



Massachusetts Cannabis Control Commission

Marijuana Courier

General Information:

License Number: D0100102
Original Issued Date: 09/17/2021
Issued Date: 09/17/2021
Expiration Date: 09/17/2022

MARIJUANA COURIER PRE-CERTIFICATION NUMBER

Marijuana Courier Pre-Certification Number:

ABOUT THE MARIJUANA COURIER LICENSEE

Business Legal Name: Zip Run, Inc.

Phone Number: 617-960-6393
Email Address: gabe@ziprun.com

Business Address 1: 160 Orlando street
Business City: Mattapan
Business State: MA
Business Zip Code: 02126
Business Address 2:
Mailing Address 1: 160 Orlando street
Mailing City: Mattapan
Mailing State: MA
Mailing Zip Code: 02126
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PERSONS HAVING DIRECT OR INDIRECT CONTROL

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 53.68
Percentage Of Control: 75
Role: Director
Other Role:
First Name: Gabriel
Last Name: Vieira
Suffix:
Gender: Male
User Defined Gender:
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 6.35
Percentage Of Control:
Role: Director
Other Role:
First Name: Elis
Last Name: Omoroghomwan
Suffix:

Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 7.61	Percentage Of Control:
Role: Director	Other Role:
First Name: Christian	Last Name: Nicholson 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: 4.47	Percentage Of Control:
Role: Director	Other Role:
First Name: Ross	Last Name: Bevevino 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 5

Percentage Of Ownership: 4.47	Percentage Of Control:
Role: Executive / Officer	Other Role:
First Name: James	Last Name: Macdonald 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 HAVING DIRECT OR INDIRECT CONTROL

Entity with Direct or Indirect Authority 1

Percentage of Control: 25	Percentage of Ownership: 8.95	
Entity Legal Name: MC Zip Run Investors, LP	Entity DBA:	DBA City:
Entity Description: MC Zip Run Investors, LP is a Delaware limited partnership formed for the purposes of investing in licensed cannabis establishments.		
Entity Website: https://mollitiamcapital.com/		
Foreign Subsidiary Narrative:		
Relationship Description: MC Zip Run Investors, LP holds one (1) board seat and 8.95% equity in Zip Run, Inc. on a fully diluted basis.		

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: MC Zip Run Investors, LP	Entity DBA:
Date generated: 11/18/2021	

Email: ross@mollitiamcapital.com Phone: 917-690-2265

Address 1: 40 West 57th Street 29th Floor

Address 2:

City: New York

State: NY

Zip Code: 10019

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$850000 Percentage of Initial Capital: 42.5

Capital Attestation: Yes

Entity Contributing Capital 2

Entity Legal Name: Satori Investment Partners, LLC

Entity DBA:

Email: jc@satoriinvestors.com

Phone: 208-471-0395

Address 1: PO Box 4944

Address 2:

City: Ketchum

State: ID

Zip Code: 83340

Types of Capital: Monetary/
Equity

Other Type of Capital:

Total Value of Capital Provided:
\$1150000

Percentage of Initial Capital:
57.5

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA COURIER LICENSEE PROPERTY DETAILS

Establishment Address 1: 1170 Morrissey Blvd

Establishment Address 2:

Establishment City: Boston

Establishment Zip Code: 02122

Approximate square footage of the establishment: 4500

How many abutters does this property have?: 65

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Cert_Zip Run (3).pdf	pdf	60a8136f07441707ab756257	05/21/2021
Certification of Host Community Agreement	HCA_Zip Run_FINAL (Boston.gov).pdf	pdf	60affeb319087a07cee02e30	05/27/2021
Community Outreach Meeting Documentation	Attachment A.pdf	pdf	60bf977db6e6643629231166	06/08/2021
Community Outreach Meeting Documentation	Attachment C.jpeg	jpeg	60bf9967ff799435f6383e04	06/08/2021
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation Form.pdf	pdf	60bfa1bbd96e5535e0396814	06/08/2021
Community Outreach Meeting Documentation	Attachement C part 2-min.jpeg	jpeg	60bfa2ff384f2636315c7218	06/08/2021
Community Outreach Meeting Documentation	Authorized Representative of the Host Community for a virtual Community Outreach Meeting.pdf	pdf	60bfdd441c4d833622cea27f	06/08/2021
Community Outreach Meeting Documentation	Notice of Public Meeting - Instructions on to join and partipate in the meeting.pdf	pdf	60bfdd9e7f6a51360532c260	06/08/2021

Community Outreach Meeting Documentation	Publicly accessible website all meeting materials at least 24 hours in advance of the meeting.pdf	pdf	60bfdeab7f6a51360532c26f	06/08/2021
Community Outreach Meeting Documentation	Attachment B.pdf	pdf	60bfdf4c5f6249360c051c35	06/08/2021
Community Outreach Meeting Documentation	Frank Baker (Letter of Non-Opposition).pdf	pdf	60bfdf86384f2636315c7382	06/08/2021
Community Outreach Meeting Documentation	Recording of Zip Run's virtual community outreach meeting.pdf	pdf	60bfe1d931b11b3610221a56	06/08/2021
Community Outreach Meeting Documentation	Plan to Remain Compliant with Local Zoning (Amended) vf1.pdf	pdf	60bfe854d96e5535e03969ba	06/08/2021
Community Outreach Meeting Documentation	Community Outreach Meeting - number of participants attending the meeting (1).pdf	pdf	60bfe97b31b11b3610221a73	06/08/2021
Community Outreach Meeting Documentation	Community Outreach meeting materials.pdf	pdf	60bffa4d7f6a51360532c2d1	06/08/2021

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Donation Acceptance Letter	InnerCity Weightlifting Donation Letter.pdf	pdf	5f14ced6cb97e3700c53474f	07/19/2020
Donation Acceptance Letter	My Brother's Keeper 617 Donation Letter.pdf	pdf	5f14cf2c8767bb7013cb0893	07/19/2020
Plan for Positive Impact	Postive Impact Plan vf4.docx.pdf	pdf	60f5e0d7fb983a0274aaf93e	07/19/2021

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role:

First Name: Gabriel Last Name: Vieira Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Director Other Role:

First Name: Christian Last Name: Nicholson Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Director Other Role:

First Name: Elis Last Name: Omoroghomwan Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Director Other Role:

First Name: James Last Name: Macdonald Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Director Other Role:

First Name: Ross Last Name: Bevevino 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: Satori Investment Partners LLC Entity DBA:

Entity Description: Satori Investment Partners Zip, LLC is a Delaware limited liability company formed for the purposes of investing in licensed cannabis establishments.

Phone: 208-471-0395 Email: jc@satoriinvestors.com

Primary Business Address 1: PO Box 4944 Primary Business Address 2:

Primary Business City: Ketchum Primary Business State: ID Principal Business Zip Code: 83340

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:

Entity Legal Name: MC Zip Run Investors LP Entity DBA:

Entity Description: MC Zip Run Investors, LP is a Delaware limited partnership formed for the purposes of investing in licensed cannabis establishments.

Phone: 917-690-2265 Email: ross@mollitiamcapital.com

Primary Business Address 1: 40 West 57th Street, 29th Floor Primary Business Address 2:

Primary Business City: New York Primary Business State: NY Principal Business Zip Code: 10019

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	(May 2021) CERTIFICATE OF GOOD STANDING AND_OR TAX COMPLIANCE .pdf	pdf	60909fffe067a90777b4f389	05/03/2021
Department of Unemployment Assistance - Certificate of Good standing	(May 2021) CERTIFICATE OF GOOD STANDING FROM THE DEPARTMENT OF UNEMPLOYMENT ASSISTANCE (1).pdf	pdf	6090a053e067a90777b4f38d	05/03/2021
Secretary of Commonwealth - Certificate of Good Standing	MA secretary of state COGS.pdf	pdf	60954451e067a90777b503cc	05/07/2021

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
-------------------	---------------	------	----	-------------

Bylaws	Zip Run ByLaws v1.pdf	pdf	5f22dc759a9ccf70437a7cc7	07/30/2020
Articles of Organization	Articles of Amendment v1.pdf	pdf	5f22dc7662a1117473fb8f1d	07/30/2020
Articles of Organization	Articles of Organization v1.pdf	pdf	5f22dc7854fcae70383aa9e2	07/30/2020

Massachusetts Business Identification Number: 001383840

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Zip Run Insurance Plan.pdf	pdf	5ed05f33070c4b3e399e9c1b	05/28/2020
Business Plan	Zip Run Business Plan v1.pdf	pdf	5ed06c35c3c6c94ac5afd87b	05/28/2020
Proposed Timeline	Proposed Timeline vf.pdf	pdf	60e5efcd504b25036f755ca3	07/07/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Security plan	Security Plan.pdf	pdf	5ee2931f1c2dbc24d01a1779	06/11/2020
Prevention of diversion	Prevention of diversion (1).pdf	pdf	5ee2936c20b47424dbd87b24	06/11/2020
Storage of marijuana	Storage.pdf	pdf	5ee293a320b47424dbd87b2a	06/11/2020
Transportation of marijuana	Transportation (2).pdf	pdf	5ee293ed3114301800252adb	06/11/2020
Personnel policies	Personnel policies (3).pdf	pdf	5ee29517f879811816527195	06/11/2020
Dispensing procedures	Dispensing procedures (1).pdf	pdf	5ee295742d9da4181de9e9e9	06/11/2020
Record-keeping procedures	Record-keeping procedures (1).pdf	pdf	5ee295bc2d9da4181de9e9ed	06/11/2020
Maintenance of financial records	Maintenance of financial records (1).pdf	pdf	5ee295f66f370e24fce3e3cb	06/11/2020
Qualifications and training	A detailed description of qualifications and intended training(s) for Marijuana Establishment Agents who will be employees.pdf	pdf	5ee2964f20b47424dbd87b3b	06/11/2020
Delivery procedures	Delivery procedures (1).pdf	pdf	5ee297b61c2dbc24d01a17a1	06/11/2020
Inventory procedures	Inventory (3).pdf	pdf	5eebb57d0f089824f1cd63ba	06/18/2020
Quality control and testing procedures	Quality control and Testing Procedures.pdf	pdf	5eebb5b1ea7a9324e6466b53	06/18/2020
Energy compliance plan; and	Energy Compliance Plan.pdf	pdf	5f163fbe62a1117473fb758a	07/20/2020
Diversity plan	Diversity Plan vf (2).pdf	pdf	60e5f57a0bb484027d8bd583	07/07/2021

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

Date generated: 11/18/2021

Page: 6 of 8

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

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

ATTESTATIONS

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

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

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

I Agree

Notification:

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

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

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

AGREEMENTS WITH MARIJUANA RETAILERS

Agreements with Marijuana Retailers 1

Owner First Name: James		Owner Last Name: Winokur		Owner Suffix:	
Marijuana Retailer Legal Name: Berkshire Roots				Marijuana Retailer DBA: Berkshire Roots	
Marijuana Retailer Description:					
Marijuana Retailer Phone: 413-553-9333		Marijuana Retailer Email:		Marijuana Retailer Website: https://berkshireroots.com/	
Marijuana Retailer Address 1: 253 Meridian St, East Boston, MA 02128				Marijuana Retailer Address 2:	
Marijuana Retailer City: East Boston		Marijuana Retailer State: MA		Marijuana Retailer Zip Code: 02128	Marijuana Retailer Country: USA
Marijuana Retailer Mailing Address 1: 253 Meridian St				Marijuana Retailer Mailing Address 2:	
Marijuana Retailer Mailing City: East Boston		Marijuana Retailer Mailing State: MA		Marijuana Retailer Mailing Zip Code: 02128	Marijuana Retailer Mailing Country:

MARIJUANA RETAILER AGREEMENT DOCUMENTATION

Supporting Document:

Document Category	Document Name	Type	ID	Upload Date
-------------------	---------------	------	----	-------------

AGREEMENTS WITH THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER

No records found

THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER DOCUMENTATION

No documents uploaded

Host Community Agreement Certification Form

Instructions

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

Certification

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

1. Name of applicant:

2. Name of applicant’s authorized representative:

3. Signature of applicant’s authorized representative:

4. Name of municipality:

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



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



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

8. Host community agreement execution date:



City of Boston and Zip Run, Inc.

HOST COMMUNITY AGREEMENT

This Host Community Agreement (“Agreement”) is made and entered into on the 21st day of May 2021, by and between the City of Boston, Massachusetts (“City” or “Boston”) and Zip Run, Inc. (“Company”) and (collectively the “Parties”).

WHEREAS, the Company wishes to operate as a Marijuana Courier (as that term is defined in 935 CMR 500.002), by receipt of a license from the Commonwealth of Massachusetts’ Cannabis Control Commission (“CCC”) within the City, in accordance with 935 CMR 500.000 et seq.;

WHEREAS, The Parties understand and acknowledge that the Company intends to locate and operate as a Marijuana Courier with a principal place of business at 1170 William T. Morrissey Boulevard, Dorchester, Massachusetts, 02122;

WHEREAS, the Company endeavors to function as a responsible corporate citizen and contributing member of the business community as it builds and sustains its business in the City;

NOW THEREFORE, in consideration of the provisions of this Agreement, the Company and the City agree to the following:

1. Definitions. As used in this agreement, terms shall have the following meaning:

a. Marijuana Establishment means a Medical Marijuana Treatment Center, Registered Marijuana Dispensary, Marijuana Cultivator, Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Retailer, Independent Testing Laboratory, Marijuana Research Facility, Marijuana Transporter, or any other type of licensed marijuana-related business seeking to conduct business within the City.

b. Commencement Date means the date the Company commences sales from its Marijuana Establishment.

2. Obligations of the City. The City shall work cooperatively and in good faith with the Company as the Company progresses through the City’s permitting process.

This Agreement does not affect, limit, or control the authority of any City department, including boards and commissions, to carry out their respective duties in deciding whether to issue or deny any necessary local permits or licenses pursuant to state or local law, ordinance, or regulation and collect appropriate fees and fines related to local permits and licenses. By entering into this Agreement the City is not required to issue such permits or licenses.

All rights and obligations under this Agreement are expressly conditioned upon the Company’s receipt of Final Licenses allowing for their operation of a Marijuana Establishment within the City, and upon Company obtaining all local approvals. If Company fails to secure any of the

Final Licenses, or any of the required local approvals aforementioned, this Agreement shall be null and void.

3. Taxes. At all times during the Term of this Agreement, property, both real and personal, owned or operated by the Company shall be treated as taxable, and all applicable real estate and personal property taxes for that property shall be paid either directly by the Company or by its landlord, and neither the Company nor its landlord shall object or otherwise challenge the taxability of such property and shall not seek a non-profit exemption from paying such taxes. Notwithstanding the foregoing, (i) if real or personal property owned, leased or operated by the Company is determined to be non-taxable or partially non-taxable, or (ii) if the value of such property is abated with the effect of reducing or eliminating the tax which would otherwise be paid if assessed at fair cash value as defined in G.L. c. 59, §38, or (iii) if the Company is determined to be entitled or subject to exemption with the effect of reducing or eliminating the tax which would otherwise be due if not so exempted, then the Company shall pay to the City an amount which when added to the taxes, if any, paid on such property, shall be equal to the taxes which would have been payable on such property at fair cash value and at the otherwise applicable tax rate, if there had been no abatement or exemption; this payment shall be in addition to the payment made by the Company under Section 2 of this Agreement. Nothing in this section shall in any way limit or prevent the Company from challenging the valuation of its property before the Board of Assessors or at the Appellate Tax Board. All taxes and charges owed to the City must be paid on a current basis. The City may place a lien on the property of any person who has an outstanding balance due the City from any fee, charge or tax, which balance is at least six (6) months past due.

4. Term and Termination. This agreement shall take effect on the above written date, subject to the contingencies noted herein. This agreement shall continue in effect for so long as the Company operates as a Marijuana Courier within the City, or five (5) years from the commencement date, whichever is earlier. At the conclusion of the term of this agreement, the Parties shall renegotiate a new Host Community Agreement in accordance with the prevailing regulations and laws as such regulations may be amended or replaced. In the event that the Company no longer does business in the City or permanently loses or has its license revoked by the Commonwealth and/or the Boston Cannabis Board, this agreement shall become null and void. In the event that the Company wishes to transfer ownership of the Company, any such proposed changes must be approved by the Boston Cannabis Board.

5. Security. The Company shall maintain security at the Marijuana Establishment in accordance with the security plan presented to the City and included as part of their application to the Cannabis Control Commission.

6. Signage. The Company will limit signage for the Marijuana Establishment to the extent that such signage is inconsistent with applicable statutes and regulations, and to the extent that such signage is inconsistent with the look and character of the surrounding area and/or injurious to the neighborhood.

7. Hours of Operation. The Company agrees to limit its hours of operation to those hours approved by the Boston Cannabis Board for the establishments with which the Company enters

into delivery agreements. No deliveries shall be completed after an establishment's approved hours.

8. To the extent that such a practice and its implementation are consistent with federal and state laws and regulations, the Company will work in a good faith, legal and nondiscriminatory manner to give reasonable preference in the hiring of employees for the site to qualified Boston residents. In addition, the Company shall endeavor to establish a diversity and inclusion plan aimed at creating increased opportunities for people of color, women, and M/WBEs to participate in the development of the site, including but not limited to, meaningful participation by people of color, women, and M/WBEs in the following professional fields: construction; design; development; financing; operations; and ownership.

A Minority Business Enterprise or "MBE" is a firm that is owned, operated, and controlled by one or more individuals who are African American, Hispanic American, Native American, or Asian American who have at least 51% ownership of the firm.

A Woman Business Enterprise or "WBE" is a firm that is owned, operated, and controlled by one or more women who has or have at least 51% ownership of the firm.

9. The terms of this Agreement will not constitute a waiver of the City's regulatory authority or of the Company's applicant responsibilities not otherwise addressed by this Agreement.

10. Events of Default. The Company shall be deemed to have committed an event of default if any of the following occur:

- a. The Company fails to obtain, and maintain in good standing, all necessary local licenses and permits for the Marijuana Establishment, provided that the Company is able to exercise all available rights and due-process for maintaining in good standing said licenses and permits; and
- b. The Company ceases to operate as a Marijuana Courier without notifying the City.

11. In the event that the Cannabis Control Commission and/or the Boston Cannabis Board suspends or revokes the Company's license, the City may also declare an event of default and terminate this Agreement, and in the event of a suspension, subject to the Company's opportunity to cure.

12. The City may terminate this Agreement upon the occurrence of any event of default, and in the event the Company fails to cure said default in a commercially reasonable time.

13. Termination for Cause. The City may terminate this Agreement for cause at any time by giving at least thirty (30) days' notice, in writing, to the Company. Cause is defined as the Company's violation of any applicable laws of the Commonwealth, or local ordinances and regulations, with respect to the operation of a Marijuana Establishment in the City of Boston. Notwithstanding the above, the Company shall not be relieved of liability to the City for

damages sustained by the City for personal injury or property damage by virtue of any termination of the Agreement.

14. This Agreement is not intended to, nor shall it be construed to, create any rights in any third parties.

15. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts. All legal disputes shall be resolved in the Courts of the Commonwealth of Massachusetts and the Company submits to the jurisdiction of the Trial Court for Suffolk County for the adjudication of disputes arising out of this Agreement.

16. Assignment. Neither party may assign its rights or delegate its obligations under this Agreement without the prior written consent of the other party.

17. Severability. If any provision of this Agreement shall be held by a court of competent jurisdiction to be contrary to law, that provision will be enforced to the maximum extent permissible and the remaining provisions of this Agreement will remain in full force and effect, unless to do so would result in either party not receiving the benefit of its bargain.

18. Headings. Section headings in this Agreement are inserted for convenience of reference only and shall in no way affect, modify, define or be used in construing the text of the Agreement. Where the context requires, all singular words in the Agreement shall be construed to include the masculine and feminine forms of such words.

19. Modifications. Modifications to this Agreement may be effective only if made in writing and signed by both Parties.

20. Counterparts. This Agreement may be executed in one or more counterparts each of which shall be deemed an original. The facsimile or PDF signatures of the parties shall be deemed to constitute original signatures.


21. Additional Items. (i) This agreement shall be subject to all conditions imposed upon the License as issued by the Boston Cannabis Board, such conditions being subject to amendment by the BCB from time to time; (ii) the Company agrees to share aggregate data and reports to the Boston Public Health Commission in a form and manner as requested to inform public health efforts.

22. Executive Order. The Company acknowledges its compliance with the Executive Order of the City of Boston, dated September 13, 2019, which states: “No City of Boston employee or immediate family member may participate in a marijuana business that is currently seeking, or intends to seek, an approval from the City of Boston or its agencies. No member of the Zoning Board of Appeal, the Boston Licensing Board, the Boston Public Health Commission, the Boston Zoning Commission, the Boston Redevelopment Authority d/b/a the Boston Planning and Development Agency, or their immediate family members, may participate in a marijuana business that is currently seeking, or intends to seek, an approval from the City of Boston, or its agencies.”

This Agreement shall be binding upon and shall inure to the benefit of the Parties, their respective heirs, executors, administrators and assigns.

The company hereby certifies that the information supplied to the City during the application process and the information contained in this Agreement is accurate and that the provision of false or misleading information may subject the applicant to sanctions, up to and including revocation of a host community agreement.

CITY OF BOSTON

A handwritten signature in black ink, appearing to read "Robert S. Arcangeli", written over a horizontal line.

Robert S. Arcangeli
Assistant Corporation Counsel
City of Boston Law Department

Zip Run, Inc.

A handwritten signature in black ink, appearing to read "Gabriel Vieira", written over a horizontal line.

By: Gabe Vieira
Title: Chief Executive Officer

Malcolm X's teen home gets historic designation

Malcolm X's boyhood home in Roxbury was added to the National Register of Historic Places.

The 2 1/2-story house is the only surviving residence associated with the slain civil rights leader's formative years in the city, according to Secretary of State William Galvin, who chairs the state historical commission that requested the designation.

The home, which was built in 1874 and designated a city landmark in 1998, was officially listed on the federal register last month, the National Park Service said this week.

The former Malcolm Little was a teenager in the 1940s when he came to live with his sister, Ella Little Collins.

Rodnell Collins, Little Collins' son, said this week that the family, which still owns the home, is hoping to turn it into a residence for graduate students studying Black history and civil rights, as well as open it up for special events and public tours at certain times of the year.

He said the national listing opens up access to tax incentives and other government programs for historical preservation to help make that dream possible.

Little Collins, a civil rights organizer in her own right, became her brother's legal guardian after his father died and his mother was institutionalized.

Malcolm Little joined the Nation of Islam while in prison in Massachusetts and quickly became the Detroit-founded organization's principal spokesman during its rapid rise in the 1950s and 1960s, establishing temples and mosques across the country.

"No physical move in my life has been more pivotal or profound in its repercussions," he wrote in his autobiography about his time in Boston. "All praise is due to Allah that I went to Boston when I did. If I hadn't, I'd probably still be a brain-washed black Christian."

Malcolm X dropped his surname in favor of "X" to represent his family's lost African ancestral name. He eventually left the Nation of Islam but was gunned down by its adherents at a speech in New York City in 1965 at the age of 39.

Little Collins, who took over leadership of her slain brother's Organization of Afro-American Unity, purchased the house in the Roxbury neighborhood in 1941 and lived there until 1964.

Galvin's office said the structure, which is undergoing renovation and rehabilitation, is characteristic of the neighborhood's residences as it developed into a streetcar suburb of Boston. The house had also been part of a prosperous farm in the 18th and early 19th centuries.

A city-run archaeological dig at the property in 2016 unearthed kitchenware, ceramics and other possible evidence of even earlier settlement, perhaps dating as far back as the 1700s.

— ASSOCIATED PRESS



NICOLAUS CZARNECKI/HERALD STAFF
HISTORY PRESERVED: The Malcolm X, Ella Little-Collins House at 72 Dale St. in Roxbury has been added to the National Register of Historic Places.

FOODS PLUS

Rt. 125 Plaistow, NH

603-382-8589

Menthol Supersale

**Newport, Marlboro menthol
Maverick menthol
3 pack specials**

Grizzly, SKOAL, Copenhagen
wintergreen and mint.

cigarette packs starting at **\$4.99**

JUUL

**Large Selection
of Disposable vapes
White Claw Seltzer**



ERNIE BOCH JR.'s
look at music and pop culture
from past to present.

FRIDAY, MARCH 5, 2021

Women In Power

This Monday, March 8 is International Women's Day! This day "celebrat[es] the social, economic, cultural and political achievements of women." I'm honored to know many empowered women in both my professional and personal life. Here's a look at 3 whom I'm lucky enough to call my friends:

• **Peggy Rose:** Peggy is one of my oldest and dearest friends. Her career began in the grueling and fast-paced news industry, where she worked as **Assignment Editor at Channel 7** and **Assignment Manager at Channel 56**. She then pivoted to the **Public Relations** field, which seemed fitting given her PR initials. Here, she could leverage her **news savviness and connections** to support her clients. Peggy was the **first publicist for Hard Rock Cafe in Boston** (where we met), under the umbrella of the legendary **Larry Rasky**. In early 2000, Peggy decided to hang out her shingle and establish **Peggy Rose Public Relations**. Today, Peggy represents clients across various industries including **me; Boston Police Patrolmen's Association; Spectra Medical Devices, Inc.; Mittcom; Boston Clear Water Company; and Alma Gaúcha Restaurant**.

• **Kelly Malone:** You can hear Kelly throughout New England on **radio** and **TV**, as she's been the voice of **Subaru of New England since 2007**. Beginning in her college days at **UNH**, Kelly had a knack for making her **voice heard**. On campus, Kelly was the **General Manager** for the radio station **WUNH**, and the **Color Commentator** for the men's hockey team. For years, Kelly was a **Radio Personality on Lander in the Morning on Mix 98.5**. In addition to radio, Kelly was the **Boston Bruins Public Address Announcer for 11 seasons** (including 2011 when they won the **Stanley Cup**). She's been featured on **WBZ-TV, WHDH**, and more. Today, Kelly continues to take on **commercials and projects** both on and off camera. As a **proud mom of 3**, she also serves on the board of the **Parent Teacher Organization**.

• **Natalie Joly:** Natalie is a becoming an **established musician**, and she discovered her gift early on. Growing up in a **musical household**, Natalie had the unique opportunity to test out various instruments. By the age of 8, she could **play guitar and write her own songs**, and by 14, she was **gigging on a regular basis**. She made her **first CD** at just **15 years old** with her **brother**. A young entrepreneur at heart, she **sold them out of her lunch box at school for \$5!** In 2019, **Natalie Joly & The Reckless Hearts** won Song of the Year at the **New England Music Awards for "You Oughta Know"**. After years of being in a band, Natalie decided to go solo in **January 2020**, which meant acquiring new skills. In November of 2020, she succeeded in releasing her first **self-produced song "Running Circles"**. Since then, she has released two additional songs, **"Will You Ever Stop"** and **"Yours to Stay"**.

Remember, girls with dreams become women with vision.

[f](#) [i](#) [t](#) [@ErnieBochJr](#)

NOTICE OF PUBLIC MEETING

Notice is hereby given that a Community Meeting for a Proposed Cannabis Establishment is scheduled for:

Application Name: Zip Run

Application Address: 1170 Morrissey Blvd, Boston, MA 02125

License Type: Courier Model Cannabis Delivery License



Join virtually at the WebEx Event link below - this is NOT an in person meeting:

Proposal: this is an application by Gabe Vieira, Zip Run for a Courier Model Cannabis Delivery License to be operated at the address of 1170 Morrissey Blvd, Boston, MA 02125 - the scheduled date for the meeting will be on March 22nd, 2021 at 6:00PM via Webex Meeting Forum.

Date: Monday, March 22nd, 2021

Time: 6:00PM

Event Link: <https://bit.ly/3dY4Tax>

Password: n3EcndJQF32

Dial-in Number: 1-408-418-9388

Access Code: 129 933 8904

Hosted online per the Cannabis Control Commission 4/27/2020 administrative order

There will be an opportunity for the public to raise comments, questions, and concerns.

If you any questions or comments about this proposal, please contact:

Patrick Fandel
Dorchester Liaison
Mayor's Office of Neighborhood Services
(617) 635-4819 | patrick.fandel@boston.gov

Please note, the City does not represent the owner(s)/developer(s)/attorney(s)/applicant(s). The purpose of this notice is to notify area abutters to this project proposal. This flyer has been dropped off by the proponents per the city's request.

CITY of BOSTON



Mayor Martin J. Walsh



Neighborhood Services





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): March 22, 2021
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:

3/5/21

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:

3/2/21

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

a. Date notice(s) mailed:

3/10/21

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:

Zip Run

Name of applicant's authorized representative:

Gabriel Vieira

Signature of applicant's authorized representative:

DocuSigned by:
Gabriel Vieira
E2F53E9E79854C1...





From: Patrick Fandel patrick.fandel@boston.gov
Subject: Re: BCB Applicant - Zip Run - 1170 Morrissey Boulevard
Date: March 2, 2021 at 11:37 AM

PF

To: Gabe Vieira gabe@ziprun.com

Cc: Lesley Hawkins lesley.hawkins@boston.gov, Midori Morikawa midori.morikawa2@boston.gov, Cannabis Board cannabisboard@boston.gov, Aisha Miller aisha.miller@boston.gov, Edward McGuire edward.mcguire@boston.gov, Faiza Sharif faiza.sharif@boston.gov, Keith Williams keith.williams@boston.gov, Shanique Joseph shanique.joseph@boston.gov

Hello Gabe,

Below you will find the appropriate documents for your application's cannabis community meeting. Attached in this communication, you will find:

- An excel sheet indicating all abutting properties within 300 ft.
- A flyer to be delivered via certified mailed and flyered to the abutting properties within 300 ft.

Your scheduled date for this community meeting will be on Monday, March 22nd, 2021 at 6:00PM - please note that this is a virtual meeting held via Webex Meeting Forum.

Here is your link to the WebEx Event: <https://bit.ly/3sL63do>

Notification:

As the applicant, you must complete each of the following steps in order to move forward with this community meeting. Failure to do so will result in cancellation of the community meeting and a delay in this community process.

1. **Publish the attached meeting notice in a newspaper of general circulation in the City of Boston at least 14 calendar days prior to the meeting.** Please send me a copy of this publication to keep on record.
2. **Send the attached meeting notice to abutters via certified mail at least 7 calendar days prior to the meeting.** I have attached the list of abutters within a 300-foot radius below. Please keep on record and send me a digital record of mailings.
3. **Applicants must physically flyer each physical address with the attached meeting notice at least 7 calendar days prior to the meeting.** Please submit photographed evidence of successful flyering to keep on record. For buildings with multiple units, you can visibly post the flyer with painter's tape and take a picture. I would also recommend leaving flyers with a front desk person, if available, and documenting that as well.

Failure to complete any of these steps will result in the cancellation of this community meeting and a delay in your community process.

Community Meeting Information:

- Please send me a copy of the presentation and any other material to be presented in the meeting at least seven (7) calendar days in advance of the meeting - any changes to the presentation need to be submitted at minimum 48hrs prior to the meeting.
- Panelists will be expected to join 15 minutes in advance of the meeting for preparation and to avoid any technical difficulties. Applicants will have 15-20 minutes of uninterrupted presentation time.
- Community members will be permitted to ask questions and receive answers from representatives of this proposed cannabis establishment following the presentation. I will facilitate an orderly Q & A session. We will allow all individuals to give feedback/ask questions and receive responses.

In addition to the community meeting hosted by the City of Boston, the applicant is encouraged to present to the neighborhood groups in the area. Please conduct outreach to with the following groups and cc me in those communications:

*Port Norfolk Civic Assn.
John Lyons, President
Email: jiljdcpa@aol.com*

Let me know if you have any questions or concerns about this process.

Thank you,

Patrick

On Mon, Mar 1, 2021 at 9:22 AM Gabe Vieira <gabe@ziprun.com> wrote:
Hey Patrick, circling back on this.

I am looking forward to connecting.

Thanks,
Gabe

On Tue, Feb 23, 2021 at 2:26 PM Gabe Vieira <gabe@ziprun.com> wrote:

Hey Patrick,

Looking forward to it!

My Best,
Gabe

On Tue, Feb 23, 2021 at 2:07 PM Patrick Fandel <patrick.fandel@boston.gov> wrote:

Thank you Lesley for the connection - Gabe, I will send you a follow up email with documents and outlined next steps shortly!

All the best,

Patrick

On Mon, Feb 22, 2021 at 1:06 PM Lesley Hawkins <lesley.hawkins@boston.gov> wrote:

Good afternoon,

I am connecting Gabe Vieira, the applicant for a courier model delivery license to be operated out of the above referenced address with Patrick Fandel in the Mayor's Office of Neighborhood Services and Midori Morikawa from the Office of Economic Development.

Gabe is a certified equity applicant and has patiently waited to move through this process while the various delivery license types were codified at the state level. This is an application for courier only meaning the license would allow Gabe to pick up from existing cannabis retail establishments and deliver directly to consumers. There would be no warehousing or storage of cannabis. The address of the establishment would be used for the storage of vehicles and would serve as the office space from which vehicles would be dispatched. Again, legally there would be no storage of product at any time at this location. Because of this unique use, there is no required zoning at this time.

Pat, could you please facilitate a community process at this location for Gabe? I will also make myself available for any community meeting to answer any questions about this new delivery model.

Midori, Gabe is interested in potential resources through the TA program. Could you please work with him to discuss what is available?

Thank you all as always!

Best,

Lesley

Lesley Delaney Hawkins, Esq.

Executive Secretary, Licensing Board for the City of Boston

Executive Secretary, Boston Cannabis Board

(o) 617.635.4170 | (f) 617.635.4742

SIGN UP FOR PERIODIC UPDATES FROM THE BOSTON CANNABIS BOARD [HERE](#).

SIGN UP FOR PERIODIC UPDATES FROM THE LICENSING BOARD. [Licensees](#). [Attorneys and Practitioners](#).

CITY of BOSTON



Patrick Fandel (He/Him/His)

Dorchester and City-Wide LGBTQ+ Liaison for

Mayor Martin J. Walsh

Office of Neighborhood Services

Office: [617.635.4819](tel:617.635.4819)

Sign up for neighborhood news [here](#).

**The City of Boston is subject to [MGL: Chpt.66, Sec.10 Public Records Law](#). Email sent or received by City employees are subject to these laws. Unless otherwise exempted from the public records law, senders and receivers of City email should presume that the email are subject to release upon request, and to state record retention requirements.



Gabriel Vieira
Chief Executive Officer | Zip Run
Boston, MA 02116
Mobile: +1 (617) 960 6393
gabe@ziprun.com | www.ziprun.com



Gabriel Vieira
Chief Executive Officer | Zip Run
Boston, MA 02116
Mobile: +1 (617) 960 6393
gabe@ziprun.com | www.ziprun.com



Patrick Fandel (He/Him/His)
Dorchester and City-Wide LGBTQ+ Liaison for
Mayor Martin J. Walsh
Office of Neighborhood Services
Office: [617.635.4819](tel:617.635.4819)
Sign up for neighborhood news [here](#).

**The City of Boston is subject to [MGL: Chpt.66, Sec.10 Public Records Law](#). Email sent or received by City employees are subject to these laws. Unless otherwise exempted from the public records law, senders and receivers of City email should presume that the email are subject to release upon request, and to state record retention requirements.



mailingList
(16).csv

NOTICE OF PUBLIC MEETING

Notice is hereby given that a Community Meeting for a Proposed Cannabis Establishment is scheduled for:

Application Name: Zip Run
Application Address: 1170 Morrissey Blvd, Boston, MA 02125
License Type: Courier Model Cannabis Delivery License





Join virtually at the WebEx Event link below - this is NOT an in person meeting:

Proposal: this is an application by Gabe Vieira, Zip Run for a Courier Model Cannabis Delivery License to be operated at the address of 1170 Morrissey Blvd, Boston, MA 02125 - the scheduled date for the meeting will be on March 22nd, 2021 at 6:00 PM via Webex Meeting Forum.

Date: Monday, March 22nd, 2021

Time: 6:00PM

Event Link: <https://bit.ly/3b7baPeEvent>

Password: n3EcntJQF32

Dial-in Number: 1-408-418-9388

Access Code: 129 933 8904

Hosted online per the Cannabis Control Commission 4/27/2020 administrative order

There will be an opportunity for the public to raise comments, questions, and concerns.

If you any questions or comments about this proposal, please contact:

Patrick Fandel
Dorchester Liaison
Mayor's Office of Neighborhood Services
(617) 635-4819 | patrick.fandel@boston.gov

Please note, the City does not represent the owner(s)/developer(s)/attorney(s)/applicant(s). The purpose of this notice is to notify area abutters to this project proposal. This flyer has been dropped off by the proponents per the city's request.

CITY of BOSTON



Mayor Martin J. Walsh



Neighborhood Services

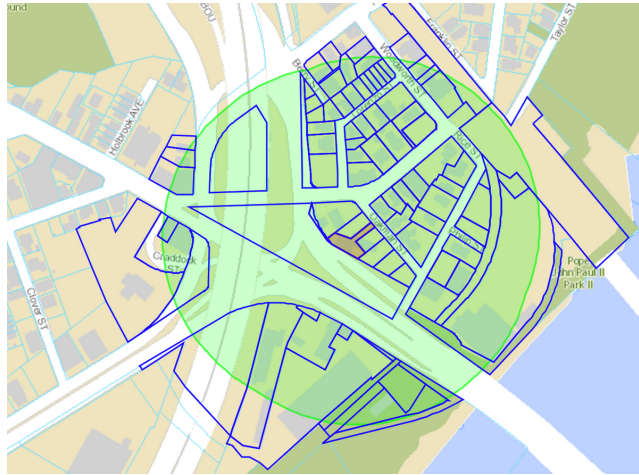
NOTICE OF PUBLIC MEETING

Notice is hereby given that a Community Meeting for a Proposed Cannabis Establishment is scheduled for:

Application Name: Zip Run

Application Address: 1170 Morrissey Blvd, Boston, MA 02125

License Type: Courier Model Cannabis Delivery License



Join virtually at the WebEx Event link below - this is NOT an in person meeting:

Proposal: this is an application by Gabe Vieira, Zip Run for a Courier Model Cannabis Delivery License to be operated at the address of 1170 Morrissey Blvd, Boston, MA 02125 - the scheduled date for the meeting will be on March 22nd, 2021 at 6:00 PM via Webex Meeting Forum.

Date: Monday, March 22nd, 2021

Time: 6:00PM

Event Link: <https://bit.ly/3dY4Tax>

Password: n3EcntJQF32

Dial-in Number: 1-408-418-9388

Access Code: 129 933 8904

Hosted online per the Cannabis Control Commission 4/27/2020 administrative order

There will be an opportunity for the public to raise comments, questions, and concerns.

If you any questions or comments about this proposal, please contact:

Patrick Fandel
Dorchester Liaison
Mayor's Office of Neighborhood Services
(617) 635-4819 | patrick.fandel@boston.gov

Please note, the City does not represent the owner(s)/developer(s)/attorney(s)/applicant(s).. The purpose of this notice is to notify area abutters to this project proposal. This flyer has been dropped off by the proponents per the city's request.

COVID-19 INFORMATION

For the latest updates, please visit our coronavirus (COVID-19) website:

[COVID-19 INFORMATION](#)

([HTTPS://WWW.BOSTON.GOV/NEWS/CORONAVIRUS-DISEASE-
COVID-19-BOSTON](https://www.boston.gov/news/coronavirus-disease-covid-19-boston))

COMMUNITY OUTREACH MEETING FOR PROPOSED CANNABIS ESTABLISHMENT

The application is by Gabe Vieira of Zip Run for a Courier Model Cannabis Delivery License to be operated at the address of 1170 Morrissey Blvd, Boston, MA 02125. The scheduled date for the meeting will be on March 22, 2021, at 6 p.m. via Webex Meeting Forum.

JOIN THE ONLINE MEETING ([HTTPS://CITYOFBOSTON.WEBEX.COM/MW3300/MYWEBEX/DEFAULT.DO?
NOMENU=TRUE&SITEURL=CITYOFBOSTON&SERVICE=6&RND=0.8104622383272659&MAIN_URL=HT](https://cityofboston.webex.com/MW3300/MyWebex/Default.do?NOMENU=TRUE&SITEURL=CITYOFBOSTON&SERVICE=6&RND=0.8104622383272659&MAIN_URL=HT)

Password: n3EcntJQF32

Dial-in number: [1-408-418-9388](tel:1-408-418-9388) (tel:1-408-418-9388)

Access code: 129 933 8904

DISCUSSION TOPICS

1 Agenda

There will be an opportunity for the public to raise comments, questions, and concerns. If you any questions or comments about this proposal, please contact Patrick Fandel, Dorchester Liaison for the Mayor's Office of Neighborhood Services, at [617-635-4819](tel:617-635-4819) (tel:617-635-4819) or patrick.fandel@boston.gov (mailto:patrick.fandel@boston.gov).

March 22, 2021



06:22PM



VIRTUAL
BOSTON, MA 02201



[PATRICK.FANDEL@BOSTON.GOV](mailto:patrick.fandel@boston.gov) (MAILTO:PATRICK.FANDEL@BOSTON.GOV)

[617-635-4819 \(TEL:617-635-4819\)](tel:617-635-4819)

Contact: PATRICK FANDEL

Neighborhoods: CITYWIDE

Posted: 03/02/2021 - 12:35PM

RESOURCES:

[OFFICIAL FILED AGENDA](#)

[\(HTTPS://WWW.BOSTON.GOV/SITES/DEFAULT/FILES/FILE/2021/03/CANNABIS%20COMMUNITY%20OUTREACH%201170%20MORRISSEY%20BLVD.%20STAMP.PDF\)](https://www.boston.gov/sites/default/files/file/2021/03/cannabis%20community%20outreach%201170%20morrissey%20blvd.%20stamp.pdf)

[PRIVACY POLICY \(/DEPARTMENTS/INNOVATION-AND-TECHNOLOGY/TERMS-USE-AND-PRIVACY-POLICY\)](#)

[CONTACT US \(/DEPARTMENTS/MAYORS-OFFICE/CONTACT-BOSTON-CITY-HALL\)](#)

[ALERTS AND NOTIFICATIONS \(/DEPARTMENTS/EMERGENCY-MANAGEMENT/CITY-BOSTON-ALERTS-AND-NOTIFICATIONS\)](#)

[PUBLIC RECORDS REQUESTS](#)

[\(HTTPS://BOSTONMA.GOVQA.US/WEBAPP/_RS/\(S\(DEN310HNRPQZ2RZH5LGBGSBY\)\)/SUPPORTHOME.ASP\)](https://bostonma.gov/qa.us/webapp/_RS/(S(DEN310HNRPQZ2RZH5LGBGSBY))/SUPPORTHOME.ASP)

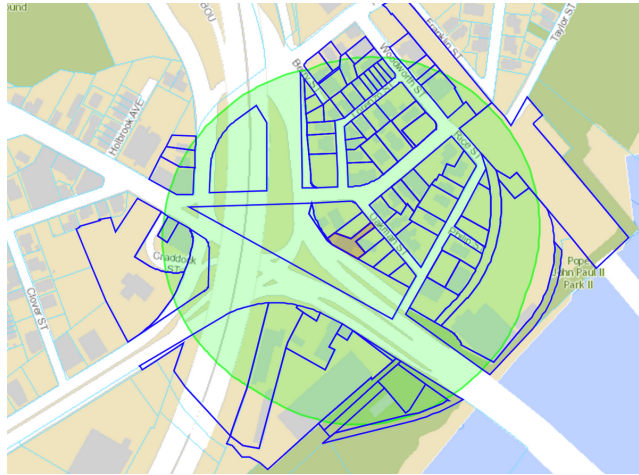
NOTICE OF PUBLIC MEETING

Notice is hereby given that a Community Meeting for a Proposed Cannabis Establishment is scheduled for:

Application Name: Zip Run

Application Address: 1170 Morrissey Blvd, Boston, MA 02125

License Type: Courier Model Cannabis Delivery License



Join virtually at the WebEx Event link below - this is NOT an in person meeting:

Proposal: this is an application by Gabe Vieira, Zip Run for a Courier Model Cannabis Delivery License to be operated at the address of 1170 Morrissey Blvd, Boston, MA 02125 - the scheduled date for the meeting will be on March 22nd, 2021 at 6:00 PM via Webex Meeting Forum.

Date: Monday, March 22nd, 2021

Time: 6:00PM

Event Link: <https://bit.ly/3dY4Tax>

Password: n3EcntJQF32

Dial-in Number: 1-408-418-9388

Access Code: 129 933 8904

RECEIVED

By City Clerk at 12:33 pm, Mar 02, 2021

Hosted online per the Cannabis Control Commission 4/27/2020 administrative order

There will be an opportunity for the public to raise comments, questions, and concerns.

If you any questions or comments about this proposal, please contact:

Patrick Fandel

Dorchester Liaison

Mayor's Office of Neighborhood Services

(617) 635-4819 | patrick.fandel@boston.gov

Please note, the City does not represent the owner(s)/developer(s)/attorney(s)/applicant(s).. The purpose of this notice is to notify area abutters to this project proposal. This flyer has been dropped off by the proponents per the city's request.



FRANK BAKER
BOSTON CITY COUNCILOR
DISTRICT 3

March 23, 2021

Boston Cannabis Board
One City Hall Plaza, Room 809
Boston, MA 02201

To Whom It May Concern,

I am writing in non-opposition for Zip Run and their application for a proposed cannabis delivery license. The proposed location would be at 1170 Morrissey Boulevard in Dorchester, Massachusetts.

As the Boston City Councilor for District 3, for which this location will sit, I do not believe this business will have a negative impact on the surrounding neighborhood. Gabriel Vieira held a Mayor's Office sponsored community meeting on March 22, 2021 for which my office attended and has reached out to the local civic association.

Thank you for your time and attention to this matter. Please do not hesitate to contact me directly if you have any questions or concerns.

Sincerely,

Frank Baker
Boston City Councilor, District 3

The applicant shall submit a recording of the meeting to the host community in a form or manner conducive for replay on local cable access or other broadcast means at the host community's discretion.

Please see the link to the recording of Zip Run's virtual community outreach meeting:

Link: <https://www.youtube.com/watch?v=zGbo8xVVmqM>

The city of Boston does not have local zoning licensing requirements for an adult-use courier license establishment. Therefore, Zip Run didn't have to receive approval from the ISD (zoning) to receive our HCA with the city of Boston. If you are interested in more information regarding this matter, please reach out to Lesley Hawkins (lesley.hawkins@boston.gov) from the BCB.

In addition, the BCB views Zip Run, a courier licensee, which is established at 1170 Morrissey Blvd, Dorchester, MA 02122, as an administrative location and place to store vehicles. That is why the BCB/ISD for Boston didn't have Zip Run complete a zoning approval process.

Zip Run will assign a team member as the key compliance officer. The compliance officer will be responsible for ensuring the company is abiding by the Cannabis Control Commission current and future regulations, regulations provided by the city of Boston and other cities, counties and the States of MA. While maintaining close relationships with regulatory officials and pro-actively reviewing related websites and announcements for each regulatory body.

- Zip Run's key compliance officer will conduct quarterly reviews of the physical address of the business to ensure we are compliant with local codes, ordinances and bylaws.
- Zip Run's physical location will only be labeled as office space for its employees. The sale of cannabis will never transpire at 1170 Morrissey Blvd, Dorchester, MA 02122. The home office of Zip Run will be used as an office space and place to store some of our vehicle fleet.
- Zip Run will identify the appropriate zoning district of the proposed address, as that would include adhering Buffer zones and School zones. Zip Run's proposed address complies with the Buffer zones and School zones.
- Zip Run will identify appropriate permits that are required to become and maintain operations.

Zip Run's compliance officer will be responsible for staying in contact with the Boston Zoning Commission and the City of Boston to ensure we are compliant and the inspections of our home office are done quarterly.

- Zip Run will identify the appropriate zoning district of the proposed address, as that would include adhering Buffer zones and School zones. Zip Run's proposed address complies with the Buffer zones and School zones.
 - Buffer Zone: Zip Run will be sited at least one half mile or 2,640 feet from another existing cannabis establishment
 - School Zone: Zip Run's proposed location isn't within five hundred (500) feet of a pre-existing public or private school providing education in kindergarten or any of grades one (1) through twelve (12).

Zip Run plans on abiding by this requirements below and others may be added:

- Zip Run's establishment will be kept in a clean and sanitary condition including the area

immediately adjacent to the Licensed Premise.

- Zip Run will ensure a high degree of supervision is exercised over the conduct at the Licensed Premise at all times and will be held accountable for any violations occurring at the Licensed Premise.

- Zip Run will monitor the area adjacent to the License Premise and act reasonably and diligently to deter loitering, illegal activity, improper disposal of trash, and any other behavior having a negative impact on the surrounding community.
- Zip Run won't have any lines or queuing outside the License Premise because consumers aren't allowed at our home office and don't condone the sale of cannabis at our proposed location. Zip Run is a delivery-only company that will only operate the sale of delivery while delivering cannabis products to consumers. Our home office is strictly for employees and storage of vehicles and important documentation.
- Zip Run will notify the appropriate authorities immediately of any known or suspected violation of these Rules or Regulations or any other City, state, or federal rule, regulation, or law that has taken place on or near the Licensed Premise whether said violation is related or unrelated to the business of the Licensee.

During the Zip Run community outreach meeting for the 1170 Morrissey Blvd, Dorchester, MA 02122 address, there were 59 in attendance.



Zip Run is a state-of-the-art e-commerce platform for both delivery and pickup for cannabis products.

TEAM



Gabriel Vieira

Chief Executive Officer
Social Equity Member
Management Consultant
experience at a Big 4 Firm



Christian Nicholson

Chief Operating Officer
Veteran App Designer that
completed over 250K worth
of App Development from
2018-2019
CEO/Lead UX Designer
of EchoMe Inc.



Elis Omoroghomwan

Chief Growth Officer
Founder/Lead Marketer of
Black Monarch
Financial Analyst
experience at State Street



Michael Gordon

Chief Technology Officer
Senior iOS mobile app
engineer experience at
Maven Clinic



Doug Wigginton

Principle Web Developer
Senior Web Developer
at TripAdvisor

Mission & Vision Statement



Mission Statement:

At Zip Run, our mission is to employ, empower, and enlighten our local communities. We believe in making cannabis consumption more accessible and straightforward for everyone while shaping the delivery and pickup market together.

Vision Statement:

We aim to become a viable technology company that can compete with delivery and pickup services. Our vision is to support people from disproportionate areas in Massachusetts & beyond to prevent the continuation of an inequitable status quo by teaching the importance of ownership while providing job opportunities within a wide variety of fields and career paths.

Diversity & Inclusion Plan



Employment

- ✦ We are prioritizing driver applications of diverse backgrounds. Our goal is to increase diversity in the legal cannabis industry in Massachusetts.

Zip Run Executives

- ✦ As currently constructed, 50% of Zip Run's executive positions are held by individuals from diverse backgrounds.

Executive Diversity Policy

- ✦ Zip Run promotes a policy that increases awareness of the need to recruit people from diverse backgrounds within our top-level executive positions.
- ✦ As we expand our business, Zip Run will continue to prioritize recruiting candidates from diverse backgrounds.

Employee Resource Group (ERG)

- ✦ Employee Resource Group (ERG): Zip Run will sponsor an employee resource group within our organization centered around diversity and inclusion.
- ✦ To create an employee network united around a common goal: providing Zip Run with their unique perspectives on advancing awareness around diversity and inclusion.



How We Will Measure Our Goals



- 1** Annually evaluate the then-current process used for recruiting, hiring, and retaining to determine whether the diversity plan is still effective.
- 2** Collect and analyze data, including demographic information related to the workforce's composition and whether its plan is achieving its diversity objectives.
- 3** Measure the number of individuals from diverse backgrounds who were hired and retained after our operations in Massachusetts.
- 4** Measure the number of promotions for people from diverse backgrounds within our first fiscal year of operations.



Employment Plan



List of anticipated positions:

- ✦ Delivery Driver
- ✦ Operations Manager (Driver Leads)

Number of drivers need to employ:

- ✦ We plan on hiring 20-40 drivers for our initial launch with Berkshire Roots

Driver On-Boarding

- ✦ Shift Scheduling
- ✦ Walkthrough of tools need to perform the driver's shift
 - Electronic Manifest
 - Driver Log
- ✦ All agents acting as delivery employees must go through the mandatory training through the CCC. Must be completed within 90 days.

- ✦ Also, Zip Run will ensure that employees receive a minimum of eight (8) hours of ongoing training annually. Each driver will go through a 35-hour onboarding process.
- ✦ Drivers will be required to update their shift scheduling.
- ✦ Drivers will be required to complete delivery walkthrough protocols with their manager on duty before starting their shift to ensure drivers' and consumers' safety.



Community Support



Reducing Barriers

Prioritize the hiring of individuals from disenfranchised communities in the state of Massachusetts to reduce barriers to entry into the adult-use cannabis sector. Zip Run will enforce a policy that requires at least 25% of our employed drivers to be from disproportionately impacted areas.

Providing Mentoring, Professional and Technical Services

Provide cannabis education, industry-specific technical training, and mentoring services for individuals facing systemic barriers.

Non-Profit Support

Provide support to non-profit organizations aligned with Zip Run's community goals and inclusiveness. We will do this by providing donations and community service hours.

Providing Scholarships

Zip Run will give capital to individuals from disenfranchised communities in Suffolk County that have aspirations to impact them and their surroundings positively. Therefore, Zip Run will establish a scholarship program for college students and rising first-year college students to support this initiative.



Security Plan



- ✦ Zip Run is equipping all personnel and vehicles with necessary real-time tracking and surveillance tools. We are teaming up with a fleet management industry leader, GPSTrackit, to track in real-time all of our cars and drivers in operation.
The system includes the following:
 - GPS Hardware Monitoring Device
 - Four Cameras (w/ color and timestamps embedded)
 - Dedicated personnel overseeing the operations from Zip Run's central location
- ✦ The CCC will inspect all vehicles before we commence operations.
 - Zip Run will contact the CCC when a new vehicle needs to be inspected.
- ✦ Vehicle Safety Plan
 - Each vehicle is equipped with a locked and secure storage compartment in the trunk to hold the marijuana products.
- ✦ All vehicles will be staffed with two drivers.
- ✦ All vehicles are equipped with automatic locks, slightly tinted windows, and an internal alarm system.
- ✦ The vehicles will have no external markings or symbols that indicate marijuana delivery.

Prevention of Diversion Plan



Zip Run Protocols

- ✦ All Zip Run vehicles do not have markings or signs that suggest they are holding cannabis products.
- ✦ Zip Run will not accept cash or in-person debit card transactions from consumers. All transactions are finalized before our driver's arrival.

Driver Prevention Protocol

- ✦ Our drivers are instructed to be in constant contact with Zip Run's central location and if they feel unsafe at any time, skip the delivery and report any questionable activity right away.

Route Optimization Integration

- ✦ We have integrated with a route optimization API that constantly changes the route of our delivery drivers. We implemented this technology so our delivery routes are not consistent.
- ✦ Dedicated personnel overseeing the operations from Zip Run's central location
- ✦ Direct one to one communication with all drivers via satellite and wifi (both cell phone and application).



Parking & Transportation



- ✿ Zip Run will own/lease all vehicles used for delivery
- ✿ All vehicles will be registered as commercial vehicles
- ✿ All vehicles will be inspected and insured in the Commonwealth of Massachusetts
 - They will carry liability insurance of at least \$1,000,000
- ✿ All vehicles will be parked overnight at the address identified as the Licensee's place of business or another location provided, keeping the vehicle at the identified location complies with all general and special bylaws of the municipality.



What **We Offer Our Partners**



Online-Store Front



**Web Admin Solution
(Pre-verification
+ Order Management)**



Driver Application

Contact Us



Gabriel Vieira gabe@ziprun.com



June 8, 2020

Dear Elis Omoroghomwan,

Thank you and Zip Run for offering your support, especially during these times. This letter is to state that InnerCity Weightlifting will gratefully accept a donation from Zip Run.

As Zip Run builds out their company, we also hope to set up an employee pipeline program. Details to be discussed further.

Thank you for your support!

Best,
Emily Belanus, Development Manager



Hello,

This letter is to acknowledge that the nonprofit My Brother's Keeper 617 will accept donations from Zip Run. This agreement is for future contributions as they start up their operations. They are a legal cannabis delivery service based in Massachusetts and want to help us support inner-city youth we mentor.

We understand some people might have a strong negative feeling about the cannabis industry. MBK617 has seen too many young people impacted by previous laws on marijuana, and this is a great way to start the process of cannabis industry giving back to a community that has been negatively affected by cannabis laws in the past.

We want to thank Zip Run for believing in our nonprofit mission, and We will also take the time to educate our youth on the world of cannabis as we have done with alcohol.

Best,

Tony Galvao

MBK617 President.

Summary

Zip Run Inc. is dedicated to positively impacting various communities in the state of Massachusetts. Our host community agreement is based in Boston, Massachusetts, which is an area the Cannabis Control Commission has designated as an area that has been disproportionately affected by cannabis prohibition. Such an area shall be referred to herein as a “ADI community”. Zip Run has an obligation, both legal and moral, to support Boston and other ADI communities in the state of Massachusetts. Also, we are committed to employing and empowering individuals that have endured high rates of arrest, conviction, and incarceration related to marijuana use. Zip Run will prioritize hiring people that live within ADI communities, and will provide education, outreach and capital as part of our efforts to serve Boston.

- Education: The executive members & upper management of Zip Run will host training sessions to help better prepare members of the Boston city for the cannabis industry by providing tips on how to navigate the industry. Seeing that the CEO of Zip Run has gone through the CCC licensing process, he himself will walk through the process with EE, SE and other interested parties.
- Outreach: As a core component of the Zip Run brand, we want to make sure that we stay connected with the community. We are able to do this through sponsored events and social media campaigns..
- Capital: Zip Run has committed to giving back to the very community that supported them. We have decided we would partner with like minded organizations to create scholarship opportunities.

Positive Impact Plan Goals

Zip Run has adopted the Positive Impact Plan (“Plan”) described herein for the purpose of positively impacting the state of Massachusetts. Zip Run is a mobile e-commerce platform and an on-demand delivery service for recreational cannabis products that has a host community agreement in Boston, Massachusetts. The current CEO of Zip Run, Gabriel Vieira, resides in this area as well. Therefore, Zip Run intends to positively impact residents of Boston and others that live in nearby ADI communities. Furthermore, in accordance with the Guidance on Required Positive Impact Plans and Diversity Plans, the Plan seeks to serve those Massachusetts

residents that have past drug convictions, or those with parents or spouses with past drug convictions. Under the Plan, Zip Run will establish the following goals:

1. Reducing Barriers:

Prioritize the hiring of individuals from ADI communities to **50%** of the entire staff in order to reduce barriers to entry into the adult use cannabis sector.

2. Providing Mentoring, Professional and Technical Services.

Provide cannabis education, industry-specific technical training and mentoring services for **5** SE, EE or non-equity individuals facing systemic barriers per year.

3. Non-Profit Support

Support **2** non-profit organizations per year that align with Zip Run's goals of community support and inclusiveness. We will do this by providing donations and community service hours.

4. Providing Scholarships:

Zip Run will provide capital to three individuals totaling **\$7500** that come from ADI communities that have aspirations to make an impact on their area. Therefore, Zip Run will establish a scholarship program for students that are 21+.

Plan To Positively Impact Disproportionate Areas

Zip Run will adopt six programs designed to meet the goals articulated above. The company will evaluate the programs from time to time, and not less frequently than semiannually, to measure the degree to which the programs achieve Zip Run's stated goals.

1. Workforce

- We are prioritizing driver applications from individuals who currently have a non-violent drug offense related to cannabis. As the world has changed over the last few years, so has its perspective on cannabis. Employing people who have been negatively impacted by marijuana prohibition and enforcement will work to prevent the continuation of an inequitable status quo in Massachusetts. We currently have our driver's application on ziprun.com and have been advertising this opportunity on our social media sites (Instagram, Facebook, LinkedIn, and Twitter). We will track all of our efforts through software technology to make sure we are hitting all of our goals that relate to having a diverse workforce.

- Candidates who have a non-violent drug offense related to cannabis or live in communities that fall under the Cannabis Control Commission's definition of disproportionately impacted areas will have their applications expedited to increase their likelihood of being hire

2. Donations

- Bi-annually, Zip Run will donate \$2,500 each to organizations that empower ADI communities in Boston. Meaning we will give two donations to each organization per year.
- Our C-Suite members (Four members, who are the founders of Zip Run) plan to donate their time, specifically we are all expected to complete 16 hours of community service per year. We would facilitate workshops for kids that teach financial literacy and entrepreneurship. These sessions would be worked out with each organization to ensure they all provide substantial information for the kids that decide to participate.
 - My Brother's Keeper 617
 - My Brother's Keeper 617 is a non-profit organization that provides a mentorship program to young minority men and boys in the Boston community. Their goal is to show the youth that they can make choices that will lead them to increased academic growth and professional opportunities (<https://www.mbk617.org>). The goals of this organization align with our mission here at Zip Run. We both have the objective of educating and empowering inner-city youth to assist them in becoming positive leaders within society. Zip Run will be donating to this organization in our first fiscal year of business in order to support its initiatives in helping youth that come from ADI communities in Boston. The donation will positively impact the communities by supporting an already established organization that was built to uplift underprivileged young men in the Boston area. By donating capital to this organization, we are able to help fast track their progress and provide them tools that they wouldn't have otherwise. The tools are classroom materials, life/career guidance and more.

- Inner City Weightlifting
 - Inner City Weightlifting is a non-profit organization that reduces juvenile violence by connecting at-risk youth from ADI communities in Boston to networking opportunities and meaningful career tracks(<https://www.innercityweightlifting.org/>). Zip Run will provide a donation to Inner City Weightlifting in our first fiscal year of business to support our common initiative in helping youth that are from ADI communities in Boston. Currently, we are in discussion with Inner City Weightlifting to create a job pipeline that will provide people enrolled in their organization an opportunity to secure a job at Zip Run. The donation will positively impact the communities by supporting an already established organization that was built to uplift underprivileged young men. By donating capital to this organization, we are setting up a mentorship program with leaders in the community to present to these at-risk youth and show them there are plenty of opportunities available. The capital will go towards getting guest speakers, laptops and other necessary materials.
- Metric to assess the success of donations: Zip Run will count the number of donations being made and will evaluate after year end to make sure we are supporting the communities we set to give back to.

3.Scholarships

- Zip Run will establish a scholarship program that will be displayed on ziprun.com and advertised on our social media platforms (Instagram, Facebook, LinkedIn, and Twitter). In addition to the advertising on social media platforms, we will advertise in the Boston Herald and Boston Globe to bring more awareness. We will provide funding for students who live in ADI communities in Boston when we first launch. We plan to grow our scholarship program to reach other ADI in Massachusetts such as Worcester, Brockton, and Fall River.
- Zip Run is going to create a scholarship fund totaling \$7500. Each student over the age of 21, will receive \$2500 per year.
 - To ensure Zip Run doesn't offer scholarships to individuals under the age of 21+, we have an age gate on our website already that asks individuals if they are 21+ or older. On social media, the only way an individual can apply for our scholarship is to click the link on our social media page and there will be the 21+ gate that appears and an application can't be submitted unless that individual is 21+. The way we verify if an individual is over 21+, is by using our integration with Berbix (Instant ID checker). Our scholarship links will strictly enforce that we are only offering scholarships opportunities to students over the age of 21.
 - Students looking to apply for our scholarships must live in an ADI community within MA. When applying for our scholarship we will provide access to a link, which is attached below, that identifies communities that have been disproportionately impacted by marijuana prohibition and enforcement. This information has been given to us by the Massachusetts Cannabis Control Commission.
 - https://mass-cannabis-control.com/wp-content/uploads/2018/04/05.13.20_Guidance_Identifying_Areas_of_Disproportionate_Impact.pdf
- Scholarship Eligibility
 - To be eligible, applicants must:

- Be a Boston Resident who has lived in the state for at least five years within the last decade and lives in an ADI community.
- Be a current student over the age of 21+
- A complete application package will include a resume, a school transcript, a letter of recommendation from a teacher, and a two page, double spaced essay that addresses the following question: How will your success contribute to empowering individuals in the state of Massachusetts that come from impoverished communities? What are your plans to leave a positive impact on the next generation of inner-city youth?

- The scholarships will be awarded to three recipients for one academic year and are payable through two payments. Scholarships are only awarded if a recipient provides all application requirements. Applicants will be able to apply through our website on ziprun.com, we will shortly provide a link to the application portal.
- The scholarship is available to Boston residents and it will directly benefit them and their families. When the scholarships are awarded we ensure the money can only be used for school materials which promotes educational excellence.
- Metric to assess the success of scholarship: Zip Run will count the number of scholarships given and will evaluate after year end to make sure we are par or above the necessary threshold.

4. Internships

- Zip Run plans to establish a two month summer internship program to recruit college students over the age of 21, that live in ADI communities in Boston. This opportunity will be given to two students per year. The internship program will be displayed on ziprun.com and advertised on our social media platforms (Instagram, Facebook, LinkedIn, and Twitter). This program will help shed light on the opportunity we are providing and give us a shot at recruiting individuals that are interested in this field. The objective of this internship program is to teach students from ADI communities how to properly market a company in the cannabis industry. Also, our aspirations are to inspire these students to seek future employment opportunities here at Zip Run or to create their own business in any industry they desire. This will help bring more diversity within the cannabis industry which is our biggest goal here at Zip Run.
 - We will have our intern applicants submit a driver license or photo ID to ensure they are not under the age of 21. The driver license or photo ID will be verified via Berbix (Instant ID checker used on our website) and in-person. This is to ensure we don't offer internships to individuals under the age of 21.
 - Students looking to apply for our scholarships and want to find out if they

live in an underprivileged community within Boston should access the link below that references the Cannabis Control Commissions identified areas of disproportionate impact for students looking to apply to our internship program.

- https://mass-cannabis-control.com/wp-content/uploads/2018/04/05.13.20_Guidance_Identifying_Areas_of_Disproportionate_Impact.pdf

- Internship Overview

- Students will assist Zip Run's marketing efforts while providing exposure on how to build a startup tech company through a marketing viewpoint.
- Students will have the opportunity to:
 - Perform market analysis and research on the latest trends
 - Assist with daily administrative duties
 - Design and present new social media campaign ideas

- Help monitor Zip Run's social media platforms for trending news, ideas, and feedback
 - Prepare detailed promotional presentations
 - Assist in planning and hosting marketing events
 - Research and evaluate competitor marketing and digital content
 - Contribute to the creation of mock-ups, email campaigns, and social media content
- Metrics to determine success: Target Demographics for students within our internship program. In addition, we will count the number of individuals that have been given an internship. This number will be assessed to ensure we are holding our business/values accountable.
 - 100% minorities
 - 40% women

Positive Impact Plan Measurements and Accountability

At least annually, Zip Run will evaluate the progression of their Plan with a written report that will gauge the Plan and the degree to which it has achieved its goals. The report will detail the following: (i) number of employees hired, retained or promoted that come from ADI communities; (ii) The impact Zip Run has on non-profit organizations with their donations in regards of accomplishing our mutual goals.; (iii) The impact Zip Run has on collegiate students from ADI communities with their scholarship program. (iv) number and nature of mentorship relationships; (v) demographic data reflecting specific positive impacts of the Plan in Boston and nearby ADI communities.

Zip Run shall assess the hiring program by determining whether it has established a workforce where at least 50% of its employees come from or live in an ADI community. Zip Run will strive to achieve at least that level of ADI participation over time. Zip Run will assess the internship program by the degree to which it attracts participants, causes participants to later seek employment in the cannabis sector, or leads participants to launch CCC applicant companies or vendors.

- We plan to post advertisement employment opportunities on a monthly basis as we are constantly looking for new drivers and managers. We will advertise in local newspapers

(Boston Globe & Boston Herald), social media, job platforms and internally. The advertisement will state we are looking for MA residents.

Zip Run's Positive Impact Plan Accountability Statement

We will uphold that the progress or success of our plan will be documented one year from provisional licensure and each year thereafter.

Affirmative Statement

In accordance with the Guidance on Required Positive Impact Plans, Zip Run affirmatively states as follows: (1) The applicant acknowledges and is aware, and will

adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and (2) Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

BY-LAWS
OF
ZIP RUN, INC.

ADOPTED May 15, 2019

ZIP RUN, INC.

By-Laws

TABLE OF CONTENTS

ARTICLE I SHAREHOLDERS	1
Section 1. Annual Meeting	1
Section 2. Special Meetings.....	1
Section 3. Place of Meetings.....	1
Section 4. Requirement of Notice	1
Section 5. Waiver of Notice.....	1
Section 6. Quorum	2
Section 7. Voting and Proxies.....	2
Section 8. Action of Meeting	2
Section 9. Action without Meeting by Written Consent.....	2
Section 10. Record Date	3
Section 11. Meetings by Remote Communications	3
Section 12. Form of Shareholder Action	3
Section 13. Shareholders List for Meeting	4
 ARTICLE II DIRECTORS	 4
Section 1. Powers	4
Section 2. Number and Election.....	4
Section 3. Vacancies.....	4
Section 4. Change in Size of the Board of Directors.....	5
Section 5. Tenure.....	5
Section 6. Resignation	5
Section 7. Removal.....	5
Section 8. Regular Meetings	5
Section 9. Special Meetings.....	5
Section 10. Notice	5
Section 11. Waiver of Notice.....	5
Section 12. Quorum	5
Section 13. Action at Meeting	6
Section 14. Action Without Meeting	6
Section 15. Telephone Conference Meetings	6
Section 16. Committees	6
Section 17. Standard of Conduct for Directors.....	6
Section 18. Conflict of Interest	7
Section 19. Loans to Directors	8

ARTICLE III MANNER OF NOTICE	8
ARTICLE IV OFFICERS.....	9
Section 1. Enumeration.....	9
Section 2. Appointment.....	9
Section 3. Qualification	9
Section 4. Tenure.....	9
Section 5. Resignation	9
Section 6. Removal.....	9
Section 7. President.....	9
Section 8. Treasurer.....	9
Section 9. Secretary.....	9
Section 10. Standards Of Conduct For Officers.....	9
ARTICLE V PROVISIONS RELATING TO SHARES.....	10
Section 1. Issuance and Consideration.....	10
Section 2. Share Certificates.....	10
Section 3. Uncertified Shares.....	10
Section 4. Record and Beneficial Owners.....	10
Section 5. Lost or Destroyed Certificates.....	10
ARTICLE VI CORPORATE RECORDS	11
Section 1. Records to be Kept	11
Section 2. Inspection of Records by Shareholders	11
Section 3. Scope of Inspection Right	12
Section 4. Inspection of Records by Directors	12
ARTICLE VII FISCAL YEAR.....	13
ARTICLE VIII ARTICLES OF ORGANIZATION AND BYLAWS.....	13
ARTICLE IX AMENDMENTS	13

**BY-LAWS
OF
ZIP RUN, INC.**

**ARTICLE I
SHAREHOLDERS**

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

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least twenty-five (25%) percentage or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

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

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

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

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

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

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

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

Section 9. Action without Meeting by Written Consent.

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

meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

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

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

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

Section 12. Form of Shareholder Action.

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

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

Section 13. Shareholders List for Meeting.

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

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

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

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

ARTICLE II DIRECTORS

Section 1. Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors. Provided however that except the Board of Directors is expressly not authorized to issue from time to time any portion or portions of the capital stock of the corporation which may have been authorized but not issued or otherwise reserved for issue.

Section 2. Number and Election. The Board shall consist of one or more individuals. Initially the authorized number of Directors who shall comprise the whole Board shall be one. Thereafter, the stockholders at the annual meeting shall determine the number of Directors, and the number of directors may be increased or decreased at any time or from time to time by the stockholders or by the Directors by vote of a majority of Directors then in office, except that any such decrease by vote of the Directors shall only be made to eliminate vacancies existing by reason of the death, resignation or removal of one or more Directors. The Directors shall be elected at the annual meeting of the stockholders, except as provided in these by-laws. Directors need not be stockholders.

Section 3. Vacancies. In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

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

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

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

Section 7. Removal. Unless otherwise restricted by the Articles of Organization, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the stock issued and outstanding and entitled to vote at an election of directors. No director resigning and no director removed shall have any right to receive compensation as such director for any period following his resignation or removal, except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of removal, the body acting on the removal, shall in their or its discretion provide for compensation.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

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

Section 10. Notice. Special meetings of the Board held via remote communication must be preceded by at least two days' notice of the date, time and place of the meeting; all other special meetings of the Board must be preceded by at least ten days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

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

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

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

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

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

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 17 of this Article.

Section 17. Standard of Conduct for Directors.

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

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or

employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

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

Section 18. Conflict of Interest.

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

- (1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;
- (2) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or
- (3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

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

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

entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

Section 19. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of the Corporation or any Affiliate thereof, unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of each class, voting separately, except the votes of shares owned by or voted under the control of the benefited Director. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

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

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, electronic transmission or other electronic means; by mail; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

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

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

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

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

ARTICLE IV OFFICERS

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

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

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

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

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

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

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

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

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

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

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

ARTICLE V

PROVISIONS RELATING TO SHARES

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

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

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

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

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

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

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

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

- (1) its Articles or Restated Articles of Organization and all amendments to them currently in effect;
- (2) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (5) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;
- (6) a list of the names and business addresses of its current Directors and officers; and
- (7) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

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

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

- (1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the

Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

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

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

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

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

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

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

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

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

Section 3. Scope of Inspection Right.

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

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

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

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

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

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII
FISCAL YEAR

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

ARTICLE VIII
ARTICLES OF ORGANIZATION AND BYLAWS

These By-laws are subject to the Articles of Organization of the Corporation. In the event of a conflict between these By-laws and the Articles of Organization, the terms of the Articles of Organization will control. In these By-laws, references to the Articles of Organization and By-laws mean the provisions of the Articles of Organization and the By-laws as are from time to time in effect.

ARTICLE IX
AMENDMENTS

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

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

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

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

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

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

* * * * *

* * * * *

ADOPTED BY VOTE OF THE SHAREHOLDERS, on May 15, 2019:

ATTEST:

NAME: _____
TITLE: _____



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Articles of Amendment

(General Laws, Chapter 156D, Section 10.06; 950 CMR 113.34)

Identification Number: 001383840

1. Exact name of corporation: **DOPE RUN, INC.**

2. Registered office address: **160 ORLANDO STREET MATTAPAN , MA 02126 USA**

These Articles of Amendment affecting article(s):

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4 ☐ Article 5 ☐ Article 6

(Specify the number(s) of articles being amended(I-VI))

4. Date adopted: 4/6/2020

5. Approved by:

☐ the incorporators.

or

☐ the board of directors without shareholder approval and shareholder approval was not required.

or

☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

6. State article number and text of the amendment.

ARTICLE I

The exact name of the corporation, ***as amended***, is:
(Do not state Article I if it has not been amended.)

ZIP RUN, INC.

ARTICLE II

The purpose of the corporation, ***as amended***, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

Amendments to Article III cannot be filed on-line at this time

ARTICLE IV

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

(Do not state Article IV if it has not been amended.)

ARTICLE V

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

(Do not state Article V if it has not been amended.)

ARTICLE VI

As amended, other lawful provisions for the conduct and regulation of the business and affairs of the business entity, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or stockholders, or of any class of stockholders:

(Do not state Article VI if it has not been amended.)

The amendment shall be effective at the time and on the date approved by the Division, unless, a *later* effective date not more than *ninety days* from the date and time of filing is specified:

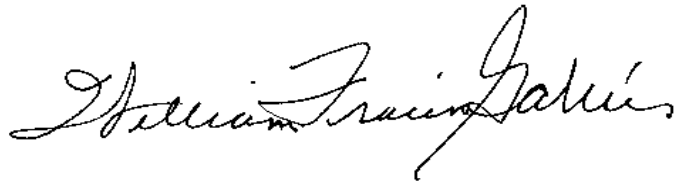
Later Effective Date: Time:

Signed by GABRIEL VIEIRA, its PRESIDENT
on this 6 Day of April, 2020

THE COMMONWEALTH OF MASSACHUSETTS

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

April 06, 2020 11:58 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001383840

ARTICLE I

The exact name of the corporation is:

DOPE RUN, INC.

ARTICLE II

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

THE PURPOSE OF THE CORPORATION SHALL BE (I) THE INITIAL PURPOSE OF SUBMITTING APPLICATIONS WITH ALL APPLICABLE MASSACHUSETTS REGULATORY AGENCIES TO OBTAIN AUTHORIZATION TO ENGAGE IN THE TRANSPORTATION AND DISTRIBUTION OF CANNABIS AND RELATED PRODUCTS, TO THE EXTENT PERMITTED UNDER, AND IN ACCORDANCE WITH, MASSACHUSETTS LAW; AND (II) ENGAGE IN ANY OTHER BUSINESS IN WHICH A MASSACHUSETTS CORPORATION IS AUTHORIZED TO ENGAGE. THE CORPORATION WILL NOT ENGAGE IN ANY ACTIVITY REQUIRING THE APPROVAL OR ENDORSEMENT OF THE DEPARTMENT OF PUBLIC HEALTH OR THE CANNABIS CONTROL COMMISSION UNTIL SUCH AUTHORIZATIONS HAVE BEEN RECEIVED.

ARTICLE III

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

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	100,000	\$0.00	0

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

ARTICLE IV

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

N/A

ARTICLE V

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

N/A

ARTICLE VI

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

A. LIMITATION OF DIRECTOR LIABILITY. EXCEPT TO THE EXTENT THAT CHAPTER 156D OF THE MASSACHUSETTS GENERAL LAWS PROHIBITS THE ELIMINATION OR LIMITATION OF LIABILITY OF DIRECTORS FOR BREACHES OF FIDUCIARY DUTY, NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS A DIRECTOR, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT. B. VOTE REQUIRED TO APPROVE MATTERS ACTED ON BY SHAREHOLDERS. THE AFFIRMATIVE VOTE OF A MAJORITY OF ALL THE SHARES IN A GROUP ELIGIBLE TO VOTE ON A MATTER SHALL BE SUFFICIENT FOR THE APPROVAL OF THE MATTER, NOTWITHSTANDING ANY GREATER VOTE ON THE MATTER OTHERWISE REQUIRED BY ANY PROVISION OF CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS. C. SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT. ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A STOCKHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING. D. INDEMNIFICATION. THE FOLLOWING INDEMNIFICATION PROVISIONS SHALL APPLY TO THE PERSONS ENUMERATED BELOW. 1. RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS. THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW AS IT PRESENTLY EXISTS OR MAY HEREAFTER BE AMENDED, ANY PERSON (AN "INDEMNIFIED PERSON") WHO WAS OR IS MADE OR IS THREATENED TO BE MADE A PARTY OR IS OTHERWISE INVOLVED IN ANY ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE (A "PROCEEDING"), BY REASON OF THE FACT THAT SUCH PERSON, OR A PERSON FOR WHOM SUCH PERSON IS THE LEGAL REPRESENTATIVE, IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR, WHILE A DIRECTOR OR OFFICER OF THE CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION OR OF A PARTNERSHIP, JOINT VENTURE, LIMITED LIABILITY COMPANY, TRUST, ENTERPRISE OR NONPROFIT ENTITY, INCLUDING SERVICE WITH RESPECT TO EMPLOYEE BENEFIT PLANS, AGAINST ALL LIABILITY AND LOSSES SUFFERED AND EXPENSES (INCLUDING ATTORNEYS' FEES) REASONABLY INCURRED BY SUCH INDEMNIFIED PERSON IN SUCH PROCEEDING. NOTWITHSTANDING THE PRECEDING SENTENCE, EXCEPT AS OTHERWISE PROVIDED IN SECTION 3 OF THIS PART D, THE CORPORATION SHALL BE REQUIRED TO INDEMNIFY AN INDEMNIFIED PERSON IN CONNECTION WITH A PROCEEDING (OR PART THEREOF) COMMENCED BY SUCH INDEMNIFIED PERSON ONLY IF THE COMMENCEMENT OF SUCH PROCEEDING (OR PART THEREOF) BY THE INDEMNIFIED PERSON WAS AUTHORIZED IN ADVANCE BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 2. PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS. TO THE EXTENT PERMITTED BY LAW, THE CORPORATION SHALL PAY THE EXPENSES (INCLUDING ATTORNEYS' FEES) INCURRED BY AN INDEMNIFIED PERSON IN DEFENDING ANY PROCEEDING IN ADVANCE OF ITS FINAL DISPOSITION, PROVIDED,

HOWEVER, THAT, TO THE EXTENT REQUIRED BY LAW, SUCH PAYMENT OF EXPENSES IN ADVANCE OF THE FINAL DISPOSITION OF THE PROCEEDING SHALL BE MADE ONLY UPON RECEIPT OF AN UNDERTAKING BY THE INDEMNIFIED PERSON TO REPAY ALL AMOUNTS ADVANCED IF IT SHOULD BE ULTIMATELY DETERMINED THAT THE INDEMNIFIED PERSON IS NOT ENTITLED TO BE INDEMNIFIED UNDER THIS PART D OR OTHERWISE. 3. CLAIMS BY DIRECTORS AND OFFICERS. IF A CLAIM FOR INDEMNIFICATION OR ADVANCEMENT OF EXPENSES UNDER THIS PART D IS NOT PAID IN FULL WITHIN 30 DAYS AFTER A WRITTEN CLAIM THEREFOR BY THE INDEMNIFIED PERSON HAS BEEN RECEIVED BY THE CORPORATION, THE INDEMNIFIED PERSON MAY FILE SUIT TO RECOVER THE UNPAID AMOUNT OF SUCH CLAIM AND, IF SUCCESSFUL IN WHOLE OR IN PART, SHALL BE ENTITLED TO BE PAID THE EXPENSE OF PROSECUTING SUCH CLAIM. IN ANY SUCH ACTION THE CORPORATION SHALL HAVE THE BURDEN OF PROVING THAT THE INDEMNIFIED PERSON IS NOT ENTITLED TO THE REQUESTED INDEMNIFICATION OR ADVANCEMENT OF EXPENSES UNDER APPLICABLE LAW. 4. INDEMNIFICATION OF EMPLOYEES AND AGENTS. THE CORPORATION MAY INDEMNIFY AND ADVANCE EXPENSES TO ANY PERSON WHO WAS OR IS MADE OR IS THREATENED TO BE MADE OR IS OTHERWISE INVOLVED IN ANY PROCEEDING BY REASON OF THE FACT THAT SUCH PERSON, OR A PERSON FOR WHOM SUCH PERSON IS THE LEGAL REPRESENTATIVE, IS OR WAS AN EMPLOYEE OR AGENT OF THE CORPORATION OR, WHILE AN EMPLOYEE OR AGENT OF THE CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION OR OF A PARTNERSHIP, JOINT VENTURE, LIMITED LIABILITY COMPANY, TRUST, ENTERPRISE OR NONPROFIT ENTITY, INCLUDING SERVICE WITH RESPECT TO EMPLOYEE BENEFIT PLANS, AGAINST ALL LIABILITY AND LOSS SUFFERED AND EXPENSES (INCLUDING ATTORNEY'S FEES) REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH SUCH PROCEEDING. THE ULTIMATE DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION OF PERSONS WHO ARE NON-DIRECTOR OR OFFICER EMPLOYEES OR AGENTS SHALL BE MADE IN SUCH MANNER AS IS DETERMINED BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION. NOTWITHSTANDING THE FOREGOING SENTENCE, THE CORPORATION SHALL NOT BE REQUIRED TO INDEMNIFY A PERSON IN CONNECTION WITH A PROCEEDING INITIATED BY SUCH PERSON IF THE PROCEEDING WAS NOT AUTHORIZED IN ADVANCE BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 5. ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS. THE CORPORATION MAY PAY THE EXPENSES (INCLUDING ATTORNEY'S FEES) INCURRED BY AN EMPLOYEE OR AGENT IN DEFENDING ANY PROCEEDING IN ADVANCE OF ITS FINAL DISPOSITION ON SUCH TERMS AND CONDITIONS AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, OR AN AUTHORIZED COMMITTEE OF THE BOARD OF DIRECTORS. 6. NON-EXCLUSIVITY OF RIGHTS. THE RIGHTS CONFERRED ON ANY PERSON BY THIS PART D SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS WHICH SUCH PERSON MAY HAVE OR HEREAFTER ACQUIRE UNDER ANY COMMON LAW, STATUTE, PROVISION OF THESE ARTICLES OF ORGANIZATION, BY-LAWS, AGREEMENT, VOTE OF STOCKHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE. 7. OTHER INDEMNIFICATION. THE CORPORATION'S OBLIGATION, IF ANY, TO INDEMNIFY ANY PERSON WHO WAS OR IS SERVING AT ITS REQUEST AS A DIRECTOR, OFFICER OR EMPLOYEE OF ANOTHER CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY, JOINT VENTURE, TRUST, ORGANIZATION OR OTHER ENTERPRISE SHALL BE REDUCED BY ANY AMOUNT SUCH PERSON MAY COLLECT AS INDEMNIFICATION FROM SUCH OTHER CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY, JOINT VENTURE, TRUST, ORGANIZATION OR OTHER ENTERPRISE. 8. INSURANCE. THE BOARD OF DIRECTORS MAY, TO THE FULL EXTENT PERMITTED BY APPLICABLE LAW AS IT PRESENTLY EXISTS, OR MAY HEREAFTER BE AMENDED FROM TIME TO TIME, AUTHORIZE THE CORPORATION TO PURCHASE AND MAINTAIN AT THE CORPORATION'S EXPENSE INSURANCE: (A) TO INDEMNIFY THE CORPORATION FOR ANY OBLIGATION WHICH IT INCURS AS A RESULT OF THE INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES UNDER THE PROVISIONS OF THIS PART D; AND (B) TO INDEMNIFY OR INSURE DIRECTORS, OFFICERS AND EMPLOYEES AGAINST LIABILITY IN INSTANCES IN WHICH THEY MAY N

NOT OTHERWISE BE INDEMNIFIED BY THE CORPORATION UNDER THE PROVISIONS OF THIS PART D.

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

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

Name: GABRIEL VIEIRA
No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
TREASURER	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
SECRETARY	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA
DIRECTOR	GABRIEL VIEIRA	160 ORLANDO STREET MATTAPAN, MA 02126 USA

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

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

APPLYING FOR LICENSE TO TRANSPORT & DISTRIBUTE

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

No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

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

No. and Street: 160 ORLANDO STREET
City or Town: MATTAPAN State: MA Zip: 02126 Country: USA

which is

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

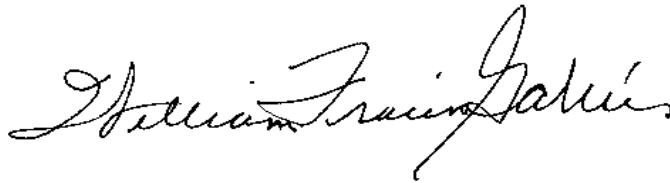
Signed this 15 Day of May, 2019 at 5:06:18 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

GABRIEL VIEIRA

THE COMMONWEALTH OF MASSACHUSETTS

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

May 15, 2019 05:06 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Insurance Plan

Zip Run is obtaining limited liability insurance from Shannon Insurance LLC based in Foxborough, Massachusetts. Below you will find the description of the insurance plan we are using that complies with the Cannabis Control Commission Regulations.

1. Commercial Auto Coverage: This policy would have \$1,000,000 in combined single limit liability coverage as well as comprehensive and collision coverage. We are garaging our vehicles within Boston and we are planning on using a Nissan Sentra for the vehicle of choice for delivery.
2. Workers Compensation Coverage: This policy is based on our total annual payroll for our drivers. The rate in Massachusetts for drivers is \$5.32 per hundred dollars of payroll. For example, if our driver payroll is \$200,000 per year the premium would be \$10,640.
3. General Liability Insurance: The premium is based on payroll. The policy would be roughly \$5,000 to start.



Executive Summary

Mission Statement:

At Zip Run, our mission is to employ, empower, and enlighten our local communities. We believe in making cannabis consumption more accessible and simple for everyone, while shaping the delivery market together.

Vision Statement:

We aim to become a viable technology company that can compete with delivery services with substantial market share. Our vision is to employ and empower people from our community to prevent the continuation of an inequitable status quo. We plan to inspire people within those communities to obtain ownership within the legal cannabis industry while providing jobs, especially to those who have been disproportionately affected by marijuana.

Products and Services:

Zip Run offers a complete solution for Massachusetts dispensaries to start delivering to recreational consumers.

1. Pre-verification + Order-Management
 - a. Customers can get verified remotely via Zip Run or in-person at the dispensary.
 - b. The dispensary's associates can manage incoming delivery orders on one platform that connects right to their existing inventory management system.
2. Consumer Web Portal + Delivery
 - a. We will market for our dispensary partners by creating awareness and driving local consumers to order from them.
 - i. We offer a consumer web portal, inventory management integration, discount and loyalty programs, and an integrated POS solution.
 - b. We securely pick up from dispensaries and drop off orders right to our customer's doorstep.
 - i. We offer automated driver logs, GPS remote tracking, video surveillance, automated manifests, cash safes, product safes, and optimized driver route management.
 - c. We will always have two Zip Run drivers in each vehicle.

Organization and Management:

We are an S corporation as of now and we are working with our law firm, Prince Lobel, to convert to a C corporation.

1. Gabriel Vieira, Chief Executive Officer of Zip Run: Gabriel graduated from the Isenberg School of Management at the University of Massachusetts Amherst in 2018 with honors and a B.B.A in Finance. He went on to gain experience in management consulting with Ernst and Young and has recently become a social equity member via the Cannabis Control Commission. His passion for the cannabis industry is driven by creating an equitable industry for individuals like himself while noticing the many benefits cannabis has created for Massachusetts.
2. Michael Gordon, Chief Technology Officer of Zip Run: Michael graduated from Boston College in 2015 where he later gained experience as a senior lead iOS mobile application engineer at Maven Clinic, a company that has successfully raised a series C raise of 40 million.
3. Christian Nicholson, Chief Operations Officer of Zip Run: Christian graduated in 2015 from the Carroll School of Management at Boston College where he studied Management Information Systems. He is a veteran application designer that has completed over 250K worth of app development from 2018-2019.
4. Elis Omoroghomwan, Chief Growth Officer of Zip Run: Elis graduated in 2018 from the Isenberg School of Management at the University of Massachusetts Amherst with a B.B.A in Finance. He is an entrepreneur with a successful clothing brand in Massachusetts through his strong social media platform and has gained experience as a financial analyst at State Street, showcasing his diverse skill set.

Company Description

We are a leading-edge mobile e-commerce platform and an on-demand delivery service for cannabis products. We aim to provide cannabis safely, legally, and smoothly to our customers.

Problem:

1. COVID-19 has caused consumers to stray away from dispensary storefronts, due to social distancing procedures, and has financially affected recreational dispensaries.
2. Dispensaries opened up on May 25th, but they can only use curbside pick-up/reserve ahead of time.

Our Solution:

1. We offer an on-demand delivery service that will allow consumers to receive their cannabis products through home delivery.
2. We offer limited contact/contactless delivery service.
3. Offerings:
 - a. Per-verification + Order Management Solution
 - b. Consumer Web Portal + Delivery

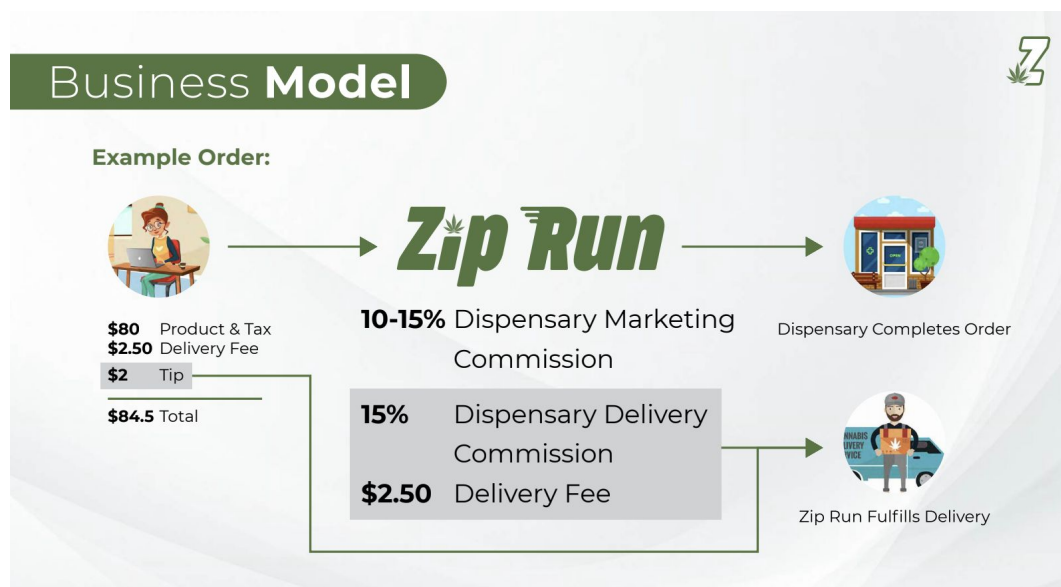
Traction:

1. We have established one dispensary partnership with an agreed-upon LOI.
 - a. We are planning to launch a pilot program with this dispensary after we receive the final license.
2. We established a partnership with Boch Nissian to help purchase our vehicles and customize our fleet of vehicles to comply with the regulations.
3. We have established a 600+ consumer sign up list in less than two weeks through our website and social media platforms.
4. We have established a 400+ sign up list of potential Zip Run drivers in less than two weeks through our website and social media platforms.

Dispensary On-Boarding:


1. Set up the pick-up/reserve ahead platform.
2. Set the dispensaries up with pre-verification (Allows consumers early access to get verified so they can receive products as soon as we launch. Pre-verification allows Zip Run to determine our dispensaries traction before we launch.)
3. Demo our order management and consumer web portal for our dispensary partners.
4. Start our pilot program with one or two vehicles and expand the dispensaries car inventory as demand increases. (The consumer web portal will automatically put a stop on orders we cannot deliver to due to demand during the pilot program.)
5. We will allow oversubscribed users the ability to plan next day or weekly deliveries, similar to Amazon or Instacart.

Business Model:



Pricing Strategy:

Zip Run Pricing



PRE-VERIFICATION + ORDER-MANAGEMENT **\$399/MO**

- Customers can get verified remotely via Zip Run or in-person at your dispensary
- Your dispensary's employees can manage incoming delivery orders on one simple and intuitive platform that connects right to your existing inventory management system

CONSUMER WEB PORTAL + DELIVERY **10-15% + 15%**
MARKETING DELIVER

- We market for you! We have a dedicated marketing team to create awareness and drive local consumers to order from your dispensary
- Consumer Web Portal, Inventory Management Integration, Discount, and Loyalty Programs, Integrated POS
- We securely pick up and drop off orders right to the doorstep
- Automated Driver Logs, GPS Remote Tracking, Video Surveillance, Automated Manifests, Cash Safes, Product Safes, Optimized Driver Route Management
- Two Zip Run Drivers
- Vehicle Parking

Competitive Advantage:



1. We offer an on-demand delivery service and driver tracking system.

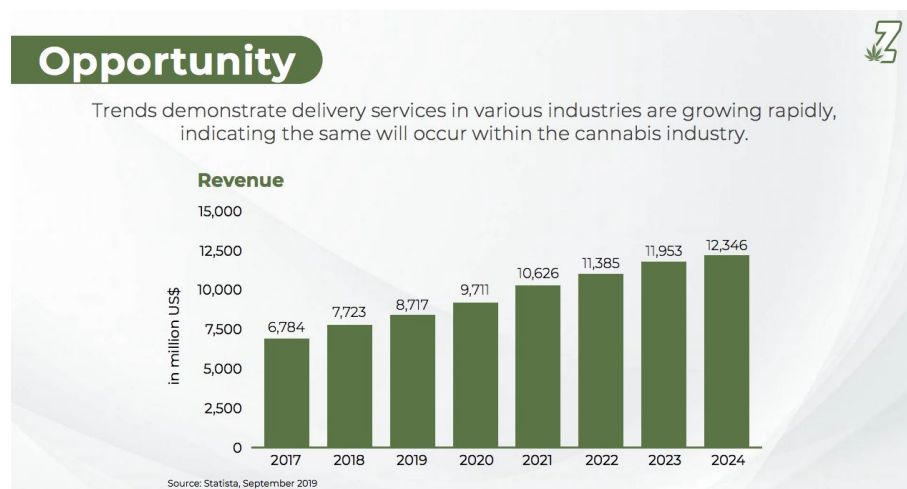
2. We have currently completed 90 percent of our Pre-verification + Order Management Platform.
3. We offer a pick-up/reserve ahead technology platform that seamlessly integrates with our consumer web portal.
4. Zip Run's CEO is a social equity member.
5. We have Zip Run executives who are veteran application developers and millennial marketers all based in Boston, Massachusetts.
6. We have established one dispensary partnership with an agreed-upon LOI.

Market Analysis

As stated by the Control Cannabis Commission, the Massachusetts recreational marijuana industry has generated nearly \$400 million in its first full year of sales. This is a strong initial start with only 36 operating recreational dispensaries at the time. In comparison, when Colorado's recreational market launched, sales barely hit \$300 million in sales with 306 licensed recreational retailers. With that being said, adult-use sales in Massachusetts should surpass \$1 billion by 2021.

Even with this impressive start, Massachusetts lacks recreational retail stores. This often leads to long lines and wait times. Zip Run is the change that Massachusetts has been waiting for. We offer an on-demand delivery service that is looking to shape the delivery market. In addition, we plan to become the first-movers in the Massachusetts market which will allow us a unique opportunity to positively shape the industry.

We see the importance of delivery in Massachusetts, especially during these unprecedented times. COVID-19 has impeded the Massachusetts adult-use recreational cannabis market and we believe delivery will be the only way to comply with our state's social distancing policies. Right now, we have a unique opportunity to shape the cannabis market by adding a delivery component.



Target Market:

We first plan on servicing dispensaries within the Greater Boston area before later expanding to Central and Western Massachusetts.

1. Reasoning:
 - a. We are based in Boston.
 - b. Boston has a limited curbside capability, so delivery is more of a necessity in these areas as they lack the space to efficiently comply with the social distancing policies.

Marketing and Sales

“Let’s Shape The Delivery Market Together”

In Massachusetts, each dispensary in the Greater Boston area generally serves 5,000 people weekly. Our main objective is to convert 50% of the Greater Boston consumers by saving them time from not having to travel to dispensaries and wait in long lines.

Customer Acquisition: Zip Run will save people time. Our customers will not have to travel to dispensaries nor wait in long lines to receive their product(s). By promoting this message throughout the dispensary store fronts, social media platforms, and constant promotion from our marketing team, we will reach our goal of a 50% conversion rate. We will also bring in a new wave of customers into the marketplace who didn’t have the means to travel to dispensaries on a frequent basis to purchase products.

Customer Retention: Zip Run’s retention plan is to give our customers tangible benefits and rewards for their loyalty. To accomplish this we have created a Zip Run referral program and rewards system. These programs give our customers incentives to invite friends and family and make frequent purchases to save money.

Market Adoption:

Market Adoption



 <p>Social Media Influencers Cannabis-Friendly Platforms Strategic Stories Youtube Marketing</p>	 <p>Partnerships Berkshire Roots (Pilot Program & LOI) Pure Oasis Garden Remedies</p>	 <p>Events Cannabis Conferences Cannabis Conventions</p>
--	---	--

1. Operating Policies and Procedures (Personnel Policies)

a. Staffing Plan and Records

i. Job Descriptions:

1. On-Demand Delivery Driver/Driver Lead

- a. Apply to be a driver for Zip Run! As a driver, you will earn a guaranteed hourly rate delivering cannabis. All you need is a driver's license and an iPhone, as we provide the vehicles and pay for all travel expenses during your shift. Earn up to \$20 an hour plus tips! This is a great opportunity to gain experience in the emerging cannabis industry and improve people's lives by increasing access to high quality, safe, and legal cannabis products.

ii. A personnel record for each marijuana establishment agent. Zip Run will maintain records for at least 12 months after termination of the individual's affiliation with Zip Run.

- 1. Every driver must register to become a marijuana establishment agent. Zip Run will fully comply with the application process for all of its drivers/employees. All employees and drivers will also provide full background information.

2. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;

a. List of anticipated positions:

- i. Delivery driver
- ii. Delivery driver leads

b. Authority/supervision:

- i. Delivery drivers will work under the direction of the delivery lead of each dispensary
- ii. Delivery leads will work under the direction of the Operations lead

c. Duties/Responsibilities:

i. Arrival and Parking:

- 1. Please arrive at your shift location 10 minutes prior to check in. We are working with our partners to find ways to give you access to easy parking.

ii. Picking up at dispensaries:

1. We've made the driver application as simple as possible for you and will continually update it based on your feedback. You can ping the dispensary when you have arrived. Enter the appropriate entrance and pick up at least 4 orders ready to be delivered. Once you have the orders and are back in the vehicle, simply use the application to ping the customer you have picked up the orders and are on the way.
 - iii. Dropping off to customers:
 1. Once you have arrived at a customer's location, ping the customer to alert them you have arrived. Go to their doorstep, check their 21+ ID, take their payment, then get their signature. You are now ready to go to the next location.
 - d. Number of drivers need to employ:
 - i. We plan on hiring 20 drivers for our initial launch with Berkshire Roots
 - e. Qualifications required for delivery driver:
 - i. You must be 21 years or older.
 - ii. Drivers license with at least one year of driving experience.
 - iii. Own an iPhone.
 - iv. Past experience as a driver (w/ Uber, Doordash, etc.) is preferred but not needed.
 - v. Pass a background check.
 - f. Qualifications required for delivery driver lead:
 - i. You must be 21 years or older.
 - ii. Drivers license with at least one year of driving experience.
 - iii. Own an iPhone.
 - iv. One year experience as an on-demand driver (w/ Uber, Doordash, etc.)
 - v. Pass a background check.
3. Zip Run will provide documentation of all required training and keep a private log of all the information.
 - a. All of our personnels information will be kept private and confidential.
 - b. Upon the completion of the personnel training, they sign and date that they completed the course and now they can start their job.

The trainer will document this information and the information will be stored.

4. Zip Run's employees will have bi-weekly performance evaluations
 - a. We track driver performance through consumer reviews and dispensary reviews.
 - i. The documentation of the performance evaluations are submitted on our driver application from consumers and the dispensary staff can submit reviews through our dispensary application.
 - b. All of the reviews are documented and stored in a secure database that can be viewed at any time.
 5. Disciplinary actions are taken if a driver has poor bi-weekly reviews.
 - a. The delivery lead is notified and is expected to discuss the driver's recent reviews.
 6. Documentation of completed responsible vendor and eight-hour related duty training
 - a. Upon completion of each training, we will store the certificate from each training securely in cloud storage and google drive. We will have digital and physical copies available.
- b. Alcohol, smoke, and drug-free workplace policies.
- i. Zip Run is committed to providing a safe work environment and by doing so we value the health, safety, and well-being of all our employees. In order to maintain alcohol, smoke, and drug-free workplace, no employee shall engage in the unlawful use of any of these substances that cause intoxication or result in mind or mood alterations. Use or possession of drugs or alcohol as described in this policy is prohibited on any Zip Run property.
 1. Violations of this alcohol, smoke.
- c. A plan describing how confidential information will be maintained.
- i. In the Zip Run by-laws, we will enforce a confidentiality policy throughout our organization and we will have our employees sign non-disclosure agreements.
 - ii. Below is a list of steps that Zip Run will take to keep information confidential.
 1. All confidential documents will be stored in locked rooms in the Zip Run office. They will only be accessible to those who require access.
 2. All electronic confidential information should be protected via encryption and passwords.
 3. All confidential information will be described as "confidential."
 4. Employees should avoid using e-mail to transmit certain sensitive or controversial information.

- d. A policy for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor.
 - i. Employees shall promptly notify management of any citation and/or conviction related to diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor no later than three days after such citation, arrest, and/or conviction.
 - ii. After the notification of this citation, Zip Run calls for the immediate dismissal of this agent.
 - 1. A case will be written by upper management and will be documented for future reference and that agent will not be able to work for Zip Run again.

1. Operating Policies and Procedures (Record Keeping Procedures)

- a. Zip Run will maintain digital and hard copies of our waste records for at least three years which will be stored in a secure real-time database. Before the waste of records, we will have two marijuana established agents witness and document this action.
- b. Zip Run will maintain their records in accordance with generally accepted accounting principles. We are committed to maintaining the integrity of our records by working with Century Bank and Quickbooks to ensure we are following accounting principles.
- c. All of Zip Run's operating procedures will be maintained as digital files and hard copy files. They will be available for review at any point of time to an individual that has access to such documents.
- d. All of Zip Run's Inventory records will be maintained through the manifest and driver logs which are handled by the passenger of the vehicle during shifts. Upon completion of a shift, the manifest and driver logs are turned into Zip Run's central location to be stored in a secure location.
- e. All seed-to-sale tracking records are kept through our electronic manifests that are completed by our drivers. Members of our team are responsible for tracking and entering products into the Seed-to-sale SOR.
- f. The following personnel record shall be maintained:
 - i. Job descriptions for agent (delivery driver):
 - 1. Apply to be a driver for Zip Run! As a driver, you will earn a guaranteed hourly rate delivering cannabis. All you need is a driver's license and an iPhone, as we provide the vehicles and pay for all travel expenses during your shift. Earn up to \$20 an hour plus tips! This is a great opportunity to gain experience in the emerging cannabis industry and improve people's lives by increasing access to high quality, safe, and legal cannabis products.
 - ii. Personnel record for each agent (delivery driver):
 - 1. We have our personnel record of agents stored under our payroll account at Century Bank and it is monitored on a bi-weekly basis. All drivers are expected to have Century Bank accounts.
- g. Staffing plan:
 - i. Shifting Scheduling will be used to determine the personnel records of all of our drivers. Zip Run will be in delivery operation every day from 9 AM - 7 PM
 - 1. These hours will be split into two shifts
 - a. Morning: 9 AM - 3 PM

b. Afternoon 3 PM - 7 PM

2. Our drivers will be kept safe due to the strict protocols that we put in place.

- a. Wipe down driver and passenger seats after shift
- b. Wipe down the storage compartments in the trunk
- c. Wear masks at all times during an employee's shift
- d. Wear gloves at all times during an employee's shift

h. Personnel policies and procedures: These records are computerized and stored for future reference.

i. Background Checks: Drivers must have a clean driving record and must be able to pass a national CORI background check. These background checks are computerized and stored for future reference.

j. The following business record shall be maintained:

- i. Assets and Liabilities: Our Assets and Liabilities will be tagged and coded for identification and we will carry out physical verification on an annual basis. As well as maintain a log of signature verification to ensure everything is in good working order.
- ii. Monetary Transaction: These transactions are completed through the POS system that we integrate with our software and there will be a weekly maintenance report done by a dedicated professional. Century Bank will be the dedicated bank we will use for the payroll of our employees, consumer transactions, and incoming investment money. These transactions will be stored in our Century Bank database for review at any time.
- iii. Books of Accounts: Zip Run is using a third-party service to maintain these records.
- iv. Sales Records: There will be a weekly maintenance report done by a dedicated professional to ensure all transactions are completed.
- v. Salary and wages paid to each employee: we will use Century Bank to handle our employee's salaries and wages.

1. Operating Policies and Procedures (Maintenance of Financial Records Plan)

- a. Zip Run will maintain digital and hard copies of our financial records. We plan to save our financial records for up to seven years, although some documents may be saved for longer periods of time than others. All of these records will be stored online in a safe and accessible manner to all parties required. In addition, there will be a weekly maintenance report done by a dedicated professional.
 - i. Assets and Liabilities: Our Assets and Liabilities will be coded for identification and we will carry out physical verification on an annual basis. As well as maintain a log of signature verification to ensure everything is in working order.
 - ii. Monetary Transaction: These transactions are completed through the POS system that we integrate with our software. A weekly maintenance report will also be done by a dedicated professional. These transactions are protected in a secure cloud that can only be accessed by the need to know personnel.
 - iii. Books of Accounts: Zip Run is using a third-party service to maintain these records.
 - iv. Sales Records: There will be a weekly maintenance report done by a dedicated professional to ensure all transactions are completed.
 - v. Salaries and wages paid to each employee: We will use Century Bank to handle our employee's salaries and wages. Therefore, all employees' information will be secure.

Mission

Diversity and inclusiveness are the pillars of our corporation, but only having a diverse representation of employees is not enough. Implementing ways to facilitate inclusive conversations will allow us to go beyond just our diverse team and invite and allow everyone to contribute to Zip Run's prosperity. We are dedicated to creating spaces where all differences are respected, practices are equitable, and people encounter a sense of belonging within every business level.

Vision

We believe in utilizing the power of diversity to harness different perspectives and backgrounds to propel us to our success. We will hire people from diverse backgrounds to enable Zip Run's executive decision-making and daily operations from top to bottom. Our vision is to employ and empower individuals from all walks of life to ensure the ways Zip Run will positively impact the areas of disproportionate impact determined by the Cannabis Control Commission of Massachusetts. At first glance, we intend to hire from the Boston community as we are launching our operations in the heart of Dorchester. Those individuals we plan to focus our hiring efforts on are women, minorities, veterans, people with disabilities, and people identifying as LGBTQ+. Upon a successful launch in the Boston area, we plan to grow our business in several parts of the state, including Worcester, Brockton, Fall River, and beyond. We will continue to hire from disproportionately impacted communities to increase diversity and inclusion within our organization.

Three Key Elements

1. Recruit, hire, and retain a diverse fleet of drivers. Metric Targets for our driver's force by demographic: Zip Run will count the number of individuals hired from the below demographics through our hiring software. This number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within this goal. Zip Run will enforce a policy that requires at least 50% of our employed drivers to be from ADI communities from the city of Boston. We plan to grow our business in several parts of the state, including Worcester, Brockton, Fall River, where we will continue to hire from disproportionately impacted communities to increase diversity and inclusion within our organization. The groups we are targeting are women, minorities, veterans, persons with disabilities, LGBTQ+ and people with prior cannabis convictions.
 - a. 50% of our driver fleet will be diverse candidates; the breakdown is seen below:
 - i. 30% women;
 - ii. 40% minorities;
 - iii. 10% veterans;
 - iv. 10% of persons with disabilities
 - v. 5% LGBTQ+
 - vi. 5% people with prior cannabis convictions
2. Promote and retain a diverse C-Suite at Zip Run Inc. We must be a diverse company from top to bottom.
 - a. 50% of our C-Suite will be diverse candidates; the breakdown is seen below:
 - i. 30% women;

- ii. 40% minorities;
 - iii. 10% veterans;
 - iv. 10% of persons with disabilities
 - v. 5% LGBTQ+
 - vi. 5% people with prior cannabis convictions
- 3. Create an Employee Resource Group within Zip Run that will help increase our employee's awareness of the importance of inclusion and diversity.
 - a. Our ERG will ensure that we stay on top of the diversity metrics set below and are all subject to change positively by increasing our diversity efforts from 50% to more significant.
 - i. 30% women;
 - ii. 40% minorities;
 - iii. 10% veterans;
 - iv. 10% of persons with disabilities
 - v. 5% LGBTQ+
 - vi. 5% people with prior cannabis convictions

Diversity Plan

- 1. Employment
 - a. We are prioritizing driver applications of minority backgrounds and women. Our goal is to increase the number of minorities and women who are contributing to the legal cannabis industry in Massachusetts.
 - i. *Expected frequencies for Hiring and Promotional Opportunities:* Across the entire company we plan to keep up with this rate of growth.

1. Drivers: We plan to hire six drivers on a monthly basis and we plan to promote our driver force from drivers to driver lead within a 6-8 month period. Once a driver reaches the driver lead level, the next promotion will be assistant driver manager and the position thereafter would be the driver manager, which overlooks the entire fleet.

b. Expedited Processing

- i. Our Human Resources team will prioritize and expedite applications from candidates who are minorities or women to increase their likelihood of being hired during our hiring process.
- ii. Zip Run will advertise driver applications on job portals to increase our findings and hire candidates from these demographics. Job portals such as; Employ Diversity (<https://employdiversity.com>) and the Professional Diversity Network (<https://www.pdnrecruits.com>).

c. Below, I'll showcase programs that we will use to promote equity for the identified groups.

- i. Creating a promotion process that employs equity principles for current employees
 1. We created a promotional ladder that showcases how drivers can supplant themselves into operations management.
 2. In addition to that, it also showcases how operation management can move up to the strategic operation side instead of solely focusing on the day in and day out tasks.

2. Zip Run's Executive Positions

- a. As currently constructed, 50% of Zip Run's executive positions are operated by individuals from one of the following demographics: minorities, women, veterans, people with disabilities, and members of the LGBTQ + community.
- b. In alignment with our strong stand on diversity and inclusion, Zip Run will continue to promote these demographics at the executive level of our corporation.
- c. Below, I'll showcase programs that we will use to promote equity for the identified groups.
 - i. Providing training or mentorship programs for individuals falling into the above-listed demographics to promote their entry into the marijuana industry
 - 1. This program seems to be the most impactful because it allows Zip Run executives and upper management to hold training/mentorship sessions to showcase the necessary tools to reach the following milestones. We believe that this program will help many employees expand their horizons on job opportunities within Zip Run that can hopefully change their reality.
- d. *Expected frequencies for Hiring and Promotional Opportunities:*
 - i. Management: We plan to hire one General Manager per every six dispensary partners we incur, therefore we plan to hire on a quarterly basis. These general managers will have the opportunity to become either

a Director of Operations (State-level) or Director of Operations of specific regions.

3. Executive Diversity Policy

- a. Zip Run will promote a policy that supports diverse individuals within our top-level executive positions, particularly in the following demographics: minorities, women, veterans, people with disabilities, and members of the LGBTQ+ community.
- b. Having a diverse C-Suite will enable Zip Run to continue inclusive hiring practices with top-level talent.
- c. As we expand our business, Zip Run will prioritize recruiting candidates for top-level management positions from women's colleges, historically black colleges and universities, and schools with a majority-minority student body.
- d. By building a diverse talent pipeline, we will ensure that Zip Run will remain a diverse company that will bring visionary ideas and the overall company value.
- e. Below, I'll showcase programs that we will use to promote equity for the identified groups.
 - i. Providing training or mentorship programs for individuals falling into the above-listed demographics to promote their entry into the marijuana industry
 1. Overall, this program from an executive-level will help increase awareness around diversity in business in Zip Run and the cannabis industry. It will promote equity growth and create action

by supporting others interested in achieving an upper management position.

4. Employee Resource Group

- a. Zip Run will sponsor an employee resource group (ERG), within our organization centered around diversity and inclusion to create an employee network united around a common goal: providing Zip Run with their unique perspectives on advancing awareness and inclusion for people who are underrepresented in the cannabis industry.
- b. Diversity and Inclusion Network Events
 - i. Biannually, Zip Run's ERG will host a diversity and inclusion networking event for employees, their friends, and their families. This will be an excellent opportunity to attract more women, minorities, members of the LGBTQ community, and other underrepresented demographics in our community who may seek employment or opportunities within the cannabis industry in Massachusetts.
 - ii. Biannually, Zip Run's ERG will host a college recruitment event for our internship program within various universities/colleges in Massachusetts. We will also coordinate with minority groups within colleges/universities to allow them to sign-up first.
- c. Overall our ERG will focus on the below topics:
 - 1. Employee engagement
 - 2. Inclusive environment

3. Professional development
 4. Retention & recruitment
 5. Business innovation.
- ii. In addition, all employees will have access to the ERG. We want to create awareness of the diversity efforts that Zip Run is striving to make so that equity is not just a topic of discussion but a lifetime commitment.
- d. Below, I'll showcase programs that we will use to promote equity for the identified groups.
 - i. Distributing internal workplace newsletters that encourage current employees to recommend individuals falling into the above-listed demographics for employment
 1. We believe that the program will only increase promoting diversity and inclusion in the workplace. It will bring awareness to individuals in Zip Run that we are committed to showcasing our diverse talent and that we are always keen on hiring more diverse individuals.

How We Will Measure Our Goals

Overall, we will measure our goals by counting the number of hired individuals, minorities, and persons with disabilities. This number will be assessed from the number of individuals employed to ensure that 50% of all hired individuals fall within this goal. In addition, we are more specific metrics to provide our goals are met:

- At least annually evaluate the then-current process used for recruiting, hiring, and retaining staff to determine whether the diversity plan is still effective.
- Collect and analyze data, including demographic information related to the workforce composition and whether the company's goal is achieving its diversity objectives.
- Measure the number of individuals from diverse backgrounds who were hired and retained after our operations in Massachusetts.
- Measure the number of promotions for people from diverse backgrounds within our first fiscal year of operations.
- Document the number and natures of individuals that attended our Employee Resource Group events throughout our first fiscal year, and retain copies of any materials distributed at such events.
- Publish such employment data, and at least annually, share that data with management and staff to develop a written plan for continuous improvement

Timeline for showing progress

At a minimum, the program acknowledges that the progress or success of its plan must be documented upon renewal (one year from provisional licensure and each year after that).

Affirmative Statement

In accordance with the Guidance on Required Positive Impact Plans and Diversity Plans, Zip Run affirmatively states as follows: (1) The applicant acknowledges and is aware, and will

adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and (2) Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.