the site. Wellness Connection will have in place safety planning for cash and inventory management and transportation.

7. Patron Focus

Wellness Connection seeks to pursue a premium retail strategy that competes on patron experience, quality and differentiation rather than price. As such, Wellness Connection will implement a clearly defined and sharply honed patron experience concept to reinforce our company vision.

Fundamentally, we believe that the patron experience is an integral part of the product itself - we are selling a cannabis purchasing experience, rather than simply selling cannabis. The basic mission of Wellness Connection's hospitality concept is to provide the best patron engagement experience that draws on elements of various human resources and patron care.

- Store exterior will have simple, elegant, and understated signage, rather than gaudy neon lighting or similar. The goal is to provide the best patron service in the industry with a safe, secure and accessible site.
- Community oriented – job creation for local residents and local economic development.
- Compliant and transparent with local and state regulators.
- Patron service focused, pleasant and efficient dispensary experience.
- Patron-facing staff will be sourced from patron-focused restaurants/bars/hotels/other service-oriented establishments.
- Policy of not allowing staff to be intoxicated while at work (cannabis included) and will set a baseline standard for appearance/grooming.
- Invest in the training of our staff and expect them to be knowledgeable and passionate about our product. They should be able to explain each offering in thoughtful detail.
- Engagement with sales staff will feel more like a local, patron-focused restaurant experience than a typical dispensary (first name interaction with patrons, etc.).
- Complimentary beverages available to patrons in-store (ex. water, tea, coffee).
- Our mantra will be that every patron interaction is an opportunity to shatter expectations, and we will capture it.
- Word of mouth and tasteful, strategic social media & marketing campaigns will serve to continue the conversion cycle.

8. Community Outreach

Wellness Connection is committed to presenting a positive impact to the community at large. Wellness Connection will strive maintain a diverse workforce that represents its local, community. Wellness Connection will provide tools to ensure the success of its employees, including by hosting internal workshops designed to foster career development and growth. Wellness Connection will also prioritize working with local vendors whenever feasible.

Additionally, we will seek to create a collaborative relationship with non-profits that have mission of supporting the communities we operate in.

As part of our contribution to the community, Wellness Connection will encourage and support the volunteer efforts of employees. We believe volunteerism is a great endeavor, and non-profit and community groups and organization need capable, committed volunteers. To that end, we will promote volunteerism throughout our organization as we believe that helping people in our communities gives our employees a chance to shine, promotes teamwork and team spirit and allows our employees to interact with their fellow employees outside the workplace. It also encourages our employees to take the lead and learn new skills that may help them in their careers.

Every year, Wellness Connection employees will identify an area of the city that could benefit from a clean-up initiative. Clean up initiatives could involve clearing litter or planting gardens, for example. All Wellness Connection employees will be given the opportunity to participate, as well as volunteers from the community.

Wellness Connection will develop and introduce charitable programs on an ongoing basis to ensure that managers and employees are all aware and refreshed to give back to the local and surrounding communities.

Hightail Cannabis

Liability Insurance

The purpose of this plan is to outline how Hightail Cannabis will maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

Plan

Hightail Cannabis will maintain an insurance policy in place that satisfies the requirement under 935 CMR 500.105(10). Hightail Cannabis will 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. The deductible for each policy is not higher than \$5,000 per occurrence.

Hightail Cannabis will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission upon request.

Hightail Cannabis

Energy Compliance Narrative

The ownership team at Hightail Cannabis are committed to energy efficiency and conservation. Our project's design will follow all applicable regulations in 935 CMR 500.105(15). Additionally, the project's team of consultants will take steps to ensure maximum energy efficiency throughout this facility as required by code and law.

The project team has identified potential energy use reduction opportunities and implemented these into the design and construction where applicable. The design and operation of this establishment aims to reduce the facility's overall energy demand.

The dispensary will be designed to allow as much natural light into the space but as to not have the ability to see any marijuana products from outside of the facility. This will result in fewer lights being required to continually illuminate the space. If possible, LED light fixtures will be utilized to reduce electrical load for the spaces throughout the dispensary and all supporting spaces.

If possible, our design team will explore options to utilize a closed cell spray foam insulation for an added R-value to the building envelope to lower demand in conditioning the spaces.

To further our initiative to decrease our energy consumption, our design team will design and install motion activated light switches, and heating and air conditioning controls that can be programmed to save energy when the building is empty (during no working hours).

Given the other parameters of this project (size, geographic location, and the existing conditions of the establishment) additional opportunities for renewable energy generation and energy efficiency programs under M.G.L. c. 25, § 21 will be considered prior to submitting our Architectural design submission to the Cannabis Control Commission. Our project manager and our management team will continue to search for all options for implementing renewable energy.

Hightail Cannabis

Personnel Policies including Background Checks

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for Hightail Cannabis employees regarding Personnel Policies that are in compliance with the Regulations.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our personnel policies are compliant with all regulations and laws.

Personnel Records

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

These Personnel Records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to the electronic records will only be allowed to Hightail Cannabis Management agents who require access as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only Hightail Cannabis Management agents who require access. These records will be made available for inspection by the Commission upon request.

Hightail Cannabis Agents

All Hightail Cannabis board members, directors, employees, executives, managers, and volunteers will register with the Commission as a Hightail Cannabis Marijuana Establishment Agent (“Hightail Cannabis Agent”). For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All Hightail Cannabis Agents shall;

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

Hightail Cannabis will submit to the Commission an application for every Hightail Cannabis Agent, this application will include;

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

- government, or any foreign jurisdiction;
- d. A description and relevant dates of any past 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;
- e. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or any other Jurisdiction, with regard to any professional license or registration held by the applicant; and
- 7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
- 8. Any other information required by the Commission.

Our Hightail Cannabis CEO will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will 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 Hightail Cannabis seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

Hightail Cannabis will notify the Commission no more than one business day after a Hightail Cannabis agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment. The Agent registration card is valid for one year from the date of issue, Hightail Cannabis will renew each Hightail Cannabis Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for a Hightail Cannabis Agent registration card, Hightail Cannabis will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen. All Agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

Background Checks

Hightail Cannabis will comply with all Background Check requirements in the Regulations and any other sub-regulatory guidance issued by the Commission.

Application Process- During the application process Hightail Cannabis will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes:

1. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (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).
2. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall

include:

- a. The individual's full legal name and any aliases;
 - b. The individual's address;
 - c. The individual's date of birth;
 - d. A photocopy of the individual's driver's license or other government-issued identification card;
 - e. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
 - f. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission.
3. Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
- a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or any other Jurisdiction, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing Marijuana for medical- or adult-use purposes, in which those individuals either owned shares of stock or served as board member, Executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil action under the laws of the Commonwealth, or any other Jurisdiction including, but not limited to, a complaint relating to any professional or occupational or fraudulent practices;
 - c. A description and relevant dates of any past or pending legal or enforcement actions in the Commonwealth or any other state against an entity whom the applicant served as a Person or Entity Having Direct or Indirect Control, related to the cultivation, Processing, distribution, or sale of Marijuana for medical- or adult-use purposes;
 - d. A description and the relevant dates of any administrative action with regard to any professional license, registration, or certification, including any complaint, order, stipulated agreement or settlement, or disciplinary action, by the Commonwealth, or like action in another Jurisdiction including, but not limited to, any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
 - e. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by any other Jurisdiction with regard to any professional license, registration, or certification, held by any Person or Entity Having Direct or Indirect Control, if any;
 - f. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any Person or Entity Having Direct or Indirect Control that is part of the applicant's application, if any; and any other information required by the Commission.

Hightail Cannabis will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

Background Checks not included in the Application Process- For all Marijuana Establishment Agent Registrations not included in the application process Hightail Cannabis will submit Marijuana Establishment Agent applications for all required individuals. Hightail Cannabis will perform its own due diligence in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

Equal Employment Policy

It is the policy of Hightail Cannabis to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

Hightail Cannabis expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Hightail Cannabis will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on Hightail Cannabis operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with Hightail Cannabis in seeking and evaluating alternatives.

In compliance with the Americans with Disabilities Act (ADA), Hightail Cannabis provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Hightail Cannabis may require medical certification of both the disability and the need for accommodation. Keep in mind that Hightail Cannabis can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employees' responsibility to come forward if they are in need of an accommodation. Hightail Cannabis will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

Anti-Harassment and Sexual Harassment Policy

Hightail Cannabis seeks to promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status, or disability. Inappropriate interference with the ability of Hightail Cannabis's employees to perform their expected job duties is not tolerated. It is illegal and against Hightail Cannabis policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other

verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. Hightail Cannabis will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

Hightail Cannabis will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

Hightail Cannabis will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Manager.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible. Any employee who makes a complaint, or who cooperates in any way in the investigation of the same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC - 300 days; MCAD - 300 days).

The United States Equal Employment Opportunity Commission ("EEOC"), One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD"), One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

Americans with Disability Act

Hightail Cannabis strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. Hightail Cannabis judges individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. Hightail Cannabis will provide reasonable accommodations to any persons with disabilities who require them, who advise Hightail Cannabis of their particular needs. Information concerning individuals' disabilities and

their need for accommodation will of course be handled with the utmost discretion.

Drug and Alcohol - Free Workplace

In compliance with the Drug-Free Workplace Act of 1988, Hightail Cannabis has a commitment to provide a safe, quality-oriented, and productive work environment. Alcohol and drug abuse pose a threat to the health and safety of Hightail Cannabis employees, to the security of the company's equipment and facilities. Hightail Cannabis is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace.

Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on Hightail Cannabis premises or while using Hightail Cannabis's vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event with proof of age. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person hands out to another as an illegal drug.

Hightail Cannabis reserves the right to inspect all portions of its premises for drugs, alcohol or other contraband; affected employees may have representation involved in this process. All employees, and visitors may be asked to cooperate in inspections of their persons, work areas and property that might conceal a drug, alcohol or other contraband. Employees who possess such contraband or refuse to cooperate in such inspections are subject to appropriate discipline, up to and including discharge. Any violation of this policy will result in disciplinary action, up to and including termination. Law enforcement personnel may be notified, as appropriate, when criminal activity is suspected.

Confidentiality: Information and records relating to positive test results, drug and alcohol dependencies, and legitimate medical explanations provided to Hightail Cannabis will be kept confidential to the extent required by law and maintained in secure files separate from normal personnel files. Such records and information may be disclosed among managers and supervisors on a need-to-know basis and may also be disclosed when relevant to a grievance, charge, claim or other legal proceeding initiated by or on behalf of an employee or applicant. Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, Hightail Cannabis will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

Employee Diversion of Marijuana

If a Hightail Cannabis Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The CEO will immediately be notified. The CEO will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

Employee Handbook

Hightail Cannabis will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Hightail Cannabis. Our employee handbook will include, but not be limited to;

1. Our Company's Mission
2. Organizational Chart
3. Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Confidentiality
8. Performance Evaluations
9. Hours of Work
10. Emergency Contacts
11. Compensation and Benefits
12. Sexual Harassment Policy
13. Code of Conduct
14. Discipline Actions
15. Required Training

Hightail Cannabis

Hightail Cannabis Policy for Restricting Access to Age 21 and Older

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CCC” or “the Commission”) or any other regulatory agency.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

Definitions

Consumer means a person who is 21 years of age or older.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Hightail Cannabis will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver’s license
2. Massachusetts Issued ID card
3. Out-of-state driver’s license or ID card
4. Government issued Passport
5. U.S. Military I.D.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that **no such individual shall be younger than 21 years old**.

Requirements

The Hightail Cannabis Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of Hightail Cannabis are 21 years of age or older.

Access to the Facility

For the purposes of this Policy the term facility also refers to any vehicle owned, leased, rented or otherwise used by Hightail Cannabis for the transportation of Marijuana.

1. Hightail Cannabis Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. While at the facility or transporting marijuana for the facility all Hightail Cannabis Agents must carry their valid Agent Registration Card issued by the Commission
 - b. While at the facility or transporting marijuana for the facility all Hightail Cannabis Agents must carry their company issued ID card.
 - c. All Hightail Cannabis Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Customers/Consumers (Note: All Agents will be trained in the Verification and Identification of individuals)
 - a. To verify a customer is 21 or older a Hightail Cannabis Agent must receive and examine from the customer one of the following authorized government issued identification cards;
 - i. Massachusetts Issued driver's license
 - ii. Massachusetts Issued ID card
 - iii. Out-of-state driver's license or ID card (with photo)
 - iv. Passport
 - v. U.S. Military I.D.
 - b. To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by Hightail Cannabis.
 - c. In the event the ID is not a scannable ID, or if for any reason the scanner is not operational or available, or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification:
 - i. **F. Feel**
 - Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document)
 - Feel for information cut-out or pasted on (especially near photo and birth date areas)
 - Feel the texture – most driver's license should feel smooth, or (depending on your State) they will have an identifying texture
 - ii. **L. Look**
 - Look for the State seals or water marks; these seals are highly visible without any special light.
 - Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person's nose and chin as these features don't change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
 - Look at the height and weight. They should reasonably match the person.
 - Look at the date of birth and do the math!
 - Compare the age on the ID with the person's apparent age.
 - Look at the expiration date. If the ID has expired, it is not acceptable.
 - If needed, compare the ID to the book of Government Issued ID's

- iii. **A. Ask**
 - Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person's name.
 - If you have questions as to their identity, ask the person to sign their name, and then compare signatures.
 - iv. **G. Give Back**
 - If the ID looks genuine, give the ID back to the customer and allow entry.
 - d. If for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.
 - e. All Customers/Consumers will have their ID checked at entry by security, verified at Intake with Smart ID Scanner, and then once again at POS by the Sales agent where the sales transaction occurs.
- 3. **Visitors (including outside vendors and contractors)**
 - a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitor's age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
 - b. After the age of the visitor is verified, the Intake Agent will fill out the visitor log with all the necessary information and then they will provide the visitor with a Visitor Identification Badge.
 - c. Visitors will be escorted at all times by a Marijuana Establishment Agent authorized to enter the limited access area.
 - d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times
- 4. **Access to the Commission, Emergency Responders and Law Enforcement.**
 - a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
 - i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
 - b. Individuals described above in this policy will be granted immediate access to the facility.

Training

Hightail Cannabis will train all Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

Hightail Cannabis has taken the lead in Responsible Vendor Training by working with a national training platform which provides 5 hours of training on Massachusetts regulations. All Hightail Cannabis agents will enroll and complete the Responsible Vendor Training Program. Certificates of Completion will be placed in each employee file. This curriculum will include:

1. Cannabis Law and Your Responsibility
2. Safety and Security
3. Checking Identification
4. Tricky Situations
5. Consumer Safety and Education

Hightail Cannabis

Policy for Quality Control and Testing of Marijuana and Marijuana Products

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CCC” or “the Commission”) or any other regulatory agency.

Purpose

To provide clear and concise instructions for Hightail Cannabis employees on Quality Control and Testing that are in compliance with the Regulations.

Superb quality control and the testing of marijuana products are essential for the operation of the Hightail Cannabis Retail Marijuana Facility. Hightail Cannabis uses best industry practices when it comes to quality control and product testing, furthermore Hightail Cannabis will not sell any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

General Requirements

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

When acquiring wholesale products, Hightail Cannabis will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment, Hightail Cannabis will view and confirm that the source products have been tested in accordance with the Regulations and will store and maintain the testing records.

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

Hightail Cannabis will not prepare, sell, or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:

1. For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and

2. In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.

Hightail Cannabis will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. If minimum standards or best management practices are not established by the time of an application for initial licensure, Hightail Cannabis will satisfy such standards or best management practices as a condition of license renewal, in addition to any the terms and conditions of any environmental permit regulating the licensed activity.

Sanitation

The Hightail Cannabis Retail Marijuana facility (“the facility or facilities”) will be designed and constructed with sanitation in mind.

All product contact surfaces will be smooth, durable and easily cleanable.

1. The walls, ceiling and floors of all storage and packaging areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair.
 - a. There will be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
 - b. The General Manager will prepare a cleaning and sanitation checklist to oversee that the cleaning and sanitation is performed to a satisfactory manner.
2. The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the sale of safe marijuana products.
3. Lighting and Light Fittings - Shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over retail or storage areas or otherwise protected against marijuana product contamination in case of glass breakage.
 - a. Suspended lighting is constructed from non- corrodible and cleanable assemblies.
 - b. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers.
 - c. Adequate safety lighting in all areas.
4. Buildings, fixtures, and other physical facilities will be constructed in such a manner that allow them to be maintained in a sanitary condition
5. Product Preparation Surfaces (stainless steel tables, scale surfaces and utensils) will 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.
 - a. Pre-scrape surface to remove gross soils.
 - b. Wash surface with recommended strength solution of pot & pan detergent.
 - c. Rinse with water and wipe dry.
 - d. Using a trigger sprayer bottle and a different wiping cloth, apply sanitizing solution of sanitizer.

- e. Per label directions, use appropriate test papers to determine correct concentration of the sanitizer solution. Surfaces must remain wet for 60 seconds
 - f. Allow to air dry.
- 6. Hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature.
 - a. Located in the packaging area and where good sanitary practices require employees to wash and sanitize their hands
 - b. Provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.
- 7. Each of the facilities water supply comes from the municipal water supply and is sufficient for necessary operations.
- 8. The facilities plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility.
 - a. Plumbing shall properly convey sewage and liquid disposable waste from the facility.
 - b. There will be no cross-connections between the potable and wastewater lines;
- 9. The facility will provide its employees with adequate, readily accessible toilet facilities that will be maintained in a sanitary condition and in good repair.
- 10. All storage areas will be constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

- 1. Training
 - a. All employees will be trained on pest prevention, pest management, pest detection, and pest treatments.
- 2. Traps for monitoring
 - a. Small sticky traps for monitoring of flying or airborne pests shall be posted, mapped and levels of any pest monitored/documented.
- 3. Handling and storage of marijuana product or marijuana plant waste (only when applicable)
 - a. All marijuana plant waste will be placed in the hermetically sealed "Marijuana Waste" container. This container must be impervious and covered.
 - b. All marijuana waste will be stored in the vault in sealed, locked containers until disposal
- 4. Handling and storage of non-marijuana waste.
 - a. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles
 - i. Recyclable
 - ii. Organic
 - iii. Solid waste
 - b. At the end of every day these containers will be emptied from the retail space, and the contents will be moved to the trash receptacles, provided by the City of Revere for the purposes of commercial pickup.
- 5. All toxic materials including cleaning compounds, sanitizers, etc. will be stored in an area away from marijuana storage areas.

Personnel

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination shall be excluded from any operations which may be expected to result in contamination of the facility or others until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
 - a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Local Board of Health.
 - b. Hightail Cannabis will voluntarily comply with any and all isolation and/or quarantine orders issued by the Local Board of Health or the Department of Public Health.
 - c. Hightail Cannabis Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition.
2. All Agents of Hightail Cannabis shall conform to sanitary practices while on duty, including
 - a. Maintain adequate personal cleanliness:
 - Grooming:
 - i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
 - ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
 - iii. Wash hands (including under fingernails) vigorously and thoroughly with soap and warm water for a period of 20 seconds:
 - When entering the facility before work begins.
 - In the restroom after toilet use and when you return to your work station.
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
 - After cleaning duties.
 - After eating or drinking.
 - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
 - Wash hands only in hand sinks designated for that purpose.
 - Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.
 - Proper Attire:
 - i. Wear appropriate clothing – clean clothing with sleeves and clean non-skid close-toed work shoes (or tennis shoes) that are comfortable for standing and working on floors that can be slippery.
 - Cuts, Abrasions, and Burns:
 - i. Bandage any cut, abrasion, or burn that has broken the skin.
 - ii. Cover bandages on hands with gloves and finger cots and change as appropriate.
 - iii. Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- i. The Hightail Cannabis facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
- ii. Eat and drink in designated areas only.
- iii. Refrain from chewing gum or eating candy during work.

Testing of Marijuana and Marijuana Products

Hightail Cannabis Retail Marijuana Establishments will only have marijuana and marijuana products that have passed the required testing at a Licensed Testing Lab.

Hightail Cannabis will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment, no Marijuana Product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Our Marijuana Establishment will maintain the results of all testing for no less than one year. Testing results will be valid for a period of one year. Marijuana or Marijuana Products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, Transferred or otherwise conveyed until retested. These testing records will be stored and maintained pursuant to our Records Retention Policy and Procedure.

Hightail Cannabis will not sell or otherwise market for adult use any Marijuana Product that has not been tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
 - a. Mold
 - b. Mildew
 - c. Heavy metals
 - d. Plant-Growth Regulators and Pesticides that are compliant with M.G.L. c. 132B and the regulations promulgated at 333 CMR 2.00 through 333 CMR 14.00.
 - e. Bacteria
 - f. Fungi
 - g. Mycotoxins.

Products that are confirmed to be contaminated, or if the testing results are inconsistent with the labels on the product, will be returned to the Source Marijuana Establishment.

Hightail Cannabis

Qualifications and Training Policy and Procedure

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency. This policy and procedure provides clear and concise instructions for Hightail Cannabis employees regarding Qualifications and Training that are in compliance with the Regulations.

Purpose

The purpose of this policy is to outline the responsibilities of Hightail Cannabis, Hightail Cannabis’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

Qualifications for Hightail Cannabis Marijuana Establishment Agent

The minimum requirements to become a Hightail Cannabis Marijuana Establishment Agent (“Agent”) are outlined below. All Hightail Cannabis board members, directors, employees, executives, managers, vendors, or volunteers will register with the Commission as an Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All Agents of Hightail Cannabis must;

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

Hightail Cannabis has developed job descriptions for all positions with the company. While all Agents must meet the qualifications listed above, several of our positions will require additional qualifications depending on the required duties.

Required Training for Agents of Hightail Cannabis

Pursuant to 935 CMR 500.105(2)(a) Hightail Cannabis will ensure all Hightail Cannabis Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

1. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom and online classes during onboarding will include, but not be limited to;
 - a. Code of Conduct;
 - b. Customer Service
 - c. Verifying Identifications;
 - d. Marijuana Regulations;
 - e. Security and Safety;
 - f. Emergency Procedures/Disaster Plan;
 - g. Diversion of Marijuana;
 - h. Terminatable Offences;
 - i. Confidential Information;
 - j. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
 - i. Alcohol, smoke and drug-free workplace;
 - ii. Equal Employment Policy;
 - iii. Anti-Harassment and Sexual Harassment Policy;
 - iv. Americans with Disability Act;
 - v. Employee Assistance Policy; and
 - vi. Diversity Plan
2. After the initial training is complete Agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training or through external training platforms. This includes training on all systems - Point of Sale, METRC, and Security/IT, for example.
3. All Agents of Hightail Cannabis will receive a minimum of 8 hours of training annually.
4. Hightail Cannabis will record, maintain and store 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. These records will be stored in the Agents Personnel File. Training records will be retained by Hightail Cannabis for at least one year after an Agents' termination.
5. Hightail Cannabis will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor".
 - a. Each Hightail Cannabis owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year.
 - b. Although administrative employees who do not handle or sell marijuana are not required to take the responsible vendor program, Hightail Cannabis will allow and encourage them to attend on a voluntary basis.
 - c. Hightail Cannabis will maintain records of responsible vendor training program compliance for four years and make them available for inspection by the Commission and any other applicable licensing authority upon request during normal business hours.
 - d. Additional ongoing training will be provided. All training courses will be assigned and tracked. These training will include but are not limited to; Customer Service, Workplace Harassment, Prevention for Diversion, COVID-19 Safety Protocols, Active Shooter Response, Privacy and Information Security. All training will be documented and available to the Commission.

Hightail Cannabis

Record Keeping Policy and Procedure

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB”) or any other regulatory agency. This policy and procedure provides clear and concise instructions for Hightail Cannabis employees regarding Record Keeping that are in compliance with the Regulations.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our Record Keeping Procedures are compliant with all regulations and laws.

Access to the Commission

Hightail Cannabis electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Types of Records

The following records will be maintained and stored by Hightail Cannabis and available to the Commission upon request:

1. Operating procedures as required by 935 CMR 500.105(1):
 - a. Security measures in compliance with 935 CMR 500.110;
 - b. Employee security policies, including personal safety and crime prevention techniques;
 - c. A description of the Marijuana Establishment’s hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000;
 - d. Storage of marijuana in compliance with 935 CMR 500.105(11);
 - e. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - f. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - g. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;

- h. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - i. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - j. Alcohol, smoke, and drug-free workplace policies;
 - k. A plan describing how confidential information will be maintained;
 - l. A policy for the immediate dismissal of any marijuana establishment agent who has:
 - i. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - ii. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - iii. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - m. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
 - n. Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
 - o. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
 - p. Policies and procedures for energy efficiency and conservation that shall include:
 - i. 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;
 - ii. 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;
 - iii. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - iv. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.
2. Operating procedures as required by 935 CMR 500.120(12);
- a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);

- b. Policies and procedures for handling voluntary and mandatory recalls of marijuana. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana from the market, as well as any action undertaken to promote public health and safety;
 - c. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana is segregated from other marijuana and destroyed. Such procedures shall provide for written documentation of the destruction of the marijuana. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - d. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - e. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures at a minimum, must be in compliance with 935 CMR 500.105(15) and 935 CMR 500.120(11); and
 - f. Policies and procedures for the transfer, acquisition, or sale of marijuana between Marijuana Establishments.
- 3. Inventory records as required by 935 CMR 500.105(8); and
- 4. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e),
- 5. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions.
 - b. 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:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - iv. 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;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and

- vii. Notice of completed responsible vendor and eight-hour related duty training.
 - c. A staffing plan that will demonstrate accessible business hours and safe work conditions;
 - d. Personnel policies and procedures; and all background check reports obtained in accordance with 935 CMR 500.030.
- 6. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- 7. Waste disposal records as required under 935 CMR 500.105(12); and
- 8. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- 9. Responsible vendor training program compliance records.

All records kept and maintained by Hightail Cannabis will be securely held. Access to these records will only be accessible to those Hightail Cannabis Agents who require access as a part of their job duties.

Hightail Cannabis

Plan for Separating Recreational from Medical Operations

Hightail Cannabis is a retail establishment in the City of Revere and will not operate as a Medical-Use of Marijuana Medical Treatment Center. This policy and procedure is not applicable to Hightail Cannabis.

Hightail Cannabis

Maintenance of Financial Records Policy and Procedure

Intent

Hightail Cannabis is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CCC” or “the Commission”) or any other regulatory agency.

The intent of this policy is to provide clear and concise instructions for Hightail Cannabis employees regarding the Maintenance of Financial Records in compliance with Regulations.

Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our financial records are maintained in a compliant manner in compliance with all regulations and laws.

Policy

Hightail Cannabis’ financial records will be kept and maintained according to generally accepted accounting principles. The CFO is responsible for all accounting responsibilities and will engage the services of external Accountants and Tax Professionals to ensure proper accounting compliance. The Financial Controller assists in the maintaining of these records. All Hightail Cannabis financial/business records will be available for inspection to the Commission upon request.

Hightail Cannabis will maintain all business records in manual and electronic (computerized) form. These records include, but are not limited to;

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records Hightail Cannabis will incorporate the following into our business operations:

1. Hightail Cannabis will engage the services of a professional payroll and human resources company to assist in Human resources management and payroll services for our employees.
2. Hightail Cannabis will maintain a banking relationship in Massachusetts with a Bank to provide banking services for our company.
3. Hightail Cannabis will use up to date financial software programs for all financial transactions.
4. Hightail Cannabis will not utilize software or other methods to manipulate or alter sales data. We will conduct a monthly analysis of equipment to determine that no software has been installed that could be utilized to manipulate or alter sales data. Hightail Cannabis will maintain records that it has performed the monthly analysis. If for any reason we determine that software or other methods have been installed/utilized to manipulate or alter sales data, Hightail Cannabis will immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission.
5. Hightail Cannabis does not plan to make cash transactions with other Marijuana Establishments. All transactions will be done through traditional banking transactions including checks, wire transfers or credit cards.
6. On an annual basis Hightail Cannabis will engage the services of an independent certified public accountant who is preferably experienced in the legal marijuana industry, to conduct a financial audit of Hightail Cannabis' finances (books).
7. Hightail Cannabis will maintain a relationship with an industry experienced tax professional for the filing of all required state and federal tax documents, or a similarly experienced professional.
8. At the end of each business day a reconciliation audit will be done on each POS station by the Retail Manager.
9. Comprehensive financial audits will be done at the end of every day by the CFO or designee. At the discretion of the CFO the frequency of these audits may be changed to weekly and then monthly.
10. At a minimum, a comprehensive audit by the CFO or designee of all sales transactions will be completed every month.
11. For the first year of operation the CFO will conduct a comprehensive audit of all of the facility's financial records every 3 months and report their findings to the CEO and COO.

Access to the Commission

Hightail Cannabis' electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Access to the Massachusetts Department of Revenue ("DOR")

Hightail Cannabis' books, records, papers, and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Hightail Cannabis will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

Hightail Cannabis - Point of Sale (POS) System

Hightail Cannabis will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue ("DOR") Directive 16-1 "*Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems*". Hightail Cannabis will adopt a separate accounting practice at the point-of-sale for marijuana and non-marijuana sales pursuant to 935 CMR 500.140 (6).

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Hightail Cannabis will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,

- b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and the
 - g. POS terminal number and POS transaction number.
3. Hightail Cannabis will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit details will include, but are not limited to:
- a. Internal sequential transaction numbers;
 - b. Records of all POS terminal activity; and
 - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
 - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
 - f. Any and all changes in the setup of the system.

Additional Types of Records

The following records will be maintained and stored by Hightail Cannabis and available to the Commission upon request:

- a. Operating procedures as required by 935 CMR 500.105(1)
 - i. Security measures in compliance with 935 CMR 500.110;
 - ii. Employee security policies, including personal safety and crime prevention techniques;
 - iii. A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - iv. Storage of marijuana in compliance with 935 CMR 500.105(11);
 - v. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - vi. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - vii. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - viii. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - ix. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - x. Alcohol, smoke, and drug-free workplace policies;
 - xi. A plan describing how confidential information will be maintained;

- xii. A policy for the immediate dismissal of any marijuana establishment agent who has:
 - 1) Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - 2) Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - 3) Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - xiii. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
 - xiv. 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).
 - xv. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- b. Operating procedures as required by 935 CMR 500.130(5)
- i. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
 - ii. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
 - iii. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products are segregated from other products and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - iv. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - v. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
 - vi. Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.

- c. Inventory records as required by 935 CMR 500.105(8);
- d. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
- e. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - i. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - ii. 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:
 - 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
 - 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.
 - iii. A staffing plan that will demonstrate accessible business hours.
 - iv. Personnel policies and procedures; and
 - v. All background check reports obtained in accordance with 935 CMR 500.030
- f. Business records, which shall include manual or computerized records of:
 - i. Assets and liabilities;
 - ii. Monetary transactions;
 - iii. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - iv. Sales records including the quantity, form, and cost of marijuana products; and
 - v. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- g. Waste disposal records as required under 935 CMR 500.105(12); and
- h. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- i. Responsible vendor training program compliance records.
- j. Vehicle registration, inspection and insurance records. (If Applicable)

All records kept and maintained by Hightail Cannabis will be securely held. Access to these records will only be accessible to those Hightail Cannabis Agents who require access as a part of their job duties, and the Commission.

Hightail Cannabis

Diversity Plan

Intent

Hightail Cannabis is committed to ensuring everyone in our Company promotes equity, and an atmosphere of inclusivity. We want to ensure that inclusivity is rooted into our culture at every level so every individual can thrive and succeed. As a marijuana retailer in Revere, our plan is to ensure we employ a workforce that promotes equity among minorities, women, veterans, people with disabilities, and LGBTQ+. Our management team will build trust by following through beyond hiring by regularly evaluating our decisions through feedback and adjusting decisions accordingly.

Hightail Cannabis pledges to adhere to the requirements set forth in 935 CMR 500.105(4)(a) which provides the permitted advertising, branding, marketing and sponsorship practices for all Marijuana Establishments. Hightail Cannabis likewise pledges not to employ any of the prohibited practices articulated in 935 CMR 500.105(4)(b). Finally, none of the actions taken or programs instituted by Hightail Cannabis will violate the Commission's regulations with respect to limitations on ownership or control or any other applicable state laws.

Diversity Goals

The Hightail Cannabis executive management team will hire a diverse and equitable working environment through its hiring practices, employee retention and advancement policies, new employee training and annual training, and Company oversight. Promoting equity is providing all of our employees with the tools and opportunities they need to be successfully to ensure the playing field is the same. Everyone will be treated the same.

Hightail Cannabis will commit to hiring 50% minorities, women, veterans, people with disabilities, and LGBTQ+ across the entire Company by year three (3) of operations. Hightail will achieve the goal by hiring a workforce that is comprised of at least 50% minority employees, at least 25% women, at least 25% veterans, at least 10% employees with disabilities, at least 10% LGBTQ+ employees. Our hiring team will attract, contract, hire, promote, and retain employees to promote equity. We plan on achieving this goal through integrating skills from training to day to day experiences among our staff.

Diversity Program

Hightail Cannabis will provide community job fairs focusing on residents that live in the City of Revere. To ensure we follow our Diversity Program, we will count the number of individuals hired who are women, minorities, persons with disabilities, and if individuals chose to self-identify, LGBTQ+. This number will be assessed from the total number of individuals hired to ensure our workforce is comprised of:

- At least 50% minorities
- At least 25% women
- At least 25% veterans
- At least 10% LGBTQ+.

If for any reason we are not able to receive a diverse applicant pool we will expand our job fairs to surrounding diverse communities, Lynn, and Chelsea. We will ensure that a diverse pool of applicants is aware of job openings within the company. During Hightail Cannabis' first year of operations in Revere, Hightail Cannabis will participate in at least three job fairs. After each job fair, Hightail Cannabis will review the number of employees hired to ensure we meet our Diversity Program goals.

Hightail Cannabis is committed to promoting equity and providing the support necessary for its employees to thrive in their roles and advance within the company. Hightail Cannabis' executive management team will be charged with affirmatively notifying all employees about opportunities for advancement and job training (to the extent applicable to a diverse employee's job function or career ambitions) at our company. In addition, every diverse employee will be assigned a mentor, with whom the employee will meet regularly (at least once per year) to discuss ongoing professional development and career goals. The mentors will work with Hightail Cannabis executive management team to ensure that all diverse employees are receiving appropriate job training and information about opportunities for promotion within the company when they arise.

Hightail Cannabis will convey its commitments to diversity and tolerance to all new employees beginning on the date of hiring. We will develop a diversity training program for all new employees. This program will require that all employees undergo diversity awareness and anti-bias training in accordance with industry best practices. Our diversity and anti-bias training will emphasize the company's zero-tolerance commitment against harassment and discrimination in the workplace and the company's unwavering pledge to take corrective action should any issues, concerns, or complaints arise. All employees will be required to undergo diversity and anti-bias training at least annually. This training will include a Diversity and Inclusion self-assessment. It is not a test but a metric for all levels of employees which will be reviewed with the Human Resources Manager annually.

To ensure an inclusive and aware workforce, all employees will be encouraged to report all incidents of harassment and discrimination to the Human Resources Manager. The Human Resources Manager will report and provide a detailed document of all complaints to the executive management team. The Human Resources Manager and the executive management team will take any necessary action to enforce and protect the company's zero-tolerance commitment against harassment and discrimination in the workplace. Any and all complaints with action plans or enforcement will be documented and kept in employee files.

At a minimum, Hightail Cannabis will document the progress and/or success of its plan one year from provisional licensure, and each year thereafter.

Diversity Measurement

We will develop policies to regularly analyze the effectiveness of its diversity training, diversity hiring and diverse-employee advancement/mentoring programs for creating a diverse and inclusive work environment. As part of regular analysis and diversity measurement, Hightail Cannabis executive management team will annually audit all job applications received by the company to ensure that the company is attracting interest from a diverse population of applicants which includes minorities, women, veterans, people with disabilities, and LGBTQ+. The General Manager with the Human Resources Manager will also audit all new hiring decisions to ensure that the company's commitment to a diverse and inclusive work environment is reflected in its hiring decisions and employee profile. The General Manager and the Human Resources Manager will represent a cross-functional, diversity-focused role in our Company to frequently gather and evaluate feedback for accountability from employees and our metrics.

The General Manager and the Human Resources Manager will report the results of these audits to the Hightail Cannabis executive management team at least once per year in the form of an annual report. The executive management team will annually review the results of the report and determine whether the company's diversity policies have yielded a staff that reflects the diverse community of Revere. The executive management team shall amend and update the Hightail Cannabis diversity training and/or diversity hiring/employee advancement programs as necessary to ensure that the policies yield a diverse workforce that reflects the surrounding communities. Our annual report will also include detailed information about any harassment or discrimination complaints that arose during the preceding year, and the steps that the company took to investigate, resolve and remedy all such complaints. The executive management team will annually review this information to ensure that the company's goals of inclusivity and tolerance are achieved in each year.

The General Manager and the Human Resources Managers will oversee progress toward Hightail Cannabis' long-term diversity hiring goal by obtaining, at least annually, employee biographical data through self-identifying surveys. This will ensure the Human Resources Manager has the ability to measure Hightail Cannabis' progress toward its diversity hiring goals. At a minimum, Hightail Cannabis will document the progress and/or success of its plan one year from provisional licensure, and each year thereafter.

Hightail Cannabis intends to meet the following intermediate goals in years 1-4 of operation:

Commencement of Operations: A minimum 25% diverse individual employment; At the end of the first year of operations a minimum 30% diverse individual employment; At the end of the second year of operations a minimum 35% diverse individual employment. We will commit to the end of the third year of operation a minimum 40% diverse individual employment, and at the end of the fourth year of operation a minimum 45% diverse individual employment. These metrics will ensure that Hightail Cannabis is regularly evaluating progress toward its diversity hiring goals and employing corrective actions if intermediary targets are not met. The metrics will also be based on employee feedback, morale, employee engagement and employee turnover rates. At a minimum, Hightail Cannabis will document the progress and/or success of its plan one year from provisional licensure, and each year thereafter.