



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281517
Original Issued Date: 04/26/2019
Issued Date: 04/16/2021
Expiration Date: 04/26/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Beacon Compassion, Inc.

Phone Number: 508-735-8682
Email Address: rina.cametti@gmail.com

Business Address 1: 900 Washington Street
Business City: Norwood
Business State: MA
Business Zip Code: 02062
Business Address 2: Ste A
Mailing Address 1: 900 Washington Street
Mailing City: Norwood
Mailing State: MA
Mailing Zip Code: 02062
Mailing Address 2: Ste A

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RPA201902

RMD INFORMATION

Name of RMD: Beacon Compassion, Inc
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 50
Percentage Of Control: 50
Role: Executive / Officer
Other Role:

First Name: Catherine **Last Name:** Carnetti **Suffix:**
Gender: Female **User Defined Gender:**
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Middle Eastern or North African (Lebanese, Iranian, Egyptian, Syrian, Moroccan, Algerian)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

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

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 **Percentage of Ownership:** 100
Entity Legal Name: BC Resources, LLC **Entity DBA:** **DBA City:**
Entity Description: Management Company
Foreign Subsidiary Narrative:
Entity Phone: **Entity Email:** **Entity Website:**
Entity Address 1: **Entity Address 2:**
Entity City: **Entity State:** **Entity Zip Code:**
Entity Mailing Address 1: **Entity Mailing Address 2:**
Entity Mailing City: **Entity Mailing State:** **Entity Mailing Zip Code:**
Relationship Description: Beacon converted from a non-profit corporation to a for-profit corporation on September 26, 2018. The for-profit corporation has issued 200,000 common shares, all of which are held by BC Resources LLC, a Massachusetts limited liability company. BC Resources LLC has provided all or substantially all of the real estate, management services, capital expenditures and working capital required to advance Beacon's application

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: BC Resources, LLC **Entity DBA:**
Email: stephen.angelo@gmail.com **Phone:** 508-530-2634
Address 1: 115 Lincoln Road **Address 2:**
City: Walpole **State:** MA **Zip Code:** 02081
Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of Capital Provided:** \$350000 **Percentage of Initial Capital:** 100
Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Catherine	Last Name: Cametti	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 2

First Name: Catherine	Last Name: Cametti	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Other	
Marijuana Establishment City: Framingham	Marijuana Establishment State: MA	

Individual 3

First Name: Catherine	Last Name: Cametti	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Other	
Marijuana Establishment City: New Bedford	Marijuana Establishment State: MA	

Individual 4

First Name: Stephen	Last Name: Angelo	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Attleboro	Marijuana Establishment State: MA	

Individual 5

First Name: Stephen	Last Name: Angelo	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Other	
Marijuana Establishment City: Framingham	Marijuana Establishment State: MA	

Individual 6

First Name: Stephen	Last Name: Angelo	Suffix:
Marijuana Establishment Name: Beacon Compassion Inc.	Business Type: Other	
Marijuana Establishment City: New Bedford	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 30 Franklin R McKay Road

Establishment Address 2:

Establishment City: Attleboro Establishment Zip Code: 02703

Approximate square footage of the Establishment: 88000 How many abutters does this property have?: 18

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
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	5bd1f39282d97d04a0076f4f	10/25/2018
Certification of Host Community Agreement	Beacon-Attleboro-HCAAttestion.pdf	pdf	5bd22578730d5d0462f11018	10/25/2018

Community Outreach Meeting Documentation	BeaconCommunityOutreach.pdf	pdf	5bfeb75abcbac00d7d74c1c1	11/28/2018
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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.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Beacon Compassion-PositiveImpactPlan.pdf	pdf	5bfeb9a4fe03b20d5f695d63	11/28/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
 First Name: Catherine Last Name: Cametti Suffix:
 RMD Association: RMD Owner
 Background Question: no

Individual Background Information 2

Role: Other Role:
 First Name: Stephen Last Name: Angelo Suffix:
 RMD Association: RMD Owner
 Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role:
 Entity Legal Name: BC Resources, LLC Entity DBA:
 Entity Description: Management Company
 Phone: 508-530-2634 Email: stephen.angelo@gmail.com
 Primary Business Address 1: 115 Lincoln Road Primary Business Address 2:
 Primary Business City: Walpole Primary Business State: MA Principal Business Zip Code: 02081
 Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	cert of good standing Comm of MA.pdf	pdf	5bd322ea813a010d917ab8ed	10/26/2018
Department of Revenue - Certificate of Good standing	Cert of good standing DOR Beacon.pdf	pdf	5bd322f24287b10d4f36e12d	10/26/2018

Bylaws	BeaconBylaws.pdf	pdf	5bd3bb5ad912bf0445fe4cfa	10/26/2018
Articles of Organization	BeaconArticlesofOrganization-MPN281517.pdf	pdf	5bfeba8125766f0d55cc3feb	11/28/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Beacon-DORCertificate.pdf	pdf	603977af93441135c0c30cc1	02/26/2021
Department of Unemployment Assistance - Certificate of Good standing	Beacon-DUA-Certificate.pdf	pdf	603977b1b3603835a49f23db	02/26/2021
Secretary of Commonwealth - Certificate of Good Standing	Beacon-SOS-Certificate.pdf	pdf	603977b875f93835952edd87	02/26/2021

Massachusetts Business Identification Number: 001347954

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	BeaconCompassion - Plan for Obtaining Liability Insurance.pdf	pdf	5bce0de3658c0f0c3ca7b2b5	10/22/2018
Business Plan	Beacon-Business Plan.pdf	pdf	5bd232bebcba00d7d749fd5	10/25/2018
Proposed Timeline	Beacon Compassion - Timeline.pdf	pdf	5e8b8be9961ad539052be776	04/06/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Beacon Compassion_ Restricting Access to age 21 and older.pdf	pdf	5bce0f4b2f2ea102ad5b9243	10/22/2018
Prevention of diversion	BCC-Prevention of Diversion.pdf	pdf	5bce0f63f747bc02b7d23cf4	10/22/2018
Storage of marijuana	Beacon Compassion-Storage of Marijuana.pdf	pdf	5bce0f732d28790c5008206c	10/22/2018
Transportation of marijuana	Beacon Compassion-Transportation of Marijuana.pdf	pdf	5bce0f7ff70a1a0c28f77178	10/22/2018
Dispensing procedures	Beacon Compassion - Dispensing procedures.pdf	pdf	5bce0fa93fbc330c461d29a5	10/22/2018
Personnel policies including background checks	Beacon Compassion - Personnel Policies Including Background Checks.pdf	pdf	5bce0fb81cc320027b4b3a8d	10/22/2018
Record Keeping procedures	Beacon Compassion - Record Keeping.pdf	pdf	5bce0fc88266760285ba7dfb	10/22/2018
Maintaining of financial records	Beacon- Maintaining of Financial Records.pdf	pdf	5bce0fda1cc320027b4b3a91	10/22/2018

Qualifications and training	Beacon - Training and Qualifications.pdf	pdf	5bd3304625766f0d55cc1e83	10/26/2018
Sample of unique identifying marks used for branding	BeaconMark.pdf	pdf	5bd34f13fe03b20d5f693c75	10/26/2018
Method used to produce products	Beacon-MethodUsedToProduceProducts.pdf	pdf	5bd3af15d912bf0445fe4cda	10/26/2018
Security plan	Beacon Compassion-Security Plan.pdf	pdf	5bfec1cfd84f77046ceee3fd	11/28/2018
Inventory procedures	Beacon Compassion-Inventory Procedures.pdf	pdf	5bfec46ffe03b20d5f695d83	11/28/2018
Quality control and testing	Beacon Compassion - Quality control and testing.pdf	pdf	5bfec6a5bcbac00d7d74c1f3	11/28/2018
Separating recreational from medical operations, if applicable	Beacon Compassion - Separating Recreational From Medical Operations.pdf	pdf	5bfed17382d97d04a0078fe6	11/28/2018
Types of products Manufactured.	Beacon-TypesOfProductsManufactured.pdf	pdf	5bfed9ae4088250d697fe47b	11/28/2018
Diversity plan	Beacon Compassion - Diversity Plan 2020.04.06.pdf	pdf	5e8bc290b3c49635509eb4e1	04/06/2020

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 Agree

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 Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: In an effort to comply with its Positive Impact Plan, the Applicant further defined its policies and procedures for ensuring that it will have the opportunity to interview and hire individuals from areas of disproportionate impact, including but not limited to hiring 15% of its staff from areas of disproportionate impact, and posting notices in the nearby disproportionately impacted communities of Taunton and Mansfield. Furthermore, a condition of the Applicants provisional license was providing a revised positive impact plan that is more consistent with the Commission's goals and objectives. Accordingly, the Applicant has attached a revised positive impact plan.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: In an effort to comply with its Diversity Plan the Applicant provides the following updates: (1) the Applicant has drafted a new diversity plan specifying that it intends seek parity in its workforce based on the American Community Survey 2010 US Census and hire approximately 48% women, 20% minorities, 12% persons with disability and 3% veterans; (2) the applicant has established a goal of ensuring that all of its employees receive annual training on diversity and sensitivity within the first 90 days of employment and once annually thereafter; and (3) established a defined community outreach program to ensure that it has the opportunity to interview a diverse group of applicants including posting notices in nearby cities, local newspapers of general circulation, and on MassHire.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	ProductManufacturing.pdf	pdf	5e54220961c9e9045a794a35	02/24/2020

Name of Item: N/A

Item Type: Edible MIP

Item Description: There were no products produced as the Licensee is still in provisional status and has yet to build out its facility.

HOURS OF OPERATION

Monday From: Open 24 Hours	Monday To: Open 24 Hours
Tuesday From: Open 24 Hours	Tuesday To: Open 24 Hours
Wednesday From: Open 24 Hours	Wednesday To: Open 24 Hours
Thursday From: Open 24 Hours	Thursday To: Open 24 Hours
Friday From: Open 24 Hours	Friday To: Open 24 Hours
Saturday From: Open 24 Hours	Saturday To: Open 24 Hours
Sunday From: Open 24 Hours	Sunday To: Open 24 Hours



Plan to Remain Compliant with Local Zoning

The City of Attleboro has an approved "Ordinance for Marijuana Businesses" that was approved in the summer of 2018. Beacon's proposed location of 30 Franklin R. McKay Road complies with all aspects of the ordinance as published, without any variances.

Our CEO is responsible for ensuring ongoing compliance with all municipal codes, ordinances and bylaws and obtaining all licenses, permits and approvals required for the operation of our facilities. We will remain in contact with the Attleboro City officials to keep an open line of communications

END OF DOCUMENT

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

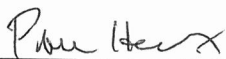
I, Catherine Cametti, (*insert name*) certify as an authorized representative of Beacon Compassion (*insert name of applicant*) that the applicant has executed a host community agreement with City of Attleboro (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 05/17/18 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Paul Heroux, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Attleboro (*insert name of host community*) to certify that the applicant and City of Attleboro (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 05/17/18 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community



Community Outreach Meeting Documentation

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, Catherine Cametti, (*insert name*) attest as an authorized representative of Beacon Compassion (*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 April 26, 2018 (*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 April 18, 2018 (*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 April 19, 2018 (*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 April 19, 2018 (*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*).

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.



Steve Angelo <stephen.angelo@gmail.com>

Fwd: Classified Ad# 375292 Confirmation

1 message

Douglas Rhodes <mmjnursedoug@gmail.com>
To: Steve Angelo <stephen.angelo@gmail.com>

Tue, Nov 6, 2018 at 8:52 PM

This should satisfy the request. I'll still dig out the hard copy.

----- Forwarded message -----

From: **Douglas Rhodes** <mmjnursedoug@gmail.com>
Date: Wed, May 9, 2018 at 2:36 PM
Subject: Fwd: Classified Ad# 375292 Confirmation
To: Rina Cametti <Rina.Cametti@gmail.com>

Hi,

This should open, let me know if I should try another format.

Thank you,

Doug

----- Forwarded message -----

From: <legals@thesunchronicle.com>
Date: Mon, Apr 16, 2018 at 11:13 AM
Subject: Classified Ad# 375292 Confirmation
To: <mmjnursedoug@gmail.com>

Receipt. Thank you, Becky Becky Jackson Legal Advertising The Sun Chronicle 508-

Attleboro, Mass. • Wednesday, April 18, 2018

B9

PUBLIC NOTICES

Meeting

YOU'RE INVITED! - NOTICE OF COMMUNITY MEETING

BEACON COMPASSION CENTER

Please join Beacon Compassion Center as we share our plans to open a Marijuana Cultivation and Marijuana Product Manufacturing Facility at 30 Franklin McKay Road in Attleboro. In this meeting, we will discuss security, diversion prevention, community involvement and planning and general operating information for the proposed facility. We will also provide an opportunity for Q&A.

WHO: Beacon Compassion Center

WHAT: Community meeting to discuss proposed Marijuana Cultivation and Product Manufacturing Facility in Attleboro

WHEN: Thursday, April 26, 2018 @ 6:30pm

WHERE: Elks Lodge #1014, located at 887 South Main Street, Attleboro, MA

Light refreshments will be served.

We hope to see you there!

04/18/2018

PUBLIC NOTICES

THE SUN CHRONICLE

ATTACHMENT A

34 South Main Street

Attleboro, MA 02703

Phone: 508-222-7018

Fax: 508-236-0463

Email: class@thesunchronicle.com

Advertising Receipt

BEACON COMPASSION CENTER

30 FRANKLIN MCKAY

ATTLEBORO, MA 02703

BEACON COMPASSION CENTER

30 FRANKLIN MCKAY

ATTLEBORO, MA 02703

Cust#:4174469

Ad#:375292

Phone#:508-472-6515

Date:04-16-2018

Salesperson: Becky Jackson
20.00

Classification: Public Notices

Ad Size: 2.0 x

Advertisement Information:

Description	Start	Stop	Ins.	Cost/Day	Total
Sun Chronicle Classified	04-18-2018	04-18-2018	1	78.20	78.20

Payment Information:

Date:	Order#	Type
04-16-2018	375292	Credit Card

Total Amount: 78.20

Total Payments: 78.20

Amount Due: 0.00

Note: It is the responsibility of the advertiser to notify The Sun Chronicle immediately if an error occurs.
Please check your ad carefully on the first day. The Sun Chronicle is only responsible for the first insertion only.

Ad Copy

Meeting

YOU'RE INVITED! - NOTICE OF COMMUNITY MEETING

BEACON COMPASSION CENTER

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WHO: Beacon Compassion Center

WHAT: Community meeting to discuss proposed Marijuana Cultivation and Product Manufacturing Facility in Attleboro

WHEN: Thursday, April 26, 2018 @ 6:30pm

WHERE: Elks Lodge #1014, located at 887 South Main Street, Attleboro, MA

Light refreshments will be served.

We hope to see you there!

04/18/2018

--

Doug Rhodes RN

ATTACHMENT A



375292.pdf

4K

AFFIDAVIT OF CATHERINE CAMETTI
Beacon Compassion, Inc
900 Washington Street, Suite A Norwood MA 02062
508-735-8682

Name: Catherine Cametti

Title: President / CEO

I Catherine Cametti, swear or affirm:

1. That I am the President / CEO for Beacon Compassion, Inc. located in the Commonwealth of Massachusetts.
2. That our organization has hand delivered the Community Outreach Notice to the Attleboro City authorities including the city clerk, the planning board, the contracting authority for the municipality, and local licensing authority for adult use of Cannabis
3. The delivery of the notice is evidenced in the following video which shows the licensing authority, in this case the Attleboro City Council reading directly from our notice at 1:42:00: <http://aacs15.com/node/9215>

SIGNED UNDER THE PAINS AND PENALTIES OF PERJURY. I SWEAR OR AFFIRM THAT THE ABOVE AND FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT TO THE BEST OF MY INFORMATION, KNOWLEDGE, AND BELIEF.

Dated: 11/14/18

Signed:

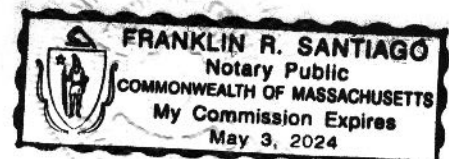

Catherine Cametti

Subscribed and sworn to or affirmed before me this 14th day
of, November, 2018
Month Year


Signature of Notary Public

My commission expires May 3rd, 2024.

Seal or stamp must be affixed to each original.



YOU'RE INVITED!
NOTICE OF COMMUNITY MEETING



Please join Beacon Compassion Center as we share our plans to open a Marijuana Cultivation and Marijuana Product Manufacturing Facility at 30 Franklin McKay Road in Attleboro. In this meeting, we will discuss security, diversion prevention, community involvement and planning and general operating information for the proposed facility. We will also provide an opportunity for Q&A.

WHO: Beacon Compassion Center

WHAT: Community meeting to discuss proposed Marijuana Cultivation and Product Manufacturing Facility in Attleboro

WHEN: Thursday April 26, 2018 @ 6:30pm

WHERE: Elks Lodge #1014, located at 887 South Main Street, Attleboro MA

Light refreshments will be served.

We hope to see you there!

ATTACHMENT C



Glissman, Daniel

From: budgetadmin@cityofattleboro.us
Sent: Tuesday, February 23, 2021 2:56 PM
To: Glissman, Daniel
Subject: RE: Beacon Compassion

Dan,

The establishment is not yet open and any staff time related to review of documentation or permitting would be de minimis.

Jeremy

Jeremy P. Stull

Director of Budget and Administration

City of Attleboro

77 Park Street | Attleboro, MA 02703

budgetadmin@cityofattleboro.us

Office: 508-223-2222 x3234

Cell: 508-216-4024



From: Alison Wood (legalsecretary@cityofattleboro.us) <legalsecretary@cityofattleboro.us>
Sent: Tuesday, February 23, 2021 2:47 PM
To: Jeremy Stull <budgetadmin@cityofattleboro.us>
Subject: FW: Beacon Compassion

Hi Jeremy,

Below is another request regarding the impact fee for a marijuana business. I confirmed with Building Inspection that they are not open yet.

Sincerely,

Alison Wood

Legal Secretary | Office of the Mayor

City of Attleboro | City Hall - Government Center |

77 Park Street | Attleboro, MA 02703

p: 508.223.2222 x3222 | f: 508.222.2513 | legalsecretary@cityofattleboro.us



From: mayoroffice@cityofattleboro.us <mayoroffice@cityofattleboro.us>
Sent: Tuesday, February 23, 2021 2:36 PM
To: Wood, Alison <legalsecretary@cityofattleboro.us>
Subject: FW: Beacon Compassion

Thank you,

Kathleen Ilkowitz

Administrative Assistant | Office of the Mayor
City of Attleboro | City Hall - Government Center |
77 Park Street | Attleboro, MA 02703
p: 508.223.2222 x3221 | f: 508.222.2513 | mayoroffice@cityofattleboro.us *Please note new email address



From: Glissman, Daniel (dglissman@princelobel.com) <dglissman@princelobel.com>
Sent: Tuesday, February 23, 2021 2:35 PM
To: 'mayoroffice@cityofattleboro.us' <mayoroffice@cityofattleboro.us>
Subject: Beacon Compassion

To Whom It May Concern:

This office represents Beacon Compassion, Inc. ("Beacon") in connection with the licensing and permitting of its proposed marijuana establishment at 30 Franklin R. McKay Road, Attleboro, MA 02703 (the "Establishment"). Beacon's license from the Cannabis Control Commission ("CCC") for the Establishment is currently up for renewal and as part of its renewal process, an applicant must request from its host municipality, the records of any costs incurred by the host municipality, reasonably related to the operation of the marijuana establishment.

Accordingly, pursuant 935 CMR 500.103(4)(f) and the CCC's renewal application requirements, we are respectfully requesting the records of any costs incurred by the City of Attleboro reasonably related to the operation of the Establishment. In accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Please do not hesitate to contact me directly if you have any comments or questions.

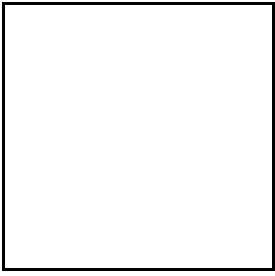
Thank you,
Dan

Daniel Glissman



Prince Lobel Tye LLP
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Glissman, Daniel

From: Glissman, Daniel
Sent: Tuesday, February 23, 2021 2:35 PM
To: 'mayorsoffice@cityofattleboro.us'
Subject: Beacon Compassion

To Whom It May Concern:

This office represents Beacon Compassion, Inc. ("Beacon") in connection with the licensing and permitting of its proposed marijuana establishment at 30 Franklin R. McKay Road, Attleboro, MA 02703 (the "Establishment"). Beacon's license from the Cannabis Control Commission ("CCC") for the Establishment is currently up for renewal and as part of its renewal process, an applicant must request from its host municipality, the records of any costs incurred by the host municipality, reasonably related to the operation of the marijuana establishment.

Accordingly, pursuant 935 CMR 500.103(4)(f) and the CCC's renewal application requirements, we are respectfully requesting the records of any costs incurred by the City of Attleboro reasonably related to the operation of the Establishment. In accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Please do not hesitate to contact me directly if you have any comments or questions.

Thank you,
Dan

Daniel Glissman



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Disproportionate Impact Plan

pursuant to 935 CMR 500.101

Summary

Beacon Compassion Inc. (“Beacon”) is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Beacon believes that marijuana establishments have an obligation to the health and well-being of their patients and consumers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. Beacon intends to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of individuals who consume marijuana.

Disproportionate Impact Plan

Beacon shall adopt a Disproportionate Impact Plan (“Plan”) for the purpose of achieving positive impacts within areas of disproportionate impact in Attleboro and throughout Bristol County.

Under the Plan, Beacon will establish the following goals:

1. Prioritize the hiring of local workers, with a particular focus on those from disadvantaged communities within Bristol County.
2. Agree to pay full real property and personal property tax, and waive rights of abatement.
3. Conduct outreach to the community in order to promote health and wellness, cannabis education and economic development.
4. Identify and support at least one local charitable organization active in the health, wellness and/or human services sector.

Programs and Continuing Efforts

To provide continuing service to areas of disproportionate impact, Beacon will implement programs to provide workforce development, industry-specific technical assistance and mentoring services in those areas. Beacon is committed to hosting and participating in programs and events that will support communities of disproportionate impact throughout Bristol County. The programs shall include community service days, charity events, and educational seminars, among other things. Beacon will require all executives, managers, and employees to participate, at least annually, in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting industry-specific educational seminars in one or more of the following: marijuana cultivation, marijuana product manufacturing, marijuana retailing, marijuana regulation and finance, or marijuana business training;
- Providing financial mentoring services or hosting organizations that provide these services;



- Partnering with and supporting organizations that provide civil rights, jail diversion and restorative justice programs;
- Providing transportation support for employees in these areas;
- Drafting and implementing hiring protocols that prioritize the hiring of individuals from areas of disproportionate impact;
- Having in-store donation drives, including direct giving and ongoing food and clothing drives, in a manner approved by the Commission.

Composition of Beacon's Team

As Beacon expands, Beacon's goal will be to assure that not less than 15% of individuals employed by the company reside in an area of disproportionate impact or have lived for three of the preceding five years in an area of disproportionate impact. Beacon will also strive to find and employ staff members that have experienced a drug-related crime or conviction but are otherwise legally employable in a cannabis-related enterprise. Beacon will focus hiring and education efforts on diverse populations including women, veterans and individuals from African American, Hispanic or Latino descent.

Beacon will strive to build a team that includes individuals who have previously held positions in organizations that serve areas of disproportionate impact. Beacon will also endeavor to hire or contract with individuals or organizations with experience in developing financial literacy, promoting economic education and empowering disproportionately impacted individuals or communities.

Measurement and Accountability

At least annually, Beacon will create a written report that will evaluate the Plan and its success in advancing positive impacts within Attleboro and throughout the region. The report shall describe the financial, cultural and employment impacts associated with the Plan. Beacon's first report will establish a baseline against which future achievements will be measured. Some of Beacon's commitments have been articulated in a host community agreement executed with the city, while others shall be expressed solely in the Plan. The report will express all of Beacon's work in serving areas of disproportionate impact, including achievements under the Plan and under the HCA. Beacon will share the report with the Commission and the community in a manner consistent with applicable regulations and Massachusetts law.

END OF DOCUMENT



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 28, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
BEACON COMPASSION INC.

is a domestic corporation organized on **September 26, 2018**, under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

A handwritten signature in blue ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18100002350

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

Processed by:



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L0899320448
Notice Date: October 10, 2018
Case ID: 0-000-515-883



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BEACON COMPASSION CENTER INC
900 WASHINGTON ST STE A
NORWOOD MA 02062-3498

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 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

BYLAWS

BEACON COMPASSION CENTER, INC.

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization. The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.

1.2 Purpose. To engage in civic, educational and benevolent activities as per Mass. Gen. Laws ch. 180 §4, including making medical marijuana available to qualified patients and their personal caregivers in a safe, healthy, and clean environment that complies with the laws of The Commonwealth of Massachusetts and the directives of the Massachusetts Department of Public Health. Additionally, the purpose includes providing palliative and other services to qualified patients, as well as educational materials regarding the potential benefits and dangers associated with the use of medical marijuana. As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a Corporation formed under said Chapter 180.

1.3 Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The directors may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The directors may adopt and alter the seal of the Corporation.

1.5 Fiscal Year. The fiscal year of the Corporation shall end on the December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.6 Annual Meeting. The annual meeting of the Corporation shall be held not later than the last day of November at such time and place, as the directors shall designate.

1.7 Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

1.8 Not-for-Profit Operation.

(a) The Corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its nonprofit purpose, in full accordance with 105 CMR 725.100(A)(1) and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance issued by the Massachusetts Department of Public Health.

(b) No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, member, officer, or director of the Corporation.

(c) No part of the net earnings or net income of the Corporation shall inure to the benefit of any

private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for sales, leases or loans, or personal services rendered which are necessary to carrying out the purposes of the Corporation.

(d) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried out by a Corporation that is formed under Mass. Gen. Laws ch.180, is a registered marijuana dispensary pursuant to 105 CMR 725.000 et seq. and is in compliance with the laws of the Commonwealth of Massachusetts.

Section 2. SHAREHOLDERS

The Corporation shall have no shareholders. Any action or vote required or permitted by Mass. Gen. Laws c. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with Mass. Gen. Laws c. 180, §3.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be controlled and governed by the Board of the Directors who may exercise all the powers of the Corporation as permitted by law.

4.2 Number and Election. By majority vote, the directors shall determine the number of directors and the manner by which new directors are nominated and elected. The directors may nominate and elect directors at any time, and such directors may serve full or partial terms. The names and addresses of the initial Board of Directors and Officers are set forth on Schedule A attached hereto.

4.3 Term of Office. The directors shall determine the length and number of terms to be served by directors, and these Bylaws will then be updated to reflect such term.

4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the president or by a majority of the directors then in office by delivering notice in writing by mail, facsimile or electronic transmission, at his usual or last known business or residence address of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

4.5 Executives and Staff. The Board of Directors, or any person duly authorized by the Board, may hire, retain and terminate executives and staff on behalf of the Corporation, in accordance with Massachusetts law and the laws of the United States. The Board may terminate any such staff, including the chief executive and any other officer, by majority vote.

4.6 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these Bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

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

4.8 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of directors and officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

4.9 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.10 Committees. The directors may establish committees and subcommittees that the directors deem necessary and proper to conduct the business of the corporation. Absent a unanimous vote of the board to the contrary, the directors shall establish the following committees: audit committee, compensation committee, and compliance committee. Such committees shall be populated as directed by the Board, and shall report to the board as directed from time to time.

4.11 Qualifications. The directors shall at all times have and qualify for a dispensary agent registry identification card issued by the Massachusetts Department of Public Health. At any time should a director fail to qualify for a dispensary agent registry identification card or have such card revoked pursuant to 105 CMR 725.000, the director shall be deemed automatically removed from the Board.

4.12 Presence Through Communications Equipment. Unless otherwise provided by law or by the articles of organization, directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar electronic or communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, secretary and such other officers, if any, as the directors may determine. The Corporation may also have such agents, if any, as the directors may appoint. An officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. In the event that officers retire or are otherwise removed, the officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

5.3 Tenure. The president, treasurer and secretary may each hold office for a term of not more than

three (3) years. Such term may be extended for a period of not more than three (3) additional years upon a majority vote of the Board of Directors.

5.4 President. Unless otherwise determined by the directors, the president shall have general charge and supervision of the affairs of the Corporation. If no chairman of the Board of Directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall have such other duties and powers as the directors shall determine.

5.5 Treasurer. Unless otherwise determined by the directors, the treasurer shall be in charge of the Corporation's books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the directors or the president.

5.6 Secretary. The secretary shall be responsible for keeping records of board meetings and board actions, including the taking of minutes at all board meetings, providing notice and board meeting announcements, preparing and distributing agenda and minutes to the directors, and assuring the proper maintenance of corporate records. In addition, the secretary shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and the address of each. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting. The secretary shall have custody of the seal of the Corporation.

5.7 Chairman of the Board of Directors. If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. If there is only one director of the Corporation, the director may not resign without appointing a new director, updating these Bylaws or dissolving the Corporation.

6.2 Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself). An officer may be removed for cause by unanimous vote (not including himself) only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

(a) upon a good faith finding by the directors of (i) the failure of such director or officer to perform his assigned duties for the Corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;

(b) upon any period of inactivity on the part of such director or officer for the preceding twelve month

period prior to such removal as determined by the directors in their reasonable discretion; and

(c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty (360) day period to perform his assigned duties for the Corporation. A determination of disability shall be made by the directors in their reasonable discretion, but requiring a unanimous vote of directors (not including the vote of the director who may be disabled).

6.3 No Right to Compensation. Except as provided in Section 1.8(b), no director or officer shall have any right to compensation as such director or officer for his service, or upon his resignation or removal, or any right to damages on account of such removal.

6.4 Vacancies. Any vacancy in any office or on the board of directors may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

6.5 Membership. Upon a majority vote, the directors may allow one or more additional directors to join the Board, whether or not such vote is precipitated by the occurrence of a vacancy.

Section 7. COMMITTEES

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 8. EXECUTION OF PAPERS

Except as the directors may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made in the course of the Corporation's regular business, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer. Except as otherwise provided by M.G.L. c. 180 or directed by the directors, the president may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The clerk of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the directors of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in

good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 9. PERSONAL LIABILITY

9.1 No Personal Liability. The directors and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

9.2 Corporate Obligations. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 10. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;
- (iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a

majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11. AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of a majority of the directors then in office.

Section 12. ACTIVITIES

12.1 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under Massachusetts law.

12.2 Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.3 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to

time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors shall select.

12.4 Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

12.5 Audits. Within four months after the close of the Corporation's fiscal year, the Corporation will prepare reviewed financial statements in accordance with generally accepted accounting principles (GAAP) and make these statements available to any interested parties. In the event that the Corporation has total gross revenue in excess of \$500,000.00 per year the Corporation will prepare independently audited financial statements, in accordance with GAAP, and make those available to any interested parties. In the event that the Corporation becomes a Public Charity under M.G.L. Chapter 12, Section 8 et seq. or is otherwise required by the Department of Public Health or any other provision of Massachusetts law to file audited or reviewed financial statements and a Form PC, such auditing and filing will be completed in accordance with GAAP and performed in a timely manner.

Section 13. INSURANCE

The Corporation may purchase and maintain insurance (including but not limited to insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while serving in this role, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 10. In addition the Corporation shall maintain liability insurance coverage in compliance with 105 CMR 725.105(Q).

Section 14.

CORPORATE INTEGRITY POLICY

It is the policy of the Corporation to encourage and enable directors, officers, and employees to make reports where they believe, in good faith, that acts or omissions unlawful under the laws of the Commonwealth of Massachusetts or unethical may have occurred. With this goal in mind, no one who, in good faith, makes a report shall be subject to retaliation in any form, including adverse employment consequences. Moreover, an employee who retaliates against someone who has made a good faith report is subject to discipline up to and including dismissal from the volunteer position or termination of employment. If after an investigation, the claim is determined to have been made in bad faith or was knowingly false, the individual making the claim will immediately have his or her position in the Corporation revoked.

Section 15. ANTITRUST POLICY

It is the policy of the Corporation to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, officers and employees shall not discuss with competitors:

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;
- Establishing market monopolies for products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
- Strategies or plans to give business or remove business from a specific company.

Furthermore, directors, officers, and employees shall not engage in any actions or understandings arising in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

In the event that additional directors are appointed, and Board of Director meetings occur, Corporation meetings shall follow a pre-approved agenda and meeting minutes will be prepared and available. Any questions regarding antitrust issues and the Corporation's activities shall be directed to the Chair of the Board, if any, and referred to counsel if deemed necessary.

Section 16. DISSOLUTION

Dissolution of the Corporation will comply with Mass. Gen. Laws ch. 180, s. 11. The directors may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. The Articles of Dissolution form will be filed with the Massachusetts Secretary of State. All annual reports for the last ten years will be filed with the Secretary of State. A letter to the Massachusetts Department of Revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid. Any remaining funds in the Corporation will be distributed as per the direction of the directors at the meeting authorizing the dissolution.

In the event that the dissolution also requires one or more RMD locations to close, cease conducting business or dissolve, the board of directors shall vote to take the following actions: written notice to the Massachusetts Department of Public Health; patients and caregivers that obtain medical marijuana will be notified of the Corporation's dissolution via mail, or in-person if the opportunity to notify the patient or caregiver arises prior to the closing of the doors of the Corporation's place of business; any remaining medical marijuana will be destroyed at the close of business, and disposed of in a manner consistent with 105 CMR 725.000 et seq. and with the policies and procedures of the RMD.

Section 17. SEVERABILITY

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

As set forth above, these Bylaws have been amended and adopted by a vote of the board as per Section 11 and affirmed by the President of the Corporation on this 8th day of September 2016.

A handwritten signature in black ink, appearing to read 'C. Cametti', is written over a horizontal line.

President, Catherine Cametti

To: Cannabis Control Commission
From: Beacon Compassion Inc.
Date: November 27, 2018
Re: Request for Additional Information dated November 6, 2018
Application No. MPN281517 – Management & Operations Profile

Question #1:

Copy of the articles of organization. 935 CMR 500.101(2)(e)(1) (required)

Note: Anthony Ciavattone, Edgar H. Ballenas M.D., Yana Minzberg and Stephen O'Reilly are listed on the articles of organization but not named within your application. Please add them to your application of intent and background check packets or provide documentation explaining why they do not fit the definition of an executive, manager, person with direct or indirect authority over the operation, or that of a close associate. If they are added, they will need background authorization forms submitted.

Response to Question #1:

Attached please find a copy of the articles of entity conversion for the applicant Beacon Compassion Inc. By operation of law, these articles stand as the articles of organization for the applicant. The applicant previously submitted to the Commission the original articles of organization from August 2013.

For purposes of informing the Commission, the applicant will hereby provide a brief statement of the applicant's corporate history. This history is reflected in the documents on file with the Secretary of State. Baystate Medical Enterprises Inc. was formed on August 9, 2013. The company changed its name to Beacon Wellness Center Inc. on February 14, 2014. The company changed its name to Beacon Compassion Center Inc. on June 23, 2015. On September 26, 2018, the company experienced a corporate conversion by filing articles of entity conversion with the Secretary of State. Upon completion of the conversion, the company assumed the name Beacon Compassion Inc., and converted from a non-profit company under Mass. Gen. Laws ch. 180 to a for-profit company under Mass. Gen. Laws ch. 156D.

Therefore, the applicant entity is Beacon Compassion Inc. As set forth on the articles of entity conversion, Catherine Cametti has served as the sole officer and director of the company since the company's conversion in September 2018. Attached please find a copy of the articles of entity conversion, certified by the Department of Public Health on June 26, 2018 and now on file with the Secretary of State.

Anthony Ciavattone, Edgar H. Ballenas MD, Yana Minzberg and Stephen O'Reilly are not listed in any capacity in the articles of entity conversion. While those individuals did participate as

directors prior to the corporate conversion, they have no ongoing corporate relationship with the applicant. Therefore, these individuals do not fit the Commission's definition of executive, manager, person with direct or indirect authority over the operation, or close associate. Therefore, the applicant need not amend its application of intent or provide background check packets for these individuals.

D

The Commonwealth of Massachusetts


William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

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

Beacon Compassion Center, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of June 26, 2019.


Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Beacon Compassion Center Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Beacon Compassion Center Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Beacon Compassion Inc.

ARTICLE II

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

To transact business as a medical marijuana establishment in accordance with Chapter 55 of the Acts of 2017, and to engage in the cultivation, processing, and sale of medical marijuana and medical marijuana infused products, and to engage in any other lawful business.

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	200,000			

ARTICLE IV

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

None.

ARTICLE V

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

None.

ARTICLE VI

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

None.

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
900 Washington Street, Suite A, Norwood MA 02062
- b. The name of its initial registered agent at its registered office:
Catherine Cametti
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Catherine Cametti

Treasurer: Catherine Cametti

Secretary: Catherine Cametti

Director(s): Catherine Cametti

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Medical Marijuana Establishment
- f. The street address of the principal office of the corporation:
900 Washington Street Suite A, Norwood, MA 02062
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

900 Washington Street Suite A, Norwood, MA 02062

(number, street, city or town, state, zip code)

, which is

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

Signed by: _____

(signature of authorized individual)

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

on this

22nd

day of

September

2010

✓ 502231

COMMONWEALTH OF MASSACHUSETTS

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

1317794

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$475 having been paid, said articles are deemed to have been filed with me this 26th day of September, 2018, at _____ a.m./p.m.
time

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

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

STa

Examiner

Ray

Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

Andrea F. Nuciforo, Jr.

One International Place, Suite 1400

Boston, Massachusetts 02110

Telephone: (617) 535-7720

Email: anuciforo@nuciforo.com

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

SECRETARY OF THE
COMMONWEALTH
2018 SEP 26 PM 3:58
CORPORATIONS DIVISION

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Plan for Obtaining Liability Insurance

Beacon Compassion has discussed with multiple insurers options for obtaining and maintaining general and product liability insurance coverage in compliance with 935 CMR 500.105(10).

Specifically, Beacon Compassion has confirmed the availability of policies including: general liability insurance 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, with a liability policy deductible of less than \$5,000 per occurrence.

Beacon Compassion will work with the insurer to meet the strict underwriting criteria concerning loss by theft or diversion. Our analysis indicates that many of these criteria match the Department's security requirements, in some cases exceeding them. For example, insurers require security measures to deter and prevent unauthorized entrance into areas containing cannabis, as well as the use of a highly-rated, permanent safe for its storage. Insurers also offer credits to dispensaries, which test 100% of their product, defined as at least one flower from each crop of each strain being harvested, as certified by an independent testing laboratory. The general and product liability coverage we will obtain, upon being awarded a certificate of registration, will meet or exceed requirements contained within 935 CMR 500.

END OF DOCUMENT



Business Plan



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Mission Statement:

The mission of Beacon Compassion is to create an atmosphere that promotes total wellness in a warm, friendly, patient- focused environment. Qualified registered patients and adults over 21 will be able to safely and conveniently access both medical-grade cannabis products as well as educational materials. The staff will treat each patient/customer with respect while guiding them through the process. Beacon Compassion is committed to balancing the needs of the patient/customer with public safety and the community. Beacon Compassion will partner with the community through donations to local charities, community events and nonprofits. Beacon Compassion will observe and when possible exceed all state and local regulations.

Vision Statement:

Beacon Compassion will strive to achieve our vision of becoming a provider of choice for medicinal grade cannabis products by:

- Empowering each patient/customer to make the appropriate choices.
- Offering access to education materials covering a wide range of topics.
- Providing low-cost affordable medicine to patients who demonstrate a hardship.
- Operating in a completely transparent manner and being accessible and accountable to the community.
- Carefully following and enforcing all local and state regulations to ensure public safety.

About Beacon Compassion:

Health and education will be Beacon Compassion's primary focus. We will dispense safe, high-quality cannabis products that are professionally processed, packaged and presented to patients/customers in a comfortable, secure environment. Our staff will be well trained and attentive, aiming to serve patients/customers respectfully and with compassion. We will offer educational services in addition to medicinal quality cannabis products, . The goal of offering educational services is to provide tools to increase the overall health of patients/customers. Products and services are to be offered regardless of patients' ability to pay, so no one in need is ever turned away.

Beacon Compassion plans to open its doors in 2019. Beacon will provide alternative medicine to approved patients and cannabis products to adults over 21 years old. In



addition to providing high-quality, pharmaceutical grade cannabis, we intend to help our patients/customers improve their quality of life.

Legal compliance, fiscal responsibility and community involvement will remain pillars of our operation. Beacon Compassion's management team consists of long time Massachusetts residents that have demonstrated prior success in operating local businesses that contribute to the community. With decades of expertise in business management, law enforcement, medical and pharmaceutical services, we have the skills and commitment necessary to ensure a well-run, well-managed marijuana establishment. Our well-rounded team is respected and has been frequently recognized for their contributions in their industries. We have also partnered with additional industry leaders in the form of our advisory board, cultivation consultant, local attorney, and public relations specialist. With this team of professionals, we are confident that we have the expertise necessary to run a successful registered marijuana dispensary.

Beacon Compassion goals are to:

- Build a world class, secure, transparent facility and associated education services that patients will recognize as a leader in the industry.
- Hire and train the best local talent in the surrounding area, who reflect our passion for helping patients.
- Achieve recognition for our community outreach programs and our direct involvement in local civic activities.
- Bring high quality educational opportunities and services to the local community
- Work to change the perception of marijuana from an illegal drug to one of medicinal value.
- Ensure that all members of our organization treat each patient/customer with dignity and respect.

Strategic Implementation

Given the nature of the cannabis industry, Beacon will be taking a phased approach to it's implementation. Upon completion of all phases of our project, Beacon will be operating three retail/medical dispensaries, a full production/processing center including a commercial kitchen and up to 100,000 sq ft of cannabis cultivation space.

Phase I:

This is our current phase. In this phase we will be starting with a limited implementation of cultivation and processing. From a cultivation perspective we will limit the footprint to no more than 30,000 square feet of canopy space. With regards to processing/production activity, we will be implementing a limited configuration of extraction technology to be able to produce concentrates (solvent and solventless) and vaporization pens.

**Phase II:**

In the subsequent project phase we will be implementing our approved retail centers for medicinal and adult use retail sales.

Phase III:

In the next phase of our project we will be increasing our cultivation canopy space as well as implementing a commercial kitchen for the introduction of edibles and additional processed products. We will continue the cultivation canopy space over time under this phase until we either reach the maximum canopy space allowed by law or until any other business dynamics dictate that we discontinue our expansions.

Products and/or Services

Beacon Compassion will be phasing in its products offerings over time. In phase I of our project we will be providing the following cannabis related products:

- Cannabis Flower
- Cannabis Concentrates - Solventless
- Cannabis Concentrates - Solvent based
- Vape Pen Cartridges

We will be implementing additional products in subsequent phases of our project. The products produced in phase I will be medicinal grade flower and a limited set of concentrates. Our concentrates will be limited to hashes, waxes, shatters, crumbles, sap, budder etc with a combination of solvent based and solventless offerings. All solvent based extractions will be in a compliant C1/D1 chamber.

Market Assessment

The Massachusetts cannabis market is in its infancy with adult-use sales still pending, only 40 RMD's approved for sale and 55,000 patients. The demand for and acceptance of cannabis products from both patients and adults over 21 is at the highest level in our nation's history. Beacon has spent the last 4 years engaging communities and has positioned its retail centers in high traffic retail zones. There are approximately 600,000 residents that live within a 5 mile radius of our retail centers and approximately 200,000 cars pass our retail locations on any given day. Target demographics at our retail centers will be patients and adults over 30 years of age.



Given our phased approach and the fact that retail will not be open in the initial phase, our customers will be other retailers and we will establish wholesale relationships with them for our products.

Timing

Below is a high level timeline of our project. This is not meant to be an exhaustive list, but one that captures the relevant high level milestones.

<i>Activity</i>	<i>Timeframe*</i>
Application Submission	October 26, 2019
Application Approval	January 30, 2019
Begin of Construction	March 1, 2019
End of Construction	June 30, 2019
Approval to grow	July 15, 2019
Begin Production	November 15, 2019
Approved to Sell	December 15, 2019

* Anticipated

Funding

All funding for this project will be from BC Resources, LLC.

END OF DOCUMENT



Restricting Access to Age 21 and Older

In compliance with 935 CMR 500.105, 500.110 and 500.140, Beacon Compassion shall restrict access to our facilities to anyone that is age 21 and older. This access is restricted through a layered defense system where the primary line of defense is ensuring that all facility exterior doors are locked and monitored. Primary entry doors will be equipped with two way audio/video capabilities to identify an individual before entering the facility. Once allowed entry, the next layer of defense is introduced where the individual will enter a vestibule/man-trap or security area where their credentials are reviewed and their age confirmed by Beacon personnel. Where possible, we will utilize electronic ID scanning technology to confirm the individual's age. Any individual that has not been adequately verified to be at least 21 years of age will not be admitted entry into the facility.

With regards to any Beacon Compassion retail facilities, if the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless they produce an active medical registration card issued by the DPH. If the individual is younger than 18 years old, he or she will not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card.

END OF DOCUMENT



Personnel Policies Including Background Checks

Beacon Compassion has developed set of policies to ensure employees have a complete and thorough understanding of any applicable regulations as well as what's expected of them to perform their duties. Beacon Compassion will not hire any employee that hasn't undergone a background check per the requirements contained within 935 CMR 500. Beacon Compassion will maintain workers compensation insurance for all employees and will comply with both Massachusetts and Federal requirements for workplace posting.

All potential employees will undergo a comprehensive background check including but not limited to the requirements under 935 CMR 500 and will be screened to provide the following information to identify any employees who may not be eligible for employment:

1. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
2. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
3. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
4. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant;
5. Professional references to be contacted to validate dates of employment, job function, responsibilities. Validation of current employer may also be required.



As part of the new hiring process, employees will complete extensive operations and compliance training specific to 935 CMR 500 et. seq. Every employee will receive job description and a detailed employee guide and handbook that addresses a wide range of topics including: alcohol, smoke, and drug-free workplace; immediate dismissal for dispensary agents who divert marijuana or engage in unsafe practices; reporting these infractions to law enforcement and/or state officials; safety and security policies; complying with FMLA, COBRA, EEO, Non-Discrimination, Anti-Harassment, ERISA; HIPAA; email policy; 935 CMR 500 et. seq.; business and working hours; wages and benefits; employment categories; performance reviews; disciplinary procedures; veteran preferences; CORI/background checks; and information on our compliance hotline.

Personnel record for each marijuana establishment agent will be maintained for at least 12 months after termination of the individual's affiliation with Beacon Compassion.

END OF DOCUMENT



Record Keeping

Beacon Compassion will maintain records in compliance with 935 CMR 500 in accordance with generally accepted accounting principles including, but not limited to:

- Operating Procedures
- Inventory Records
- Seed to Sale Tracking Records
- Personnel Records
- Business Records
- Waste Disposal Records

Any paper documents that require retention will be stored in a locked cabinet with limited access and can be made available for auditing on demand. Electronic records shall be secured with logical access protections and backed up.

All applicable records will be available for the state regulatory body upon request. All personnel records will be maintained for at least twelve (12) months after termination.

In the event Beacon Compassion ceases operations, we will retain all records for at least two (2) years in a form and location acceptable to the state regulatory agency.

END OF DOCUMENT



Maintaining of Financial Records

Beacon Compassion will maintain its financial records in accordance with generally accepted accounting principles and any requirements contained within 935 CMR 500. Our Financial Record Control Procedures demonstrate conformance to specific regulatory requirements. These procedure applies to all records, regardless of form, that pertain to the company's finance-related activities and are required to demonstrate implementation of and conformance to the company's Financial Management System (FMS).

Our CFO is responsible for maintaining a list of finance records and for controlling record distribution. All finance personnel are responsible for ensuring that the financial records they generate are legible, accurate, and timely.

Beacon will create a formal record retention policy classifying document types and their related retention periods. This policy will address the following, at a minimum:

- Identification of Financial Records
- Financial Record Generation
- Financial Recordkeeping and Traceability
- Financial Record Retention and Long-Term Storage
- Financial Record Maintenance

All electronic systems will be protected to ensure the confidentiality, integrity and availability of all financial records. Details on these protections can be found in our security policy.

END OF DOCUMENT



Training and Qualifications:

Qualifications:



Job Title: Director of Cultivation

Job Description:

- Perform all the tasks in the grow cycle, including transplanting, feeding, cloning, cropping, inventory management, etc
- Hire, train and manage a cultivation team
- Establish and retain sufficient number of lead cultivation technicians and cultivation technicians at facility and ensures proper training of lead cultivation technicians and cultivation technicians
- Ensure that the quantity, mix, and yield of strains planted will meet patients' and the overall patients' market needs for medicine and treatment, meet the dispensaries' demands for product and meet processing's needs for the quantity, mix and yield of strains that will be used to produce the desired amount of each of the company's product brands.
- Set cultivation goals and performance metrics and criteria
- Establish planting and harvesting schedules
- Set budgets for cultivation operations
- Identify and track the characteristics of the various strains planted to maximize growing efficiency
- Develop growing and facility utilization plans to maximize growing efficiency for the company's mix of products and needed strains
- Ensure that parts, equipment and supplies are adequately ordered for cultivation operations.
- Ensure adequate and accurate management reporting
- Ensure that all cultivation-related SOPs are followed including, but not limited to:
All cultivation practices, Inventory, GAP, IPM
- Ensure staff is trained and knowledgeable on state and federal regulations.

Qualifications

- Horticulture background, with Bachelor's degree preferred
- 3-5 years' experience leading a large scale commercial plant cultivation center
- Knowledge of plants, diseases, insects and fungi, as well as plant treatment options
- Operations management mindset and approach to leading the cultivation center



Job Title: Cultivation Manager

Job Description:

- Direct and coordinate cultivation activities including planting, cloning, harvesting, irrigation, nutrients, drying, trimming and curing - including involvement in the design, planning activities.
- Lead all indoor cultivation operations, while maintaining full compliance with the state of MA, and local rules and regulations, ensuring that corporate guidelines are enforced and standard operating procedures are maintained and adhered to.
- Direct the cultivation RD efforts regarding cannabis propagation planning and cultivation to ensure the company's brand remains one of the most innovative cultivators of ultra-premium cannabis in the industry.
- Areas of responsibility include propagation, vegetation, trimming, and distribution of flower. Manage and develop a team of top level multi-purpose cultivators
- Plan and develop procedures for harvesting, drying, planting, cloning etc.
- Develop budgets and run operations with an eye towards costs and bottom line results, including evaluating ongoing capital improvement needs.
- Other responsibilities include; keeping detail records, schedule all cultivation operations, train employees, maintain inventory and plant counts. and maintain seed to sale counts, software.

Qualifications:

- Education: BS Degree in Horticulture, Plant Bio, Business Mgt or related field required - Masters a plus
- Indoor: 3+ yrs commercial indoor or greenhouse cultivation experience managing and developing top performing teams
- Reporting: Budget responsibility and KPI reporting to executive management
- Knowledge: Expert knowledge of plants including; multiple varieties, disease/insect resistance, high yield strains
- Operations: Track record of success in developing and executing large scale commercial operations
- Growing Methods: Must have expert knowledge in various growing methods and treatments incl beneficial bacteria, nutrients, plant diseases, insects and fungus.
- Knowledge: in nutrient of individual strains, high yield recipes, controlled stress environments to different lighting systems and setups



Job Title: Cultivation Technician

Description:

- Sowing, thinning, weeding, transplanting, moving plants, watering, applications, potting, shipping and loading.
- General duties around the indoor growing facility as they relate to the upkeep of it.
- Monitoring plant pests and other perils, with a keen eye for spotting issues before they become a problem.
- Harvesting .
- Follow GMP protocols and follow Good Agricultural Practices (GAPs)
- Manage marijuana plants, giving each individual plant the attention it needs.
- Maintain a clean and organized work environment.

Physical Demands

- The physical demands described here are representative of those that must be met by an employee to successfully perform the essential functions of this job.
- The employee must be able to lift up to 65 pounds and be able to maneuver between growing tables that are 24 inches apart.
- The employee must also be able to repeatedly carry 15-20 pounds the length of warehouse.

Qualifications:

- Must be 21 years of age.
- High School Diploma or equivalent
- 1 - 2 years experience as an individual contributor. Basic math skills.
- Communication Proficiency.
- Time Management.
- Self-directed, organized, and detail-oriented with strong problem solving and decision making skills.
- Able to work efficiently and accurately.
- Flexible, collaborative, team-oriented person with good communication skills.
- Must be a dexterous, adaptable individual.
- Must possess the ability to execute techniques consistently
- Must possess the ability to work effectively and in a cohesive team atmosphere with all areas.
- Must be able to work in a safety aware environment. Preferred Qualifications
- Bachelor's Degree or horticultural, Technical Certification preferred
- Prior nursery, landscaping, and/or agricultural experience.
- Experience in medical cannabis industry or other alternative healthcare organizations is highly desirable.
- Knowledge of growing techniques, including; Germination, Cloning, and Transplantation. Work



Job Title: Harvest Manager

Job Description:

- Responsible for all aspects of daily harvest operations to ensure that production goals are met.
- This includes correct quantity, quality, and post-harvest handling on all product until it leaves the facility.
- Maintain a safe work environment for employees.
- Drives proactive safety programs and ensures employees are compliant with legal and regulatory requirements such as OSHA and Work Safety protocols.
- Will hire, train, and discipline employees as needed according to policy
- Supervises assigned employees involved with harvest operations.
- Ensures compliance federal and state laws including wage and hour laws.
- Approves and submits employee time-cards to Payroll.
- Collaborate with other managers/supervisors and their crew(s) to ensure harvest operations run efficiently and effectively.
- Keep detailed harvest records and submit to appropriate management.
- Monitor quantity and quality of harvested product.
- Operate and schedule maintenance of any related harvesting equipment.

Qualifications:

- High School Diploma and 5 years of Agricultural experience required. Prefer Bachelor's degree or a combination of some college coursework and agricultural work experience.
- Some experience with growing, harvesting or production forecasting required.
- Knowledge of food safety laws, regulations, guidelines and standards.
- Have a good safe working knowledge of farm machinery and farm operations.
- Experience managing staff.
- Experience operating trucks and field equipment.



Job Title: Trimmer

Job Description:

- Breakdown flowers off of stem and stalk of plant in order to separate unusable waste from useable product
- Track the amount of unusable waste for each plant / batch.
- After breakdown of plant, employee must identify and separate fan leaves, stems and sugar leaves on the flower
- Employee must account for each by-product type processed off the flower; adding stems and fan leaves to "waste" for proper tracking
- Employee must exhibit competency in basic organizational, tracking, and communication skills
- Employee must be able to work well independently, as well as with others.
- Employee must be able to adapt to various strains, styles and types of marijuana they are trimming; adjusting their techniques to maintain a steady pace and quality.
- Time management; employee must manage their time during work efficiently in order to meet goals while consistently producing quality product.
- Employee must be able to follow basic instructions as well as be able to take constructive criticism from their managers so they can help maintain quality standards and production goals.

Qualifications:

- Must be a minimum of 21 years of age
- Must pass any and all required background check
- Must be and remain compliant with any and all legal or company regulations for working in the industry

Minimum Education and Experience:

- High School Education or GED graduate; some college or college graduate preferred.
- 1-2 years' experience processing medical marijuana or other botanicals preferred.



Job Title: Processor

Job Description:

- Processes raw flower material into an extracted oil material.
- Will work with a range of solventless and solvent based techniques to produce desired products.
- Convert hemp flower materials into high quality, food safe hemp extract oil in the facility.
- Operate Extraction Equipment.
- Utilization of distillation, HPLC, titration/dilution.
- Focus on cannabinoid and terpene profiling.

Qualifications:

- Must be a minimum of 21 years of age
- Must pass any and all required background check
- Must be and remain compliant with any and all legal or company regulations for working in the industry

Minimum Education and Experience:

- High School Education or GED graduate; some college or college graduate preferred.
- 1-2 years' experience processing medical marijuana or other botanicals preferred.
- Equivalent combinations of education and experience may be considered.



Training:

All employees will go through a complete set of orientation training focusing on diversity, safety, security, legal compliance, emergency situation and ethics training. Upon completion of those training modules, employees then complete their respective departmental training programs that cover all of the policies, procedures, knowledge, and skills required to operate effectively and in full compliance within the respective departments. Knowledge validation is required to progress from training to independent job functioning

Beacon's Orientation training module includes such topics as:

- Review of the Patient Handbook
- Review of the Employee Handbook
- Review of the Safety Handbook
- Legal Training
- Diversity Training
- Tour of the dispensary facilities and introductions to fellow staff
- Injury & Illness Prevention Program
- And job function specific training

Safety and Security Training includes:

- Security procedures
- Emergency situation response
- Safe equipment use
- Currency counterfeit detection
- Diversion detection techniques and response
- Lock, alarm and access control procedures
- Perimeter and entrance control
- Conflict resolution techniques

Medical Training includes:

- Evidence based information for patients
- Maintaining HIPAA regulations
- Rights of and sensitivity toward disabled individuals
- Medical Marijuana Risks & Benefits
- How to provide support to patients and caregivers related to the assessment of symptoms
- Cannabis Use Patterns & the Detection of Dependence
- How to effectively refuse medical marijuana to patients who appear impaired or abusing marijuana



As this is a new industry we will be focusing on qualifications from other industries with high standards and training. The medical, laboratory, agrarian and food service backgrounds are qualifications for many of our positions. Before new staff is allowed to work independently they will be tested to insure adequate knowledge and performance.

At a minimum staff will receive 8 hours of ongoing training each year, in addition to daily, weekly and monthly meeting where new information and trending events can be presented to keep staff up to date on quickly evolving information.

END OF DOCUMENT



Quality Control and Testing:

Beacon Compassion is dedicated to providing pharmaceutical grade, safe cannabis products to our end consumers. To achieve this goal we are using state of the art clean room technology to control the operating environment combined with best practice operating procedures. Beacon's quality control and testing policies and procedures will be in compliance with 935 CMR 500.105(3) and 935 CMR 500.140(9).

- All cannabis cultivated by Beacon Compassion will be performed in climate controlled, clean room, sealed environment with 24 hour monitoring to insure it will pass quality control testing.
- Beacon will process the leaves and flowers of the female plant and ensure it's well cured and free of seeds, stems and free of any foreign material or contaminants.
- All preparation will be done on food-grade / Good Manufacturing Process (GMP) compliant tables.
- All cannabis packaging will be performed in a secured area.
- Testing for the cannabinoid profile and for contaminants as specified by state agencies, including but not limited to molds, insecticides, fungicides and heavy metals will be done via chromatographic analysis or current best practices. Cannabinoid profiles will be tested using HPLC (High Performance Liquid Chromatography).
- All testing will be conducted by an independent laboratory at a frequency as required by requirements within 935 CMR 500. Beacon Compassion will maintain the test results for no less than one year. Beacon Compassion intends to execute a contractual arrangement with a laboratory for the purposes of testing marijuana.
- All personnel whose job includes coming into contact with cannabis or cannabis related products within our cultivation and processing center shall meet any and all food safety requirements as prescribed by the Commonwealth or Commission. Personnel shall maintain proper sanitary practices including personnel cleanliness and handwashing.
- Beacon will ensure employee sanitary procedures by requiring all employees to change into company provided clothing as well as going through an air shower prior to entering the production area. Once inside, there will be adequate hand washing and drying stations for employees as well as accessible toilet facilities that will be maintained in a sanitary condition and in good repair.



- Beacon staff will ensure there is no litter or waste within the facility that will ensure there is no odor and to minimize pests.
- All contact surfaces, equipment and utensils will be maintained in a sanitary condition and will be cleaned with an agent approved by the United States EPA on a frequency that will prevent contamination.
- All toxic items will be identified using Material Data Safety Sheets and stored/held in a manner that protects against contamination. Any product that supports the rapid growth of microorganisms will be stored to prevent any undesirable growth in these organisms.
- All plumbing at our facilities will be sized to ensure they meet the requirements of our business and there will be no cross-connections between potable and wastewater lines.
- The storage and transportation of cannabis will be in a manner that ensures they're protected from physical, chemical / microbial contamination and deterioration. This will be done by ensuring the environmental and security controls are operating as designed.
- Any and all edible products developed by Beacon will be prepared, handled and stored in compliance with 105 CMR 590.000.

END OF DOCUMENT



Separating Recreational from Medical Operations:

Beacon Compassion intends to grow, process and retail both Medicinal and Adult-Use Cannabis from its facilities and will separate cannabis and cannabis products in accordance with 935 CMR 500.

Cultivation and Processing Facilities:

Beacon will maintain separately designated storage areas for medical and adult-use cannabis and cannabis products and will designate products related to their intended use.

Retail Facilities:

Beacon security personnel will inspect the identification credentials of all individuals that intend to enter our facility to ensure compliance with age restrictions.

- Anyone that provides positive photo identification that is age 21 or higher will be admitted into the facility. ID's will be validated electronically where possible.
- Anyone that is 18-21 must produce two forms of photo identification, with one of them being an active DPH patient card. Once the individual is confirmed in the DPH online system as a valid patient, they will be admitted into the facility.
- Anyone that is under 18 years old, or does not provide adequate identification as described above will be denied entry into our facilities.
- Once inside a Beacon retail facility, there will be a separate line for patients and adult-use consumers.
- Adult-use consumers will be restricted from utilizing the patient line
- Patients are not restricted from either line.
- Beacon will have dedicated checkout stations for patient sales separate from adult-use checkout stations.
- Beacon will implement a closed/private consult area for patients.

END OF DOCUMENT



Diversity Plan

Beacon Compassion Inc. (the “**Company**”) understands and appreciates the importance of diversity and as such is committed to actively working to ensure a diverse work place is created in the Company.

It is a policy of the Company to promote equity among minorities, women, veterans, people with disabilities, and L.G.B.T.Q. + in the operation of the Marijuana Establishment. To the extent permissible by law, the Company will make jobs available to minorities, women, veterans, people with disabilities, and L.G.B.T.Q. +, but this does not prevent the Company from hiring the most qualified candidates and complying with all employment laws and other legal requirements. To this end, the Company will deploy a plan for enhancing diversity and equity within the organization through a number of various outreach efforts.

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

Goals:

- (1) The Company endeavors to provide job opportunities to minorities, women, veterans, people with disabilities, and L.G.B.T.Q. +. The Company shall seek parity in its work force based on the American Community Survey (ACS) 2010 U.S. Census. **Workforce availability statistics for the Total Civilian Labor Force for Massachusetts is as follows: Massachusetts is 48.8% Female, 20.7% Minority, 12.0%, Persons with Disabilities, and 3.5% Veterans¹.**
- (2) It shall be a goal of the Company to ensure that all of its employees receive **training on diversity and sensitivity.**

Programs:

To the extent reasonably practicable, the Company shall Implement the following programs:

- In an effort to ensure it has the opportunity to interview, and hire a diverse staff, the Company will post **monthly notices** for **three (3) months** during the hiring process in newspapers of general circulation such as the **Taunton Daily Gazette** and post a notice at the municipal offices in **Taunton** for **three (3) months** during the hiring process. The aforementioned notices will state that the Company is specifically looking for women, minorities, or persons with disabilities to work for the Company. The Company also intends to advertise its job openings through **MassHire**.

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



- As described above, it is a goal of the Company to seek parity in its workforce. Accordingly, the Company shall form a diversity and equity committee to monitor the Company's progress towards meeting those goals. This committee will meet quarterly to review and assess the Company's hires and hiring practices. Meeting Minutes will be provided to the Commission on request and for the Company's annual license renewal application.
- The Company shall require that employees receive education on diversity, implicit biases and sensitivity within the first ninety (90) days of employment and once annually thereafter.

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

- a. Pursuant to 935 CMR 500.103(4)(a) the Company's diversity and equality committee shall prepare an annual report identifying the Company's efforts to encourage diversity in the work place, in compliance with 935 CMR 500.101(1)(c)(7)(k) and this *Diversity Policy*. Specifically, said report shall identify the demographics of its employee population including but not limited to identifying the gender, race, sexual orientation and disabled status of its employees without identifying the employee specifically and to the extent each employee is willing to share such information.

Additionally, this report will include the following metrics:

- i. Number of individuals from the target demographic groups who were hired and retained after the issuance of a license;
- ii. Number of jobs created since initial licensure;
- iii. Number of job postings in publications with supporting documentation; and
- iv. Number and subject matter of internal trainings held on diversity, implicit biases and sensitivity and the number of employees in attendance.

The Company affirmatively states that: (1) it has reached out to MassHire to confirm that it can post job offers through that organization; (2) it acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; (3) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws and (4) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of its provisional license.

This policy may also be referred to by the Company as the "**Diversity Plan**".