



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281696
Original Issued Date: 09/03/2020
Issued Date: 09/03/2020
Expiration Date: 09/03/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: QPS Massachusetts Holdings LLC

Phone Number: 734-323-1822 Email Address: ankur@c3industries.com

Business Address 1: 105 Constitution Blvd

Business Address 2:

Business City: Franklin

Business State: MA

Business Zip Code: 02038

Mailing Address 1: 2082 S State St

Mailing Address 2:

Mailing City: Ann Arbor

Mailing State: MI

Mailing Zip Code: 48104

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33

Role: Executive / Officer

Other Role:

First Name: Vishal

Last Name: Rungta

Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 33

Role: Executive / Officer Other Role:

First Name: Ankur Last Name: Rungta Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 34

Role: Executive / Officer Other Role:

First Name: Joel Last Name: Ruggiero Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100

Entity Legal Name: C3 Industries, Inc. Entity DBA: DBA
City:

Entity Description: Holding Company

Foreign Subsidiary Narrative:

Entity Phone: 734-323-1822 Entity Email: Entity Website:
ankur@c3industries.com

Entity Address 1: 2082 S State Street Entity Address 2:

Entity City: Ann Arbor Entity State: MI Entity Zip Code: 48104

Entity Mailing Address 1: 2082 S State Street Entity Mailing Address 2:

Entity Mailing City: Ann Arbor Entity Mailing State: MI Entity Mailing Zip Code:
48104

Relationship Description: C3 Industries, Inc. is the holding company for QPS Massachusetts Holdings LLC. C3 Industries, Inc. owns 100% of QPS Massachusetts Holdings LLC.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: C3 Industries, Inc. Entity DBA:

Email: ankur@c3industries.com Phone: 734-323-1822

Address 1: 2082 S State Street		Address 2:	
City: Ann Arbor	State: MI	Zip Code: 48104	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$2000000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: C3	Owner Last Name:	Owner Suffix:	
Industries, Inc.			
Entity Legal Name: QPS Holdings LLC		Entity DBA:	
Entity Description: Oregon Cannabis businesses (cultivation, manufacturing, retail etc.)			
Entity Phone: 734-323-1822	Entity Email:	Entity Website:	
ankur@c3industries.com			
Entity Address 1: 10160 North Lombard St		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97203	Entity Country: United States
Entity Mailing Address 1: 2082 S State Street		Entity Mailing Address 2:	
Entity Mailing City: Ann Arbor	Entity Mailing State: MI	Entity Mailing Zip Code: 48104	Entity Mailing Country: United States

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: C3	Owner Last Name:	Owner Suffix:	
Industries, Inc.			
Entity Legal Name: QPS Michigan Holdings LLC		Entity DBA:	
Entity Description: Michigan Cannabis businesses (cultivation, manufacturing, retail etc.)			
Entity Phone: 734-323-1822	Entity Email:	Entity Website:	
ankur@c3industries.com			
Entity Address 1: 2082 S State Street		Entity Address 2:	
Entity City: Ann Arbor	Entity State: MI	Entity Zip Code: 48104	Entity Country: United States
Entity Mailing Address 1: 2082 S State Street		Entity Mailing Address 2:	
Entity Mailing City: Ann Arbor	Entity Mailing State: MI	Entity Mailing Zip Code: 48104	Entity Mailing Country: United States

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: C3	Owner Last Name:	Owner Suffix:	
Industries, Inc.			
Entity Legal Name: QPS Missouri Holdings LLC		Entity DBA:	
Entity Description: Missouri Cannabis businesses (cultivation, manufacturing, retail etc.)			
Entity Phone: 734-323-1822	Entity Email:	Entity Website:	
ankur@c3industries.com			
Entity Address 1: 122 East High Street, Floor 3		Entity Address 2:	
Entity City: Jefferson City	Entity State: MO	Entity Zip Code: 65101	Entity Country: United States
Entity Mailing Address 1: 2082 S State Street		Entity Mailing Address 2:	
Entity Mailing City: Ann Arbor	Entity Mailing State: MI	Entity Mailing Zip Code:	Entity Mailing Country: United States

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 105 Constitution Blvd

Establishment Address 2:

Establishment City: Franklin

Establishment Zip Code: 02038

Approximate square footage of the Establishment: 37200

How many abutters does this property have?: 8

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Community Outreach Meeting Attestation AR.pdf	pdf	5d004ee8624ce5135e9263eb	06/11/2019
Community Outreach Meeting Documentation	Attestation Attachment A.pdf	pdf	5d004ef750e7af1803c1f711	06/11/2019
Community Outreach Meeting Documentation	Attestation Attachment B.pdf	pdf	5d004f0cc70e2b132b315434	06/11/2019
Community Outreach Meeting Documentation	Attestation Attachment C.pdf	pdf	5d004f3713edb917cc1fd563	06/11/2019
Certification of Host Community Agreement	Host Community Agreement Certification Form.pdf	pdf	5e61293d44a317443c1082b8	03/05/2020
Plan to Remain Compliant with Local Zoning	AOI - 9 - Plans to Remain Compliant - Compliance Plan.pdf	pdf	5e61294473b705467fec9a1b	03/05/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	Nueva Email.pdf	pdf	5e83527e5f1da0353e2b2218	03/31/2020
Plan for Positive Impact	QPS MA Holdings - RFI #2 AOI 3 - Positive Impact Plan.pdf	pdf	5e8354fa5f1da0353e2b222a	03/31/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Executive / Officer

Other Role:

First Name: Ankur Last Name: Rungta Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role:

First Name: Vishal Last Name: Rungta Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Executive / Officer Other Role:

First Name: Joel Last Name: Ruggiero Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:

Entity Legal Name: C3 Industries, Inc. Entity DBA:

Entity Description: Holding Company

Phone: 734-323-1822 Email: ankur@c3industries.com

Primary Business Address 1: 2082 S State Street Primary Business Address 2:

Primary Business City: Ann Arbor Primary Business State: MI Principal Business Zip Code: 48104

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	certificate of organization.pdf	pdf	5d005172622b7c1357f7177b	06/11/2019
Department of Revenue - Certificate of Good standing	QPS Mass - Certificate Tax Compliance.pdf	pdf	5d00518a64ca8317f4fcb56f	06/11/2019
Secretary of Commonwealth - Certificate of Good Standing	QPS Mass - Certification Corporate Status.pdf	pdf	5d0051941dae681319cea4eb	06/11/2019
Bylaws	QPS Massachusetts Holdings LLC - Operating Statement.pdf	pdf	5d0051a269291617ba86039a	06/11/2019

No documents uploaded

Massachusetts Business Identification Number: 001326853

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Plan for Liability Insurance	7_QPS Mass - Alliant_LOI Insurance .pdf	pdf	5d0051ca748dc71348c388b3	06/11/2019
Proposed Timeline	MOP - 1 - Business Plan - Proposed Timeline.pdf	pdf	5e612b2ae25eb9441003842f	03/05/2020
Business Plan	MOP - 2 - Business Plan - Business Plan.pdf	pdf	5e612b389e668e468af06956	03/05/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Qualifications and training	9_employee staff & training qualifications_mop - manufacturing.pdf	pdf	5d0052571dae681319cea4f1	06/11/2019
Prevention of diversion	11_diversion_mop - manufacturing.pdf	pdf	5d005268722cea17c1260df4	06/11/2019
Storage of marijuana	12_storage_mop - manufacturing.pdf	pdf	5d00527f13edb917cc1fd571	06/11/2019
Inventory procedures	14_inventoryprocedures_mop - manufacturing.pdf	pdf	5d00529f748dc71348c388b7	06/11/2019
Personnel policies including background checks	16_personnelpolicies_mop - manufacturing.pdf	pdf	5d0052b064ca8317f4fcb577	06/11/2019
Record Keeping procedures	18_recordprocedures_mop - manufacturing.pdf	pdf	5d0052c169291617ba8603a2	06/11/2019
Method used to produce products	Production Methods.pdf	pdf	5d00737d13edb917cc1fd5a5	06/11/2019
Security plan	MOP - 3 - Operating Policies - Security Plan.pdf	pdf	5e612b945a27c34431d18a2b	03/05/2020
Transportation of marijuana	MOP - 4 - Operating Policies - Transportation Plan.pdf	pdf	5e612baaf63398441bbbf758	03/05/2020
Restricting Access to age 21 and older	MOP - 5 - Operating Policies - Restricting Access to Individuals Under 21.pdf	pdf	5e612bd4f63398441bbbf75f	03/05/2020
Quality control and testing	MOP - 6 - Operating Policies - Quality Control and Testing Procedures.pdf	pdf	5e612be944a317443c10830d	03/05/2020
Maintaining of financial records	MOP - 8 - Operating Policies - Maintenance of Financial Records Plan.pdf	pdf	5e612c2a49038b46abf1ced6	03/05/2020
Sample of unique identifying marks used for branding	MOP - 11 - Operating Policies - Unique Identifying Mark.pdf	pdf	5e612ccff63398441bbbf76d	03/05/2020
Types of products Manufactured.	QPS MA Holdings - RFI #2 MOP 2 - Description of Products.pdf	pdf	5e8354ca172cbc3545974eb2	03/31/2020
Diversity plan	QPS MA Holdings - RFI #2 MOP 1 - Diversity Plan.pdf	pdf	5e836b38b3c49635509e9e6e	03/31/2020

ATTESTATIONS

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

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

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

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

I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

HOURS OF OPERATION

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

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Ankur Rungta, (*insert name*) attest as an authorized representative of QPS Massachusetts Holdings LLC (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on March 26, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 18, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on March 21, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 14, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).



COMMUNITY
NEWSPAPER
COMPANY

GateHouse Media New England

Community Newspaper Co. – Legal Advertising Proof

15 Pacella Park Drive, Randolph, MA 02368
1800-624-7355 phone | 781-961-3045 fax

Order Number: CN13780355

Salesperson: Mary Joyce Waite

Ravi Rungta
QPS Massachusetts Holdings LLC
41672 Sudbury Court
Novi, MI 48375

Title: Milford Daily News
Start date: 3/18/2019
Insertions: 1
Price: \$74.12

Class: Legals
Stop date: 3/18/2019
#Lines: 52 ag

Payment Information

Receipt#
Pmt. Type:
CC. Number: CC. Exp.:
Invoice Total: \$74.12
MARIJUANA

LEGAL NOTICE **Notice of Public Community Outreach Meeting**

A Notice is hereby given that a Community Outreach Meeting for QPS Massachusetts Holdings LLC will be held. The meeting will be on a proposed Marijuana cultivation and processing facility, which is anticipated to be located at 105 Constitution Boulevard, Franklin MA 02038.

DATE AND TIME: March 26, 2019 at 7 PM

PLACE: Franklin Senior Center, 10 Daniel McCahill Street, Franklin, MA 02038

SUBJECT MATTER: There will be a brief presentation on the Company's security, compliance and positive community impact plan. There will also be an opportunity for the public to ask questions of QPS representatives.

AD#13780355
MDN 3/18/19

Nathan Crankshaw

From: Ankur Rungta
Sent: Thursday, March 21, 2019 4:55 PM
To: 'Jamie Hellen'; 'Amy Love'; tburr@franklinma.gov
Cc: Nathan Crankshaw; Ravi Rungta
Subject: Community Outreach Meeting / QPS Massachusetts Holdings LLC / 105 Constitution Boulevard
Attachments: QPS Franklin Community Outreach Letter.pdf; meetingnoticereceipt.docx

Dear Jamie, Amy and Teresa,

Please allow this email to serve as formal notice for QPS Massachusetts Holdings LLC's Community Outreach Meeting for the proposed cultivation and processing facility to be located at 105 Constitution Boulevard in Franklin. The meeting will take place on March 26th, 2019 at 7pm EST at the Franklin Senior Center, which is located at 10 Daniel McCahill Street, Franklin MA 02038.

Public notice of the meeting appeared in the Milford Daily News on March 18, 2019; a copy of the public notice and receipt is attached to this email. Notice of the meeting was also sent via certified mail to all abutters required under CCC regulations; a copy of the form of letter is attached to this email as well.

Should you have any questions or concerns or require any additional information, please feel free to reach out to me at ankur@qps-holdings.com or 734-323-1822.

Regards,
Ankur

--

Ankur Rungta
QPS Holdings
ankur@qps-holdings.com
Direct: 734-323-1822



March 13, 2019

RE: Community Outreach Meeting – 105 Constitution Boulevard, Franklin, MA 02038

Dear Neighbor,

Our company, QPS Massachusetts Holdings LLC, is an operator of licensed cannabis facilities.

We recently received special use and site plan approval from the Town of Franklin Planning Board for a 37,000 square foot cultivation and processing facility in Franklin at the address of 105 Constitution Boulevard.

We will soon be applying for state licensing from the Cannabis Control Commission and commencing construction.

We are writing to inform you of the proposed facility and to notify you that we will be holding a community outreach meeting at 7pm on March 26, 2019 at the following address:

Franklin Senior Center
10 Daniel McCahill Street
Franklin, MA 02038

The meeting will be hosted by myself and other company executives and the purpose will be to provide information on our company and the facility, including information on proposed operations, security and community impact. Attendees will also be given the opportunity to ask questions.

If you have any questions prior to the meeting, please don't hesitate to reach out by email at ankur@qps-holdings.com.

We look forward to hearing from you.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Ankur Rungta'.

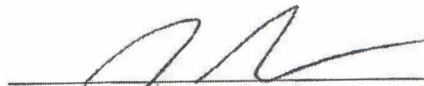
Ankur Rungta
Chief Executive Officer

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

Applicant

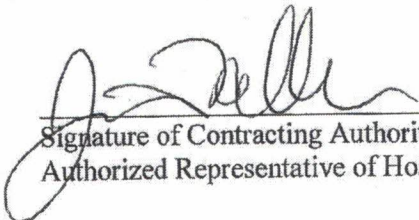
I, Ankur Rungta, (*insert name*) certify as an authorized representative of QPS Massachusetts Holdings LLC (*insert name of applicant*) that the applicant has executed a host community agreement with Town of Franklin (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on July 23, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Jamie Helley, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Franklin (*insert name of host community*) to certify that the applicant and Town of Franklin (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 23, 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Compliance Plan
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS will implement and enforce policies and procedures that adhere to all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”). QPS will continue to update its written policies and procedures to reflect any amendments to the Applicable Laws.

In the Town of Franklin, cannabis production requires a special use permit to be granted by the Planning Board. QPS received a special use permit for marijuana cultivation and product manufacturing for the Property from the Town of Franklin Planning Board on February 11, 2019. A copy of the Planning Board Certificate of Vote and Special Use Letter is attached as an exhibit hereto. The special permit that was granted is not limited to a particular term or length of time.

The Town of Franklin will require a building permit to be issued before QPS will be able to commence construction of the facility. QPS is currently in the final stages of preparing highly-detailed architectural and engineering drawings for submission to the Town of Franklin Building Department. QPS hopes to be issued a building permit within 30-45 days of submitting the permit set and will work diligently to obtain it.

The town of Franklin will require that a certificate of occupancy be issued upon the substantial completion of construction of the facility and prior to the start of operations. QPS will engage a highly experienced local general contractor to manage the construction process and lead the facility through final inspections with the Town and other relevant authorities. The general contractor will ultimately be responsible for addressing any inspection-related issues and obtaining the certificate of occupancy. Once QPS obtains the certificate of occupancy, it will seek final inspections from the CCC and to enter into operations.

Town of Franklin



Planning Board

TOWN OF FRANKLIN
TOWN CLERK
2019 FEB 15 A 10:37
RECEIVED

February 15, 2019

Teresa M. Burr, Town Clerk
Town of Franklin
355 East Central Street
Franklin, MA 02038

CERTIFICATE OF VOTE – (1) SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

Applicant: 19th Fairway Development.
42 Adin Street
Hopedale, MA 01747

Owner: Liberty Realty Trust
PO Box 36
Mattapoisett, MA 02739

Prepared By;
Surveyor/Engineer: Mark Santora, 123 Old Westboro Road, N. Grafton, MA 01536
Property Location: 4 Liberty Way
Map 329 Lot 002

Dear Mrs. Burr:

Please be advised that at its meeting on Monday, February 11, 2019 the Planning Board upon motion duly made and seconded, voted (5-0-0) to **APPROVE, with Standard and Special Conditions** (1) one Special Permit and Site Plan for 4 Liberty Way for Non-Medical Marijuana Cultivation and Product Manufacturing in the Marijuana Use Overlay District. A brief description of the proceeding, the outcome of a roll call vote, and the Standard and Special Conditions of Approval are presented on pages 2-7 attached hereto.

Sincerely,

Anthony Padula, Chairman
Franklin Planning Board

cc: Owners/Applicant/Applicant's Engineer/Applicant's Attorney
Building Commissioner/DPW/Engineering/BETA Group, Inc.

PROJECT DESCRIPTION – (1) ONE SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

The project is located at 4 Liberty Way, (Assessor's Map 329, Lot 002). The site is located on Liberty Way and near Constitution Blvd in the Marijuana Use Overlay Zoning District. The site is currently the last undeveloped parcel within the Franklin Industrial Park.

The applicant is proposing to construct a 36,000 sq. ft. commercial building, with 65 parking spaces and a 900ft private driveway.

PUBLIC HEARING – (1) ONE SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

A proper and complete notice of the October 29, 2018 public hearing was posted in the Franklin Municipal Building and in the appropriate local newspaper in accordance with the Franklin Zoning Code and Massachusetts General Laws. A proper and complete notice was also sent to all persons and parties required by law to receive such notice. The Planning Board continued to hold public hearings on December 3, 2018, December 17, 2018, January 28, 2019 & February 11, 2019.

Incorporated as part of the record are the following:

The Planning Board reviewed (1) the applicant's detailed written application including answers to Special Permit Findings (a) through (g), and (2) comments and review letters from various Town Departments, including but not limited to, Department of Planning & Community Development, Department of Public Works/ Engineering and Franklin Fire Department.

The Planning Board upon motion duly made and seconded, voted (5-0-0) to close the public hearing for the Site Plan and Special Permit Use – Non-Medical Marijuana Cultivation and Product Manufacturing in the Marijuana Use Overlay Zoning District at the February 11, 2019 Planning Board meeting.

PRESENTATION – (1) ONE SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

Mr. Mark Santora, Engineer, Mr. Scott Savage, Applicant and Mr. Ankur Rungta, QPS Holdings, addressed the Planning Board. Mr. Santora stated this is an application for a Special Permit and Site Plan for Use of Non-Medical Marijuana Cultivation, product Manufacturing and research in a Marijuana Use Overlay Zoning District. Mr. Santora reviewed the site layout, parking, drainage, sidewalks and location of dumpster pad. The Applicant requested a relief from parking, in which it was later withdrawn as enough parking spaces were provided.

The Planning Board expressed their concern for odor. The applicant presented an industrial carbon canister filter by Camfil. Mr. Rungta reviewed the odor generation and mitigation plan and what Camfil recommends in the cannabis industry. Mr. Rungta explained how the mechanical system and odor filtration would function. The Applicant and the Town's consultant reviewed the odor proposal and have included in the decision special conditions for odor.

After a complete presentation and discussion of the project, Planning Board closed the Public Hearing on February 11, 2019.

FINDINGS OF FACTS – (1) ONE SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

The applicant submitted their proposed findings with the original application on October 10, 2018.
The proposed findings are part of the record.

DECISION – (1) ONE SPECIAL PERMIT/SITE PLAN
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

(1) Special Permit: To allow Non-Medical Marijuana Cultivation and Product Manufacturing use within the Marijuana Use Overlay Zoning District.

(a) Proposed project addresses or is consistent with neighborhood or Town need.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(b) Vehicular traffic flow, access and parking and pedestrian safety are properly addressed.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(c) Public roadways, drainage, utilities and other infrastructure are adequate or will be upgraded to accommodate development.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(d) Neighborhood character and social structure will not be negatively impacted.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(e) Project will not destroy or cause substantial damage to any environmentally-significant natural resource, habitat, or feature or, if it will, proposed mitigation, remediation, replication or compensatory measures are adequate.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(f) Number, height, bulk, location and siting of building(s) and structure(s) will not result in abutting properties being deprived of light or fresh air circulation or being exposed to flooding or subjected to excessive noise, odor, light, vibrations, or airborne particulates.

Anthony Padula	YES	Gregory Rondeau	YES
Joseph Halligan Jr.	YES	John Carroll	YES
William David	YES		

(g) Water consumption and sewer use, taking into consideration current and projected future local water supply and demand and wastewater treatment capacity, will not be excessive.

Anthony Padula YES
Joseph Halligan Jr. YES
William David YES

Gregory Rondeau YES
John Carroll YES

Based upon the information submitted during the public hearings, Planning Board's specific findings, the Planning Board specifically determines that allowing the Use – Non-Medical Marijuana Cultivation and Product Manufacturing in the Marijuana Use Overlay Zoning District at 4 Liberty Way (Franklin Tax Assessor's Map 329, Lot 002) will not have adverse effects that overbalance its beneficial effects on either the neighborhood or the Town, in view of the particular characteristics of the site and of the proposal in relation to that site.

Accordingly, at the Planning Board meeting on February 11, 2019 the Planning Board, upon motion duly made and seconded, voted (5-0-0) to *approve* the applicant's request to allow the Use – Non-Medical Marijuana Cultivation and Product Manufacturing at 4 Liberty Way.

The following members of the Planning Board were present at the hearing and voted as follows:

Anthony Padula YES
Joseph Halligan Jr. YES
William David YES

Gregory Rondeau YES
John Carroll YES

Any person aggrieved by the above decision of the Franklin Planning Board may file an appeal pursuant to Massachusetts General Laws Chapter 40A, Section 17. Such appeal must be filed within twenty (20) days after the FILING of the notice of the Board's decision with the Town Clerk.

This Certificate of Vote shall become effective only upon the recording of a copy certified by the Town Clerk with the Norfolk County Registry of Deeds. A copy of the recorded Certificate of Vote shall be submitted to the Board within thirty (30) days of recording.

STANDARD CONDITIONS OF APPROVAL
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

1. This Special Permit shall not be construed to run with the land and shall run with the Site Plan as endorsed by the Planning Board. A new Special Permit shall be required from the Planning Board if any major change of use, substantial change to the site plan or change in the user/operator of the facility is proposed.
2. This Special Permit shall lapse if a substantial use or construction has not begun, except for good cause, within twenty four (24) months of approval, unless the Board grants an extension. No final Certificate of Occupancy shall be issued until all requirements of the Special Permit have been completed to the satisfaction of the Board unless the applicant has submitted a Partial Certificate of Completion for the remainder of the required improvements. The applicant's engineer or surveyor, upon completion of all required improvements, shall submit a Certificate of Completion. The Board or its agent(s) shall complete a final inspection of the site upon filing of the Certificate of Completion by the applicant. Said inspection is further outlined in condition #4.
3. Construction or operations under this Special Permit shall conform to any subsequent amendment of the Town of Franklin Zoning Bylaw (§185) unless the use or construction is commenced within a period of six (6) months after the issuance of this Special Permit and, in cases involving construction, unless such construction is continued through to completion as continuously and expeditiously as is reasonable.
4. **The Planning Board will use outside consultant services to complete construction and odor inspections upon the commencement of construction.** The Franklin Department of Public Works Director, directly and through employees of the Department of Public Works and outside consultant services shall act as the Planning Board's inspector to assist the Board with inspections necessary to ensure compliance with all relevant laws, regulations and Planning Board approved plan specifications. Such consultants shall be selected and retained upon a majority vote of the Board.
5. Actual and reasonable costs of inspection consulting services shall be paid by the owner/applicant before or at the time of the pre-construction meeting. Should additional inspections be required beyond the original scope of work, the owner/applicant shall be required to submit fees prior to the issuance of a Final Certificate of Completion by the Planning Board (Form H). Said inspection is further outlined in condition #4.
6. No alteration of the Special Permit and the plans associated with it shall be made or affected other than by an affirmative vote of the members of the Board at a duly posted meeting and upon the issuance of a written amended decision.
7. All applicable laws, by-laws, rules, regulations, and codes shall be complied with, and all necessary licenses, permits and approvals shall be obtained by the owner/applicant.
8. Prior to the endorsement of the site plan, the following shall be done:
 - The owner/applicant shall make a notation on the site plan that references the Special Permit and the conditions and dates of this Certificate of Vote.
 - A notation shall be made on the plans that all erosion mitigation measures shall be in place prior to major construction or soil disturbance commencing on the site.
 - All outstanding invoices for services rendered by the Town's Engineers and other reviewing Departments of the Town relative to their review of the owner/applicant's application and plans shall have been paid in full.
 - The owner/applicant shall submit a minimum of six copies of the approved version of the plan.

9. Prior to any work commencing on the subject property, the owner/applicant shall provide plans to limit construction debris and materials on the site. In the event that debris is carried onto any public way, the owner/applicant and his assigns shall be responsible for all cleanup of the roadway. All cleanups shall occur within twenty-four (24) hours after first written notification to the owner/applicant by the Board or its designee. Failure to complete such cleanup may result in suspension of construction of the site until such public way is clear of debris.
10. The owner/applicant shall install erosion control devices as necessary and as directed by the Town's Construction Inspector.
11. The Certificate of Vote, with the Standard and Special Conditions shall be added to the Site Plan prior to Endorsement.

SPECIAL CONDITIONS OF APPROVAL
USE – NON-MEDICAL MARIJUANA CULTIVATION
4 LIBERTY WAY

1. Proponent agrees to have a representative for the Town approve the following odor control and noise mitigation conditions as final design information becomes available, as a condition prior to occupancy. The proponent may proactively ask the representative for further clarification and direction as the project design progresses to ensure compliance. The representative may make suggestions to further improve odor or noise control, at the proponent's request, but accepting or rejecting suggestions from the representative, by the proponent, does not ensure that the proponent will receive, (or be denied), final approval. Approval rests solely on convincing the representative that the potential emissions anticipated from the final design are to be less than the tolerance threshold for odor and noise off-site. All work performed by the representative to clarify these conditions, or to provide design suggestions shall be subject to payment by the proponent, and shall be paid in full prior to occupancy approval.
2. Proponent shall provide sufficient odor data so that an outlet concentration at the release point(s) can be predicted based on a reasonable assumed control efficiency. Please note that this evaluation can be performed on a total odor (i.e. dilution-to-thresholds) or on a compound-by-compound basis for the four terpenes and the two thiols, 2-butene-1 thiol and 3-methyl-1-butanethiol, and if any other specific odorants of concern are identified once the design is proposed (i.e. if other production facilities are included in the building design besides simply growing chambers, like extraction facilities).
3. An adequate design for odor containment, ventilation, and odor control is a condition of final approval.
4. A satisfactory odor dispersion modeling study protocol and report is a condition of final approval. All potential release points shall be included where odor potential is present. The odor dispersion modeling shall explore the worst-case hourly emissions over a five year period.
5. A noise study of the proposed facility based on the roof plan is a condition of final approval. It should include all roof top equipment and all ancillary equipment including duty equipment, standby equipment, and emergency equipment. A noise study should follow the MassDEP noise policy and include 7 days of background data, and a comparison of the lowest one hour to the standard facility design.
6. Prior to occupancy, Ankur Rungta, QPS Massachusetts Holdings, LLC will sign all documentation to qualify as co-applicant on this Special Permit.
7. This Special Permit is personal to Ankur Rungta, with QPS Massachusetts Holdings, LLC and non-transferrable.

7. Prior to endorsement of the Site Plan, the driveway entrance shall be moved away from Constitution Blvd and off the jug handle.

Positive Impact Plan

Product Manufacturing Application

105 Constitution Boulevard, Franklin, Massachusetts 02038

QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate an indoor marijuana cultivation and product manufacturing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has experience developing procedures that adhere to all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Massachusetts Cannabis Control Commission (the “**Commission**”). Any actions taken, or programs instituted, will not violate the Commission’s regulations with respect to limitations on ownership or control or other Applicable Laws.

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

The Company shall document the progress or success of this plan annually upon renewal (i.e., one year from provisional licensure whether or not QPS has a final license).

Goals

QPS is a multi-state cannabis company that is deeply committed to positively impacting populations and communities that have been disproportionately impacted by cannabis prohibition, including those that have been identified by the Commission. QPS is committed to devoting meaningful resources to encourage full participation in the regulated cannabis industry.

The goals of QPS’ Positive Impact Plan, include, but are not limited to:

1. Providing at least \$5,000 per year in financial support to Nueva Esperanza Inc. (“**Nueva Esperanza**”), an organization that provides services to an area of disproportionate impact in Holyoke, MA and
Providing mentorship and entrepreneurial training to individuals facing systemic barriers by employing at least one (1) individual, per year, in its internship program, provided the individual is a past or present resident of Mansfield, MA; Holyoke, MA; and/or those areas of Boston, MA identified as areas of disproportionate impact by the Cannabis Control Commission (collectively referred to as the “**ADI Targets**”).

Programs

QPS has developed specific programs to implement and achieve the goals set forth above. The progress or success of the programs contained in this Positive Impact Plan will be documented each year upon licensure renewal.

Program #1: Community Program

QPS will offer financial support to a non-profit organization that deliver services in ADI Targets. QPS is committed to providing a minimum of \$5,000 per year to its community partner, Nueva Esperanza, an organization that provides community-based programs to the Puerto Rican/Afro-Caribbean community in Holyoke, MA. .

QPS has verified that Nueva Esperanza is willing to accept donations provided by QPS. Both a copy of the email from Nueva Esperanza confirming that it is willing to accept donations from QPS, as well as the signed commitment letter between Nueva Esperanza and QPS, are attached in Schedule A to this Positive Impact Plan for the Commission's review.

Program #2: Internship and Entrepreneurial Training

QPS will provide an internship and entrepreneurship training program for at least one (1) person per year interested in entering the cannabis industry, provided the individual is a past or present resident of one of the ADI Targets.

The goal of these programs will be to provide participants with the real-world training and experience that is necessary to have a successful career in the cannabis industry. Potential candidates will be sourced from local colleges and universities, entrepreneurial incubators, job fairs and community partners. The frequency of the internship program will occur annually, with each intern being employed for a period of at least three (3) months.

In order to identify internship candidates, QPS will:

1. Advertise, at least once per quarter, employment opportunities at the Center in local media as well through online and other hiring platforms, such as LinkedIn. The job postings will explicitly mention the Company's interest in hiring individuals from one of the ADI Targets; and
2. Host community job fairs at least two (2) times per year. When a date has been selected for a community job fair, QPS will distribute promotional materials through various channels (i.e., print and electronic media) in the local community to ensure the public is notified and aware of the event. When promoting the job fairs, the Company will note its desire to hire individuals that are past or present residents of one the ADI Targets.

Measurements

To ensure that the above goals are met, QPS will engage in the following review and measurements on at least an annual basis:

Community Program

In order to measure the effectiveness of QPS' community programs, the following data will be

collected and reviewed on a periodic basis:

1. Data outlining the financial contributions made by QPS to Nueva Esperanza to ensure it has donated at least \$5,000 per annum; and
2. Communication and feedback with its Nueva Esperanza on a regular basis.

QPS will seek out and/or accept additional organizations that are interested in participating in its community program over time. In the event QPS collaborates with any additional organizations that provide services to any ADI Targets, QPS will ensure it provides the Commission with all requisite information, including, but not limited to the name of the organization, the contribution QPS is committed to providing and a letter or email from the organization stating it is willing to accept any contributions to be provided by QPS.

Internship and Entrepreneurial Training

QPS will maintain demographic information relating to its employees and conduct a workforce analysis at least once every year to ensure it is effectively implementing its internship and entrepreneurial training initiatives. The workforce analysis will analyze the demographic information with respect to hiring to determine whether at least one (1) intern was employed each calendar year that met the criteria of being a past or present resident of one of the ADI Targets.

Schedule “A”

See attached.



February 14, 2020

Nueva Esperanza Inc.
401 Main Street
Holyoke, MA 01040

Attention: Isabella Camara Torres, Program Manager

Dear Isabella,

Re: Support Commitment

My name is Ankur Rungta and I am the CEO of QPS Massachusetts Holdings, LLC (d/b/a C3 Industries) (the “**Company**”).

As discussed, the Company would like to make the following commitments to Nueva Esperanza:

- ✦ An annual financial contribution in an amount no less than \$5,000 ○ Contributions to begin upon receipt of a final license issued by the Massachusetts Cannabis Control Commission for the Company’s facility in Franklin ○ Financial contribution will be for at least a five-year period
- ✦ Staff members shall volunteer at Nueva Esperanza community events
- ✦ Sponsorship of Nueva Esperanza events and job fairs
- ✦ Opportunities for internship and training opportunities with the Company for Nueva Esperanza constituents that are interested in working in the cannabis industry

We are excited to partner with such an important community organization and look forward to a long and productive relationship. Please contact me should you have any questions.

Sincerely,

Ankur Rungta

The undersigned has read this commitment letter and accepts the commitments described herein.

Isabella Cámara Torres
Isabella Cámara Torres Nueva Esperanza Inc.

From: [Isabella Camara Torres](#)
To: [Ankur Rungta](#)
Subject: Re: MOU circle back
Date: Sunday, March 29, 2020 8:07:30 PM

CAUTION: This email is from an external sender. Use caution when clicking links or opening attachments.

On behalf of Nueva Esperanza, Inc we accept donations from C3 Industries.

El El dom, 29 de mar. de 2020 a la(s) 7:39 p. m., Ankur Rungta <Ankur@c3industries.com> escribió:

Hi Isabella, 2pm works.

Please just send the statement directly to me and we will submit it to the state with our other application materials. You can just reply to this email with a simple statement that you are willing to accept donations from us.

From: Isabella Camara Torres <camaratorres.esperanza@gmail.com>
Sent: Sunday, March 29, 2020 7:26 PM
To: Ankur Rungta <Ankur@c3industries.com>
Subject: Re: MOU circle back

CAUTION: This email is from an external sender. Use caution when clicking links or opening attachments.

Hello Ankur,

I have time tomorrow, can you do 2pm?

Yes, I can. Just send me the email address.

El El dom, 29 de mar. de 2020 a la(s) 7:13 p. m., Ankur Rungta <Ankur@c3industries.com> escribió:

Hi Isabella, thank you for reaching back out. We are doing well and staying healthy. I hope you are too.

Do you have time for a call tomorrow? What time is good?

Also, the state is asking for an email or statement on letterhead from your organization saying you are willing to accept donations from our company. Can you please send an email or short letter saying that? That is the last open item for our state license.

Thanks,

Ankur

From: Isabella Camara Torres <camaratorres.esperanza@gmail.com>
Sent: Tuesday, March 24, 2020 3:48 PM
To: Ankur Rungta <Ankur@c3industries.com>
Subject: MOU circle back

CAUTION: This email is from an external sender. Use caution when clicking links or opening attachments.

Dear Ankur,

Hope everything is well and you are doing well with all of this new COVID 19 situation.

Although I know times are crazy I wanted to circle back from our last talk. Can we schedule a phone call soon to talk about this? Primarily I wanted to know when is Nueva going to receive the funds and ideas about ways to collaborate. As I said I know it's a crazy timing. Let me know your thoughts.

Best,

Isabella

--

Isabella Camara Torres

Program Manager, Nueva Esperanza Inc.

Phone: 413-437-7666

camaratorres.esperanza@gmail.com

Pronouns: she/ her/ hers

Our Mission: Nueva Esperanza exists to be a catalyst and partner for a vibrant, sustainable and powerful Puerto Rican/Afro-Caribbean community in Holyoke.



--

Isabella Camara Torres

Program Manager

Nueva Esperanza, Inc

Phone:(413)437-7666

--

Isabella Camara Torres

Program Manager

Nueva Esperanza, Inc

Phone:(413)437-7666



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001326853

1. The exact name of the limited liability company is: QPS MASSACHUSETTS HOLDINGS, LLC

2a. Location of its principal office:

No. and Street: 41672 SUDBURY COURT
 City or Town: NOVI State: MI Zip: 48375 Country: US

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 44 SCHOOL STREET
SUITE 325
 City or Town: BOSTON State: MA Zip: 02108 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

OPERATE AN INVESTMENT HOLDING COMPANY. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY PERMITTED BY LAW.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: UNITED CORPORATE SERVICES, INC.
 No. and Street: 44 SCHOOL STREET
SUITE 325
 City or Town: BOSTON State: MA Zip: 02108 Country: USA

I, UNITED CORPORATE SERVICES, INC. resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	ANKUR RUNGTA	603 CHURCH STREET ANN ARBOR, MI 48104 US
MANAGER	VISHAL RUNGTA	5136 MELROSE AVENUE LOS ANGELES, CA 90038 US

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no

managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	ANKUR RUNGTA	603 CHURCH STREET ANN ARBOR, MI 48104 US
REAL PROPERTY	VISHAL RUNGTA	5136 MELROSE AVENUE LOS ANGELES, CA 90038 US

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 9 Day of May, 2018,
DOLORES BURTON
(The certificate must be signed by the person forming the LLC.)

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 09, 2018 02:09 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



United Corporate Services, Inc.

Ten Bank Street, Suite 560
White Plains, NY 10606
www.unitedcorporate.com

Voice (914)949-9188
Fax (914)949-9618

May 9, 2018

Re: QPS Massachusetts Holdings, LLC

QPS Massachusetts Holdings, LLC, a limited liability company formed under the laws of the State of Massachusetts.

STATEMENT OF RESIGNATION AND CONCLUDED PARTICIPATION

Solely for your convenience and to expedite the filing of the formation document for the above named company, United Corporate Services, Inc. or one of its affiliates has caused the said formation document to be signed by our employee. We and our employee do not have, and have never had, any other connection with the said company. The conclusion of our participation in this said company's formation is effective at the moment of the said company's formation. In the event that our signing results in our being regarded as a member and/or manager of the said company, this statement constitutes the resignation of our said employee from those capacities effective at the moment of said company's formation.

By: 
Dolores Burton, Authorized Person



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



RAVI RUNGTA
QPS MASSACHUSETTS HOLDINGS LLC
41672 SUDBURY CT
NOVI MI 48375-4786

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, QPS MASSACHUSETTS HOLDINGS LLC is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



William Francis Galvin
Secretary of the
Commonwealth

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

April 25, 2019

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

QPS MASSACHUSETTS HOLDINGS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 9, 2018.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **ANKUR RUNGTA, VISHAL RUNGTA**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **ANKUR RUNGTA, VISHAL RUNGTA**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **ANKUR RUNGTA, VISHAL RUNGTA**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.



William Francis Galvin

Secretary of the Commonwealth

QPS Massachusetts Holdings LLC, a Massachusetts limited liability company

OPERATING STATEMENT

The undersigned sole member (the “Member”) of QPS Massachusetts Holdings LLC, a Massachusetts limited liability company (the “Company”), hereby states as follows:

**Article I
Formation**

1.1 Name. The name of the limited liability company is QPS Massachusetts Holdings LLC.

1.2 Certificate of Organization. The Certificate of Organization were filed with the Commonwealth of Massachusetts on May 9, 2018.

1.3 Nature of Business. The purpose of the Company shall be to engage in any lawful business permitted by the Massachusetts Limited Liability Company Act (the “Act”) or the laws of any jurisdiction in which the Company may do business. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business.

1.4 Defects as to Formalities. A failure to observe any formalities or requirements of this Operating Statement, the Certificate of Organization or the Act shall not be grounds for imposing personal liability on the Member for liabilities of the Company.

**Article 2
Member, Capital Account and Contributions**

2.1 Name and Address. The name and address of the sole Member of the Company is as follows: QPS US Holdings LLC, 2082 S. State Street, Ann Arbor, MI 48104.

2.2 Other Business of Member. The Member may engage independently or with others in other business and investment ventures of every nature and description and shall have no obligation to account to the Company for such business or investments or for business or investment opportunities.

2.3 Capital Account. The Member’s capital account shall be (i) credited with all capital contributions by the Member and all income and gain (including any income exempt from federal income tax) of the Company; and (ii) charged with the amount of all distributions to the Member and all losses and deductions of the Company. Noncash capital contributions will be credited at the fair market value of the property on the date of contribution.

Article 3

Management

3.1 **Manager.** The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of, a Board of Directors (the “Board”), and the Board shall be the sole person directly involved in controlling the ordinary course of business for the Company and shall make all decisions and take all actions for the Company unless otherwise provided in this Agreement; provided, that the authority and power of the Board shall be subject to each of the same limitations set forth in the Operating Agreement of QPS US Holdings LLC, a Delaware limited liability company and the sole Member of the Company (“QPS”), as though such limitations were set forth directly herein and, for clarification, the members of QPS shall have the same approval and consent rights with respect to actions taken or proposed to be taken by the Company as they have with respect to actions taken or proposed to be taken by QPS. Except as otherwise provided in this Agreement or required by the Act no person or persons other than the Board acting under the authority of this Agreement, and persons authorized by the Board in accordance with Section 3.2 acting under the authority of the Board, shall have the power to act for or on behalf of, or to bind, the Company. Except as otherwise expressly provided by this Agreement, the Member intends that the Board shall have and exercise all power and authority on behalf of the Company as applicable law permits to be delegated by the Member to the manager of a manager-managed limited liability company. The Board shall be comprised of the same individuals serving as the Board of Directors of the Member, and any changes in the composition of the Board of Directors of the Member shall automatically result in the same changes to the Board without the requirement of any further action by the Company or the Member.

3.2 **Officers.** The Board, from time to time, delegate to one or more individuals such authority and duties as the Board deems advisable, and such individuals shall owe the same fiduciary duty to the Company as officers of a corporation owe to such corporation under Massachusetts law. In addition, the Board may assign titles to officers of the Company and, unless the Board determines otherwise, the assignment of such title shall constitute the delegation to such officer of the authority and duties that are normally associated with that office if held by the officer of a corporation. Any number of offices may be held by the same individual, and any single office may be held by more than one individual with all individuals holding such office having equal authority. The salaries, bonuses or other compensation, if any, of such individuals shall be fixed from time to time by the Board in accordance with the terms of any applicable employment or management agreement. Subject to the requirements of any applicable employment or management agreement, any delegation pursuant to this Section 3.2 may be revoked at any time by the Board, in the Board’s sole and absolute discretion.

Article 4

Transfer of Ownership Interests

The Member shall have the right to sell or otherwise voluntarily transfer the Member’s ownership interest in the Company to any person or entity at any time and on such terms and conditions as the Member may determine.

Article 5
Admission of Additional Members

Whether additional members shall be admitted as members of the Company shall be in the sole discretion of the Board. If, at any time, the Company has two or more members, the members shall with reasonable promptness make all amendments to this Operating Statement as are necessary to reflect their agreement concerning the allocation of the Company's profits and losses and other appropriate matters.

Article 6
Accounting and Records

6.1 Books of Account. The Company shall maintain a register showing the name, address, and capital contributions of the Member and shall keep books and records of the operation of the Company which are appropriate and adequate for the Company's business. The Member shall have access thereto at all reasonable times.

6.2 Fiscal Year. The fiscal year of the Company shall be the calendar year.

6.3 Tax Returns. The Board shall cause all required federal and state income tax returns for the Company to be prepared and timely filed with the appropriate authorities. Within ninety (90) days after the end of each fiscal year, the Member shall be furnished a statement suitable for use in the preparation of the Member's income tax return, showing the amounts of any distributions, contributions, gains, losses, profits, or credits allocated to the Member during such fiscal year.

6.4 Reimbursement. The Company shall either pay directly or reimburse expenses incurred by the Board and/or the Member in connection with and related to the business of the Company, upon presentation of proper documentation supporting such expenses.

Article 7
Dissolution

The Member, in the Member's sole and absolute discretion, may determine whether and when to dissolve the Company. Unless the Member otherwise elects, the bankruptcy or insolvency of the Member shall not be an event of dissociation, nor shall it cause the Company to be dissolved.

Upon the dissolution of the Company, the Board shall wind up the affairs of the Company. A full account of the assets and liabilities of the Company shall be taken. The assets shall be promptly liquidated and the proceeds thereof applied as required by law. With the approval of the Member, the Company may, in the process of winding up the Company, elect to distribute certain property in kind.

Article 8 Indemnification

The Company shall indemnify and hold harmless the Member, the Board and any authorized agent of the Company, to the fullest extent permissible under Massachusetts law, from any and all liabilities, obligations, expenses (including without limitation attorneys' fees), claims, demands, actions, suits or proceedings (civil, criminal, administrative or investigative), in which the Member, the Board or an authorized agent may be or become involved, as a party or otherwise, because such person is or was a member, manager or authorized agent of the Company, or such person's participation in the management of the affairs of the Company, whether or not such continues to be a member, manager or authorized agent at the time any such alleged liability or expense is paid or incurred.

Article 9 Amendments

The Member may amend or repeal the provisions of this Operating Statement or the Articles of Organization at any time.

Article 10 Miscellaneous

10.1 Governing Law. This Operating Statement and its formation, operation and performance, shall be governed, construed, performed and enforced in accordance with the laws of the Commonwealth of Massachusetts, excluding its conflict of law principles.

10.2 Severability. If any provision of this Operating Statement, or the application thereof to any circumstance, person or place, shall be held by a court or other tribunal of competent jurisdiction to be invalid, unenforceable or void, the remainder of this Statement and such provisions as applied to other circumstances, persons or places shall remain in full force and effect.

[signature page follows]

ADOPTED to be effective as of the 1st day of February, 2019, by the undersigned sole Member.

QPS US HOLDINGS LLC

By: V. Rungta

Name: Vishal Rungta

Title: Member



April 26, 2019

To whom it may concern:

We are the insurance broker for QPS Massachusetts Holdings LLC. In our capacity as QPS's insurance broker and risk consultant to the owners of the business we are advising them on solutions, ultimately the securing of insurance is the owner's responsibility. We are aware and understand the insurance requirements for the State of Massachusetts and will thus structure insurance options for their operations in Massachusetts to meet the requirements set forth below:

- (a) A Marijuana Establishment shall obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Should you require further conversation/verification, we are available to answer questions.

Regards,

Greg Winter
Producer
Alliant Cannabis & Agriculture Practice
Alliant Insurance Services, Inc.
Phone: 303 909 1719



February 28, 2020

Attn: Cannabis Control Commission
State of Massachusetts
Product Manufacturer Deficiency Notice – MPN281696

RE: Application of Intent Packet - Items 4

Dear Sir or Madam,

My name is Ankur Rungta and I am the Chief Executive Officer of QPS Massachusetts Holdings LLC (the “Company”).

The Company is applying for cannabis licensing for a proposed cultivation and manufacturing facility to be located at 105 Constitution Blvd. in Franklin, Massachusetts.

QPS Massachusetts Holdings LLC is a wholly-owned subsidiary of C3 Industries, Inc.

Included here is a table showing the ownership of C3 Industries, Inc. We have also included as part of this application the corporate documents for C3 Industries, Inc.

The only persons with Direct or Indirect Control of the Company are Ankur Rungta and Vishal Rungta. These two individuals comprise the Board of Directors of C3 Industries, Inc., the parent company of QPS Massachusetts Holdings LLC, and are the only shareholders that own over 10%.

Our third co-founder, Joel Ruggiero, does not sit on the Board of Directors, and does not own over 10%. However, given the key role he plays and since he is the third largest shareholder in C3 Industries, Inc. we have included him in our group of individuals that exercise Direct Control and have included his background information in this application.

None of our other employees exert any Direct or Indirect Control over the Company. Our Advisory Board is a purely informal group, with no official function and no governance role or control.

Please let us know if you have any additional questions. I can be reached directly at 734-323-1822 or by email at ankur@c3industries.com.

Sincerely,
Ankur Rungta

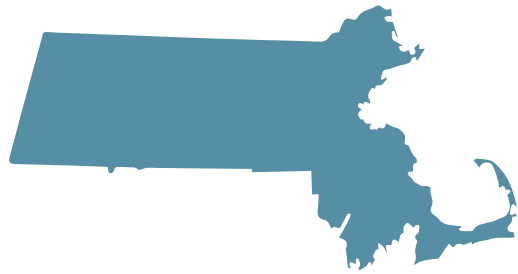
A close-up photograph of a cannabis plant with green serrated leaves and a central developing bud. The image has a teal color overlay.

QPS

Massachusetts Overview

Strictly Confidential

Executive Summary



QPS Massachusetts was launched in 2018 with the goal of becoming the premier recreational cannabis business in Massachusetts



Ankur Rungta
CEO



Vishal Rungta
President & CFO



Joel Ruggiero
Chief Horticultural Officer

Diverse leadership team, with expertise in capital raising, corporate law, cannabis cultivation and processing, facility design, construction and operation, and an extensive network of relationships in Massachusetts

37,200
square foot

facility planned for cultivation and manufactured products in Franklin, MA; company operates similar facilities in Oregon and Michigan

5
acre

site in Franklin, MA secured by the company with special use approval for cannabis cultivation and processing

3

dispensaries planned to be operated, as allowed under the state of MA adult use regulations

2021

target to begin retail and cultivation activities

Team



Ankur Rungta
CEO

Accomplished entrepreneur with experience across industries including law, real estate, media and cannabis

MOELIS & COMPANY

SULLIVAN & CROMWELL LLP

Highlights:

- Investment Banker at Moelis & Company specializing in real estate
- Attorney in the NYC Corporate Group of Sullivan & Cromwell



Vishal Rungta
President & CFO

Accomplished entrepreneur with experience across industries including finance, tech, media and cannabis



Highlights:

- Business Operations and Strategy at Google
- Private Equity Associate at TPG Growth

Investment Banker at Moelis & Company, focused on restructuring and capital markets



Joel Ruggiero
Chief Horticultural Officer

Cannabis cultivation expert with years of experience in the industry



Highlights:

- Award-winning Head of Cultivation at The Green Solution, a leading cannabis producer in Colorado
- Managed a 50,000 square foot cultivation facility
- Consulted on design, build out and operations in multiple states

Company Strategy

Very few of the large multi-state operators are building long-term value

Team

- Comprised of both experienced managers and operators
- Team combines consumer products & retail, cannabis and capital markets expertise
- Expertise results in higher quality product, targeted product decisions and authentic branding / marketing
- Competitors led by corporate teams with little understanding of product, consumer or brand

Brand

- Combined product expertise with significant brand strategy experience to create a leading cannabis brand
- Industry will be similar to wine industry; QPS is positioning to be a high-end brand
- Brands have high margins and consumer product valuations; competitors struggle to differentiate low-quality, commoditized offerings

Retail

- Combining strong products / brands with owned retail will strengthen brand awareness and margins
- Areas with restrictive licensing can be incredibly valuable retail assets with incomparable sales per sq. ft.
- Controlling full supply chain allows guaranteed distribution and further leverage in the wholesale markets
- Additional marketing and consumer mindshare opportunities by owning the point of sale experience

Early Mover

- QPS has built a scalable model and platform that can be rolled out for future growth and brand development
- Opportunity to grab market share and consumer mindshare early as the market continues explosive growth
- Opportunity to reap substantial margins while supply / demand in new markets is imbalanced
- Ability to establish the brand as a leading, high-end, credible provider

Existing QPS Facilities in OR and MI



Brand Partnerships

Ability to leverage experience and relationships to develop unique partnerships and aggressively build brand awareness at scale

Non-Cannabis Brands

- QPS is seeking to partner with various highly regarded non-cannabis brands to create co-branded cannabis products
- Industries for potential partnerships include:
 - Fashion
 - Alcohol
 - Food
 - Fitness / Nutrition
 - Skincare

Celebrities / Influencers

- QPS is seeking to partner with various highly regarded celebrities and other influencers to create co-branded cannabis products and product lines
- Targeting individuals with backgrounds including:
 - Film & Television
 - Professional Sports
 - F&B / Cooking
 - Nightlife
 - Social Media
- QPS executives have deep relationships in the media sector including with major talent agencies
- Conversation are ongoing with talent agencies, CAA and WME, on bringing their clients into the cannabis industry

Current Massachusetts Status



Design and Contracting

- QPS has engaged a top Denver cannabis architect and a MEP engineering team for facility design
- The Company previously worked with the same architect in Oregon and Michigan
- Facility design is complete with local permitting in process; construction expected to begin in spring/summer 2020



Real Estate

- Secured a five-acre site in Franklin, Massachusetts for recreational cultivation and processing
- Monitoring choice target jurisdictions for retail opportunities
- Engaged developer / broker team based in Boston to help secure locations for three dispensaries; targeting Boston and suburbs



State and City License

- Special use and site plan approval in Franklin for 37,000 square foot cultivation and processing facility
- Submitted state application materials in Q2 2019
- Engaged Vicente Sederberg as legal counsel to advise on licensing and regulatory



Projections

- Initial projections based on management experience, past performance and assumptions given key attributes of facilities
- QPS will continue to refine its assumptions as additional sites are identified and launched

Sequencing and Timeline

Q2/19

Q3/19 –
Q1/20

Q2/20 –
Q4/20

Q1/21 –
Q2/21

- Submit license applications
- Finalize engineering and permitting of cultivation / processing facility
- Secure retail location(s)
- Begin local licensing process on retail

- Continue to secure retail location(s)
- Continue local licensing process on retail
- Obtain initial state licenses (cultivation, processing, first retail)

- Commence construction of facility shell
- Begin tenant improvements for cultivation / processing
- Complete shell construction
- Complete tenant improvements and build out of cultivation / processing
- Continue local licensing process on retail

- Obtain final state licenses for cultivation / processing
- Launch cultivation and processing operations
- Begin cultivation / processing sales
- Launch retail locations

Financial Forecast

The forecast assumes a ~37,000 sq. ft. cultivation and processing facility, combined with 3 retail locations in the greater Boston metro

	2020	2021	2022	2023
Revenue				
Cultivation	\$0	\$6,187,500	\$9,835,379	\$10,011,161
Processing	\$0	\$3,453,750	\$7,240,179	\$10,751,786
Store #1	\$0	\$5,760,000	\$7,920,000	\$11,232,000
Store #2	\$0	\$4,176,000	\$7,326,000	\$9,000,000
Store #3	\$0	\$2,520,000	\$6,912,000	\$9,000,000
Total	\$0	\$22,097,250	\$39,233,558	\$49,994,946
Contribution Margin				
Cultivation	(\$175,000)	\$1,884,688	\$3,720,036	\$3,794,743
Processing	\$0	\$1,852,669	\$3,607,415	\$4,934,902
Store #1	(\$40,400)	\$1,809,280	\$2,403,460	\$3,254,536
Store #2	(\$40,400)	\$1,228,348	\$2,185,611	\$2,547,550
Store #3	\$0	\$656,410	\$2,058,976	\$2,547,550
Total	(\$255,800)	\$7,431,394	\$13,975,498	\$17,079,281
% Margin	<i>NM</i>	33.6%	35.6%	34.2%
Corporate SG&A				
Marketing	(\$50,000)	(\$300,000)	(\$400,000)	(\$400,000)
R&D	\$0	(\$200,000)	(\$200,000)	(\$200,000)
Accounting & Tax	(\$50,000)	(\$100,000)	(\$100,000)	(\$100,000)
Legal	(\$50,000)	(\$100,000)	(\$100,000)	(\$100,000)
Travel & Entertainment	(\$30,000)	(\$60,000)	(\$60,000)	(\$60,000)
Executive Management Team	(\$225,000)	(\$1,210,000)	(\$1,330,000)	(\$1,330,000)
Total SG&A	(\$405,000)	(\$1,970,000)	(\$2,190,000)	(\$2,190,000)
Total EBITDA	(\$660,800)	\$5,461,394	\$11,785,498	\$14,889,281
% Margin	<i>NM</i>	24.7%	30.0%	29.8%

Key Takeaways

Team

Extensive experience in the cannabis industry, generating award-winning product at state-of-the-art cultivation facilities

Mission

Build ~37K sq. ft cultivation & processing facility, open three retail outlets, and develop brand awareness

Market

Early mover advantage in Massachusetts, a sizeable market and future access point to multiple east coast markets

Projection

~\$50M of revenue and ~\$15M of annual pre-tax cash flow for the business



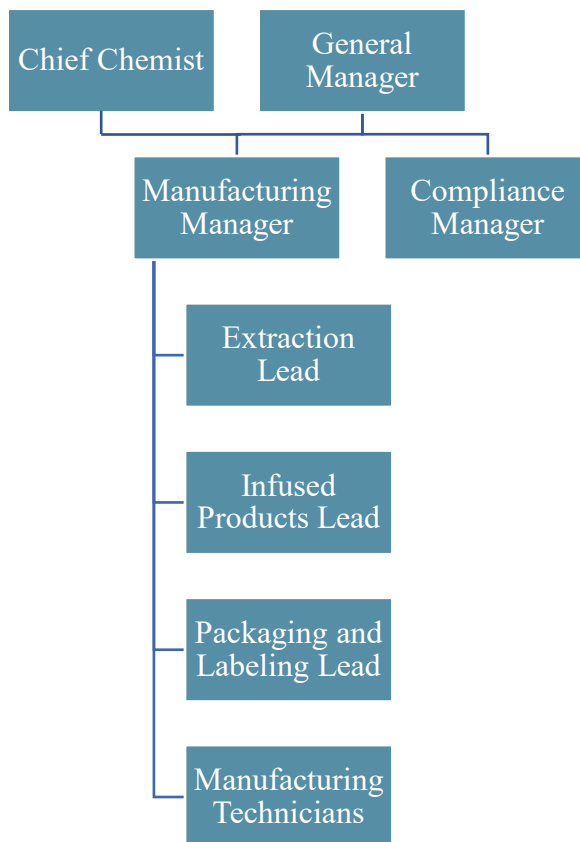
Qualifications & Training
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). The Center will be approximately 37,200 square feet and will be used to cultivate, process, and package marijuana products to be transferred to other Marijuana Establishments. QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has significant experience recruiting and training employees on the special rules and requirements specific to their job functions at a marijuana facility.

Staffing

QPS intends to maintain sufficient employment levels to operate lean, yet employ enough individuals to maintain safety, security and product quality. Employment levels will vary depending on actual canopy size and regulatory requirements. An example of QPS’ facility staff plan is as follows:



Training

QPS will originally hire all employees on a probationary basis. During this probationary period, candidates will complete a comprehensive training program and will be evaluated for suitability in a restricted-access environment. Training will be highly customized based on the role of each employee and the employee's level of experience and training. QPS ensures that all hired staff will complete training prior to performing job functions. Training will be held on-site and will cover the following topics:

1. General Training;
2. Responsible Vendor Training;
3. Health and Sanitation;
4. Legal Compliance;
5. Safety and Security;
6. Inventory Monitoring and Reporting/Recordkeeping;
7. Marijuana Product Education; and
8. Job Specific Roles.

General Training

QPS' general training will include, but is not limited to the following topics:

1. Recordkeeping – QPS will train its employees on its stringent recordkeeping protocols that ensure data acquired by all logging and tracking systems is responsibly and accurately maintained.
2. Inventory Monitoring and Reporting - QPS will ensure all employees are proficient in the facility's inventory protocols with respect to tracking, monitoring and reporting all marijuana and/or marijuana product(s) cultivated and/or manufactured at the facility.
3. Cash Handling – QPS will ensure all incoming employees are properly trained and informed of their cash handling responsibilities.
 - a. Employees will also be trained to recognize counterfeit currency and will receive general fraud protection training.
4. Facility Information – QPS will provide all requisite information to ensure all staff members are fully informed on the important facility specific information, such as understanding what the limited access areas are and the facility's hours of operations.

Responsible Vendor Training

QPS will have its facility designated as a “responsible vendor” by ensuring all current owners, manager, and employees attend and successfully complete a responsible vendor program. All new employees of QPS will also participate in a responsible vendor training program within their first ninety (90) days of service. Once an agent has completed a responsible vendor training program, they must complete the program annually to ensure QPS maintains status as a responsible vendor. QPS will maintain records of responsible vendor training compliance for at least four (4) years.

Administrative employees who do not handle or sell marijuana may take the responsible vendor program voluntarily.

Health and Sanitation

QPS will provide thorough training to all employees to mitigate potential sanitation or safety risks. An emphasis will be placed on the regular cleaning and sanitation of all areas where products may be present.

Health and sanitation training will focus primarily on contamination prevention and employees will learn best practices for preventing contamination of marijuana products from biological contaminants (e.g. parasites, mold, bacteria), physical contaminants (e.g. dirt, dust, glass) and chemical contaminants (e.g. cleaning compounds, sanitizing agents, solvents). QPS' health and sanitation training will primarily focus on the following topics:

1. Inventory inspections – Procedure for inspecting marijuana products for signs of damage (e.g. water damage), pests and expiration dates.
2. Cleaning and sanitizing – Procedures for:
 - a) regular cleaning of equipment, utensils and surfaces to protect against contamination; and
 - b) cleaning and sanitization of display cabinets, countertops and other service areas at the beginning and end of each shift, and throughout the day as needed.
3. Storage of chemicals – Procedures for identifying and storing chemicals, including cleaning compounds, sanitizing agents and solvents.
4. Handling of marijuana products – Protocol for proper sanitation and personal hygiene prior to handling any marijuana product.

Health and sanitation training will also include the protocol for handling, storing and disposing of marijuana waste. These policies and training programs are aimed at ensuring all employees are informed on how to cultivate and manufacture marijuana and/or marijuana product(s) in a safe and sanitary manner.

Legal Compliance

Legal compliance training will educate employees on local, federal, and state laws and regulations that QPS and its licensed facility may be subject to (“**Applicable Laws**”). The legal compliance training will focus particularly on the Applicable Laws that inform the day-to-day operations of the facility. Legal compliance training will include, but is not limited to, the following topics:

1. Inventory tracking compliance;
2. Required labeling and packaging of marijuana products;
3. Recordkeeping and confidentiality;
4. Prevention of illegal diversion of marijuana; and
5. Disposal of marijuana waste.

Employees will complete initial legal compliance training at new employee orientation and will receive additional training from time-to-time as necessary to track any relevant changes to any Applicable Laws.

Safety and Security

Each successful employee applicant shall undergo safety and security training before beginning their work at QPS. As a part of the employee orientation process, all employees will be provided with a copy of the final security plan of the facility, as well as security and safety training. Security

and safety training shall consist of examination and discussion of the security plan, premises orientation, emergency training, and situational training.

Initial employee safety and security training shall include, but is not limited to, the following topics:

1. Building orientation and access authority, which shall include:
 - a) The proper use and display of employee's identification and access badge for entry into the premises and main building entrance;
 - b) The proper use and display of employee's identification and access badge for entry into employee's authorized access areas;
 - c) Facility standard business hours and protocol for entry and exit outside standard business hours;
 - d) Employee's authorized entry and exit points;
 - e) Employee's locker; and
 - f) Restroom and sink facilities.
2. Measures and controls for the prevention of diversion, theft or loss of marijuana and/or marijuana product(s), which shall include:
 - a) Necessity of keeping all limited access areas locked and secure at all times;
 - b) Prohibited activities such as entrance into unauthorized access areas;
 - c) Awareness of video monitoring; and
 - d) Requirement to report any unusual activity, security concern, or loitering.
3. Procedures and instructions for responding to an emergency that will include:
 - a) Accident prevention training;
 - b) How to respond to an emergency;
 - c) Emergency service provider location;
 - d) Emergency service contact information;
 - e) Emergency first aid kit locations; and
 - f) Emergency exits and panic button locations.

Marijuana Product Education

QPS will provide comprehensive training of employees regarding various aspects the marijuana and/or marijuana product(s) to be cultivated and/or manufactured at QPS' facility. Such training will aim to provide all employees with a thorough understanding of the following topics:

1. The various marijuana strains, and the benefits and drawbacks of each;
2. The various marijuana products and consumption methods, and the benefits and drawbacks of each;
3. The various cannabinoids (including THC and CBD) found in marijuana products and the benefits and drawbacks of each;
4. Dosage information, cannabinoid content and serving size for different marijuana products; and
5. Warnings of the potential differing effects of various strains of marijuana products.

Marijuana product education training sessions will be held periodically to keep employees informed on new marijuana product(s) and information on marijuana strains that will be cultivated and/or manufactured.

Job Specific Roles

Prior to performing any job functions employees will learn the responsibilities of their position and how the position operates on a day to day basis. A component of this part of training is done in a shadowing context. New hires will spend time following around their supervisor and current agents working the same role. New hires will be able to visually experience a regular day in this position and will be able to ask questions.

Annual Training

Pursuant to 935 CMR 500.105(2)(a), QPS will ensure all of its employees receive at least eight (8) hours of on-going training annually. This training could cover a variety of topics ranging from updated laws and regulations to cannabis education. The General Manager is ultimately responsible for the topics covered in annual on-going training. QPS will utilize both internal and external experts and professionals in fostering on-going training. On-going training will be recorded and stored with the individual's personnel records.

Personnel Policies
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS will implement standard personnel policies that adhere to all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”).

QPS has developed standard personnel policies intended for use in each of its marijuana business. The following pages of this document provide detail of those policies. Please note that the following pages are for example purposes only as the specific document was written for QPS’ Oregon businesses. These policies will be modified, prior to operation, to reflect laws and best practices for Massachusetts.

QUALITY PRODUCT SOLUTIONS LLC

EMPLOYEE HANDBOOK

Last updated: April 2018

Welcome

Welcome to Quality Product Solutions (“QPS” or the “Company”)! We are delighted that you have chosen to join our organization and hope that you will enjoy a long and successful career with us. As you become familiar with our culture and mission, we hope you will take advantage of opportunities to enhance your career and further the Company’s goals.

Quality Product Solutions was founded in 2016 with goal of becoming on the leading cannabis cultivators in the state of Oregon, with a focus on superior quality for the discerning cannabis consumer. In 2017 and early 2018, the Company built out one of the most sophisticated cultivation facilities in the state, with cutting-edge equipment and technology.

Our mission is to be best-in-class and a leader in the Oregon cannabis industry as it continues to evolve. Together, our leadership has over 5 decades of experience in various disciplines. Our team and talent is our biggest asset and we look to continuously improve our capabilities and bring in new people where appropriate. Our employees use their creativity and skills to create the highest quality cannabis products. With your hard work, creativity, and talent, QPS will continue to achieve its goals. We sincerely hope you will take pride in being an important part of the Company's success.

Please take time to review the policies contained in this handbook. If you have questions, feel free to ask your supervisor or to contact the Human Resources Department.

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Employee Handbook Acknowledgment and Receipt

Employment at Will

Employment at QPS is on an at-will basis unless otherwise stated in a written individual employment agreement signed by an executive of the Company.

This means that either the employee or the Company may terminate the employment relationship at any time, for any reason, with or without notice.

Nothing in this employee handbook is intended to or creates an employment agreement, express or implied. Nothing contained in this or any other document provided to the employee is intended to be, nor should it be, construed as a contract that employment or any benefit will be continued for any period of time.

Any salary figures provided to an employee in annual or monthly terms are stated for the sake of convenience or to facilitate comparisons and are not intended and do not create an employment contract for any specific period of time.

Nothing in this statement is intended to interfere with, restrain, or prevent concerted activity as protected by the National Labor Relations Act. Such activity includes employee communications regarding wages, hours, or other terms or conditions of employment. Company employees have the right to engage in or refrain from such activities.

Equal Opportunity and Commitment to Diversity

Equal Opportunity

The Company provides equal employment opportunities to all employees and applicants for employment without regard to race, color, ancestry, national origin, gender, sexual orientation, marital status, religion, age, disability, gender identity, results of genetic testing, or service in the military. Equal employment opportunity applies to all terms and conditions of employment, including hiring, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation, and training.

QPS expressly prohibits any form of unlawful employee harassment or discrimination based on any of the characteristics mentioned above. Improper interference with the ability of other employees to perform their expected job duties is absolutely not tolerated.

Americans with Disabilities Act (ADA) and Reasonable Accommodation

To ensure equal employment opportunities to qualified individuals with a disability, QPS will make reasonable accommodations for the known disability of an otherwise qualified individual, unless undue hardship on the operation of the business would result.

Employees who may require a reasonable accommodation should contact the Human Resources Department.

Commitment to Diversity

The Company is committed to creating and maintaining a workplace in which all employees have an opportunity to participate and contribute to the success of the business and are valued for their skills, experience, and unique perspectives. This commitment is embodied in company policy and the way we do business at QPS and is an important principle of sound business management.

Harassment and Complaint Procedure

Sexual and other unlawful harassment is a violation of Title VII of the Civil Rights Act of 1964 (Title VII), as amended, as well as many state laws. Harassment based on a characteristic protected by law, such as race, color, ancestry, national origin, gender, sex, sexual orientation, gender identity, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law, is prohibited. It is The Company's policy to provide a work environment free of sexual and other harassment. To that end, harassment of QPS employees by management, supervisors, coworkers, or nonemployees who are in the workplace is absolutely prohibited. Further, any retaliation against an individual who has complained about sexual or other harassment or retaliation against individuals for cooperating with an investigation of a

harassment complaint is similarly unlawful and will not be tolerated. QPS will take all steps necessary to prevent and eliminate unlawful harassment.

Definition of Unlawful Harassment. “Unlawful harassment” is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of substantially and unreasonably interfering with an individual’s work performance; or otherwise adversely affects an individual’s employment opportunities because of the individual’s membership in a protected class.

Unlawful harassment includes, but is not limited to, epithets; slurs; jokes; pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law.

Definition of Sexual Harassment. “Sexual harassment” is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

- Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any individual’s employment or as a basis for employment decisions; *or*
- Such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive work environment.

Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating a work environment that is hostile, offensive, intimidating, or humiliating to workers may also constitute sexual harassment.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwanted sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one’s sex life, comments about an individual’s body, comments about an individual’s sexual activity, deficiencies, or prowess;
- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, brushing up against the body, sexual gestures, or suggestive or insulting comments;
- Inquiries into one’s sexual experiences; *and*
- Discussion of one’s sexual activities.

All employees should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment and retaliation against individuals for cooperating with an investigation of sexual harassment complaint is unlawful and will not be tolerated at QPS.

Complaint Procedure. Any employee who believes he or she has been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. You may, but are not required to, complain first to the person you feel is discriminating against or harassing you. You may complain directly to your immediate supervisor or department manager, the HR director, or any other member of management with whom you feel comfortable bringing such a complaint. Similarly, if you observe acts of discrimination toward or harassment of another employee, you are requested and encouraged to report this to one of the individuals listed above.

No reprisal, retaliation, or other adverse action will be taken against an employee for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons identified above.

All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality.

If the investigation confirms conduct contrary to this policy has occurred, The Company will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination.

Conflicts of Interest and Confidentiality

Conflicts of Interest

QPS expects all employees to conduct themselves and company business in a manner that reflects the highest standards of ethical conduct, and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interests.

Exactly what constitutes a conflict of interest or an unethical business practice is both a moral and a legal question. QPS recognizes and respects the individual employee's right to engage in activities outside of employment which are private in nature and do not in any way conflict with or reflect poorly on the company.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the employee should discuss this with a manager for advice and guidance on how to proceed. The list below suggests some of the types of activity that indicate improper behavior, unacceptable personal integrity, or unacceptable ethics:

1. Simultaneous employment by another firm that is a competitor of or supplier to QPS.
2. Carrying on company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest.
3. Holding a substantial interest in, or participating in the management of, a firm to which the company makes sales or from which it makes purchases.
4. Borrowing money from customers or firms, other than recognized loan institutions, from which our company buys services, materials, equipment, or supplies.
5. Accepting substantial gifts or excessive entertainment from an outside organization or agency.
6. Speculating or dealing in materials, equipment, supplies, services, or property purchased by the company.
7. Participating in civic or professional organization activities in a manner that divulges confidential company information.
8. Misusing privileged information or revealing confidential data to outsiders.
9. Using one's position in the company or knowledge of its affairs for personal gains.
10. Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.

Confidential Information

The protection of confidential business information and trade secrets is vital to the interests and success of QPS. Confidential information is any and all information disclosed to or known by you because of employment with the company that is not generally known to people outside the company about its business. Company techniques, processes, floorplans, equipment and general design are considered confidential; therefore, photos and recordings of facility interiors are prohibited.

An employee who improperly uses or discloses trade secrets or confidential business information will be subject to disciplinary action up to and including termination of employment and legal action, even if he or she does not actually benefit from the disclosed information.

All inquiries from the media must be referred to a Company executive.

This provision is not intended to, and should not be interpreted to, prohibit employees from discussing wages and other terms and conditions of employment if they so choose.

Employment Relationship

Employment Classification

In order to determine eligibility for benefits and overtime status and to ensure compliance with federal and state laws and regulations, QPS classifies its employees as shown below. The Company may review or change employee classifications at any time.

Exempt. Exempt employees are paid on a salaried basis and are not eligible to receive overtime pay.

Nonexempt. Nonexempt employees are paid on an hourly basis and are eligible to receive overtime pay for overtime hours worked.

Regular, Full-Time. Employees who are not in a temporary status and work a minimum of 30 hours weekly and maintain continuous employment status. Generally, these employees are eligible for the full-time benefits package and are subject to the terms, conditions, and limitations of each benefits program.

Regular, Part-Time. Employees who are not in a temporary status and who are regularly scheduled to work fewer than 30 hours weekly, but at least 20 hours weekly, and who maintain continuous employment status. Part-time employees are eligible for some of the benefits offered by the company and are subject to the terms, conditions, and limitations of each benefits program.

Temporary, Full-Time. Employees who are hired as interim replacements to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work the company's full-time schedule for a limited duration. Employment beyond any initially stated period does not in any way imply a change in employment status.

Temporary, Part-Time. Employees who are hired as interim replacements to temporarily supplement the workforce or to assist in the completion of a specific project and who are temporarily scheduled to work fewer than 30 hours weekly for a limited duration. Employment beyond any initially stated period does not in any way imply a change in employment status.

OLCC Marijuana Worker Permit

Generally, QPS requires all employees to have a marijuana worker permit issued by the OLCC. Employees are required to carry their worker permit at all times while representing the Company. Additionally, the Company will keep a copy of each employees' worker permit on file. If you have not yet applied for a permit, visit www.oregon.gov/olcc/marijuana/Pages/mjworkerpermit.aspx.

Background Checks

The Company, under direction of state and local laws, may request authorization to perform a background check. Generally, background checks are completed as part of pre-employment screening. Please contact your HR representative with detailed questions.

Diversion

Diversion is the unwanted movement and sale of *legal* marijuana into an illegal market, locally or over Oregon state lines. QPS prohibits employees from participation in diversion and will make all efforts to eliminate diversion from the Company's business. QPS has a zero-tolerance policy regarding diversion and, as such, any employee found to engage in diversion will be dismissed immediately. For questions about diversion, please ask your manager or HR representative.

Black Market

Like diversion, the Company views participation in the black market as any *illegally* produced marijuana or marijuana product sold into an illegal market, locally or over Oregon state lines. QPS prohibits employees from participation in the black market. Any employee found to engage in black market activities will be dismissed immediately. For questions about black market activity, please ask your manager or HR representative.

Work Week and Hours of Work

The standard workweek is from Sunday 12:00 a.m. until Saturday 11:59 p.m. Office hours are 8:30 a.m. to 5:30 p.m. Individual work schedules vary depending on the needs of each department.

Meal and Rest Breaks

Employees are entitled to a 30-minute unpaid meal break each day. If a nonexempt employee is required to work through a meal break, he or she will be paid for the 30-minute period. Employees are also entitled to two 15-minute rest periods each day. Meal and rest breaks will be scheduled by the department supervisor or manager.

Time Records

All nonexempt employees are required to complete accurate weekly time reports showing all time actually worked. These records are required by governmental regulations and are used to calculate regular and overtime pay. The Company will provide a platform for recording hours to each employee. Hours worked must be approved by a supervisor each week.

Overtime

When required due to the needs of the business, you may be asked to work overtime. Overtime is actual hours worked in excess of 40 in a workweek. Nonexempt employees will be paid time

and one half their regular rate of pay for all hours actually worked in a workweek. Paid leave, such as holiday, PTO, bereavement time, and jury duty does not apply toward work time. All overtime work must be approved in advance by a supervisor or manager.

Deductions from Pay/Safe Harbor

The Company does not make improper deductions from the salaries of exempt employees and complies with the salary basis requirements of the Fair Labor Standards Act (FLSA). Employees classified as exempt from the overtime pay requirements of the FLSA will be notified of this classification at the time of hire or change in position.

Permitted deductions. The FLSA limits the types of deductions that may be made from the pay of an exempt employee. Deductions that are permitted include:

- Deductions that are required by law, e.g., income taxes;
- Deductions for employee benefits when authorized by the employee;
- Absence from work for one or more full days for personal reasons other than sickness or disability;
- Absence from work for one or more full days due to sickness or disability if the deduction is made in accordance with a bona fide plan, policy or practice of providing compensation for salary lost due to illness;
- Offset for amounts received as witness or jury fees, or for military pay; or
- Unpaid disciplinary suspensions of one or more full days imposed in good faith for workplace conduct rule infractions.

During the week an exempt employee begins work for the company or during the last week of employment, the employee will only be paid for actual hours worked. In addition, an employee may be paid only for hours worked during a period when the employee is using unpaid leave under the Family and Medical Leave Act (FMLA).

Improper deductions. If an employee classified as exempt believes that an improper deduction has been taken from his or her pay, the employee should immediately report the deduction to the Human Resources Department. The report will be promptly investigated and if it is found that an improper deduction has been made, the company will reimburse the employee for the improper deduction.

Paychecks

The Company's pay period for all employees is biweekly on Friday. If pay day falls on a federal holiday, employees will receive their paycheck on the preceding workday. Paychecks may be directly deposited into your checking and/or savings accounts. Paychecks for final shifts and hours will be paid in accordance with ORS 652.140; please consult your Human Resources representative for specifics.

Access to Personnel Files

Employee files are maintained by the Human Resources department and are considered confidential. Managers and supervisors may only have access to personnel file information on a need-to-know basis. Personnel file access by current employees and former employees upon request will generally be permitted within 10 days of the request unless otherwise required under state law. Personnel files are to be reviewed in the Human Resources department. Employee files may not be taken outside the department. Representatives of government or law enforcement agencies, in the course of their duties, may be allowed access to file information. The Company will furnish copies of personnel files upon request.

Employment of Relatives and Domestic Partners

Relatives and domestic partners may be hired by the company if approved by a Company executive. For the purposes of this policy, “relatives” are defined as spouses, children, siblings, parents, or grandparents. A “domestic partnership” is generally defined as a committed relationship between two individuals who are sharing a home or living arrangements.

Current employees who marry each other or become involved in a domestic partnership will be permitted to continue employment with the company provided they don’t work in a direct supervisory relationship with each other or otherwise pose difficulties as mentioned above. If employees who marry or live together do work in a direct supervisory relationship with each other, the company will attempt to reassign one of the employees to another position for which he or she is qualified if such a position is available. If no such position is available, one of the employees may be required to leave the company.

Separation from Employment

In all cases of voluntary resignation (one initiated by the employee), employees are asked to provide a written notice to their supervisors at least 10 working days in advance of the last day of work. The 10 days must be actual working days. Holidays and paid time off (PTO) will not be counted toward the 10-day notice. Employees who provide the requested amount of notice will be considered to have resigned in good standing and generally will be eligible for rehire.

In most cases, Human Resources will conduct an exit meeting on or before the last day of employment to collect all company property, and to discuss final pay. If applicable, information regarding benefits continuation through the Consolidated Omnibus Budget Reconciliation Act (COBRA) will be sent to the employee’s home address.

Should it become necessary because of business conditions to reduce the number of employees or work hours, this will be done at the discretion of the company.

Workplace Safety

Drug-Free Workplace

It is the policy of QPS to maintain a drug- and alcohol-free work environment that is safe and productive for employees and others having business with the company.

The unlawful use, possession, purchase, sale, distribution, or being under the influence of any illegal drug and/or the misuse of legal drugs while on company or client premises or while performing services for the company is prohibited. The State of Oregon prohibits the consumption and unauthorized distribution of marijuana and marijuana infused products in licensed facilities. QPS employees are prohibited from any consumption or unauthorized distribution of marijuana on site.

Compliance with this policy is a condition of employment. Notwithstanding any provision herein, this policy will be enforced at all times in accordance with applicable state and local law.

Any employee violating this policy is subject to discipline, up to and including termination, for the first offense.

Smoke-Free Workplace

Smoking is not allowed in company buildings or work areas at any time. "Smoking" includes the use of any tobacco products, electronic smoking devices, and e-cigarettes containing nicotine cartridges.

Smoking is only permitted during break times in designated outdoor areas. Employees using these areas are expected to dispose of any smoking debris safely and properly.

Workplace Violence Prevention

QPS is committed to providing a safe, violence-free workplace for our employees. Due to this commitment, we discourage employees from engaging in any physical confrontation with a violent or potentially violent individual or from behaving in a threatening or violent manner. Threats, threatening language, or any other acts of aggression or violence made toward or by any employee will not be tolerated. A threat may include any verbal or physical harassment or abuse, attempts to intimidate others, menacing gestures, stalking, or any other hostile, aggressive, and/or destructive actions taken for the purposes of intimidation. This policy covers any violent or potentially violent behavior that occurs in the workplace or at company-sponsored functions.

All QPS employees bear the responsibility of keeping our work environment free from violence or potential violence. Any employee who witnesses or is the recipient of violent behavior should promptly inform their supervisor, manager, or the Human Resources Department. All threats will be promptly investigated. No employee will be subject to retaliation, intimidation, or discipline as a result of reporting a threat in good faith under this guideline.

Any individual engaging in violence against the company, its employees, or its property will be prosecuted to the full extent of the law. All acts will be investigated, and the appropriate action will be taken. Any such act or threatening behavior may result in disciplinary action up to and including termination.

The Company prohibits the possession of weapons on its property at all times, including our parking lots or company vehicles. Additionally, while on duty, employees may not carry a weapon of any type. Weapons include, but are not limited to, handguns, rifles, automatic weapons, and knives that can be used as weapons (excluding pocketknives, utility knives, and other instruments that are used to open packages, cut string, and for other miscellaneous tasks), martial arts paraphernalia, stun guns, and tear gas. Any employee violating this policy is subject to discipline up to and including dismissal for the first offense.

The company reserves the right to inspect all belongings of employees on its premises, including briefcases, purses and handbags, gym bags, and personal vehicles on company property.

Commitment to Safety and Security

Protecting the safety of our employees and visitors is the most important aspect of running our business.

All employees have the opportunity and responsibility to contribute to a safe work environment by using commonsense rules and safe practices and by notifying management when any health or safety issues are present. All employees are encouraged to partner with management to ensure maximum safety for all.

Due to the nature of the business, employees are asked to treat personal and company security as a top priority. The Company's safety and security procedures are outlined in its standard operating procedures and all employees will receive safety and security training covering such procedures.

In the event of an emergency, notify the appropriate emergency personnel by dialing 9 for an outside line, then dial 911 to activate the medical emergency services.

Emergency Closings

QPS will always make every attempt to be open for business. In situations in which some employees are concerned about their safety, management may advise supervisors to notify their departments that the office is not officially closed, but anyone may choose to leave the office if he or she feels uncomfortable.

If the office is officially closed during the course of the day to permit employees to leave early, nonexempt employees who are working on-site as of the time of the closing will be paid for a full day. If you leave earlier than the official closing time, you will be paid only for actual hours worked, or you can take PTO time. Exempt employees will be paid for a normal full day but are expected to complete their work at another time.

Workplace Guidelines

Attendance

All employees are expected to arrive on time, ready to work, every day they are scheduled to work.

If unable to arrive at work on time, or if an employee will be absent for an entire day, the employee must contact the supervisor as soon as possible. Voice mail and e-mail messages are not acceptable except in certain emergency circumstances.

Excessive absenteeism or tardiness will result in discipline up to and including termination. Failure to show up or call in for a scheduled shift without prior approval may result in termination. If an employee fails to report to work or call in to inform the supervisor of the absence for 3 consecutive days or more, the employee will be considered to have voluntarily resigned employment.

Job Performance

Communication between employees and supervisors or managers is very important. Discussions regarding job performance are ongoing and often informal. Employees should initiate conversations with their supervisors if they feel additional ongoing feedback is needed.

Generally, formal performance reviews are conducted annually. These reviews include a performance appraisal and discussion between the employee and the supervisor about job performance and expectations for the coming year.

Outside Employment

Employees are permitted to work a second job as long as it does not interfere with their job performance with QPS. Employees with a second job are expected to work their assigned schedules. A second job will not be considered an excuse for poor job performance, absenteeism, tardiness, leaving early, refusal to travel, or refusal to work overtime or different hours.

If outside work activity causes or contributes to job-related problems, it must be discontinued, or the employee may be subject to disciplinary action, up to and including termination.

Dress and Grooming

The Company provides a casual yet professional work environment for its employees. Specific dress code for each employee will be based on their department and function and will be set by their supervisor. The Company believes that it is important to always project a professional image to our customers, visitors, and coworkers. All employees are expected to dress in a manner consistent with good hygiene, safety, and good taste. Please use common sense. Any questions or complaints regarding the appropriateness of attire should be directed to the Human Resources department. Decisions regarding attire will be made by the Human Resources department and not by individual departments or managers.

Social Media Acceptable Use

The company encourages employees to share information with co-workers and with those outside the company for the purposes of gathering information, generating new ideas, and learning from the work of others. Social media provide inexpensive, informal, and timely ways to participate in an exchange of ideas and information. However, information posted on a website is available to the public and, therefore, the company has established the following guidelines for employee participation in social media.

Note: As used in this policy, “social media” refers to blogs, forums, and social networking sites, such as Twitter, Facebook, LinkedIn, YouTube, Instagram, and MySpace, among others.

Off-duty use of social media. Employees may maintain personal websites or web logs on their own time using their own facilities. Employees must ensure that social media activity does not interfere with their work. In general, the company considers social media activities to be personal endeavors, and employees may use them to express their thoughts or promote their ideas.

On-duty use of social media. Employees may only engage in social media activity during work time provided it is directly related to their work, approved by their manager, and does not identify or reference company clients, customers, or vendors without express permission. The company monitors employee use of company computers and the Internet, including employee blogging and social networking activity. Personal smart phones, tablets and computers will not be used to update Company social media accounts or used to post about the company, directly or indirectly.

Respect. Demonstrate respect for the dignity of the company, its owners, its customers, its vendors, and its employees. A social media site is a public place, and employees should avoid inappropriate comments. For example, do not use ethnic slurs, personal insults, or obscenity, or use language that may be considered inflammatory. Even if a message is posted anonymously, it may be possible to trace it back to the sender.

Post disclaimers. If an employee identifies himself or herself as a company employee or discusses matters related to the company on a social media site, the site must include a disclaimer on the front page stating that it does not express the views of the company and that the employee is expressing only his or her personal views. For example: “The views expressed on this website/Web log are mine alone and do not necessarily reflect the views of my employer.” Place the disclaimer in a prominent position and repeat it for each posting expressing an opinion related to the company or the company’s business. Employees must keep in mind that if they post information on a social media site that is in violation of company policy and/or federal, state, or local law, the disclaimer will not shield them from disciplinary action.

Competition. Employees should not use a social media to criticize the company’s competition and should not use it to compete with the company.

Confidentiality. Do not identify or reference company clients, customers, or vendors without express permission. Employees may write about their jobs in general but may not disclose any

confidential or proprietary information. For examples of confidential information, please refer to the confidentiality policy. When in doubt, ask before publishing.

New ideas. Please remember that new ideas related to work or the company's business belong to the company. Do not post them on a social media site without the company's permission.

Links. Employees may provide a link from a social media site to the company's website during employment (subject to discontinuance at the company's sole discretion). Employees should contact the Web design group to obtain the graphic for links to the company's site and to register the site with the company.

Trademarks and copyrights. Do not use the company's or others' trademarks on a social media site, or reproduce the company's or others' material without first obtaining permission.

Avoid statements about the company's future. Writing about projected growth, sales and profits, future products or services, marketing plans violates Company policy.

Legal. Employees are expected to comply with all applicable laws, including but not limited to, Federal Trade Commission (FTC) guidelines, copyright, trademark, and harassment laws.

Discipline. Violations of this policy may result in discipline up to and including immediate termination of employment.

Note: Nothing in this policy is meant to, nor should it be interpreted to, in any way limit your rights under any applicable federal, state, or local laws, including your rights under the National Labor Relations Act to engage in protected concerted activities with other employees to improve terms and conditions of employment, such as wages and benefits.

Bulletin Boards

All required governmental postings are posted on the boards located in the break room. These boards may also contain general announcements.

Employees are able to submit notices of general interest, such as for-sale notices; recreational-type announcements and/or club functions (e-mail should not be used for the aforementioned); postcards; expressions of gratitude or sympathy; and notices looking for/offering carpools, tickets, roommates, or pets. Please deliver notices to Human Resources.

The company reserves the absolute right to refuse permission to post or to take down any announcement. The Human Resources department approves, posts, and takes down all notices. All notices posted by employees will be removed after 2 weeks unless otherwise stipulated.

Solicitation

Employees should be able to work in an environment that is free from unnecessary annoyances and interference with their work. In order to protect our employees and visitors, solicitation by employees is strictly prohibited while either the employee being solicited or the employee doing the soliciting is on “working time.” “Working time” is defined as time during which an employee is not at a meal, on break, or on the premises immediately before or after his or her shift.

Employees are also prohibited from distributing written materials, handbills, or any other type of literature on working time and, at all times, in “working areas,” which includes all office areas. “Working areas” do not include break rooms, parking lots, or common areas shared by employees during nonworking time.

Nonemployees may not trespass or solicit or distribute materials anywhere on company property at any time.

Computers, Internet, Email, and Other Resources

The company provides a wide variety of communication tools and resources to employees for use in running day-to-day business activities. Whether it is the telephone, voice mail, fax, scanner, Internet, intranet, e-mail, text messaging, or any other company-provided technology, use should be reserved for business-related matters during working hours. All communication using these tools should be handled in a professional and respectful manner.

Employees should not have any expectation of privacy in their use of company computer, phone, or other communication tools. All communications made using company-provided equipment or services including email and internet activity, are subject to inspection by the company. Employees should keep in mind that even if they delete an email, voicemail or other communication, a copy may be archived on the company’s systems.

E-mails that are not job-related have the potential to drain, rather than enhance, productivity and system performance. You should also be aware that information transmitted through e-email is not completely secure, and information you transmit and receive could damage the reputation and/or competitiveness of the company.

The company encourages employees to use this tool only to communicate with fellow employees, suppliers, customers, or potential customers regarding company business. Internal and external e-mails are considered business records and may be subject to discovery in the event of litigation. Be aware of this possibility when sending e-mails within and outside the company.

Refrain from using e-mail in a manner that violates any of our company guidelines/policies, including but not limited to the Equal Opportunity and Harassment policies, the Conflict of Interest Policy, etc. Delete any e-mail messages prior to opening that are received from unknown senders and advertisers.

It is the company's goal to respect the dignity of employees at all times. Because e-mail, telephone and voice mail, and internet communication equipment are provided for company business purposes and are critical to the company's success, your communications may be accessed without further notice by Information Technology department administrators and company management to ensure compliance with this guideline.

The electronic communication systems are not secure and may allow inadvertent disclosure, accidental transmission to third parties, etc. Sensitive information should not be sent via unsecured electronic means.

Office telephones are for business purposes. While the company recognizes that some personal calls are necessary, these should be kept as brief as possible and to a minimum. Personal use of the company's cell phones, long-distance account, or toll-free numbers is strictly prohibited. Abuse of these privileges is subject to corrective action up to and including termination.

The company reserves the right to monitor customer calls to ensure employees abide by company quality guidelines and provide appropriate levels of customer service. Employees working in sales and customer service will be subject to telephone monitoring. Should an employee need to make or receive a personal call during work hours, a telephone designated for that purpose should be used. Should the subject matter of the conversation become personal while monitoring is taking place, monitoring of the call will immediately be discontinued.

It is also against company policy to turn off antivirus protection software or make unauthorized changes to system configurations installed on company computers. Violations of this policy may result in termination for a first offense.

Time Off and Leaves of Absence

Important Note: Many states and municipalities have laws related to leaves of absence and paid time off that include family and medical leave, paid sick leave, small necessities leave, leave for victims of domestic violence, etc. In addition, many have laws that are applicable to public sector employers. The provisions below only address federal law.

Holidays

The company observes the following holidays:

- New Year's Day
- Good Friday
- Memorial Day
- Independence Day
- Labor Day
- Thanksgiving Day
- Day after Thanksgiving
- Christmas

Any additional holidays will be designated by the company at start of each calendar year.

If one of these holidays falls on a Sunday, it will be observed on the following Monday. If the holiday falls on a Saturday, the company will select either the following Monday or the preceding Friday as a substitute holiday. The company reserves the right to pay eligible employees in lieu of time off if the holiday falls on Saturday.

Holiday pay. Salaried employees receive holiday pay immediately upon joining the company. Holiday pay shall be at the employee's regular straight-time rate. Additional compensation shall be provided to salaried employees that work a company holiday.

Hourly employees are not eligible for holiday pay; however, hourly employees that work a holiday will be paid at one and a half time their normal hourly rate.

Holiday pay eligibility shall further depend upon the employee working a full shift on the workday preceding the holiday and a full work shift on the workday following the holiday.

The only exceptions are:

1. The employee is ill and has submitted a doctor's statement,
2. The holiday falls during the employee's approved vacation period, or
3. The employee leaves work on the workday before or after the holiday because of an industrial accident.

Religious observances. Employees who need time off to observe religious practices or holidays not already scheduled by the company should speak with their supervisor. Depending upon business needs, the employee may be able to work on a day that is normally observed as a holiday

and then take time off for another religious day. Employees may also be able to switch a scheduled day with another employee, or take vacation time, or take off unpaid days. The company will strive to reasonably accommodate individuals' religious observances.

Vacation

QPS recognizes the importance of time away from work. Vacation time is earned depending on employment status, position and seniority.

Generally, employees should submit vacation plans to their supervisor at least 2 weeks in advance of the requested vacation date. Vacation may be scheduled in increments of 1 full work day up to a maximum of 2 weeks in a row.

Vacation time is earned on a pro-rata basis throughout the year. For example, an employee provided with 2 weeks of vacation, or 80 hours, per year will earn 3.076 hours per pay period. Vacation should be used in the year it is earned. Employees will be permitted to carry-over up to 80 hours of earned vacation time per year, with a maximum accrual of 160 hours.

Employees whose employment terminates, will be paid for unused vacation time that has accrued during the calendar year of the termination.

Sick Leave

The Company provides paid sick time to all employees at the start of employment. Employees will accrue 1.33 hours of paid sick time for each 40 hours worked, with a maximum of 40 paid hours of sick time per year. These hours do not roll over and unused time is forfeited at the close of the year.

Sick days are not intended to be used as a substitute for vacation days, but sick days may be used if an employee needs to provide care for a family member who is ill. Sick days may also be used if an employee needs time off for scheduled medical procedures.

If the need for sick leave is foreseeable, employees are asked to provide notice (e.g., a planned medical treatment) whenever possible. If the need for sick leave is not foreseeable, employees are asked to notify their supervisor as soon as is practical.

If employee misses 3 or more consecutive days because of illness, QPS may require the employee to provide a physician's written permission to return to work.

Family and Medical Leave

QPS complies with the federal Family and Medical Leave Act (FMLA) and Oregon Family Leave Act (OFLA), which requires employers to grant unpaid leaves of absence to qualified workers for certain medical and family-related reasons. The company abides by any state regulated leave

laws. The more generous of the two laws will apply to the employee if the employee is eligible under both federal and state laws.

Please note there are many requirements, qualifications, and exceptions under these laws, and each employee's situation is different. Contact the Human Resources department to discuss options for leave.

Reasons for Taking Leave. Under federal law, unpaid leave may be requested for pregnancy and prenatal care; preplacement activities, birth, adoption, or foster placement of a child; or the serious health condition of a child, spouse, parent, domestic partner, or the employee. State law may have additional reasons defined.

Military Family Leave Entitlements. Under federal law, unpaid leave may also be requested by eligible employees who have any qualifying exigency arising out of the fact that the spouse or a son, daughter, parent, domestic partner, or next of kin of the employee is on covered active duty (or has been notified of an impending call or order to covered active duty) in the armed forces and may use their 12-week entitlement to address certain qualifying circumstances. Qualifying circumstances may include deploying on short-notice, attending certain military events, arranging for alternative child care and school activities, addressing certain financial and legal arrangements, attending certain counseling sessions, engaging in rest and recuperation, and attending post deployment reintegration briefings.

The federal FMLA also includes a special leave entitlement that permits eligible employees to take up to 26 weeks of leave to care for a covered service member during a single 12-month period. This leave applies if the employee is the spouse, son, daughter, parent, domestic partner, or next of kin caring for a covered military service member or veteran recovering from an injury or illness suffered while on active duty in the armed forces or that existed before the beginning of the member's active duty and was aggravated by service or that manifested itself before or after the member became a veteran.

Leave Designation. If an employee does not expressly request FMLA leave, the company reserves the right to designate a qualifying absence as FMLA leave and will give notice of the FMLA designation to the employee. If an absence is a qualifying event under FMLA, the leave will run concurrent with short-term disability, long-term disability, PTO, workers' compensation, and/or any other leave where permitted by state and federal law.

Benefits. Under federal law, employers must continue healthcare benefits during FMLA leave as though the employees were still at work and must pay the employer's part of the premium. The employee will continue to be responsible for the employee's portion of the premium as well.

Interaction with Accrued Paid Time Off. FMLA leave, and paid vacation or sick time will run concurrently as provided under company policy except where prohibited by state law.

Job Protection. An employee's job, or an equivalent job, is protected while the employee is on leave. Both federal and applicable state laws require that employees be returned to their positions or to another job of like pay and status at the end of FMLA leave.

Note: If an employee is unable to return to work after the expiration of federal or state FMLA, an extension may be granted if the condition constitutes a disability under the Americans with Disabilities Act (ADA) or in certain workers' compensation cases.

Return-to-Work Policy. When such work is available, the company will attempt to provide an employee with a temporary modified or light-duty assignment in accordance with documented medical restrictions.

Military Leave

QPS supports the military obligations of all employees and grants leaves for uniformed service in accordance with applicable federal and state laws. Any employee who needs time off for uniformed service should immediately notify the Human Resources department and his or her supervisor, who will provide details regarding the leave. If an employee is unable to provide notice before leaving for uniformed service, a family member should notify the supervisor as soon as possible.

Upon return from military leave, employees will be granted the same seniority, pay, and benefits as if they had worked continuously. Failure to report for work within the prescribed time after completion of military service will be considered a voluntary termination.

All employees who enter military service may accumulate a total absence of 5 years and still retain employment rights.

Bereavement Leave

Employees with more than 3 months' service may take up to 3 days of paid bereavement leave upon the death of a member of their immediate family. "Immediate family members" are defined as an employee's spouse, domestic partner, parents, stepparents, siblings, children, stepchildren.

The company may require verification of the need for the leave. The employee's supervisor and Human Resources will consider this time off on a case-by-case basis.

Payment for bereavement leave is computed at the regular hourly rate to a maximum of 8 hours for 1 day. Time off granted in accordance with this policy shall not be credited as time worked for the purpose of computing overtime.

Jury Duty/Court Appearance

The company supports employees in their civic duty to serve on a jury. Employees must present any summons to jury duty to their supervisor as soon as possible after receiving the notice to allow advance planning for an employee's absence.

Employees will be paid for up to 2 weeks of jury duty service at their regular rate of pay minus any compensation received from the court for the period of service. Employees may use any accrued time off if required to serve more than 2 weeks on a jury.

If an employee is released from jury duty after 4 hours or less of service, he or she must report to work for the remainder of that work day.

Time for appearance in court for personal business will be the individual employee's responsibility. Normally, personal days or vacation days will be used for this purpose.

Time Off for Voting

QPS recognizes that voting is an integral part of being in a community. In almost all cases, you will have sufficient time outside working hours to vote. If for any reason you think this won't be the case, contact your supervisor to discuss scheduling accommodations.

Employee Benefits

Workers' Compensation

Workers' compensation is a "no-fault" system that provides compensation for medical expenses and wage losses to employees who are injured or who become ill because of employment.

QPS pays the entire cost of workers' compensation insurance. The insurance provides coverage for related medical and rehabilitation expenses and a portion of lost wages to employees who sustain an injury on the job.

The company abides by all applicable state workers' compensation laws and regulations.

If an employee sustains a job-related injury or illness, it is important to notify the supervisor and Human Resources immediately. The supervisor will complete an injury report with input from the employee and return the form to the Human Resources department. Human Resources will file the claim with the insurance company. In cases of true medical emergencies, report to the nearest emergency room.

Workers' compensation benefits (paid or unpaid) will run concurrently with FMLA leave, if applicable, where permitted by state and federal law.

EMPLOYEE HANDBOOK ACKNOWLEDGMENT AND RECEIPT

I hereby acknowledge receipt of the employee handbook of Quality Product Solutions. I understand and agree that it is my responsibility to read and comply with the policies in the handbook.

I understand that the handbook and all other written and oral materials provided to me are intended for informational purposes only. Neither it, company practices, nor other communications create an employment contract or term. I understand that the policies and benefits, both in the handbook and those communicated to me in any other fashion, are subject to interpretation, review, and change by management at any time without notice.

I further agree that neither this document nor any other communication shall bind the Company to employ me now or hereafter and that my employment may be terminated by me or the company without reason at any time. I understand that no representative of the Company has any authority to enter into any agreement for employment for any specified period of time or to assure any other personnel action or to assure any benefits or terms or conditions of employment, or make any agreement contrary to the foregoing.

I also understand and agree that this agreement may not be modified orally and that only an executive of the Company may make a commitment for employment. I also understand that if such an agreement is made, it must be in writing and signed by an executive of the Company.

Employee's Name in Print

Signature of Employee

Date Signed by Employee

TO BE PLACED IN EMPLOYEE'S PERSONNEL FILE

Recordkeeping Procedures
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has experience developing and implementing appropriate protocols to ensure accurate recordkeeping, including inventory protocols, are in compliance with all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”).

QPS maintains various records associated with business activity as company policy and good practice. Records maintained by QPS will be made available to the Commission upon request. When possible, QPS records shall be retained electronically and saved redundantly to avoid total loss. Following the potential closure of the prospective Marijuana Establishment, all QPS records shall be retained, at the expense of QPS, for a minimum of two (2) years, in a form and location acceptable to the Commission. The types of records to be maintained by QPS will comply with all requirements set out sections of 935 CMR 500.000 and subsection (9) of 935 CMR 500.105 and shall include, but not limited to:

1. **Financial Records:** Maintained in accordance with generally accepted accounting principles and kept electronically. Financial business records will include, but not be limited to: assets and liabilities, monetary transactions, books of accounts, sales records, salaries and wages, and all additional records outlined in subsection (9)(e) of 935 CMR 500.105 or required by the Commission from time to time. For more information on QPS’ waste disposal policies and procedures, please refer to the “Maintenance of Financial Records” section in this application.
2. **Personnel Records:** Maintained electronically and permanently, regardless of the employee’s current status with QPS. Personnel records will contain all the information outlined in subsection (9)(d) of 935 CMR 500.105. QPS will also maintain records of responsible vendor training program compliance for four (4) years and make same available to inspection by the Commission or any other applicable licensing authority upon request during normal business hours. After an employee is hired by QPS, a personnel file will be created containing information such as their resume, application, copy of government issued license, emergency contacts, and other details as may be required by the Commission. Employee records will be updated by QPS as necessary, such additional training records and/or disciplinary occurrence.
3. **Trainings:** Maintained electronically, QPS will maintain records of responsible vendor training program compliance for four (4) years. Training records will include, but not be

limited to, the scope of a training, and the names, signatures and titles of agents participating and instructing. QPS agents will complete additional trainings that may not be outlined by the Commission's rules and regulations. These additional trainings QPS may complete will be recorded, but may not be retained by QPS for a four (4) year period, which is required by the Commission for other training, such as the responsible vendor trainings. Training records will be maintained with an employee's personnel records.

4. **Contracts:** Maintained electronically and in hard-copy format. Contracts are retained indefinitely or until deemed unnecessary by QPS in its sole and absolute discretion. From inception, QPS will create a file, both physical and virtual, to store all contracts to which QPS is a party to (i.e., third-party vendor contracts, employment contracts, etc.). Signed contracts will be to the database for an indefinite period of time.
5. **Written Operating Procedures:** As required by subsection (8)(e) of 935 CMR 500.105 and maintained electronically. QPS expects these documents to evolve with the business; therefore, they are retained and updated into perpetuity. Written operating procedures will be stored in a database whose access will be limited to specific employees based on their position and job duties.
6. **Inventory Records:** Maintained electronically via the state appointed cannabis tracking system. Detailed inventory records are maintained as required by subsection (8)(e) of 935 CMR 500.105. Every inventory record will include, at minimum, the date of inventory, a summary of inventory findings, and the names, signatures and titles of those who conducted the inventory. Summarized inventory detail is maintained in accordance with financial record standards. If inventory records were taken by use of an oral recording device, they are promptly transcribed. For more information on QPS' waste disposal policies and procedures, please refer to the "Inventory Procedures" section in this application.
7. **Security Records:** QPS will maintain and retain all twenty-four (24) hour recordings from all video cameras for period of at least ninety (90) calendar days. These recordings will be made available to the Commission immediately upon request. Other security related records QPS maintains are security maintenance check reports, visitor logs, and daily security walk-through reports. Recordings will not be destroyed or altered and will be retained as long as necessary if QPS is aware of a pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information. All recordings will be maintained in a secure location to prevent theft, loss, destruction and alterations. For more information on QPS' waste disposal policies and procedures, please refer to the "Security Plan" section in this application.
8. **Transportation Records:** Maintained electronically or in hard-copy format, transportation records are any and all records not defined elsewhere in this document that include, but not limited to: manifest records, vehicle registration and inspection documentation, and drivers' licenses. For more information on QPS' waste disposal policies and procedures, please refer to the "Transportation of Marijuana" section in this application.
9. **Pesticide and Nutrition Records:** Maintained in either hard-copy format or electronically. Daily logs associated with plant nutrition are maintained in each respective operating department. Generally, these records will contain ninety (90) days of data, at which time they are transferred into archive via limited-access filing cabinet. Archived data is maintained for three (3) years.

10. **Waste Disposal Records:** Maintained either in hard-copy format or electronically as required under subsection (12) of 935 CMR 500.105, waste disposal records will include, at minimum, the date, type and quantity disposed or handled, the manner of the disposal or other handling, the location and the names of the QPS agents present with their signatures. Logs associated with waste are readily available with ninety (90) days of data, at which time they are transferred into archive via limited-access filing cabinet. Archived data is maintained for three (3) years. For more information on QPS' waste disposal policies and procedures, please refer to the "Quality Control and Testing" section in this application.
11. **Maintenance Records:** Maintained in electronic and hard-copy format. Work orders associated with building or equipment maintenance are retained for three (3) years.
12. **Visitor Logs:** Maintained in electronic and hard-copy format. Visitor logs are done by day and will include, at minimum, the visitors name, date and time of visit, and reason of visit. Visitor logs are retained for at least three (3) years after the day of visit.
13. **Seed-to-Sale Tracking Records:** Tracking records for all marijuana products as required by subsection (8)(e) of 935 CMR 500.105.
14. **Incident Reporting:** QPS will notify appropriate law enforcement authorities and the Commission of any breach of security immediately, and in any event no later than twenty-four (24) hours following discovery of the breach. Notification shall occur, but not be limited to, the occasions listed in subsection (7)(a) of 935 CMR 500.110.

Related Policies and Procedures:

Visitor Recordkeeping

QPS will limit access to its facility to pre-approved staff members, select outside vendors and/or contractors. Each visitor must be at least twenty-one (21) years of age or older, present a valid, government issued, photo identification and sign the visitor log to gain entry to the facility. Visitor logs will be available to the Commission and law enforcement upon request.

All outside visitors, vendors, and contractors must obtain a visitor identification badge prior to entering limited access areas. Visitors must display their visitor identification badge at all times during their visitation. Visitors are required to sign out upon exiting the facility. For additional security, QPS will require an authorized employee to accompany any visitor(s) that require access to secured areas where marijuana and/or marijuana product(s) are stored.

Recording Diversion, Theft, and Loss

In accordance with subsection (7)(a) of 935 CMR 500.110, QPS will ensure the Commission and law enforcement authorities are notified immediately upon discovering a breach of security. QPS staff will complete an incident report for breaches of security along with any other events deemed appropriate by management. QPS agents who witnessed, discovered, encountered or were otherwise involved in the incident, will be required to fill out an incident report. The General Manager is also required to complete an incident report for all occurrences. QPS will ensure all incident reports are filed and stored in a secure manner at the facility.

Access Restrictions
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has experience developing and implementing safety and security protocols and systems aimed at maintaining a safe and secure facility. QPS recognizes it is a privilege to maintain a license to operate a marijuana facility and understands there are considerable risks in operating a marijuana business. Those risks include risk of burglary and theft by outside parties, product diversion, and risk to the safety of our employees.

QPS is committed to ensuring a safe environment that mitigates as much risk as possible. Risk mitigation includes, but is not limited to, implementing the security requirements as mandated by all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”).

Security Measures

QPS deploys two primary practices to support the overall security of its Center: access restriction and surveillance monitoring. Exterior entrances of the Center will be secure with standard commercial-grade locking mechanisms. Entry through exterior doors will be controlled via electronic key-cards and/or key pad PIN entry. Internal man-doors will be controlled with identical key-cards and/or key pad PIN entry. Access to specific areas, such as limited access areas, are restricted by demonstration of need. For example, administrative employees are not permitted to enter the flower rooms.

The Center will also have 24-hour surveillance recording covering key areas of the interior and exterior of the building. Additionally, areas known to be high risk will be monitored more closely. For example, QPS believes that the post-production section of the Center is an area of high-risk due to the number of staff members handling marijuana. Equipment sufficient to eliminate blind spots will be installed and staff members shall review recordings of high-risk areas more frequently. Recordings will be saved digitally and periodically backed up to an offsite data storage partner. QPS will deploy surveillance systems to prevent and detect theft or loss of marijuana and/or unauthorized access. The security system will comply with all requirements imposed by the Applicable Laws, including, but not limited to, the Commission’s security requirements set out in 935 CMR.

For more information regarding QPS’ security policies and procedures, please refer to the “Security Plan” and “Storage of Marijuana” sections of this application

Prevention of Diversion

QPS prevents diversion to individuals younger than twenty-one (21) years old by positively identifying individuals seeking access into the Center through verifying the individual's active, government issued identification card.

Visitors' Access

Pursuant to 935 CMR 500.110, entry to the Center will only be granted to pre-approved staff and visitors twenty-one (21) years of age or older. Each visitor is required to show a valid, government-issued, photo identification and sign the visitor log. Identification is verified by QPS personnel at the entrance to the Center prior to receiving clearance. Visitors must leave their identification with the QPS personnel, which identification will be returned to the visitor at the end of their visit. During their visitation, the visitor will receive a visitor badge that must kept on their persons and visibly displayed at all times. Each visitation is tracked through a visitor log that contains, at a minimum, the first and last name of the visitor, the purpose of their visit, the date and time of the visit, and any notes by QPS staff. Visitor logs will be maintained for at least three (3) years. For more information on QPS' recordkeeping policies and procedures, please refer to the "Recordkeeping Procedures" section in this application.

In accordance with 935 CMR 500.030(1), the Company shall ensure each of its employees and/or agents:

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

Procedures for Quality Control
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate a marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has meaningful experience with quality assurance initiatives and third-party laboratory testing of marijuana and marijuana products. QPS will implement policies and procedures that adhere to all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”).

Sanitization and Cleanliness

For greater certainty, the Company shall ensure there is sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations in accordance with 935 CMR 500.105(3)(b)(4).

Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair in accordance with 935 CMR 500.105(3)(b)(6).

Designated, applicable areas of the Center, including utensils, equipment and infrastructure, will be sanitized with QPS and Commission approved cleaning agents and, on a schedule, to be determined by QPS. Cleaning and sterilization are ongoing efforts by QPS staff aimed at eliminating the risk of internal and external contaminants. Designated equipment such as feeding reservoirs will be cleaned when used, allowing for variance in the frequency of cleaning. The Center’s floors will be vacuumed and swept at least once per week.

For greater certainty, and in accordance with 935 CMR 500.105(3)(b)(9), all contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable.

QPS staff will shower and dress in sanitary scrubs at the start of each shift, reducing the threat of external environmental factors. QPS staff also are required to wash their hands before the start of each shift and upon entry and re-entry of the cultivation area. Staff may wash their hands in any bathroom or one of the multiple hand washing stations located throughout the Center.

The Center's water supply shall be sufficient for necessary operations and in accordance with all Applicable Laws, including, but not limited to 935 CMR 500.105(3)(b)(11). Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet the Center's needs.

The Company will ensure the Center's plumbing is of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Center. Plumbing shall properly convey sewage and liquid disposable waste from the Center. For certainty, and in accordance with 935 CMR 500.105(3)(b)(12), there shall be no cross-connections between the potable and waste water lines.

The Company ensure the Center is well-equipped and shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair.

Hand-washing facilities shall be adequate and convenient and shall be furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Center's production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices.

Plant environments will be controlled through the use of a proprietary software (the "**Software**") developed by a partner company in Oregon. The Software connects the lights and the HVAC into a single system to control the temperature, pressure, and rH levels of each room. Access to the system controls are available through an online application and a single control terminal in the production management office. QPS agents working at the Center are also subject to the requirements specified in 105 CMR 300. Any and all toxic items will be identified, labelled and stored in matters that prevent contamination with marijuana.

QPS will use the Marijuana Enforcement Tracking Reporting & Compliance system ("**METRC**"), the statewide monitoring system for integrated marijuana tracking, inventory and verification, which will enable QPS staff to retrace a plant's lifecycle back to its beginning phases.

All marijuana and/or marijuana product(s) shall be handled on clean surfaces with sterilized utensils. All marijuana and/or marijuana product(s) that are not handled in accordance with QPS policies will be segregated, reviewed, and disposed if necessary. QPS will implement standard operating procedures to ensure employees and all activities at the Center are in compliance with the requirements set out in section 105 CMR 500.105(3) "*Requirements for the Handling of Marijuana*".

As a required by subsection (3) of 935 CMR 500.105, QPS shall process the leaves and flowers of the female marijuana plant only, which shall be:

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

Pursuant to subsection 2(a) of 935 CMR 500.130, QPS will ensure that all edible marijuana products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500 – “*Good Manufacturing Practices for Food*” – and with the requirements for food handlers specified in 105 CMR 300 – “*Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*.”

In accordance with 935 CMR 500.105(3)(b)(15), the Company shall ensure the storage and transportation of finished products is under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

Testing and Sampling

Inventory that has been through the post-life process, but has not been tested in accordance with section 935 CMR 500.160 will be separated from all other marijuana and/or marijuana product(s). Packages containing untested marijuana and/or marijuana product(s) will be labeled in a similar manner as all other marijuana and/or marijuana product(s), but will be sealed and clearly labeled to indicate that the contents of the package(s) have not been tested. QPS will host regular sampling events with approved licensed Independent Testing Laboratories to ensure that samples are collected in a representative and fair manner. Inventory undergoing compliance testing is only released upon approved test results. QPS will ensure the results of all are maintained for at least one (1) year.

QPS will ensure all transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services complies with 935 CMR 500.105(13). For more information on QPS’ policies with respect to the transportation of marijuana to and/or from the Center, please refer to the “Transportation of Marijuana” section of this application.

QPS will have a written standard operating procedure for responding to laboratory results that indicate contaminant levels are above the acceptable limits identified in subsection (1) of 935 CMR 500.160. This policy will include, at a minimum, the following:

- (1) QPS must notify the Commission within seventy-two (72) hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch.
- (2) The notification must be from both QPS and the Independent Testing Laboratory, separately and directly.
- (3) QPS’ notification must describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Quarantine and Failed Tests

While unlikely, QPS may manufacture product that yields negative test results. In these instances, any contaminated inventory associated with a failed compliance test will be immediately segregated and labeled to indicate the marijuana and/or marijuana product(s) is not for use or sale due to negative test results. Contaminated product that cannot be remediated will be thoroughly researched to locate the cause of contamination and subsequently set up for destruction. Destruction activities will render the product unrecognizable and unusable. QPS will notify the

Commission of its findings within seventy-two (72) hours of receiving the relevant laboratory test results.

For more information on QPS' policies with respect to the storage of quarantined marijuana and/or marijuana products, please refer to the "Storage of Marijuana" section of this application.

Pursuant to subsection 5(b) of 935 CMR 500.130, QPS will maintain policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission.

Waste Disposal

All excess marijuana will be disposed of either by the Independent Testing Laboratory returning excess marijuana to QPS or by the Independent Testing Laboratory disposing directly. Any excess marijuana returned to QPS shall be disposed in a manner that complies with the requirements set out in section 935 CMR 500.105(12).

Only designated, authorized QPS agents are allowed to perform waste disposal activities, and performance of such activities must be in accordance with QPS' policies. Save and except for the General Manager, all other QPS agents must be authorized by QPS prior to performing any waste disposal activities. The performance of any waste disposal activities must be simultaneously completed by at least two (2) QPS employees at all times. The two (2) QPS employees must witness and document all information related to handling and disposal of any marijuana or marijuana product(s). A Waste Disposal Report will include, at minimum, the date, type and quantity product(s) disposed, the location, and the names of the agents who conducted the disposal activities. QPS will ensure adequate surveillance systems are installed in the disposal area to ensure the entirety of the waste disposal activity is clearly caught on camera and recorded. Before rendering the product useless, QPS agents are trained to log the appropriate information in regard to quantity, weight, storage bin details, relevant time and dates, and all other information required by the Commission. Once the QPS agents receive clearance from an authorized management personnel, the QPS agents will sign out the dumpster key and remove the designated bin or container from the quarantined area. The QPS agents will then mix the marijuana waste with solid waste product, rendering it unusable and unrecognizable. The trash bag will be placed into the locked dumpster prior to the QPS agents signing off on the report and filing the disposal report at the Center.

Maintenance of Financial Records
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

QPS Massachusetts Holdings, LLC (“QPS”) is seeking to operate a marijuana manufacturing and processing facility (the “Center”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “Property”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has experience maintaining financial information on the accrual basis in accordance with Generally Accepted Accounting Principles (“GAAP”). QPS will implement financial controls and reporting structures to ensure accuracy, security and data integrity. With respect to the maintenance of financial records, QPS will ensure the following:

1. **Recordkeeping:** QPS maintains its accounting records in QuickBooks Enterprise. This system supports detailed transaction data for QPS purchases, inventory valuation, revenue and payroll. QuickBooks is hosted via virtual private network through Right Networks. Data is stored on a secure server, as well as backed up to local computers daily. Supporting documentation for transactions are stored on Dropbox’s (a third-party data storage provider) secured servers. Access to QPS’ financial records are limited to authorized employees on an as needed basis. In addition, QPS will modify each authorized employees’ security settings to ensure their access is limited to only those requirements that are required to satisfy their job duties.
2. **Accounting Review:** QPS will engage with a third-party accounting firm to review annual financial reports for compliance with the GAAP.
3. **Tax:** QPS will engage with a third-party tax service to prepare and file all applicable local, federal, and state tax returns.

QPS will ensure the following business records are maintained:

- (i) Assets and liabilities;
- (ii) Monetary transactions;
- (iii) Books of account;
- (iv) Sales records; and
- (v) Salary and wages paid to each employee.

For more information on QPS’ recordkeeping policies and procedures, please refer to the “Recordkeeping Procedures” section in this application.

Diversity Plan
Product Manufacturing Application
105 Constitution Boulevard, Franklin, Massachusetts 02038
QPS Massachusetts Holdings, LLC

Introduction

QPS Massachusetts Holdings, LLC (“**QPS**”) is seeking to operate an indoor cultivation and marijuana manufacturing and processing facility (the “**Center**”) at 105 Constitution Boulevard in the town of Franklin, Massachusetts (the “**Property**”). QPS currently operates cultivation facilities in other states, including Oregon and Michigan. As a result, QPS has experience developing human resource (“**HR**”) policies and procedures that adhere to all state and local rules and regulations, as amended from time-to-time (the “**Applicable Laws**”), including the rules set forth by the Cannabis Control Commission (the “**Commission**”).

Any actions taken, or programs instituted, will not violate the Commission’s regulations with respect to limitations on ownership or control or other Applicable Laws.

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

Diversity Plan

QPS acknowledges the challenge of workplace diversity, stemming from differences of gender, race, age, sexual orientation and disability. QPS commits to the equitable treatment of all prospective and current employees, and will seek to encourage the participation in the cannabis industry by members of diverse groups, including pursuant to the programs outlined below.

QPS has a zero-tolerance policy against discrimination of any kind; occurrences of discrimination or perceived discrimination are investigated on a case-by-case basis. Employees, including management, found to have participated in a discriminatory event will be dismissed immediately.

The Company shall document the progress or success of this plan annually upon renewal (i.e., one year from provisional licensure whether or not QPS has a final license).

Goal #1: Workplace Diversity

Goal: QPS is committed to recruiting from a diverse, qualified group of candidates to increase diversity of thinking and perspective within the company’s operations. As such, QPS will strive to have at least 20% of its workforce at the Center comprised of women and minorities (collectively, the “**Identified Groups**”).

Programs:

1. QPS will advertise, at least once every six (6) months and on an as needed basis, employment

opportunities specifically targeting the Identified Groups through a variety of different publications and media, including, but not limited to, disseminating job postings through local print news outlets, community partners (i.e., word of mouth/referrals), and online mediums such as Diversityjobs.com, Facebook and LinkedIn. QPS will also seek to communicate openings to cannabis organizations in Massachusetts focused on women and minorities.

2. QPS will encourage current employees to recommend individuals from Identified Groups for employment. QPS will create formal programs for incentives for current employees to recommend individuals from Identified Groups that currently work in, or may be interested in entering, the cannabis industry. Employees will receive a bonus for each candidate referred from an Identified Group that is hired by QPS.
3. QPS will conduct at least two (2) job fairs per year and advertise any available positions at least twice per year in the local newspaper and other mediums listed in paragraph 1 above. The job fairs hosted by QPS will have a specific focus on targeting and attracting individuals from the Identified Groups.

Measurements:

1. QPS will collect demographic information on its workforce in order to determine the number of individuals from the Identified Groups that are employed at the Center, to ensure that 20% are individuals from the Identified Groups.
2. QPS will track the number of, and record the information related to (i.e., location, participation rate, etc.), job fairs hosted by QPS within each calendar year.
3. QPS will track the number of, and record the information related to (i.e., published medium, job description, etc.), job postings targeted at individuals from the Identified Groups within each calendar year.

Goal #2: Accessibility & Assistance

Goals: QPS is committed to supporting the entrance into the cannabis industry of individuals from the Identified Groups with the goal of helping such individuals establish long-term, rewarding careers in the industry. QPS will provide an internship to train and mentor at least one (1) individual per year from one of the Identified Groups that is interested in developing a career in the cannabis industry.

Programs:

1. QPS will offer a minimum three-month internship training program at least once per year. QPS will ensure that at least one intern in the internship program is from one of the Identified Groups.
2. QPS will conduct at least two (2) job fairs per year. The job fairs that are hosted by QPS will specifically focus on targeting and attracting individuals from the Identified Groups.
3. QPS will host at least two (2) information sessions related to career opportunities within the cannabis industry that will specifically focus on targeting and attracting individuals from the Identified Groups.

Measurements:

1. QPS will track the number of, and information related to (i.e., location, participation rate, etc.), job fairs hosted by QPS within each calendar year.
2. QPS will track the number, and record the subject matter, of information sessions hosted

within each calendar year.

3. QPS will track the number and demographic information of interns who entered QPS' internship training program within each calendar year to ensure at least one intern is from one of the Identified Groups.