



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282410
Original Issued Date: 09/22/2020
Issued Date: 08/12/2021
Expiration Date: 09/22/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Bud's Goods & Provisions Corp. (FKA Trichome Health Corp.)

Phone Number: 774-239-2200

Email Address: alex@budsgoods.com

Business Address 1: 54 West Boylston St

Business Address 2: Suite 1

Business City: Worcester

Business State: MA

Business Zip Code: 01606

Mailing Address 1: 54 West Boylston St

Mailing Address 2: Suite 1

Mailing City: Worcester

Mailing State: MA

Mailing Zip Code: 01606

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: RP201939

RMD INFORMATION

Name of RMD: Bud's Goods & Provisions Corp. (FKA Trichome Health Corp.)

Department of Public Health RMD Registration Number: PCR Only

Operational and Registration Status: Obtained Provisional Certificate of Registration only

To your knowledge, is the existing RMD certificate of registration in good standing?: no

If no, describe the circumstances below: Bud's Goods & Provisions Corp. (FKA Trichome Health Corp.) has not renewed its Medical Marijuana Treatment Center Provisional Certificate of Registration.

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 50

Role: Director

Other Role: Chief Executive Officer, Chief Financial Officer, President, Treasurer, Director
on the 2-Member Board of Directors

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

Person with Direct or Indirect Authority 2

Percentage Of Ownership:	Percentage Of Control: 50	
Role: Director	Other Role: Secretary, Director on the 2-Member Board of Directors	
First Name: Nellie	Last Name: Israel	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Green Peak LLC	Entity DBA:	DBA City:
Entity Description: Green Peak LLC is a Massachusetts Limited Liability 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: Green Peak LLC is the sole shareholder and capital contributor for Bud's Goods & Provisions Corp. (FKA Trichome Health Corp.)		

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: John	Last Name: Nadolny	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: VP of Operations and Director of Cultivation for Bud's Goods & Provisions Corp. (FKA Trichome Health Corp.)		

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Green Peak LLC	Entity DBA:		
Email: alex@budsgoods.com	Phone: 774-239-2200		
Address 1: 54 West Boylston St	Address 2:		
City: Worcester	State: MA	Zip Code: 01606	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$250000	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: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 2

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Watertown	Marijuana Establishment State: MA	

Individual 3

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 4

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 5

First Name: Alexander	Last Name: Mazin	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Halifax	Marijuana Establishment State: MA	

Individual 6

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 7

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Watertown	Marijuana Establishment State: MA	

Individual 8

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 9

First Name: Nellie	Last Name: Israel	Suffix:
Marijuana Establishment Name: Bud's Goods & Provisions Corp.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Lakeville	Marijuana Establishment State: MA	

Individual 10

First Name: Nellie Last Name: Israel Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator

Marijuana Establishment City: Halifax Marijuana Establishment State: MA

Individual 11

First Name: John Last Name: Nadolny Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer

Marijuana Establishment City: Worcester Marijuana Establishment State: MA

Individual 12

First Name: John Last Name: Nadolny Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Retailer

Marijuana Establishment City: Watertown Marijuana Establishment State: MA

Individual 13

First Name: John Last Name: Nadolny Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator

Marijuana Establishment City: Lakeville Marijuana Establishment State: MA

Individual 14

First Name: John Last Name: Nadolny Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Lakeville Marijuana Establishment State: MA

Individual 15

First Name: John Last Name: Nadolny Suffix:

Marijuana Establishment Name: Bud's Goods & Provisions Corp. Business Type: Marijuana Cultivator

Marijuana Establishment City: Halifax Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1540 Bedford Street

Establishment Address 2:

Establishment City: Abington Establishment Zip Code: 02351

Approximate square footage of the establishment: 4700 How many abutters does this property have?: 12

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Bud's Goods & Provisions - Abington HCA Certification Form [EXECUTED].pdf	pdf	5d8d0f73c1702815d5219d61	09/26/2019
Plan to Remain Compliant with Local Zoning	Bud's Goods & Provisions - Plan to Remain Compliant with Local Zoning.pdf	pdf	5d9ba1d8c1731c15b88f3629	10/07/2019
Community Outreach Meeting Documentation	Bud's Goods & Provisions - Abington Community Outreach Notice Packet.pdf	pdf	5db1e8fa0724b82ff99ce79a	10/24/2019

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	Bud's Goods & Provisions - Plan for Positive Impact, 2020.pdf	pdf	5e86403ab3c49635509ea842	04/02/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Alexander Last Name: Mazin Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Other Role:
First Name: John Last Name: Nadolny Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: Nellie Last Name: Israel Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company Other Role: Green Peak LLC is the sole shareholder and capital contributor of Bud's Goods & Provisions Corp.(FKA Trichome Health Corp.)
Entity Legal Name: Green Peak LLC Entity DBA:
Entity Description: Green Peak LLC is a Massachusetts Limited Liability Company.
Phone: 774-239-2200 Email: alex@budsgoods.com
Primary Business Address 1: 54 West Boylston St Primary Business Address 2:
Primary Business City: Worcester Primary Business State: MA Principal Business Zip
Code: 01606
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Bud's Goods & Provisions Inc. - MA Certificate of Good Standing_SoC.pdf	pdf	5d8b85d82e767115bf4368c1	09/25/2019
Bylaws	Bud's Goods & Provisions - Amended and Restated Bylaws.pdf	pdf	5d8b8718d471f115eb5985a0	09/25/2019
Department of Revenue - Certificate of Good standing	Bud's Goods & Provisions - Certificate of Good Standing_DoR.pdf	pdf	5d9ba4d91b7a141b1db8464d	10/07/2019
Articles of Organization	Bud's Goods & Provisions - Articles of Entity Conversion and Accompanying Name Change Documents.pdf	pdf	5d9ba96b8d8d0715f6674fe3	10/07/2019
Department of Revenue - Certificate of Good standing	Bud's Goods & Provisions - Dept of Unemployment Assistance Good Standing.pdf	pdf	5e712ffcbdd0438d21d8cd2	03/17/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Bud's Goods & Provisions - Secretary of the Commonwealth 07.20.2021 Certificate of Good Standing 21070404080.pdf	pdf	60fb00eec7a0ef087bc7e914	07/23/2021
Department of Revenue - Certificate of Good standing	Certificate_Good_Standing_06252021_MA_Tax (2).pdf	pdf	60fb0123314c7a086de97c8d	07/23/2021
Department of Unemployment Assistance - Certificate of Good standing	DUA Cert of Good Standing 072321.pdf	pdf	60fb013b35907208a4671388	07/23/2021

Massachusetts Business Identification Number: 001334529

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Bud's Goods & Provisions - Plan for Obtaining Liability Insurance.pdf	pdf	5da8aedef51e4622fd806954f	10/17/2019
Business Plan	Bud's Goods - Abington Business Plan, updated 7.2021.pdf	pdf	60fb0b04c7a0ef087bc7e97b	07/23/2021
Proposed Timeline	Bud's Goods - Abington Timeline.pdf	pdf	60fb0b0b388d2e0895f72c35	07/23/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Bud's Goods - Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	60fb0b6eba4187083b731916	07/23/2021
Restricting Access to age 21 and older	Bud's Goods - Plan for Restricting Access to Age 21 and Older.pdf	pdf	60fb0b86996a07084e66011e	07/23/2021
Prevention of diversion	Bud's Goods - Prevention of Diversion.pdf	pdf	60fb0b902c0e380876f89538	07/23/2021
Storage of marijuana	Bud's Goods - Storage of Marijuana.pdf	pdf	60fb0b9cb27f97082de3551a	07/23/2021
Transportation of marijuana	Bud's Goods - Transportation of Marijuana.pdf	pdf	60fb0bc2ba4187083b73191a	07/23/2021
Inventory procedures	Bud's Goods - Inventory Procedures.pdf	pdf	60fb0bd1996a07084e660122	07/23/2021
Quality control and testing	Bud's Goods - Quality Control and Testing.pdf	pdf	60fb0be82c0e380876f8953c	07/23/2021
Dispensing procedures	Bud's Goods - Dispensing Procedures.pdf	pdf	60fb0bf3801ea30834da97e8	07/23/2021
Record Keeping procedures	Bud's Goods - Recordkeeping Procedures.pdf	pdf	60fb0c03318844086f1f7591	07/23/2021
Maintaining of financial records	Bud's Goods - Maintaining of Financial Records.pdf	pdf	60fb0c4fd07ddc0864d0629d	07/23/2021
Qualifications and training	Bud's Goods - Qualifications and Training.pdf	pdf	60fb0c572c0e380876f89540	07/23/2021
Energy Compliance Plan	Bud's Goods - Energy Compliance Plan.pdf	pdf	60fb0c5e801ea30834da97ee	07/23/2021
Diversity plan	Bud's Goods - Diversity Plan - 2020-2021.pdf	pdf	60fb0c71d07ddc0864d062a1	07/23/2021
Personnel policies including background checks	Bud's Goods - Personnel Policies Including Background Checks - WOR.pdf	pdf	60fb0d25004ebe08af5aa28e	07/23/2021
Security plan	Bud's Goods - Security Plan ABI Retail - updated July 2021.pdf	pdf	60fb0d7c9a5de6088a18ad5a	07/23/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Not Applicable.pdf	pdf	60fb0fc9ccf53908baf4839e	07/23/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	Not Applicable.pdf	pdf	60fb0fd9371f960874736069	07/23/2021

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: Goal 1) Donate time to Worcester area colleges and universities in supporting students and staff members in understanding the career opportunities within the cannabis industry.

Progress toward goal: On August 14th, 2020 Alex Mazin participated in the Clark University MPA Senior Leadership Virtual Residency Conference. Alex was a speaker and member of a four-person Cannabis Panel Discussion. This was a paid speaking engagement, and the proceeds were donated to the Burncoat Park Light Installation fund. We have updated our Positive Impact Plan goals for the upcoming year considering the Covid-era and increased staffing.

Progress or Success Goal 2

Description of Progress or Success: Goal 2) Donate time to local institutions which serve the residents of our chosen area in order to provide one-on-one career development services with the purpose of developing the soft skills necessary for seeking a new or better job in any industry.

Progress toward goal: On November 4, 2020, Bud's had the opportunity to partner with Quinsigamond Community College in Worcester, located in a disproportionately affected area of the Commonwealth. The purpose of this event was to offer interview candidates information about Bud's, allow them to speak with us about what they are looking for in a career and provide feedback to candidates on the interview. Bud's looks forward to this activity increasing as the Covid pandemic is subsiding enough for return to the classroom.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Goal 1) External: Focus recruiting efforts in areas where the applicant pool demographics show a minimum of 25% minority applicants, and a minimum of 40% women applicants.

Progress toward goal: Bud's held an onsite 21+ Recruiting Career Fair at our Worcester location on September 15 and 16, 2020. The event was posted on social media and physical flyers were posted throughout the City of Worcester. This event also had attendees Bud's met through recruitment on Indeed and Diversity Jobs. As a result, Bud's interviewed and hired a diverse employee population representing the community where our business is located.

Bud's held an onsite 21+ Recruiting Career Fair at our Abington location on April 7 and 8, 2021. The event was posted on social media and physical flyers were posted in local businesses in the Town of Abington. This event also had attendees Bud's met through recruitment on Indeed and Diversity Jobs. As a result, Bud's interviewed and hired an employee population representing the community where our business is located.

During recruiting, Bud's partnered with Diversity Jobs and posted (and continues to post) openings on their website. All jobs are published on DiversityJobs.com and their exclusive network of diversity and minority sites, which includes: DiversityJobs.com, Blackcareers.org, VeteranJobs.net, AsianHires.com, DisabilityJobs.net, AllLGBTJobs.com, AllHispanicjobs.com, Overfiftyjobs.com, WeHireWomen.com, LatinoJobs.org, AfricanAmericanHires.com, and NativeJobs.org.

Diversity Progress or Success 2

Description of Progress or Success: Goal 2) Internal: Hire, retain, and promote minorities and women to a level that exceeds the demographics of the Commonwealth. Our goal includes hiring and retaining at a minimum 25% minority employees, and a minimum of 40% women employees.

We will promote annually a minimum of 10% of minority and women employees.

Progress toward goal: In the past year, Bud's has expanded its workforce to 47 employees with many identified as diverse by the commission, including: Women, Minorities, and people who identify as LGBTQ+. At this time, 47% of Bud's 47 employees are Female. 1 employee identifies as non-binary. Our employee ethnicity is as follow: 3 African American, 1 Asian, 10 Hispanic, and 33 White. 2 employees at Bud's identify as LGBTQ+.

In the past year Bud's has promoted over 10% of minority and women employees.

HOURS OF OPERATION

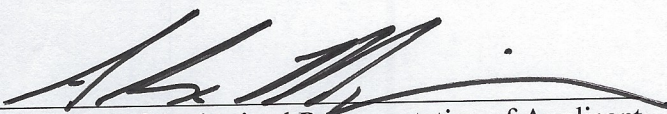
Monday From: 10:00 AM	Monday To: 10:00 PM
Tuesday From: 10:00 AM	Tuesday To: 10:00 PM
Wednesday From: 10:00 AM	Wednesday To: 10:00 PM
Thursday From: 10:00 AM	Thursday To: 10:00 PM
Friday From: 10:00 AM	Friday To: 10:00 PM
Saturday From: 10:00 AM	Saturday To: 10:00 PM
Sunday From: 10:00 AM	Sunday To: 6:00 PM

Host Community Agreement Certification Form

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

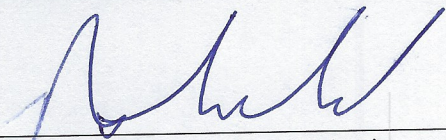
Applicant

I, Alexander Mazin, as President, (*insert name*) certify as an authorized representative of Bud's Goods & Provisions Corp. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Abington (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on August 1, 2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Richard J. Lafond, as Town Manager, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Abington (*insert name of host community*) to certify that the applicant and the Town of Abington (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on August 1, 2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community



Plan to Remain Compliant with Local Zoning

Bud's Goods & Provisions Corp. ("Bud's") will remain compliant at all times with the local zoning requirements set forth in the Town of Abington's Zoning Bylaws. In accordance with Zoning Bylaw Section 175-24.3, Bud's proposed Marijuana Retailer, located at 1540 Bedford Street in Abington, is in the Recreational Marijuana Overlay Zoning District designated for Marijuana Establishments, including Retailers.

In compliance with Zoning Bylaw Section 175-24.3, the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12, a state-licensed child-care facility, library, playground, public park, public beach, youth center, or similar facility in which minors commonly congregate.

As required by Abington's Zoning Bylaw, Bud's will apply for a Special Permit and Site Plan Approval from the Abington Planning Board. Bud's will apply for any other local permits required to operate a Marijuana Retailer at the proposed location. Bud's will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Retailer at Bud's proposed location.

Bud's has already attended several meetings with various municipal officials and boards to discuss Bud's plans for a proposed Marijuana Retailer and has executed a Host Community Agreement with the Town of Abington. Bud's will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Bud's Marijuana Retailer remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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, Gregory Czarnowski, *(insert name)* attest as an authorized representative of Bud's Goods & Provisions Corp. *(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 September 18, 2019 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on September 5, 2019 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on September 4/5, 2019 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on September 3, 2019 *(insert date)*, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C *(please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee)*.

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.

Legal

511-515 Centre St.

NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by Kenneth A. Moussette, Trustee of Alyson Realty Trust d/dt December 1, 2000 to T. Lawrence Gasse, Trustee of Get Back Realty Nominee Trust d/dt April 15, 2009 dated February 12, 2019 and recorded with the Plymouth County Registry District of the Land Court as Document No. 751458 on Certificate of Title No. C 87, of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction at 1:00 P.M. on the 12th day of September 2019 at 511-515 Centre Street, Brockton, Massachusetts, all and singular the premises described in said mortgage.

To wit: That certain parcel of land, with buildings and improvements thereon, situated in Brockton, Plymouth County, Commonwealth of Massachusetts, bounded and described as follows:

WESTERLY by a way, now or formerly Hill Street, ninety feet (90'); and

NORTHWESTERLY by the junction of said Hill Street and Centre Street, thirty-two and sixty-four hundredths feet (32.64'); and

NORTHERLY by the southerly line of said Centre Street, one hundred one and seventy-six hundredths feet (101.76'); and

EASTERLY by the westerly line of land now or formerly of Leonie A. Scott, et al., one hundred ten and seven hundredths feet (110.07'); and

SOUTHERLY by land now or formerly of Brockton Edison Company and of Brockton Housing Authority, one hundred twenty-one and seventy-five hundredths feet (121.75').

Being the land with improvements thereon, shown as Lot 1 on plan of Land in Brockton, Plymouth County, MA August 1, 2005, Scale 1" = 20 feet, Revised December 22, 2005, Prepared by Land Surveys Incorporated, 51 Knapp Centre, Brockton, MA 02301, which plan is Land Court Plan #372378, recorded with original Certificate #53264, and being a Subdivision of Land Court Plan #72377A. Terms of sale: A deposit of five thousand dollars (\$5,000) by certified or bank check will be required to be paid by the purchaser at the time and place of sale. The balance is to be paid by certified or bank check at the Law Office of Robert Pelligrini, Inc., d/b/a PK Boston Law, 63 Main Street, Suite 1, Bridgewater, MA 02324 within thirty (30) days from the date of sale. Deed will be provided to purchaser for recording upon receipt in full of the purchase price. In the event of an error in this publication, the description of the premises contained in said mortgage shall control.

Other terms, if any, to be announced at the sale. T. Lawrence Gasse, Trustee of Get Back Realty Nominee Trust d/dt April 15, 2009 Present holder of said mortgage

By their Attorneys,
Law Offices of Robert Pelligrini, Inc.
d/b/a PK Boston Law
63 Main Street, Suite 1
Bridgewater, MA 02324
(508) 807-1131

13824814 9/22/23, 9/5, 2019

outreach meeting

NOTICE OF COMMUNITY OUTREACH MEETING

BUD'S GOODS & PROVISIONS CORP

Notice is hereby given that Bud's Goods & Provisions Corp will hold a Community Outreach Meeting on Wednesday, September 18th in the Cotter Hearing Room on the second floor at the Abington Town Hall located at 500 Glenview Way, Abington, MA 02351. The meeting will begin at 7:00 PM and will include discussion about the proposed siting of an Adult Use Marijuana Retail Establishment at 1540 Bedford Street, Abington, MA 02351 in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq.

Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least seven (7) calendar days prior to the meeting and filed with the appropriate City entities. This notice was also mailed at least seven (7) calendar days prior to the meeting to all abutters and to all residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

Bud's Goods & Provisions
Gregory Czanowski
VP of Community Relations

13830084 9/5/19

Legal

71 Royal Road

COMMONWEALTH OF MASSACHUSETTS

LAND COURT

DEPARTMENT OF THE TRIAL COURT

19 SM 002812

ORDER OF NOTICE

TO:

The Heirs, Devisees or

Legal Representatives of

the Estate of Johnnie Smith

Jal Mainer

Jermaine Smith

Jamel Smith

and to all persons entitled

to the benefit of the

Servicemembers Civil

Relief Act, 50 U.S.C. § 50

§ 3901 (et seq)

The Bank of New York

Mellon f/a The Bank of

New York as Trustee for

the Certificateholders of the

CWABS, Inc., Asset-

Backed Certificates, Series

2006-17

claiming to have an interest

in a Mortgage covering real

property in Brockton, num-

bered 71 Royal Road, given

by Johnnie Smith to "MERS"

Mortgage Electronic Registration

Systems, Inc., a separate

corporation that is acting

solely as nominee for

"Lender," MSA Mortgage,

LLC and its successors and

assigns, dated June 30,

2006, and recorded in the

Plymouth County Registry

of Deeds in Book 35971,

Page 240, and now held by

Plaintiff by assignment, has

been filed with this court

a complaint for determination

of Defendant's/Defendants'

Servicemembers status.

If you now are, or recently

have been, in the active

military service of the

United States of America,

then you may be entitled to

the benefits of the

Servicemembers Civil

Relief Act. If you object to

a foreclosure of the above-

mentioned property on that

basis, then you or your

attorney must file a written

appearance and answer in

this court at Three

Pemberton Square, Boston,

MA 02108 on or before

September 30, 2019 or you

may lose the opportunity to

challenge the foreclosure

on the ground of noncom-

pliance with the Act.

Witness, Gordon H. Piper,

Chief Justice of this Court

on August 26, 2019

Attest:

Deborah J. Patterson

Recorder

13830053 9/5/19

TO:

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September 30, 2019 or you

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challenge the foreclosure

on the ground of noncom-

FILE COPY

ATTACHMENT B

TOWN CLERK'S OFFICE
ABINGTON, MA
RECEIVED

NOTICE OF COMMUNITY OUTREACH MEETING - 4 PM 1:54
BUD'S GOODS & PROVISIONS CORP

Notice is hereby given that Bud's Goods & Provisions Corp will hold a Community Outreach Meeting on **Wednesday, September 18, 2019** in the Cotter Hearing Room on the second floor at the Abington Town Offices located at 500 Gliniewicz Way, Abington, MA 02351. The meeting will begin at **7:00 PM** and will include discussion about the proposed siting of an Adult Use Marijuana Retail Establishment at 1540 Bedford Street, Abington, MA 02351, in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

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Bud's Goods & Provisions
Gregory Czarnowski
VP of Community Relations

RECEIVED

SEP 5 2019
Planning Board
BOARD OF SELECTMEN
TOWN OF ABINGTON
(203)

RECEIVED

SEP 4 2019
BOARD OF SELECTMEN
TOWN OF ABINGTON

ATTACHMENT C

NOTICE OF COMMUNITY OUTREACH MEETING BUD'S GOODS & PROVISIONS CORP

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Bud's Goods & Provisions
Gregory Czarnowski
VP of Community Relations

7018 0680 0001 2964 2981

U.S. Postal ServiceTM
CERTIFIED MAIL[®] RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com[®].

SOUTH WYBOTH, MA 02790

OFFICIAL USE

Certified Mail Fee **\$3.50**

Extra Services & Fees (check box, add fee as appropriate)

- | | |
|--|----------------------|
| <input type="checkbox"/> Return Receipt (hardcopy) | \$ \$2.80 |
| <input type="checkbox"/> Return Receipt (electronic) | \$ \$0.00 |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$ \$0.00 |
| <input type="checkbox"/> Adult Signature Required | \$ \$0.00 |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$ \$0.00 |

Postage **\$0.55**

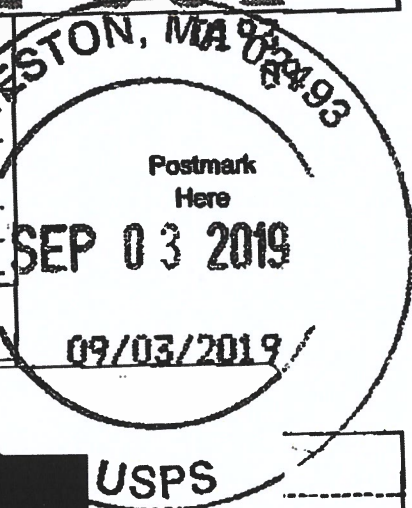
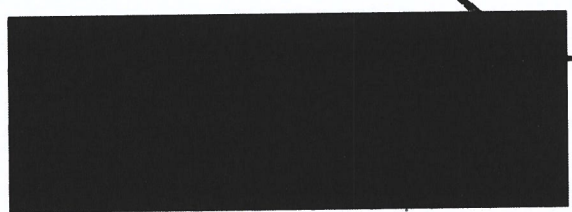
Total **\$6.85**

Sent To

Street

City, S

PS Fo



Instructions



Regarding the Cost Request for Abington

A letter was mailed to the Town of Abington offices requesting records of any cost to the town as reasonably related to our establishment. Even though a reply from the Town of Abington was not yet received at the time of submitting this renewal application, Bud's does anticipate a reply from our host community. Bud's Goods retail has been operating in the Town of Abington since May 10, 2021.

TO:

Scott Lambiase, Town Manager
Abington Town Hall
500 Gliniewicz Way
Abington, MA 02351



FROM:

Alexander Mazin, CEO
Bud's Goods & Provisions Corp.
54 West Boylston St. Worcester, MA 01606

July 22, 2021

Good day to you Mr. Town Manager. As part of the license renewal process with the Cannabis Control Commission, Bud's Goods & Provisions is requesting from the Town of Abington records of any cost to the city reasonably related to the operation of Bud's Goods & Provisions cannabis retail located at 1540 Bedford St. These records would include the city's anticipated and actual expenses resulting from the operation of our establishment in the community.

If no records exist at this time, please let us know.

A response to Bud's request can be sent via email to alex@budsgoods.com. Any correspondence by mail can be sent to our corporate address above. Thank you for your time.

Your bud,

A handwritten signature in black ink that reads "Alex Mazin". The signature is fluid and cursive, with the first letters of the first and last names being capitalized.

Alexander Mazin

CEO, Bud's Goods & Provisions



Plan to Positively Impact Areas of Disproportionate Impact

Overview

Bud's Goods & Provisions Corp. ("Bud's") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Bud's has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") which outlines Bud's goals and programs to positively impact census tract 730500 in Worcester, Massachusetts ("chosen area") which has been identified as an area of disproportionate impact by the Commission. Our chosen area is special to Bud's as it is home to our flagship retail store.

Goals

At Bud's, we believe education is the core solution to most problems. We believe that by educating people about the cannabis industry and by training people on the soft skills necessary to find more gainful employment in any industry, we can use our strengths to provide the most important long-term investment one can give - the tools to succeed on one's own.

Bud's has established the following goals to positively impact our chosen area:

1. The goal of the **Industry-Awareness Training** is to engage with Worcester area colleges and universities in supporting students and staff members in understanding the career opportunities within the cannabis industry. Engagement is currently ongoing with Quinsigamond Community College.

2. The goal of the **Career Counseling** is to provide residents of our chosen area assistance with developing the soft skills necessary for seeking a new or better job in any industry through collaboration with other local institutions.

Programs

Bud's has developed specific programs to effectuate its stated goals to positively impact our chosen area. Such programs will include the following:

1. Bud's **Industry-Awareness Training** program provides educational seminars to the following groups:
 - a. Staff members & Professors at Quinsigamond Community College
 - i. At Bud's we believe that college staff members and teaching staff are amongst the most influential people when it comes to career advice. Through our engagement seminars we plan to engage with college staff, who are 21 years of age and older, in an effort to educate them about the cannabis industry but more specifically, the skills necessary for the cannabis workforce and the career opportunities they need to think about for their students and their subject matter. Bud's will continue to host at least one (1) seminar per year at Quinsigamond Community College limited to college staff, professors, and perhaps staff from other institutions.
 - b. Student Body
 - i. In addition to college staff seminars, we will continue to host at least one (1) educational seminar for students at Quinsigamond Community College who are 21 years of age and older. Student educational seminars will help students understand the career opportunities that exist in the cannabis industry but also make them realize that being a part of the cannabis industry is not limited to just working in a dispensary or a cultivation facility. The aim of these seminars is to help students understand how to apply their current knowledge and skillset to the existing cannabis industry.
2. Bud's **Career Counseling Program** will:
 - a. Participate in career services events hosted by Quinsigamond Community College and other institutions that serve the residents of our chosen area. These events include, but are not limited to resume review sessions, mock interviews, and career advice sessions.

Measurements

The Human Resources representative administers the Plan and is responsible for reporting our measurable outcomes to ensure Bud's continues to meet its commitments. Such measurable outcomes, in accordance with Bud's goals and programs described above, include:

1. Offer two (2) Industry-Awareness seminars per year; one for staff & one for students at Quinsigamond Community College:
 - a. Attendees will sign up in advance and attendance will be taken at each event; and
 - b. Bud's will document the number of attendees, and the growth rate of each event as it compares to previous events.
2. Participate in Career Services events once per quarter at Quinsigamond Community College:
 - a. Attendees will sign up in advance and attendance will be taken at each event; and
 - b. Bud's will document the number of attendees, and the growth rate of each event as it compares to previous events.

Bud's developed this Plan by participating in mock interviews and resume building events at Roxbury Community College and by speaking engagements at Quinsigamond Community College and Clark University. Bud's hosted an industry preparedness event for the residents of our chosen area. As Bud's is granted final licensure from the Commission and expands from a very small team to a growing start-up, we strongly believe the goals and programs outlined in the Plan will evolve and positively impact more than our chosen area.

Bud's will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Human Resources representative will review and evaluate Bud's measurements no less than twice a year to ensure that Bud's is meeting its commitments. Bud's is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

1. As identified above, Bud's intends to partner with Quinsigamond Community College and acknowledges that Quinsigamond Community College has been contacted and has agreed to a partnership with Bud's (see attached online posting).
2. Bud's 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, by Bud's will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: August 08, 2019

To Whom It May Concern :

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

BUD'S GOODS & PROVISIONS CORP.

is a domestic corporation organized on **June 27, 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.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19080168410

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

Processed by:

**AMENDED AND RESTATED BYLAWS
OF
BUD'S GOODS & PROVISIONS CORP.**

AMENDED AND RESTATED BYLAWS OF BUD'S GOODS & PROVISIONS CORP.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is **BUD'S GOODS & PROVISIONS CORP.** (the "**Corporation**"). The purpose of the Corporation shall be as set forth in the Corporation's Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the "**Articles of Entity Conversion**") pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law ("**Chapter 156D**").

Section 1.02 Articles of Entity Conversion. These Amended and Restated Bylaws ("**Bylaws**") amend and restate the bylaws of the Corporation that were adopted on June 27, 2018 and these Bylaws do now constitute the bylaws of the Corporation. These Bylaws, the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

ARTICLE II: SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law; *provided, however*, that unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm or association in which a Director has an interest; (ii) amend the Articles of Entity Conversion of this Corporation; (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice

of a shareholder proposal under this Section 2.04 simultaneously with the written request for the meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

A Proposing Shareholder's notice shall include as to each matter the Proposing Shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
 - (i) The name, age, business and residence address of the candidate;
 - (ii) The principal occupation or employment of the candidate; and
 - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two (2) consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 *Reserved*

Section 2.07 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the board of directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the board.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

Section 2.08 Quorum of and Action by Shareholders. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one (1) or more classes or series that are entitled, by law or the Articles of Entity Conversion, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- (a) The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- (b) The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than one hundred and twenty (120) days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 2.09 Sacred Rights. Notwithstanding anything contained in these By-Laws or the Articles of Organization to the contrary, the affirmative vote or written consent the NE Dev Director, if any, shall be necessary for the Corporation to take any of the following actions:

- (a) incur indebtedness, or cause any subsidiary of the Corporation to incur indebtedness, in excess of \$100,000 outside of the ordinary course of business;
- (b) materially change or exit the business of the Corporation or any subsidiary of the Corporation or cause the Corporation or any material subsidiary of the Corporation to enter new lines of business that are unrelated to the primary business of the Corporation;
- (c) sell, transfer or otherwise dispose of any capital stock of any material direct or indirect subsidiary of the Corporation, or permit any material direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary;
- (d) file for bankruptcy or consent or acquiesce to the filing of an involuntary bankruptcy or the appointment of a receiver or trustee for the Corporation, any subsidiary, or any property of the Corporation;

(e) settle or confess to any judgment in any litigation or governmental proceeding;

(f) consummate or affect a dissolution, liquidation, or winding up of the Corporation or any of its direct or indirect subsidiaries, a sale of any issued and outstanding shares of capital stock of the Corporation, merger or acquisition of the Corporation, a sale of all or substantially all of the Corporation's assets, or some other similar event or material change in ownership of the shares of capital stock of the Corporation or the Corporation's assets;

(g) amend or supplement this Section 1.09 in any manner;

(h) sell or issue any additional shares of capital stock of the Corporation; create any other class, type, or series of shares of capital stock of the Corporation in addition to the shares of capital stock of the Corporation issued and outstanding as of the date hereof; or affect the consummation of any other event that would have a dilutive effect on the shares of capital stock of the Corporation issued and outstanding as of the date hereof;

(i) change or reorganize the Corporation or any of its direct or indirect subsidiaries into any other legal form or change any tax election of the Corporation or any of its direct or indirect subsidiaries;

(j) amend or otherwise alter any annual budget resulting in an increase of 10% or more; or

(k) enter into, perform, or carry out contracts of any kind or description or affect any other transaction with (a) any Director, officer, employee, executive, or other agent of the Corporation; (b) any shareholder or group of related shareholders representing more than twenty-five percent (25%) of the outstanding voting power of the Corporation or Green Peak LLC; (c) any entity in which one or more of the persons or entities listed in the immediately preceding clauses (a) or (b) is an equity holder, director, or officer or has a financial interest in; or (d) any affiliate of the persons or entities listed in the immediately preceding clauses (a), (b), or (c).

Section 2.10 Conduct of Meetings. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of common stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver notice, or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to Chapter 156D, § 7.22.

Section 2.14 Action by Shareholders without a Meeting. Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be three (3) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote or pursuant to the terms of Section 1.19 hereof. The initial Directors shall be:

(a) Alexander Mazin;

(b) Nellie Israel; and

(c) the NE Dev Class A Manager (as defined in the Amended and Restated Limited Liability Company Operating Agreement of Green Peak LLC, as in effect as of the date hereof (the “Green Peak Operating Agreement”)), if any (the “NE Dev Director”).

Section 3.02 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders or the NE Dev Director (pursuant to Section 1.09), and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws (including, but not limited to, any action requiring the consent of the shareholders pursuant to Section 1.09).

Section 3.03 Term of Office. Each Director shall hold office until removed from office for cause, pursuant to Section 1.19, and until their successor is elected or until their earlier resignation or death, except for the NE Dev Director, if any, which shall at all times be the same individual as the NE Dev Class A Manager (as defined in the Green Peak Operating Agreement).

Section 3.04 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, from the death, resignation, disqualification or removal of a Director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or/solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.05 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors, except for the NE Dev Director, may only be removed from office for cause, at any duly called meeting by a vote of a majority of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting. If the NE Dev Class A Manager (as defined in the Green Peak Operating Agreement) is removed from the Board of Managers (as defined in the Green Peak Operating Agreement) of Green Peak LLC, pursuant to the terms of the Green Peak Operating Agreement, then the NE Dev Director shall likewise be automatically removed from the Board of

Directors and the authorized number of Directors of the Corporation shall thereafter be reduced by one (1).

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board of Directors may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board of Directors, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least two (2) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) Place of Meetings. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 3.08 Electronic Participation. Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a

quorum is present is the act of the Board of Directors, unless Chapter 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

Section 3.11 Action by Directors without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under Chapter 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV: OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by Chapter 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and

necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure.

The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to Chapter 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for Transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its Transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to Transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

“**Transfer**” means to, directly or indirectly, sell, transfer, assign, pledge, encumber, hypothecate or similarly dispose of, either voluntarily or involuntarily, by operation of law or otherwise, or to enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, assignment, pledge, encumbrance, hypothecation or similar disposition of, any shares owned by a person or any interest (including a beneficial interest) in any shares or share equivalents owned by a person.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII: MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict

with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.03 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.04 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in Chapter 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.
- (b) Relocate the principal office or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.05 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with Chapter 156D, § 16.20.

Section 8.06 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR THE CORPORATION, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares

entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Article IX, and the statutory limitations of Chapter 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

CERTIFICATE OF SECRETARY

OF

BUD'S GOODS & PROVISIONS CORP.

The undersigned, Nellie Israel, hereby certifies that she is the duly elected and acting Secretary of BUD'S GOODS & PROVISIONS CORP., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the Corporation as of July 26, 2019, and that the same amend and restate the Bylaws of the Corporation that were adopted on June 27, 2018 and do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 7th day of August, 2019.

BUD'S GOOD'S & PROVISIONS CORP.

By: 
Name: Nellie Israel
Title: Secretary

4839-0272-8093.3

**AMENDED AND RESTATED BYLAWS || BUD'S GOODS & PROVISIONS CORP.
SIGNATURE PAGE**



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

mass.gov/dor

Letter ID: L0356226944
Notice Date: September 26, 2019
Case ID: 0-000-541-848



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BUD'S GOODS & PROVISIONS CORP
12 PENNSYLVANIA AVE
NEWTON MA 02464-1323

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, BUD'S GOODS & PROVISIONS CORP is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

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

FORM B

Trichome Health Corp. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of May 29, 2018.

B. Carter

Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Trichome Health Corp.

001235697

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

Trichome Health Corp.

(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:

Trichome Health Corp.

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:

7
P.C.

ARTICLE II

To engage in the cultivation, transportation and distribution of medical use cannabis, to the extent permitted, and in accordance with Massachusetts law, and to engage in any other business allowable under the General Laws of the Commonwealth of Massachusetts.

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
CNP	275,000			

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.

N/A

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:

ARTICLE VI

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

See attached continuation sheet.

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

TRICHOME HEALTH CORP.
ARTICLES OF CONVERSION
CONTINUATION SHEETS

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

1. **Authority of Directors to Create New Classes and Series of Shares.** The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class to series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.
2. **Minimum Number of Directors.** The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
3. **Personal Liability of Directors to Corporation.** No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit.
4. **Shareholder Vote Required to Approve Matters Acted on by Shareholders.** The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
5. **Shareholder Action without a Meeting by Less than Unanimous Consent.** Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than

the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

6. Authorization of Directors to Make, Amend or Repeal Bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws required action by the shareholders.

7. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, or director, of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

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:
2 Seaport Lane, Boston, MA 02210
- b. The name of its initial registered agent at its registered office:
David M. Ullian, Esq.
- 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: Alexander Mazin

Treasurer: Patrick Clarke

Secretary: Christopher Max Alex

Director(s): Alexander Mazin, Patrick Clarke, Christopher Max Alex

- 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:
Producing, acquiring, and distributing medical wellness supplies, services, and cannabis.
- f. The street address of the principal office of the corporation:
2 Seaport Lane, Boston, MA 02210
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

2 Seaport Lane, Boston, MA 02210, which is
(number, street, city or town, state, zip code)

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

Signed by: 
(signature of authorized individual)

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

on this 16th day of May, 2018

1313152

**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)**

1048

(must be within 90 days of date submitted)

John Henry Cook

Examiner: Trang
Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

M

Westborough, MA 01581

Email: jengland@aafcpa.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
COMMUNICATIONS
2018 JUN 27 AM 11:45
CORPORATIONS DIVISION

D
PC

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Articles of Amendment

FORM MUST BE TYPED

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

(1) Exact name of corporation: Trichome Health Corp.

(2) Registered office address: 12 Pennsylvania Avenue, Newton, MA 02464

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

(3) These articles of amendment affect article(s): 1

(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: August 7, 2019

(month, day, year)

(5) Approved by:

(check appropriate box)

☐ the incorporators.

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

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

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article I of the Articles of Organization is deleted in its entirety and replaced by the following:

Article I

The exact name of the corporation is:

Bud's Goods & Provisions Corp.

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

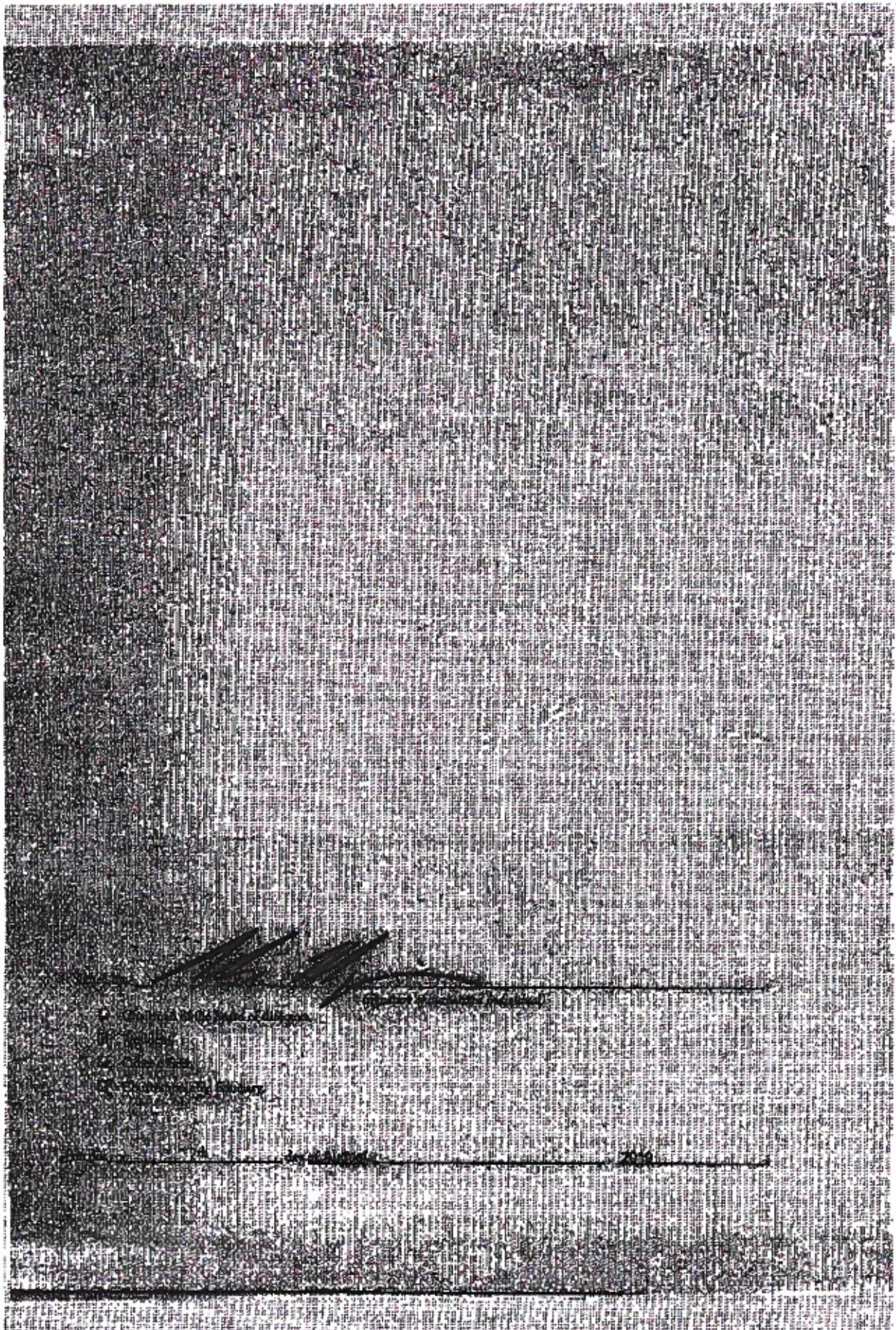
WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

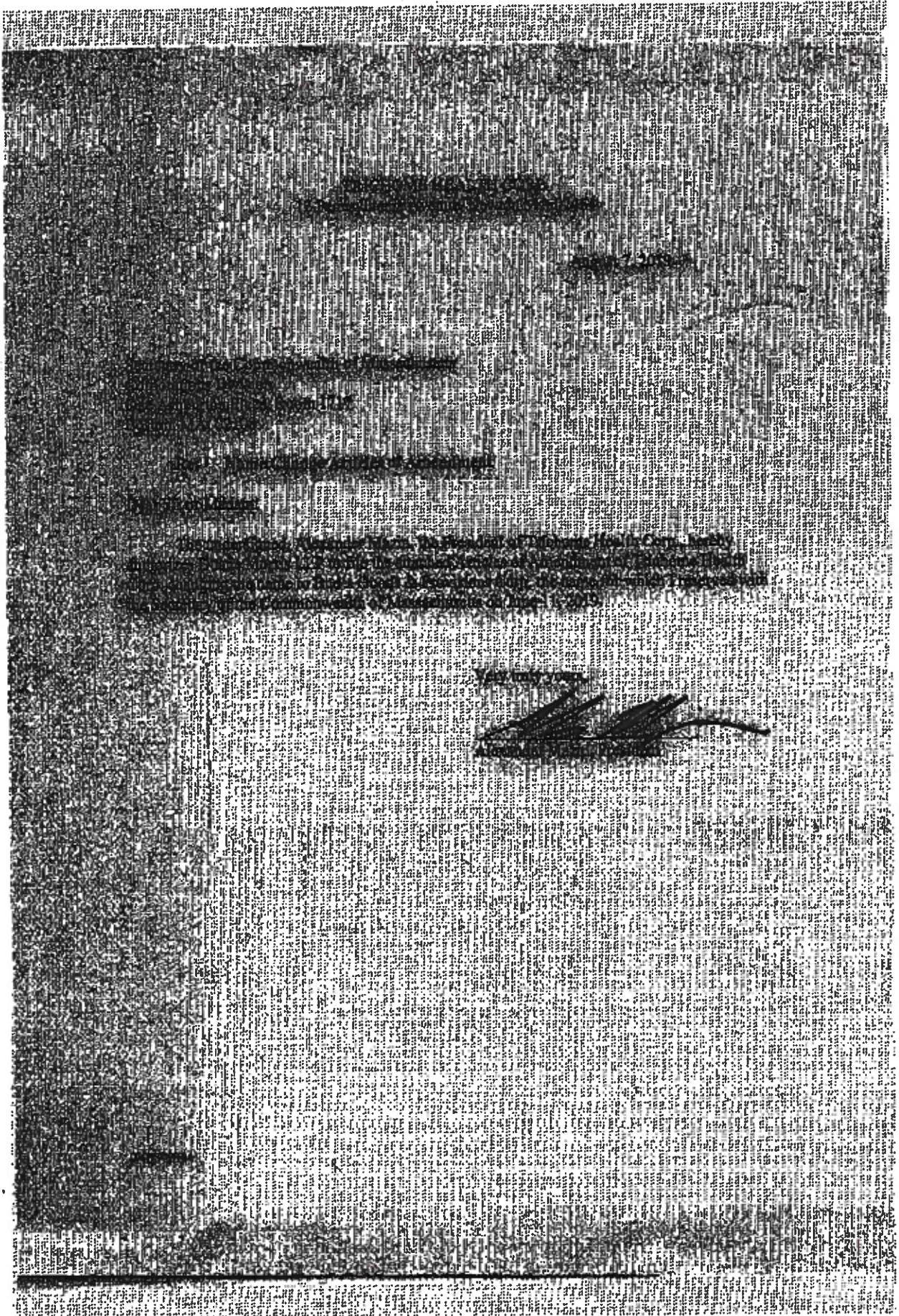
Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

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

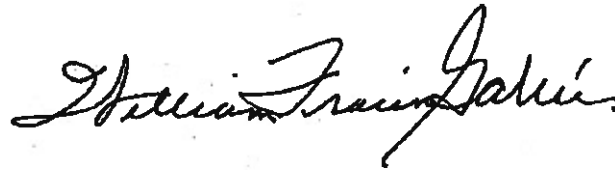




THE COMMONWEALTH OF MASSACHUSETTS

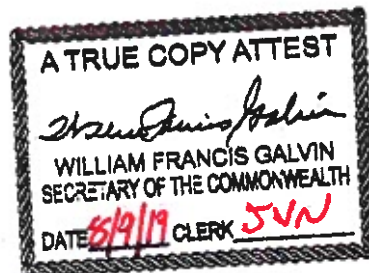
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

August 07, 2019 03:07 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth





Corporations Division

Business Entity Summary

ID Number: 001334529

[Request certificate](#)[New search](#)

Summary for: BUD'S GOODS & PROVISIONS CORP.

The exact name of the Domestic Profit Corporation: BUD'S GOODS & PROVISIONS CORP.		
The name was changed from: TRICHOME HEALTH CORP. on 08-07-2019		
Converted from TRICHOME HEALTH CORP. on 06-27-2018		
Entity type: Domestic Profit Corporation		
Identification Number: 001334529		
Date of Organization in Massachusetts: 06-27-2018		
Last date certain:		
Current Fiscal Month/Day: 12/31		Previous Fiscal Month/Day: 12/31
The location of the Principal Office:		
Address: 12 PENNSYLVANIA AVENUE		
City or town, State, Zip code, Country: NEWTON, MA 02464 USA		
The name and address of the Registered Agent:		
Name: ALEXANDER MAZIN		
Address: 12 PENNSYLVANIA AVENUE		
City or town, State, Zip code, Country: NEWTON, MA 02464 USA		
The Officers and Directors of the Corporation:		
Title	Individual Name	Address
PRESIDENT	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA

8/13/2019

Mass. Corporations, external master page

PRESIDENT	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
TREASURER	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
SECRETARY	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA
DIRECTOR	ALEXANDER MAZIN	12 PENNSYLVANIA AVENUE NEWTON, MA 02464 USA
DIRECTOR	NELLIE ISRAEL	330 EAST 38TH STREET, APT. 23J NEW YORK, NY 10016 USA

Business entity stock is publicly traded: ☐

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

Class of Stock	Par value per share	Total Authorized		Total issued and outstanding
		No. of shares	Total par value	No. of shares
CNP	\$ 0.00	275,000	\$ 0.00	0

☐ Consent ☐ Confidential Data ☐ Merger Allowed ☐ Manufacturing

View filings for this business entity:

ALL FILINGS
Administrative Dissolution
Annual Report
Application For Revival
Articles of Amendment

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)



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

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



176897037

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

Bud's Goods & Provisions Corp.
54 WEST BOYLSTON ST
WORCESTER, MA 01606

EAN: 22160326
March 17, 2020

Certificate Id:36241

The Department of Unemployment Assistance certifies that as of 3/17/2020 ,Bud's Goods & Provisions Corp. is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

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

Richard A. Jeffers, Director

Department of Unemployment Assistance



Plan for Obtaining Liability Insurance

Bud's Goods & Provisions Corp. (“Bud’s”) plans to contract with Deland, Gibson Insurance to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Bud’s will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Bud’s will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. Bud’s will keep reports documenting compliance with 935 CMR 500.105(10).



Bud's Goods & Provisions Corp.

Business Plan

**1540 Bedford St
Abington, MA 02351**

July 1, 2021

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1.EXECUTIVE SUMMARY

Mission Statement

Bud's Goods & Provisions Corp. ("Bud's") is a vertically-integrated marijuana establishment ("ME") committed to creating a safe and clean community environment by providing consistent, high-quality cannabis to patients and consumers in Massachusetts who are 21 or older. Bud's mission is to be a trustworthy partner to our customers, neighbors and society through an honest, dependable and practical cannabis-buying experience. Formed in 2016, Bud's is a grassroots Massachusetts company that is committed to building a true New England cannabis retail experience.

Bud's is a Massachusetts licensed marijuana company with two (2) Final Licenses for retail, a Provisional License for a 3rd retail, a Provisional License for a tier 3 cultivation license and a Provisional Manufacturing License from the Cannabis Control Commission. Prior to the adult-use market in MA, Bud's had previously received a Provisional Certificate of Registration ("PCR") from the Department of Public Health ("DPH").

Our goal at Bud's is to establish ourselves as a leading social enterprise while simultaneously building a sustainable Massachusetts cannabis company through the development and offering of the highest quality cannabis products which will be sold through our trusted, safe and educational retail experience. We will strive to serve our local communities through education, hands-on involvement and economic contribution (see Section 3 – Community Program)

Our Cannabis Product

Bud's will provide customers with an assortment of loose-leaf cannabis flowers (i.e. sativa, indica, hybrid and CBD strains), extract products (i.e. wax, oil, rosin, shatter etc.), edibles (i.e. candy, savory foods, sweet foods, treats, beverages, etc), and topicals (lotions, creams etc.). Products Bud's intends to offer and sell will include, but will not be limited to:

1. TOPICAL SALVES
2. CREAMS/LOTIONS
3. DERMAL PATCHES
4. ORAL MUCOSAL/SUBLINGUAL DISSOLVING TABLETS
5. TINCTURES
6. ORAL/NASAL SPRAYS
7. PRE-DOSED OIL VAPORIZERS
8. INGESTION CAPSULES
9. FOOD/BEVERAGES
10. COOKING OILS

Customer Services

Bud's will distinguish itself from competitors by investing in technology which will provide our customers with high-quality and dedicated service. Bud's is currently working to develop an online tool to enhance our customers' experience, such as:

- Open Source Platform – Bud's is building an open-source resource platform which will provide educational tools and an open forum for the community to learn and discover information on the cannabis industry free of charge.

Customers

Bud's target customers will include adults over the age of 21 and registered medical marijuana patients. Our goal is to serve our local communities. Customers will range from experienced connoisseurs to community members who have never previously used cannabis but are interested in the positive effects of the product.

Our Goals and What Drives Us

- To provide our customers with safe access to marijuana
- To educate consumers and communities about cannabis
- To work closely with our communities to mitigate the illegal market
- To allay the stigmas associated with marijuana
- To offer equal employment opportunities to individuals seeking to get involved in the marijuana industry
- To help our host communities achieve their goals
- To maintain a diverse, skilled workforce motivated by ample opportunities for internal advancement

Bud's Core Values

Bud's understands the responsibility that it has to our customers and to our communities and that is why we have developed a business model that is fundamentally aligned with the following values:

- Provide the highest quality cannabis products available in the safest possible manner
- Support and foster growth in local communities through education and community engagement
- Support our team members and employees by providing them with all the necessary tools so they can grow and develop the skills and knowledge to be successful in the cannabis industry
- Satisfy, serve and educate our customers
- Establish mutually-beneficial partnerships with local suppliers and vendors
- Build and maintain a diverse team (with specific focus on areas of disproportionate impact)
- Pioneer the cannabis industry

2.COMPANY RETAIL DESCRIPTION

1540 Bedford St

Bud's 1540 Bedford St. location comprises approximately 4,000 square feet. The retail location will consist of a secure security checkpoint upon entry, a separate waiting area and a separate retail shopping area. Upon arriving to a retail location, customers will be required to demonstrate that they are age 21 or older by providing current, valid, government-issued identification before entering the waiting area. Bud's plans to construct a state-of-the-art retail site that is technologically-advanced, safe, and sparkling clean. Our retail space will foster a positive customer experience by emphasizing education, safety, and direct customer interaction. Bud's prides itself on an educational approach to retail. We want to ensure that every customer is aware of our extensive product options and gets exactly what they need.

Bud's trained security team and dispensary agents will ensure that only consumers 21 years of age or older with a verified and valid, government-issued photo ID will be permitted to enter the dispensary and purchase adult-use marijuana. In the event that Bud's discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be terminated immediately and the CCC will be promptly notified.

While in the waiting area, customers will check-in and will be provided with customized educational materials and menus to review prior to being called into the retail portion of the store. A Bud's representative will be available to answer any questions customers may have while waiting.

After checking-in, customers will be allowed into the retail area by a trained dispensary agent. Dispensary agents will guide them step-by-step to the best-suited product for them.

Upon checkout, dispensary agents will check IDs one final time prior to completing the transaction. Once their transaction is complete, customers will then be required to leave the premises. Bud's security agents will be trained to prevent loitering.

In addition to selling our own Bud's-branded product lines, we anticipate selling products cultivated and manufactured by other companies. Bud's will have a strict process for curating the best products produced across the state of Massachusetts. These products will be purchased at wholesale prices. All products will be packaged in child-resistant packaging.

Bud's retail hours will be:

- Monday – Saturday: 10am - 10pm
- Sunday: 10am - 6pm

Zoning

- 1540 Bedford St is located in the Marijuana Retail Overlay District.
- Abington Zoning By-Law allows Adult Use Marijuana Retailers by Planning Board Special Permit in Marijuana Retail Overlay
- This location is not located within 500 feet of a public or private primary or secondary school, licensed daycare center, public library, public park or playground and a marijuana storefront retail.

Current Status

Currently, 1540 Bedford St. is a standalone building. The building was constructed in 2008. Massachusetts State Highway 18 is currently being increased from 2 lanes to 4 lanes.

Bud's Retail Plan

Bud's will open a retail dispensary occupying the entire building at 1540 Bedford St. We have 21 parking spots for our customers.

Operating Overview

Bud's will hire an inventory manager and establish inventory controls and procedures for inventory reviews and comprehensive inventories of marijuana products both in the process of cultivation and finished, stored marijuana; a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and transcription of inventories taken by use of an oral recording device. These operating procedures will occur on the cultivation, manufacturing and retail side of the business.

No marijuana product will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Bud's will maintain records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Bud's will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no

higher than \$5,000 per occurrence.

Bud's will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements.

Bud's will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

Prior to commencing operations, Bud's will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of Bud's.

Bud's and Bud's agents will comply with all local rules, regulations, ordinances, and bylaws.

Security

Bud's has contracted Platinum Protection Systems, a leading cannabis security company in New England, to design, implement and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

Bud's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Abington Police Department and other future municipal police departments in which Bud's will be located. These surveillance cameras will remain operational through generator power in the event of a power outage.

The exterior of the dispensary and surrounding area will be sufficiently lit and foliage will be minimized

to ensure clear visibility of the area at all times.

Only Bud's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity.

All agents and visitors will be required to visibly display an ID badge, and Bud's will maintain a current list of individuals with access.

On-site consumption of marijuana by Bud's employees and visitors will be prohibited.

Bud's will have security personnel on-site during business hours.

Anticipated Timelines for Bud's Goods Abington – updated 7/2021

<u>Date</u>	<u>Event</u>
September 1, 2019	Legal Interest in the Property Obtained
September 15, 2019	Obtained Host Community Agreement
September 18, 2019	Held Community Outreach Meeting
+21 days upon obtaining a HCA	Submitted Complete Application to CCC
+30 days after Submission of Complete Application	CCC Receives Confirmation from Host Community of Compliance with Zoning Bylaws
+60 days after Submission of Complete Application	Receive Provisional Certificate from CCC
+90 days after Submission of Complete Application	Receive Special Permit & Submission of Architectural Review
+120 days after Submission of Complete Application	Approval of Architectural Review
+150 days after Submission of Complete Application	Receive Municipal Building Permit
+ 180 days after Submission of Complete Application	Establish Services & Utilities
+ 200 days after Submission of Complete Application	Begin Facility Build Out/Renovation[AM4]
+ 230 days after Submission of Complete Application	Set Up IT
+ 240 days after Submission of Complete Application	Finish Facility Build Out/Renovation
+250 days after Submission of Complete Application	Receive Certificate of Occupancy
+255 days after Submission of Complete Application	Security Monitoring Tested
+260 days after Submission of Complete Application	CCC Inspection of Facility
April 16, 2021	Received Final License from CCC

3. COMMUNITY PROGRAM

Bud's looks forward to working cooperatively with local leaders, elected officials, and community members in each of our host communities. Bud's will operate as a responsible, contributing corporate citizen and anticipates establishing a mutually-beneficial relationship with each municipality in exchange for permitting Bud's to site and operate there.

Plan to Positively Impact Areas of Disproportionate Impact

Overview

Bud's Goods & Provisions Corp. ("Bud's") is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic "areas of disproportionate impact," which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Bud's has created the following Plan to Positively Impact Areas of Disproportionate Impact (the "Plan") which outlines Bud's goals and programs to positively impact census tract 730500 in Worcester, Massachusetts ("Chosen Area") which has been identified as an area of disproportionate impact by the Commission.

Goals

Bud's has established the following goals to positively impact our Chosen Area:

1. **Community Action Goal:** Donate time to improving our community through volunteerism and donation. The goal is to commit an annual minimum of one hundred (100) hours to volunteerism within our Chosen Area. In addition, Bud's will donate an annual minimum of \$1,000 to positively affect our Chosen Area.
2. **Career Counseling Goal:** Donate time to local institutions which serve the residents of our Chosen Area in order to provide one-on-one career development services to a minimum of twelve (12) participants annually with the purpose of developing the soft skills necessary for seeking a new or better job in any industry.

Programs

Bud's has developed specific programs to effectuate its stated goals to positively impact our Chosen Area. Such programs will include the following:

1. Bud's **Community Action** program

- a. Bud's will schedule a minimum of two (2) volunteer activities per year in and around our Chosen Area.
- b. Bud's will assign one (1) community action ambassador for each of Bud's retail stores and company office. This role will be responsible for meeting with the other community action ambassadors to plan our community action agenda. This role will also coordinate scheduling with the retail managers.

2. Bud's **Career Counseling** program will:

- a. Participate in career services events hosted by Quinsigamond Community College and potentially other institutions that serve the residents of our Chosen Area. These events include, but are not limited to resume review sessions, mock interviews, and career advice sessions.

Measurements

The Human Resources representative administers the Plan and is responsible for reporting our measurable outcomes to ensure Bud's continues to meet its commitments. Such measurable outcomes, in accordance with Bud's goals and programs described above, include:

1. Volunteer one hundred (100) hours annually for community action:
 - a. Bud's volunteers will be scheduled in advance of community action events.
 - b. Bud's volunteer hours will be tracked on payroll.
 - c. Bud's will create a report at the end of each community action event that will provide a summary of volunteer hours and how they were spent.
 - d. The Community Action Ambassadors will analyze the success of each community action event and determine how Bud's can further improve our volunteer and donation impact.
2. Participate in Career Services events twice per year at Quinsigamond Community College:
 - a. Attendees will sign up in advance and attendance will be taken at each event; and
 - b. Bud's will document the number of participants, and compare that number to our stated goal of providing career counseling to a minimum of twelve (12) participants annually.

Bud's will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Human Resources representative will review and evaluate Bud's measurements no less than twice a year to ensure that Bud's is meeting its commitments. Bud's is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

1. As identified above, Bud's intends to partner with Quinsigamond Community College and acknowledges that Quinsigamond Community College has been contacted and has agreed to a partnership with Bud's.
2. Bud's 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, by Bud's will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Community Service & Charitable Donation

Goal: Bud's will require all employees to participate bi-annually in a community service day within the City of Abington. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact.

Process: Employees will volunteer a minimum of 2 times/year to a local district non-profit organization

Metric: Employees' attendance will be counted at each event. Employees will be held accountable to attend 2 community service events per year as part of their professional development at Bud's.

Equal Recruitment Effort

Goal: Bud's will strive to prioritize in hiring Abington residents and will strive to match Abington's demographics to our hiring. We will also strive to hire veterans.

Process: Bud's will prioritize Abington residents through its application process. Furthermore, Bud's human resources team will develop a diversity and inclusion policy and train staff to ensure all candidates are reviewed without bias. In an effort to hire veterans, we will work closely with Veteran's organizations in the Abington area.

Metric: All recruitment efforts will be recorded so that reports can be provided with candidate statistics and hiring success rates.

Plans to Contribute Economically

- A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- Bud's will hire locally and will source local suppliers

Regulation & Safety Benefits

- Bud's will allow qualified consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- In addition to the CCC, the Abington Police Department will have oversight over Bud's security systems and processes.
- Bud's is comprised of experienced professionals who will be thoroughly background-checked and scrutinized by the CCC.

4. MARKETING & SALES

Growth Strategy

Bud's plan to grow the company includes multiple strategies. Bud's will initially seek to open three retail locations in Massachusetts, then add additional locations and scale opportunistically per state regulations. Bud's will develop *unique* market products to sell through wholesale channels to other retail dispensaries. Additionally, Bud's anticipates at-home delivery to account for a large portion of revenue once delivery regulations are finalized by the CCC. Our overarching strategy for growth is to make it easy and convenient for customers to access Bud's unique, high-quality products across the state.

Communication

Bud's will engage in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) that do not jeopardize the public health, welfare or safety of the general public or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising and branding created for viewing by the public will include the statement "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the face of the advertisement.

All marketing, advertising and branding produced by or on behalf of Bud's will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has

not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. **KEEP THIS PRODUCT AWAY FROM CHILDREN.** There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

Bud’s will communicate with customers through multiple communications streams which will include email, social media channels (i.e. Facebook, Instagram, Snapchat etc), a company website, and direct mailings to customers who opt-in.

Bud’s will provide a catalogue and printed list of prices and strains of marijuana available to Consumers. This same catalogue and list will be posted on our website and displayed in retail stores.

Sales

Bud’s will ensure that all marijuana products that are provided for sale to Consumers are sold in tamper proof, child-resistant packaging. Packaging for marijuana products sold or displayed for Consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive minors. Products will be tested prior to sale.

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Bud’s will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

5. FINANCIAL PROJECTIONS

Abington Retail Dispensary Financial Projections			
	<u>2021</u>	<u>2022</u>	<u>2023</u>
Projected Revenue	\$5,086,000	\$7,871,000	\$9,921,000
Projected Expense	\$3,917,000	\$5,063,000	\$5,527,000
VARIANCE:	\$1,169,000	\$2,808,000	\$4,394,000
Average Transaction Size	\$75	\$75	\$75
Number of Transaction Days	210	360	360
Full-Time Employees	15	20	20
Local Tax Revenue	\$152,580	\$236,130	\$297,630

Bud's projections over the next three years make the following assumptions:

- In 2021, Bud's will only open in the second quarter of the year
- Average customer spend is ~\$75 per transaction
- In 2021, Bud's anticipates to process 350 transactions each day in a twelve (12) hour day
 - 20-30 Transactions an hour
 - 5 Sales Representatives
 - 8-10 minutes per customer transaction
- Expenses decrease over time due to operational efficiency and trained staff
- Transactions times decrease over time with the normalcy of purchasing legal cannabis

6. TEAM

General

Bud's has put together a team to implement the operations of the Marijuana Establishment. Bud's intends to create 20-30 full-time staff positions within the first three years of operations in Abington.

Bud's will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. Bud's will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours and safe conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Founders

Alexander Mazin

Alex is a native from Worcester, MA who first became involved in the cannabis industry in 2014. He is the founder of Lifegrabber LLC, one of the largest silicone accessory companies in the vaporizer device industry. Products are sold across all 50 states in the US, in Canada and in Europe under the brand name VaprCase.

In 2016, he founded Bud's Goods & Provisions Corp. and was awarded a Provisional License from the MA Department of Health. He is a principal member with the Commonwealth Dispensary Association (CDA) and his mission is to build the first recognizable New England cannabis brand across the US.

Prior to getting into the cannabis industry, Alex has had nearly a decade of strategic management consulting experience in the life sciences industry for a top-tier consulting firm and Fortune 100 company. Alex was raised in Worcester, MA and is a graduate of Babson College with a Bachelor of Science (B.S.) in Entrepreneurship and Strategic Management.

Nellie Israel

Nellie is a Member of Board and Treasurer of Bud's Goods & Provisions.

Nellie Israel has over 10 years experience in wealth management, real estate and banking. In addition, she has over 7 years of residential and commercial mortgage experience working for a major international bank. During her time, she originated and spearheaded the residential mortgage lending platform created to accommodate high net worth clients which is still used today.

Nellie studied in Boston, MA where she graduated on the fast track program from Northeastern University with a Bachelors of Science in Business.

Upon being diagnosed with an autoimmune disease in 2013 and being concerned with limiting treatment options, she began researching alternative treatments and medicines where she discovered and learned about the endocannabinoid system.

CEO / CFO

Alex Mazin is currently acting as both the CEO and the CFO for Bud's.

VP of Operations & Director of Cultivation

Benjamin Nadolny

Ben's career began in fine dining culinary. In 2006, Ben worked at King Estate Winery, Oregon's largest and most successful winery and helped launch an acclaimed restaurant on over 1,000 biodynamic acres. In 2012, Ben took over as Executive Chef of King Estate after building one of the largest local food inventories by volume in the state of Oregon. While serving as Executive Chef, Ben managed a team of over 100 people day to day.

Ben founded Fox Hollow Flora in 2009 with a focus on providing patients with the highest quality medical marijuana. Since its founding, Ben has expanded the business and now supplies over 100 marijuana dispensaries. Today, Fox Hollow Flora operates a state-of-the-art marijuana cultivation site totaling over 20,000 sq. ft.

Prior to his career in the marijuana industry, Ben graduated with a Bachelor's degree in Music from the University of Oregon in 2007.



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Bud's Goods and Provisions Corp. ("Bud's") is only accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Bud's agent will immediately inspect the person's proof of identification and determine the person's age, in accordance with 935 CMR 500.140(2).

In the event Bud's discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated, and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(m). Bud's will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors in the Commonwealth or a like violation of the laws in other jurisdictions, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), Bud's will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Bud's will not engage in any advertising by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Bud's will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, fruit, or sporting-equipment item including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any advertising created for public viewing will include a warning stating, **"For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly."** Pursuant to 935 CMR 500.105(6)(b), Bud's packaging for any marijuana or marijuana products will not use bright colors, defined as colors that are "neon" in appearance, resemble existing branded products, feature cartoons, a design, brand or name that resembles a non-cannabis consumer or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be marketed to minors. Bud's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



QUALITY CONTROL AND TESTING

Quality Control

Bud's Goods and Provisions Corp. ("Bud's") will comply with the following sanitary requirements:

1. Any Bud's agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Bud's agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Bud's hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Bud's production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Bud's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Bud's will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Bud's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Bud's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Bud's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Bud's will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;

10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. Bud's acknowledges and understands that the Commission may require Bud's to demonstrate the intended and actual use of any toxic items found on Bud's premises;
11. Bud's will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet Bud's needs;
12. Bud's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. Bud's will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Bud's will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. Bud's will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

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

Bud's will ensure that Bud's facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

Bud's will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Bud's to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Testing

Bud's will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been

tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Any Independent Testing Laboratory relied upon by Bud's for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR 500.101: *Application Requirements*, or formerly and validly registered by the Commission; (ii) accredited to ISO 17025:2017 or the most current International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission; (iii) independent financially from any Medical Marijuana Treatment Center, Marijuana Establishment or Licensee; and (iv) qualified to test marijuana and marijuana products, including marijuana-infused products, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000: *Adult Use of Marijuana*; 935 CMR 501.000: *Medical Use of Marijuana*; and Commission protocol(s).

Testing of Bud's marijuana products will be performed by an Independent Testing Laboratory in compliance with a protocol(s) established in accordance with M.G.L. c. 94G, § 15 and in a form and manner determined by the Commission, including but not limited to, the *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*. Testing of Bud's environmental media will be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

Bud's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. In addition to these contaminant tests, final ready-to-sell Marijuana Vaporizer Products shall be screened for heavy metals and Vitamin E Acetate (VEA) in accordance with the relevant provisions of the *Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products for Marijuana Establishments, Medical Marijuana Treatment Centers and Colocated Marijuana Operations*. Bud's acknowledges and understands that the Commission may require additional testing.

Bud's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) will include notifying the Commission (i) within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch and (ii) of any information regarding contamination as specified by the Commission immediately upon request by the Commission. Such notification will be from both Bud's and the Independent Testing Laboratory, separately and directly, and will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Bud's will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year. Bud's acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Bud's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Bud's for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Any marijuana or marijuana products that fail any test for contaminants must either be reanalyzed without remediation, remediated or disposed of. In the event marijuana or marijuana products are reanalyzed, a sample from the same batch shall be submitted for reanalysis at the ITL that provided the original failed result. If the sample passes all previously failed tests at the initial ITL, an additional sample from the same batch previously tested shall be submitted to a second ITL other than the initial ITL for a Second Confirmatory Test. To be considered passing and therefore safe for sale, the sample must have passed the Second Confirmatory Test at a second ITL. Any Marijuana or Marijuana Product that fails the Second Confirmatory Test will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees without first being remediated. Otherwise, any such product shall be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.

If marijuana or marijuana products are destined for remediation, a new test sample will be submitted to a licensed ITL, which may include the initial ITL for a full-panel test. Any failing Marijuana or Marijuana Product may be remediated a maximum of two times. Any Marijuana or Marijuana Product that fails any test after the second remediation attempt will not be sold, transferred or otherwise dispensed to Consumers, Patients or Licensees and will be destroyed in compliance with 935 CMR 500.105(12): *Waste Disposal*.



RECORDKEEPING PROCEDURES

General Overview

Bud's Goods and Provisions Corp. ("Bud's") has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Bud's documents. Records will be stored at Bud's in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

To ensure that Bud's is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of Bud's quarter-end closing procedures. In addition, Bud's operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- **Corporate Records**

Corporate Records are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:

- Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
- Third-Party Laboratory Contracts
- Commission Requirements:
 - Annual Agent Registration
 - Annual Marijuana Establishment Registration
- Local Compliance:
 - Certificate of Occupancy
 - Special Permits
 - Variances
 - Site Plan Approvals
 - As-Built Drawings
- Corporate Governance:
 - Annual Report
 - Secretary of Commonwealth Filings

- Business Records

Business Records require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Bud's.

- Personnel Records

At a minimum, Personnel Records will include:

- Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Bud's and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
- A staffing plan that will demonstrate accessible business hours and safe operating conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).

- Handling and Testing of Marijuana Records

- Bud's will maintain the results of all testing for a minimum of one (1) year.

- Inventory Records

- The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.

- Seed-to-Sale Tracking Records

- Bud's will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
- Sales Records for Marijuana Retailer
 - Bud's will maintain records that it has performed a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, Bud's will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Bud's for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within Bud's jurisdiction on request.
- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Bud's will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Bud's agents present during the disposal or other handling, with their signatures. Bud's will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.

- Recordings shall not be destroyed or altered and shall be retained as long as necessary if Bud's is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - Bud's will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)
 - Records that any and all of Bud's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - Bud's shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event Bud's closes, all records will be kept for at least two (2) years at Bud's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Bud's will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures

Policies and Procedures related to Bud's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:

 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of Bud's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to Bud's operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board of directors, members, and executives of Bud's, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Bud's website.
- Policies and procedures for the handling of cash on Bud's premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
 - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.
- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- License Renewal Records
 - Bud's shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the

records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, 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.

Record-Retention

Bud's will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.



MAINTAINING OF FINANCIAL RECORDS

Bud's Goods and Provisions Corp.'s ("Bud's") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Bud's.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Prohibiting the use of software or other methods to manipulate or alter sales data;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - If Bud's determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.

- Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
- Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
- Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - Bud's shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, 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.



QUALIFICATIONS AND TRAINING

Bud's Goods and Provisions Corp. ("Bud's") will ensure that all employees hired to work at a Bud's facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

Bud's will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Bud's discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent's employment will be terminated, and Bud's will notify the Commission within one (1) business day that the agent is no longer associated with the establishment.

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Bud's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. A Bud's Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program ("RVT") courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

Non-RVT may be conducted in-house by Bud's or by a third-party vendor engaged by the Bud's. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All Bud's Agents that are involved in the handling or sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission.

Basic Core Curriculum

Bud's Agents must first take the Basic Core Curriculum within 90 days of hire, which includes the following subject matter:

- Marijuana's effect on the human body, including:

- Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices.
- Compliance with all tracking requirements.
- Acceptable forms of identification. Training must include:
 - How to check identification;
 - Spotting and confiscating fraudulent identification;
 - Common mistakes made in identification verification.
 - Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G, § 13.
- Other key state laws and rules affecting Bud's Agents which shall include:
 - Conduct of Bud's Agents;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Local and state licensing and enforcement, including registration and license sanctions;
 - Incident and notification requirements;
 - Administrative, civil, and criminal liability;
 - Health and safety standards, including waste disposal;
 - Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
 - Permitted hours of sale;
 - Licensee responsibilities for activities occurring within licensed premises; xix. Maintenance of records, including confidentiality and privacy; and
 - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

Bud's will encourage administrative employees who do not handle or sell marijuana to take the "Responsible Vendor" program on a voluntary basis to help ensure compliance. Bud's records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

After successful completion of the Basic Core Curriculum, each Bud's Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Bud's to maintain designation as a Responsible Vendor. Once the Bud's Agent has completed the Basic Core Curriculum, the Agent is eligible to take the Advanced Core Curriculum. Failure to maintain Responsible Vendor status is grounds for action by the Commission.



ENERGY COMPLIANCE PLAN

Bud's Goods and Provisions Corp. ("Bud's") is currently exploring potential energy-use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Bud's will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

Potential Energy-Use Reduction Opportunities

Bud's is considering the following potential opportunities for energy-use reduction and plans for implementation of such opportunities.

1. Natural Lighting;
2. Energy efficient exterior wall construction, which may include batt insulation, continuous rigid insulation, and air and vapor barriers; and
3. Plumbing fixtures that are Water Sense rated for reduced water consumption.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Bud's will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

Bud's is in the process of considering opportunities for renewable energy generation (including wind and solar options). Bud's preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Bud's may reconsider at a future date. Bud's will also consult with its architects and engineers when designing the facility to determine the building's capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

Strategies to Reduce Electric Demand

Bud's is considering the following strategies to reduce electric demand:

1. Exterior and interior glazing on windows such that maximum natural daylight can enter the building without compromising security, reducing the reliance on artificial light during daytime hours;
2. Lighting fixtures that are energy efficient and used with Energy Star rated bulbs; and
3. Room lighting and switching will have occupancy sensors to reduce electrical consumption when rooms are unoccupied.

As the need and opportunity for facility upgrades and maintenance arise in the future and the company becomes cash flow positive, Bud's will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

Bud's also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives. Bud's will also coordinate with its utility companies to explore any energy efficiency options available to Bud's.



DIVERSITY PLAN

Bud's Goods & Provisions Corp. ("Bud's") believes in creating and sustaining a robust policy of inclusion and diversity. Bud's recognizes that diversity in the workforce is a key factor of our company's commitment to its community, and we are therefore dedicated to creating an equitable culture with equal employment opportunity for all. Bud's will strive to parallel the growth of our company with the recruitment and promotion of minorities, women, veterans, people with disabilities, and people who identify as LGBTQ+ through the development and measurable success of our diversity plan. Bud's executives and Leadership Team believe that our diversity plan is a pillar of the company's purpose-driven philosophy. Bud's executive management team believes that equity and increased diversity are crucial to creating the inclusive, transparent organizational culture for which we strive.

Overview

Bud's Goods & Provisions Corp. ("Bud's") is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People who identify as LGBTQ+.

Bud's has created the following Diversity Plan (the "Plan") to identify measurable goals toward promoting equity in Bud's operations. The Plan identifies minorities and women as measurable demographics to create a foundation for overall success in our goals for diversity.

Goals

Bud's has established the following goals for the Plan:

1. **External** – Focus recruiting efforts in areas where the applicant pool demographics show a minimum of 25% minority applicants, and a minimum of 40% women applicants.
2. **Internal** - Hire, retain, and promote minorities and women to a level that exceeds the demographics of the Commonwealth. Our goal includes hiring and retaining at a minimum 25% minority employees, and a minimum of 40% women employees. We will promote annually a minimum of 10% of minority and women employees.

Programs

Bud's has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. **External** - At least two (2) yearly recruitment events with a focus on attracting individuals from all the diverse populations listed above to achieve our percentage (%) goals.
 - a. All recruitment events will be advertised locally and on social media.

- b. Recruitment events will be held in areas that have higher concentrations of diverse populations. We will continue to work with Quinsigamond Community College career services department for our Worcester retail location. We will continue to work with Roxbury Community College career services for our Abington location. Both of these institutions invite us to their career fairs and pop up recruitment events. We also have the privilege of providing community leadership by participating in mock interviews and resume review sessions with students at both of these institutions. All students must verify they are age 21 or older to discuss recruitment opportunities at our licensed retails.
 - c. Attendance rates will be tracked at each career services events and measured year over year. We will also measure data from our applicant tracking system and agent registrations.
- 2. **Internal** - Bud's will take the following steps to hire, retain, and promote a diverse workforce:
 - a. In **hiring decisions**, we will allow our external goals to provide us diverse pool of applicants. Our goals for diversity will be discussed and reported for each event along with other data we gather from these events.
 - b. Offer **bi-annual performance reviews** for all employees.
 - c. Request **bi-annual diversity feedback** forms from all employees.
 - d. Offer employees at least eight (8) hours of paid **professional development** annually, which include will include our programs for diversity.
 - e. **Promote** by position, title, or pay wage ten percent (10%) of our minority and women employees annually.

Measurements

The Human Resources Manager will administer the Plan and will be responsible for reporting the measurable outcomes to ensure Bud's continues to meet its commitments. Such measurable outcomes, in accordance with Bud's goals and programs described above, include:

- 1. **External**
 - a. All recruitment efforts will be recorded so that reports can be provided with candidate statistics and hiring success rates. Reports will be provided monthly to the Bud's Leadership Team for review. Bud's will have continued engagement with at least two (2) institutions, participating in at least two (2) events per calendar year at each institution. These events will include career services events as well as speaking engagements.
 - i. Bud's will gather attendance counts for each event, verified by the institution.
 - ii. Bud's will ensure any potential applicant is age 21 or older.
 - iii. Bud's will track the number of applicants and resumes received from each event.
 - iv. Bud's will track the number of new hires generated from each event.
 - v. Bud's will gather demographic data via agent registrations and Human Resources files.
 - b. Bud's will track and measure the percentage change in workforce diversity on a monthly basis. Three (3) consecutive months of workforce diversity decrease trigger a meeting between the Leadership Team and the Human Resources Manager to improve our external efforts.

2. Internal

- a. An audit of the Diversity Plan will capture employment data, including information on diverse population representation in the workforce, recruitment and training information (all job categories); and promotion, retention and outreach efforts.
- b. Employee reviews will be kept on file and used to measure and improve employee success. We will measure how our action plans for improvement result in better employee retention.
- c. Employees will be required to complete a bi-annual diversity survey that is administered and reported by the Human Resources Manager. Employee feedback will continue to drive our diversity plan.
- d. Employees will verify trainings received to ensure all employees are current on training

Beginning upon receipt of Bud's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, Bud's will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. Furthermore, the Bud's Leadership Team will review and evaluate Bud's measurable outcomes no less than three (3) times each year to ensure that Bud's is meeting its commitments. Bud's is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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



Personnel Policies Including Background Checks

Overview

Bud's Goods and Provisions Corp. ("Bud's") will securely maintain personnel records, including registration status and background check records. Bud's will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours and safe operating conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Bud's and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training; and
- Results of initial background investigation, including CORI reports.

Personnel records will be kept in a secure location to maintain confidentiality and be only accessible to the agent's manager or members of the executive management team.

Business Hours

Monday – Saturday: 10am - 10pm

Sunday: 10am - 8pm[LM1]

After-Hours Contacts

Mr. Alex Mazin

Chief Executive Officer

Phone: 774-239-2200

Email: alex@budsgoods.com

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for Bud's will undergo a detailed background investigation prior to being granted access to a Bud's facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Bud's pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Bud's will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Bud's will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Bud's will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;

- vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Bud's or the Commission.

Personnel Policies and Training

As outlined in Bud's Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All Bud's agents are required to complete training as detailed in Bud's Qualifications and Training plan which includes but is not limited to Bud's strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

Bud's will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;

- Engaged in unsafe practices with regard to Bud's operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.