



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282808
Original Issued Date: 06/18/2020
Issued Date: 05/13/2021
Expiration Date: 06/18/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Emerald Grove, Inc.

Phone Number: 774-722-4128
Email Address: jamoulex@gmail.com

Business Address 1: 3 Main Street
Business City: Eastham
Business State: MA
Business Address 2: Unit 1
Business Zip Code: 02642
Mailing Address 1: 31 Sadies Way
Mailing City: Harwich
Mailing State: MA
Mailing Zip Code: 02645

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD: Emerald Grove, Inc.
Department of Public Health RMD Registration Number: Provisional Certificate of Registration (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?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 45
Percentage Of Control: 25
Role: Owner / Partner
Other Role: Director on the 4-Member Board of Directors, President, Chief Executive Officer, Chief Operating Officer

First Name: Alexander	Last Name: Jamoulis	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: 45	Percentage Of Control: 25	
Role: Owner / Partner	Other Role: Director on the 4-Member Board of Directors, Treasurer, Chief Financial Officer	
First Name: Timothy	Last Name: Jamoulis	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 3

Percentage Of Ownership: 10	Percentage Of Control: 25	
Role: Owner / Partner	Other Role: Director on the 4-Member Board of Directors, Secretary	
First Name: Demetra	Last Name: Jamoulis	Suffix:
Gender: Female	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control: 25	
Role: Director	Other Role: Director on the 4-Member Board of Directors	
First Name: Kyle	Last Name: Bazon	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Moonshine, Inc.	Entity DBA:		
Email: Tjamoulis@comcast.net	Phone: 508-237-8416		
Address 1: 931 Route 28	Address 2:		
City: South Yarmouth	State: MA	Zip Code: 02664	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$200000	Percentage of Initial Capital: 66.6
Capital Attestation: Yes			

Entity Contributing Capital 2

Date generated: 05/24/2021

Entity Legal Name: Moonshine Trust		Entity DBA:	
Email: Toulaj@hotmail.com	Phone: 508-237-1933		
Address 1: 101 Iyannough Road		Address 2:	
City: Hyannis	State: MA	Zip Code: 02601	
Types of Capital: Monetary/Equity	Other Type of Capital:	Total Value of Capital Provided: \$100000	Percentage of Initial Capital: 33.3
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Alexander	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 2

First Name: Alexander	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 3

First Name: Timothy	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 4

First Name: Timothy	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 5

First Name: Demetra	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 6

First Name: Demetra	Last Name: Jamoulis	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 7

First Name: Kyle	Last Name: Bazon	Suffix:
Marijuana Establishment Name: Emerald Grove, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Middleborough	Marijuana Establishment State: MA	

Individual 8

First Name: Kyle	Last Name: Bazon	Suffix:
-------------------------	-------------------------	----------------

Marijuana Establishment Name: Emerald Grove, Inc. Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Middleborough Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 3 Main Street, Unit 1

Establishment Address 2:

Establishment City: Eastham

Establishment Zip Code: 02642

Approximate square footage of the establishment: 2251

How many abutters does this property have?: 48

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
Plan to Remain Compliant with Local Zoning	Plan to remain compliant with local zoning.pdf	pdf	5d13996333099617d79474a1	06/26/2019
Certification of Host Community Agreement	Emerald Grove - Eastham HCA Certification Form (exec).pdf	pdf	5d1399d7c70e2b132b317701	06/26/2019
Community Outreach Meeting Documentation	Emerald Grove- Eastham Community Outreach Meeting Documentation.pdf	pdf	5d1cfa16bc101905252e5bc3	07/03/2019

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
Other	Emerald Grove_Onset Bay Association Letter Accepting Donations.pdf	pdf	5d83bfa138be9e227ac55c01	09/19/2019
Plan for Positive Impact	Emerald Grove_Plan for Positive Impact (UPDATED 03.24.2020).pdf	pdf	5e7a5427d29ad935715946d8	03/24/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

Other Role:

First Name: Alexander

Last Name: Jamoulis Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 2

Role:

Other Role:

First Name: Timothy

Last Name: Jamoulis Suffix:

Date generated: 05/24/2021

Page: 4 of 8

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 3

Role: Other Role:

First Name: Demetra Last Name: Jamoulis Suffix:

RMD Association: RMD Owner

Background Question: yes

Individual Background Information 4

Role: Other Role:

First Name: Kyle Last Name: Bazon Suffix:

RMD Association: RMD Manager

Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:

Entity Legal Name: Moonshine, Inc. Entity DBA:

Entity Description: Massachusetts corporation

Phone: 508-237-8416 Email: Tjamoulis@comcast.net

Primary Business Address 1: 931 Route 28 Primary Business Address 2:

Primary Business City: South Yarmouth Primary Business State: MA Principal Business Zip Code: 02664

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:

Entity Legal Name: Moonshine Trust Entity DBA:

Entity Description: Trust

Phone: 508-237-1933 Email: Toulaj@hotmail.com

Primary Business Address 1: 101 Iyannough Road Primary Business Address 2:

Primary Business City: Hyannis Primary Business State: MA Principal Business Zip Code: 02601

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Emerald Grove_Articles of Entity Conversion.pdf	pdf	5d925c071b7a141b1db8335a	09/30/2019
Bylaws	Emerald Grove - For-Profit Corporate Bylaws (exec).pdf	pdf	5d925c31e87dc81b07fff8df	09/30/2019
Secretary of Commonwealth - Certificate of Good Standing	Emerald Grove_Certificate of Good Standing from SoC (9.30.19).pdf	pdf	5d93ba342e767115bf437918	10/01/2019
Department of Revenue - Certificate of Good standing	Emerald Grove_Certificate of Good Standing from DoR (10.4.19).pdf	pdf	5da0a756b107e415ca9116fc	10/11/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Emerald Grove_SoC CoGS_4.7.2021.pdf	pdf	606f103803415644ba105d95	04/08/2021
Department of Unemployment Assistance - Certificate of Good standing	Emerald Grove_DUA CoGS 4.6.21.pdf	pdf	60706534518b4d4499415fea	04/09/2021
Department of Revenue - Certificate of Good standing	EGI_DOR COGS_4.9.21.pdf	pdf	6075a0018d8557457dbb8540	04/13/2021

Massachusetts Business Identification Number: 001355949

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Emerald Grove, Inc._Business Plan.pdf	pdf	5d9268dc79b12e15e03d9082	09/30/2019
Plan for Liability Insurance	EGI_Liability Insurance.pdf	pdf	606cb567a6d53445a21e2bff	04/06/2021
Proposed Timeline	EGI_Proposed Timeline.pdf	pdf	606cb57621aec245a96c94b1	04/06/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Diversity plan	Emerald Grove_Diversity Plan.pdf	pdf	605d3af8694f45077ebc4786	03/25/2021
Plan for obtaining marijuana or marijuana products	EGI_Obtaining Marijuana.pdf	pdf	606cb6143a37ef458c084b21	04/06/2021
Separating recreational from medical operations, if applicable	EGI_Separating Recreational from Medical.pdf	pdf	606cb61f03415644ba1056c1	04/06/2021
Restricting Access to age 21 and older	EGI_Restricting Access.pdf	pdf	606cb62cbd015444c5502777	04/06/2021
Security plan	EGI_Security Plan.pdf	pdf	606cb6357eb80444db466183	04/06/2021
Prevention of diversion	EGI_Prevention of Diversion.pdf	pdf	606cb640cefab844e6712bc4	04/06/2021
Storage of marijuana	EGI_Storage of Marijuana.pdf	pdf	606cb64a21aec245a96c94ba	04/06/2021
Transportation of marijuana	EGI_Transportation.pdf	pdf	606cb654cefab844e6712bc8	04/06/2021
Inventory procedures	EGI_Inventory.pdf	pdf	606cb65f518b4d4499415468	04/06/2021
Quality control and testing	EGI_Quality Control.pdf	pdf	606cb66c2e84db44a04c65f5	04/06/2021
Dispensing procedures	EGI_Dispensing Procedures.pdf	pdf	606cb67603415644ba1056c5	04/06/2021
Personnel policies including background checks	EGI_Personnel Policies.pdf	pdf	606cb67fbd015444c550277b	04/06/2021
Record Keeping procedures	EGI_Recordkeeping Procedures.pdf	pdf	606cb6878d8557457dbb6ff8	04/06/2021
Maintaining of financial records	EGI_Financial Records.pdf	pdf	606cb69359973545607638f0	04/06/2021
Qualifications and training	EGI_Qualifications and Training.pdf	pdf	606cb69ea6d53445a21e2c10	04/06/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	EGI_Patient Supply.pdf	pdf	606cbb9da6d53445a21e2c54	04/06/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	EGI_Reasonable Substitutions.pdf	pdf	606cbba121aec245a96c951a	04/06/2021

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: Although Emerald Grove, Inc. ("Emerald Grove") is not yet operational, Emerald Grove has begun preparing its efforts towards its Positive Impact Plan. A sample of some of the materials relative to Emerald Grove's Positive Impact Plan is included below.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Although Emerald Grove, Inc. ("Emerald Grove") is not yet operational, Emerald Grove has begun preparing its efforts towards its Diversity Plan. A sample of some of the materials relative to Emerald Grove's Diversity Plan is included below.

HOURS OF OPERATION

Monday From: 9:00 AM Monday To: 9:00 PM

Tuesday From: 9:00 AM Tuesday To: 9:00 PM

Wednesday From: 9:00 AM Wednesday To: 9:00 PM

Thursday From: 9:00 AM Thursday To: 9:00 PM

Friday From: 9:00 AM Friday To: 9:00 PM

Saturday From: 9:00 AM Saturday To: 9:00 PM

Sunday From: 9:00 AM Sunday To: 9:00 PM

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Emerald Grove, Inc. (“Emerald Grove”) will remain compliant at all times with the local zoning requirements set forth in the Town of Eastham’s Zoning Bylaws. In accordance with Zoning Bylaw Section 23, Emerald Grove’s proposed Marijuana Establishment is located at 3 Main Street in the Transition Commercial (TC) Zoning District, which is part of the Eastham Corridor Special District (ECSD), designated for Marijuana Establishments.

In compliance with the Eastham Zoning Bylaw Section 23, the proposed Marijuana Establishment is not located within five hundred (500’) feet of an existing public or private school serving students in grades K-12, childcare center, public park, playground, or children’s camp.

As required by the Eastham Zoning Bylaw, Emerald Grove will apply for a Special Permit from the Eastham Planning Board. Emerald Grove will also apply for any other local permits required to operate a Marijuana Establishment at the proposed location. Emerald Grove will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Establishment at Emerald Grove’s proposed location.

Emerald Grove has already attended several meetings with various municipal officials and boards to discuss Emerald Grove’s plans for a Marijuana Establishment and has executed a Host Community Agreement with the Town of Eastham. Emerald Grove will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, operation, and security.

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 Jawaulis, (insert name) certify as an authorized representative of Emerald Grove, Inc. (insert name of applicant) that the applicant has executed a host community agreement with the Town of Eastham (insert name of host community) pursuant to G.L.c. 94G § 3(d) on April 8, 2019 (insert date).


Signature of Authorized Representative of Applicant

Host Community

I, Jacqueline W. Beebe, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Eastham (insert name of host community) to certify that the applicant and the Town of Eastham (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 8, 2019 (insert date).


Signature of Contracting Authority or
Authorized Representative of Host Community

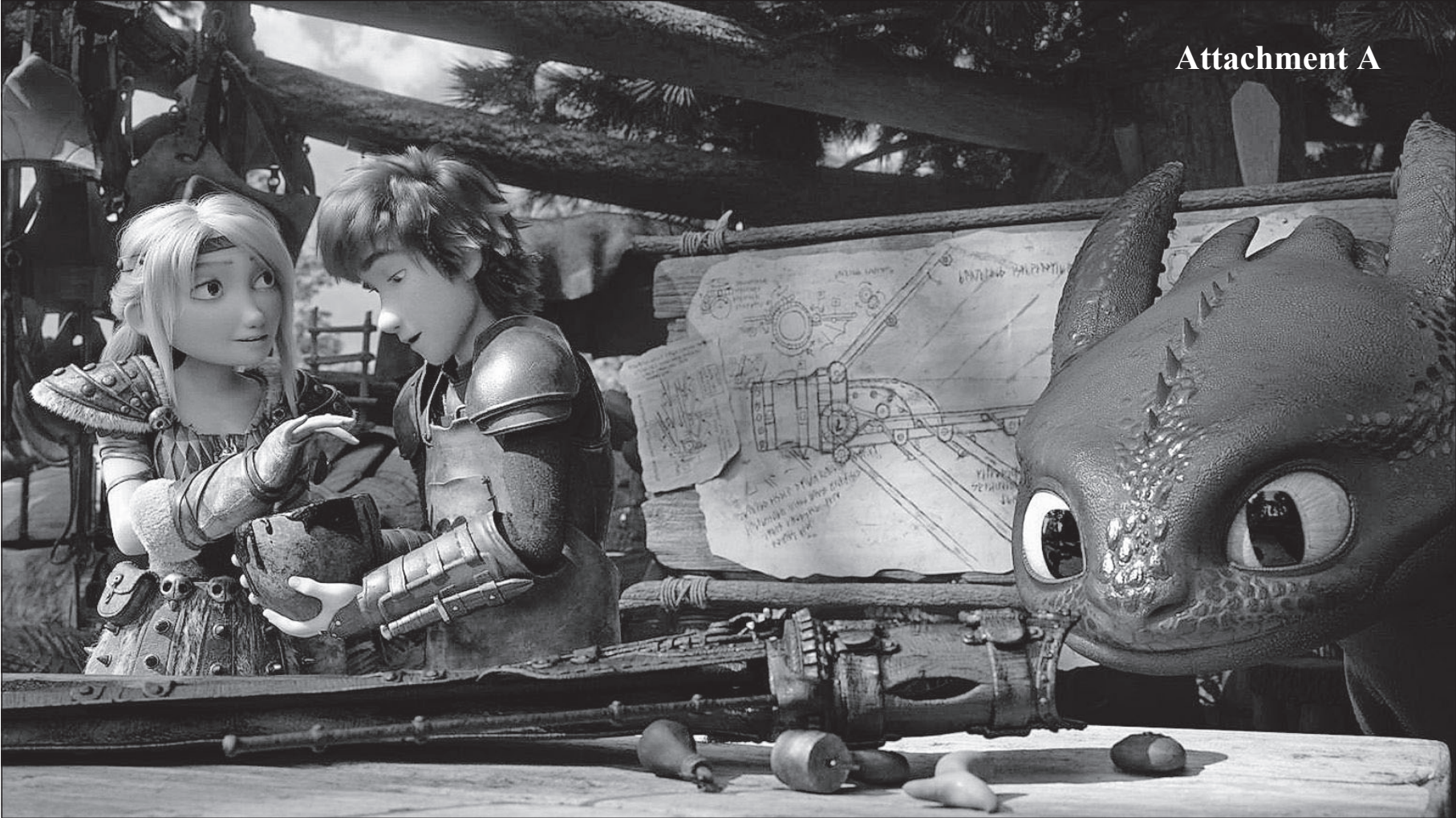
Community Outreach Meeting Attestation Form

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, Alexander Jamoulis, *(insert name)* attest as an authorized representative of Emerald Grove, Inc. *(insert name of applicant)* that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on March 26, 2019 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 15, 2019 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on March 13, 2019 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 15, 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.



In the latest movie, a year has passed in the village of Berk, the only place where humans and dragons have found a peaceful way to co-exist.

MOVIE REVIEW: HOW TO TRAIN YOUR DRAGON: THE HIDDEN WORLD

Dragon finale keeps young viewers enthralled

By Ed Symkus

“How to Train Your Dragon: The Hidden World” is the finale of the three-part train-your-dragon series and there’s more than enough action and comedy and courageousness and villainy and pathos to keep the minds of its target audience of young viewers engaged. A year has passed in the village of Berk, the only place where humans and dragons have found a peaceful way to co-exist. But that’s not enough for Hiccup and his gal pal, the fierce Astrid (America Ferrera), and their gang of young villagers, who regularly fly out on their trusty steeds to release dragons that have been caged in other villages.

It’s in one of those villages, after one of these raids, that the malevolent, dragon-hating dragon slayer Grimmel (F. Murray Abraham) appears, claiming to have eliminated the world of all Night Furies, all but that lone survivor, Toothless, upon whom Grimmel’s sights are now set. But Grimmel is wrong, as there was another survivor in his most recent assault on a dragon population: A female Night Fury which, in due time, gets the nickname of Light Fury and becomes the love interest of Toothless. That plot turn shouldn’t be much of a surprise, as it had already been made clear that Hiccup and Astrid were on their way to becoming a couple, and this time around, there’s even talk

of an impending marriage. But, again, action and comedy and villainy take precedence over all else here. Grimmel, who really wants to kill all dragons, but keeps a flock of drugged specimens under his control for purposes of war, sets up a plot in which other dragon haters will join him in an attack on Berk and its human and dragon inhabitants. Not-so-fearless leader Hiccup gets wind of this, and tries to convince his tribe that they’d be much better off if they all left, all jumped aboard their ships or on top of their dragons and set out to find the mythical Hidden World, where every day is paradise and, since it’s “hidden,” no bad guys would ever find them.

Because there’s almost two hours to fill, there’s plenty more going on. Hiccup’s mom, Valka (Cate Blanchett) makes a couple of appearances, but doesn’t have much to do. His late dad Stoick (Gerard Butler) is seen and heard in flashbacks to Hiccup’s boyhood, but those scenes feel tacked on. And among all sorts of goofy dragons, there’s also a handful of villagers, both young and old, that add some color to the story, though the only one who stands out, both physically and vocally, is crusty Gobber (Craig Ferguson). Best acting honors go to Abraham, who is gleefully slimy as Grimmel. Everything plays out pretty much as expected. Dragons are put in danger. Humans can help the dragons but

also sometimes need help from them. Humans are put in danger. Helpful dragons are off romping through the skies, in love. Peril levels rise dramatically for both species. But, even though there are some dark story threads, this remains a film for young viewers. You know that everything is going to work out. And it does, after a dazzling barrage of visual effects, a big sea and sky battle - some of it violent, much of it silly - and some revelations about the Hidden World. “The Hidden World” isn’t quite as good as “2,” which wasn’t quite as good as “How to Train Your Dragon,” but it’s still a well-made piece of quality entertainment, and it’s going to keep its young viewers enthralled.

THEATER GUIDE

Cape Codder Resort & Spa Dinner Theater, 1225 Iyannough Road, Hyannis, 508-771-3000; capecodder-resort.com/theater. 7 to 10 p.m., dinner and show \$59.95; show only \$25 when available. March 16, Gaelic vs. Gaelic/St.

Patrick’s Day Comedy Show; April 6, Loretta LaRoche and We’re Not Dead Yet Quartet (show only, \$40). **Cape Cod Theater Co./Harwich Junior Theater**, 105 Division St., West Harwich, 508-432-2002 or 866-811-4111,

or capecodtheatrecompany.org. Freaky Friday, to March 17, Friday to Sunday. **Cotuit Center for the Arts**, 4404 Route 28, Cotuit, artsonthecape.org. Seminar by Theresa Rebeck, through March 24 in the Black Box

Theater. Thursday, Friday, and Saturday at 7:30 p.m., and Sundays at 2 p.m.; On the mainstage, A Talented Woman March 21 to April 7, \$35; \$30 balcony. **Tilden Arts Center** at Cape Cod Community College,

2240 Route 132, Hyannis, The Curious Incident of the Dog in the Night-Time, April 4, 5, 6, 11, 12, 13 and 18, 19, 20. \$25. Info: 508-375-4003 *Send listings to Matt Rice, mrice@wickedlocal.com.*

Legal Notices

ZBA/PUBLIC HEARING 3/20/19
LEGAL NOTICE
Public Hearing
There will be a meeting of the Zoning Board of Appeals in the first floor Skaket Meeting Room at Orleans Town Hall, on Wednesday, March 20, 2019, starting at 7:00 pm. The following cases will be heard:
Case # 2107
Doane Beal & Ames, Inc. has applied for a Special Permit as set forth in MGL Chapter 40A, Section 9, under Orleans Zoning Bylaw section 164-21A (Note 5) and a Petition for Variance as set forth in MLG Chapter 40A, Section 10 to construct an addition larger than 4,000 square feet in a residential zone. The property is located at 77 Eldredge Parkway, Orleans Map #41, Parcel #90491.
AD#13777393
Cape Codder 3/8, 3/15/19

BOH/REGULATION
LEGAL NOTICE
TOWN OF BREWSTER
BOARD OF HEALTH
On February 20, 2019 the Brewster Board of Health voted to adopt a change to the Pets Banned from Public Ponds, Landings, Beaches and Tidal Flats regulation. The change to the regulation is as follows: Effective upon publication, all dogs, horses and pets (except service animals) are prohibited from public ponds, landings, beaches and tidal flats in the Town of Brewster 24 hours per day from May 15th to September 15th of the current year and each year hereafter. Copies of the full regulation can be obtained at the Brewster Health Department, 2198 Main Street, M-F 8:30AM – 4:00PM.
AD#13778560
Cape Codder 3/15/19

TA/EVERSOURCE ENERGY
LEGAL NOTICE
TOWN OF EASTHAM
NOTICE OF PUBLIC HEARING
A Public Hearing will be held on Monday, April 1, 2019 at 5:05 PM, in the Earle Mountain Room at Eastham Town Hall, 2500 State Highway, Eastham, MA 02642, on W-2308307 from NSTAR Electric Company d/b/a EVERSOURCE Energy who request permission to:
245 North Sunken Meadow Road, Eastham, MA
To install 40' of conduit and cable from handhole 49/H7 to 49/H7A
With the result to provide electrical service to 245 N. Sunken Meadow Road.
AD#13778009
Cape Codder 3/15/19

MARIJUANA ESTABLISHMENT
LEGAL NOTICE
Community Outreach Public Notice
Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Tuesday, March 26, 2019 at 6:30 PM at Four Points by Sheraton Eastham Cape Cod, 3800 State Highway, Eastham, MA 02642. The proposed medical and adult use marijuana dispensary, Emerald Grove, Inc., is anticipated to be located at 3 Main St., Unit #1, Eastham, MA 02642. There will be an opportunity for the public to ask questions.
AD# 13779149
Cape Codder 3/15/19

Muscular Dystrophy Association

Where Hope Begins

MDA

1-800-FIGHT-MD
www.mdausa.org

Your News In Print Online

WICKED LOCAL

Muscular Dystrophy Association

Where Hope Begins

MDA

1-800-FIGHT-MD
www.mdausa.org

Have you or someone you know been adopted?

www.thehome.org/adoption

Whether you’re looking for the right job or looking to fill a job

Jobs

will get the job done.
wickedlocaljobs.com

**NOTICE OF COMMUNITY OUTREACH MEETING
EMERALD GROVE, INC.**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Tuesday, March 26, 2019 at 6:30 PM at Four Points by Sheraton Eastham Cape Cod, 3800 State Highway, Eastham, MA 02642. The proposed Marijuana Retailer Establishment is anticipated to be located at 3 Main Street, Unit #1, Eastham, MA 02642. There will be an opportunity for the public to ask questions.



**NOTICE OF COMMUNITY OUTREACH MEETING
EMERALD GROVE, INC.**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Tuesday, March 26, 2019 at 6:30 PM at Four Points by Sheraton Eastham Cape Cod, 3800 State Highway, Eastham, MA 02642. The proposed Marijuana Retailer Establishment is anticipated to be located at 3 Main Street, Unit #1, Eastham, MA 02642. There will be an opportunity for the public to ask questions.

ADMINISTRATION

MAR 13 2019

RECEIVED

MB

**NOTICE OF COMMUNITY OUTREACH MEETING
EMERALD GROVE, INC.**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Tuesday, March 26, 2019 at 6:30 PM at Four Points by Sheraton Eastham Cape Cod, 3800 State Highway, Eastham, MA 02642. The proposed Marijuana Retailer Establishment is anticipated to be located at 3 Main Street, Unit #1, Eastham, MA 02642. There will be an opportunity for the public to ask questions.



**NOTICE OF COMMUNITY OUTREACH MEETING
EMERALD GROVE, INC.**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Tuesday, March 26, 2019 at 6:30 PM at Four Points by Sheraton Eastham Cape Cod, 3800 State Highway, Eastham, MA 02642. The proposed Marijuana Retailer Establishment is anticipated to be located at 3 Main Street, Unit #1, Eastham, MA 02642. There will be an opportunity for the public to ask questions.

April 2, 2021

Town Administrator Jacqueline Beebe
Town of Eastham
2500 State Highway
Eastham, MA 02642

Re: Request for Records of Costs Related to Emerald Grove's Eastham Operations

Dear Town Administrator Beebe:

Please be advised that as a requirement of Emerald Grove, Inc.'s ("Emerald Grove") license renewal application for its marijuana establishment in the Town of Eastham ("Eastham" or "Town"), the Cannabis Control Commission (the "Commission") is requiring Emerald Grove to submit (1) documentation that it requested from its Host Community the records of any cost to the Town, whether anticipated or actual, resulting from the licensee's operation within its borders, and (2) any response received from the Host Community in connection with such request, and if no response is received, an attestation to that effect.

Accordingly, please accept this correspondence as Emerald Grove's formal request to the Town to produce the records of any cost, whether anticipated or actual, resulting from Emerald Grove's operation within the Town. Please note that a copy of this correspondence along with any response received from the Town, or barring receipt of any response, an attestation to that effect, shall be submitted by Emerald Grove to the Commission. As the Town is aware, in accordance with M.G.L. c. 94G, § 3(d), any cost to the Town imposed by the operation of a Marijuana Establishment shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

We would greatly appreciate a response to david@vicentesederberg.com by Wednesday, April 14, 2021, to ensure Emerald Grove is able to submit a complete license renewal application in a timely manner.

Thank you for your attention to this matter, and please do not hesitate to contact me with any questions.

Sincerely,

David M. Ullian

David M. Ullian, Esq.

P: 617-752-7148

E: David@VicenteSederberg.com

**Shipment Receipt****Address Information****Ship to:**

Jacqueline Beebe
Town of Eastham
2500 State Highway

EASTHAM, MA
02642
US
5082405900

Ship from:

Adam Fine
Vicente Sederberg
2 Seaport Lane
11th Floor
BOSTON, MA
02210
US
6179342121

Shipment Information:

Tracking no.: 773350134476
Ship date: 04/05/2021
Estimated shipping charges: 12.90 USD

Package Information

Pricing option: FedEx Standard Rate
Service type: Priority Overnight
Package type: FedEx Envelope
Number of packages: 1
Total weight: 1 LBS
Declared Value: 0.00 USD
Special Services:
Pickup/Drop-off: Drop off package at FedEx location

Billing Information:

Bill transportation to: Adam 974-974
Your reference: Mail/Shipping
P.O. no.: VISA 2153
Invoice no.: 3158/Emerald Grove/Licensing
Department no.: MA Licensing

Thank you for shipping online with FedEx ShipManager at fedex.com.

Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1000, e.g., jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits; Consult the applicable FedEx Service Guide for details. The estimated shipping charge may be different than the actual charges for your shipment. Differences may occur based on actual weight, dimensions, and other factors. Consult the applicable [FedEx Service Guide](#) or the FedEx Rate Sheets for details on how shipping charges are calculated.

EMERALD GROVE, INC.
MUNICIPAL RESPONSE ATTESTATION – EASTHAM

On behalf of Emerald Grove, Inc. (“Emerald Grove”), I, David M. Ullian, do hereby attest to the following:

- In accordance with the requirements of Emerald Grove’s license renewal for its adult-use Marijuana Retailer Establishment license (MR282808), Emerald Grove requested from the Town of Eastham (the “Host Community”) the records of any cost to the Host Community, whether anticipated or actual, resulting from Emerald Grove’s operation within its borders (the “Request”).
- Emerald Grove submitted the Request to the Host Community on April 5, 2021.
- As of the date of this attestation, Emerald Grove has not received a response from the Host Community with respect to the Request.

David M. Ullian

April 15, 2021

Date

Name: David M. Ullian

Title: Counsel for Emerald Grove, Inc.

Entity: Vicente Sederberg LLP

PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Emerald Grove, Inc. (“Emerald Grove”) 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, Emerald Grove has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact residents of the Town of Wareham.

Goals

In order for Emerald Grove to positively impact residents of the Town of Wareham, Emerald Grove has established the following goals:

1. Provide \$1,000.00 annual monetary contributions to the Onset Bay Association to enhance the quality of life in Wareham;
2. Provide at least three (3) volunteers to support two (2) Onset Bay Association fundraising events each year;
3. Ensure that at least 10% of Emerald Grove’s entire staff consist of individuals that have previously resided, or currently reside, in Wareham; and
4. Provide two (2) training program sessions each year to Emerald Grove employees who are past or present Wareham residents.

Programs

Emerald Grove has developed specific programs to effectuate its stated goals to positively impact residents of the Town of Wareham. Such programs will include the following:

1. Donating \$1,000.00 per year to the Onset Bay Association, a 501(c)3 non-profit civic corporation created to enhance the quality of life in the Onset Village area.
2. Supporting at least two (2) fundraising events per year for the Onset Bay Association through volunteering;
3. Creating a preferential hiring program for Wareham residents, whereby qualified candidates for open job postings with equal qualifications will be selected if they self-identify as a past or present resident of Wareham;
4. Advertising job openings as they become available but no less than biannually in the Wareham Courier; and
5. Providing biannual training opportunities to employees who are past or present Wareham residents; such training opportunities will include third-party educational programs,

certificates, and seminars—such as those offered by Cannabis Training University—which Emerald Grove will pay for. With each certificate an employee attains, a monetary raise or promotion will be awarded.

Measurements

The Chief Operating Officer will administer the Plan and will be responsible for developing measurable outcomes to ensure Emerald Grove continues to meet its commitments. Such measurable outcomes, in accordance with Emerald Grove's goals and programs described above, include:

1. Documenting the amount and frequency of the annual monetary donations to the Onset Bay Association;
2. Tracking all fundraising events of the Onset Bay Association that Emerald Grove supports, including the number of volunteer employees in attendance and the nature of the fundraising event.
3. Reviewing employment data to determine how many past or present Wareham residents were interviewed and ultimately hired, as well as what percentage of all Emerald Grove employees are past or present residents of Wareham;
4. Documenting the number and frequency of newspaper advertisements placed in the Wareham Courier for open positions and the number of employees hired as a result of these advertisements; and
5. Documenting the number of training opportunities provided to employees who are past or present Wareham residents, the funds spent on such trainings, and the subject matter of those trainings, as well as the training certificate each employee attains and any monetary raises or promotions awarded as a result.

Beginning upon receipt of Emerald Grove's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, Emerald Grove 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. The Chief Operating Officer will review and evaluate Emerald Grove's measurable outcomes no less than twice annually to ensure that Emerald Grove is meeting its commitments. Emerald Grove is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

- As identified above, Emerald Grove intends to donate to the Onset Bay Association and acknowledges that the Onset Bay Association has been contacted and will receive the donation described herein. A donation confirmation letter is included with this Plan.
- Emerald Grove will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by Emerald Grove will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

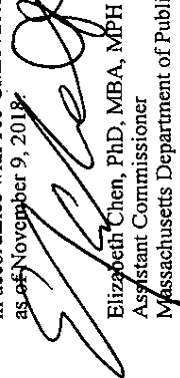
One Ashburton Place, Boston, Massachusetts 02108-1512

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 MU

Emerald Grove is an applicant
with an application pending before
the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of November 9, 2018


Elizabeth Chen, PhD, MBA, MPH
Assistant Commissioner
Massachusetts Department of Public Health

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

ARTICLE I

The exact name of the corporation upon conversion is:

Emerald Grove, Inc.

ARTICLE II

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

The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms, and other related products, for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

5

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	100,000			

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.

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:

Shares of Common Stock may not be transferred except by unanimous consent of the holders of Common Stock.

ARTICLE VI

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

See Article VI Continuations Sheet

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

ARTICLE VI: CONTINUATION SHEET

1. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
2. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 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. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
3. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
4. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Any action that, under any provision of G.L. c. 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 given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders except that action taken by shareholders to fill one 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.
5. **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 requires action by the shareholders.

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:
31 Sadies Way, Harwich, MA 02645
- b. The name of its initial registered agent at its registered office:
Alexander Jamoulis
- 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 Jamoulis

Treasurer: Timothy Jamoulis

Secretary: Demetra Jamoulis

Director(s): Alexander Jamoulis, Tim Jamoulis, Demetra Jamoulis, Kyle Bazon

- d. The fiscal year end of the corporation:
December
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
- f. The street address of the principal office of the corporation:
31 Sadies Way, Harwich, MA 02645
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

31 Sadies Way, Harwich, MA 02645

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

, which is

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

Signed by: _____

(signature of authorized individual)

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

on this 30th day of October, 2018

216

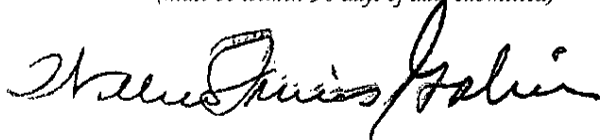
COMMONWEALTH OF MASSACHUSETTS

1320623 William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 20th day of November, 2018, at _____ a.m./p.m.
time

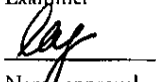
Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



Examiner



Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

David Ullian

Vicente Sederberg LLC

2 Seaport Lane, 11th Floor, Boston, MA 02210

Telephone: 617-934-2121

Email: david@vicesederberg.com

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

SECRETARY OF THE
COMMONWEALTH
2018 NOV 20 PM 3:09
COMMONWEALTH OF MASSACHUSETTS

**BYLAWS
OF
EMERALD GROVE, INC.**

BYLAWS OF EMERALD GROVE, INC.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is Emerald Grove, Inc. (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 Bylaws (“**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 1.01 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 1.02 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 1.03 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 of the Corporation, 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 1.04 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 1.05 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 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 1.06 *Reserved*

Section 1.07 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 1.08 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 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 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 1.09 *Reserved*

Section 1.10 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 the 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 1.11 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 1.12 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 1.13 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 1.14 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 1.15 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be four (4) 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. The initial Directors shall be:

- (a) Alexander Jamoulis;

- (b) Timothy Jamoulis;
- (c) Demetra Jamoulis; and
- (d) Kyle Bazon

Section 1.16 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, and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws.

Section 1.17 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 1.18 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 1.19 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 may be removed from office at any duly called meeting without cause by a vote 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.

Section 1.20 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 1.21 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board 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 may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, 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 1.22 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 1.23 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 1.24 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 1.25 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 1.26 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 1.27 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 Executive Officer, 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 1.28 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 1.29 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 1.30 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 1.31 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 1.32 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 1.33 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.

Section 1.34 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 1.35 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 an affidavit of loss and 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 1.36 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 1.37 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 1.38 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 1.39 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or promissory 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 1.40 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 1.41 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 1.42 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 1.43 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 1.44 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER THE OFFICERS, DIRECTORS, NOR ATTORNEYS FOR CORPOATION, HAVE MADE OR SHALL MAKE ANY REPRESENTATION TO THE CONTRARY WHILE SUCH SALE REMAINS ILLEGAL.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 1.45 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 1.46 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.

[SIGNATURE PAGE TO FOLLOW]

**CERTIFICATE OF SECRETARY
OF
EMERALD GROVE, INC.**

The undersigned, Demetra Jamoulis, hereby certifies that she is the duly elected and acting Secretary of Emerald Grove, Inc., a Massachusetts corporation (the “**Corporation**”), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of October 30, 2018, and that the same 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 30th day of October, 2018.

EMERALD GROVE, INC.

By: 

Name: Demetra Jamoulis
Title: Secretary

Signature Page to Bylaws



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 30, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,
EMERALD GROVE, INC.

is a domestic corporation organized on **November 20, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

A handwritten signature in blue ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 19100015210

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

Processed by:



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

mass.gov/dor

Letter ID: L2055499648
Notice Date: October 4, 2019
Case ID: 0-000-543-986



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



EMERALD GROVE INC 0
31 SADIES WAY
HARWICH MA 02645-2123

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, EMERALD GROVE INC 0 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

EMERALD GROVE, INC.

BUSINESS PLAN

September 30, 2019

EXECUTIVE SUMMARY

Mission Statement and Message from the CEO

Emerald Grove, Inc. (“**Emerald Grove**”) is a medical and adult use marijuana company committed to creating a safe and clean community environment that provides consistent, high quality cannabis to registered patients and consumers who are 21 years of age or older.

License Types

Emerald Grove is applying for Certificates of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate Marijuana Establishments in the Towns of Eastham and Middleborough.

What Drives Us

Emerald Grove’s goals include:

1. Serving registered patients and customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of Emerald Grove’s operations within their communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been disproportionately impacted by the war on drugs;
5. Having a diverse and socially representative pool of employees;
6. Empowering the next generation of entrepreneurs and leaders through hiring, training and teaching;
7. Running an environmentally friendly Marijuana Establishment in the Commonwealth of Massachusetts through the use of efficient cultivation methods; and
8. Creating branded marijuana products that are safe, effective, consistent and high quality.

TEAM

General

Emerald Grove has put together a team to implement the operations of the Marijuana Establishment and intends to create 10 - 20 full-time staff positions within the first three years of operation. No individual on the Emerald Grove team owns or controls more than three licenses in a particular class of license.

Alex Jamoulis (Director, Chief Executive Officer and Chief Operating Officer)

Alex and his family have approximately 70 years of combined experience in the retail beverage business. Alex, along with his parents and his brother Tim, currently own and operate four liquor stores in Brockton and on Cape Cod. Alex has been personally managing liquor stores for the past 12 years and has never received an infraction. In this role, he has gained substantial experience that will be directly applicable to the operation of a retail medical marijuana dispensary, including inventory control and management, Point of Sale (POS) systems, identification verification, retail and customer service, and coordination with local law enforcement.

Alex also completed the Cannabis Training University's (CTU) Master Certificate Program, where he studied marijuana cultivation, extraction and Marijuana Infused Product (MIP) manufacturing, dispensing and delivery operations, compliance, the medicinal benefits of marijuana, and marijuana business training. Alex received a degree in Culinary Arts from Cape Cod Community College. He has lived on Cape Cod for most of his life and currently resides in East Harwich.

Timothy Jamoulis (Chief Financial Officer)

Tim has over 14 years of experience in the retail beverage business. Along with his parents and his brother Alex, Tim currently owns and operates four liquor stores in Brockton and on Cape Cod and is responsible for managing the finances, social media and advertising for all four stores. In this role, he has gained substantial experience in scheduling, payroll, accounting, cash management, and coordinating deposits with banks.

Tim received a B.S. in Business Administration from Stonehill College and a M.B.A. from Suffolk University. Tim has lived on Cape Cod for his entire life and currently resides in East Harwich.

Corey Baker (Director of Cultivation)

Corey has over four years of experience in marijuana cultivation and horticulture. Corey has been studying marijuana cultivation for over four years in both California and Massachusetts, where he completed marijuana cultivation and operations courses at the Cannabis Career Institute in Boston and Oaksterdam University in Oakland, CA. Corey has also been a registered medical marijuana patient since 2014.

In addition, Corey has over four years of experience in the landscaping and gardening industries on Cape Cod, where he was responsible for landscaping, gardening and property management, as well as lawn care, sod installation, tree removal and pruning, and plant and bed maintenance. Corey currently resides in South Chatham on Cape Cod.

COMPANY DESCRIPTION

Structure

Emerald Grove is a Massachusetts domestic for-profit corporation that is applying for Certificates of Registration from the Commission to operate Marijuana Establishments in the Commonwealth.

Emerald Grove will file, in a form and manner specified by the Commission, an application for licensure as a Marijuana Establishment consisting of three packets: An Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet.

Operations

Emerald Grove's Retailer Establishment will be located in Eastham, and Emerald Grove has obtained a binding property interest for 3 Main Street, Unit 1.

Emerald Grove's Cultivation and Product Manufacturing Establishment will be located in Middleborough, and Emerald Grove has obtained a binding property interest for 355 Wareham Street.

Emerald Grove will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana and marijuana products and finished, stored marijuana. Emerald Grove will tag and track all marijuana seeds, clones, plants, and marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission.

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

Emerald Grove will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles and maintained for at least 12 months.

Emerald Grove 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.

Emerald Grove 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.

Emerald Grove 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, Emerald Grove will provide proof of having obtained a surety bond or escrow account 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 Emerald Grove.

Emerald Grove and Emerald Grove agents will comply with all local rules, regulations, ordinances, and bylaws.

Security

Emerald Grove will contract with a professional security and alarm company 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.

Emerald Grove'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. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

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 local Police Department. These surveillance cameras will remain operational even 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 eligible, verified customers and Emerald Grove'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 Emerald Grove will maintain a current list of individuals with access. Emerald Grove will have security personnel on-site during business hours.

On-site consumption of marijuana by Emerald Grove's customers, employees and visitors will be prohibited.

Benefits to the Municipality

Emerald Grove looks forward to working cooperatively with the local municipalities to ensure that Emerald Grove operates as a responsible, contributing member of the community. Emerald Grove anticipates establishing a mutually beneficial relationship with the community in exchange for permitting Emerald Grove to site and operate.

The municipalities stand to benefit in various ways, including but not limited to the following:

1. **Jobs**: The facilities will add 10 - 20 full-time jobs, in addition to hiring qualified, local contractors and vendors.
2. **Monetary Benefits**: A Host Community Agreement with significant monetary donations will provide the Towns with additional financial benefits beyond local property taxes.
3. **Access to Quality Product**: Emerald Grove will allow qualified patients and adult use consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
4. **Control**: In addition to the Commission, the local Police Department and other municipal departments will have oversight over Emerald Grove's security systems and processes.
5. **Responsibility**: Emerald Grove is comprised of experienced business professionals who will be thoroughly background checked and scrutinized by the Commission.
6. **Economic Development**: Emerald Grove's renovation of the proposed sites will contribute to the overall economic development of the local community.

Zoning

Emerald Grove, Inc. (“Emerald Grove”) will remain compliant at all times with the local zoning requirements set forth in the local Zoning Bylaws. Both of the proposed sites are in the correct zoning district, and the proposed Marijuana Establishments are not located within five hundred (500’) feet of an existing public or private school serving students in grades K-12.

As required by the local Zoning Bylaw, Emerald Grove will apply for a Special Permit and/or Site Plan Review from the Special Permit Granting Authority. Emerald Grove will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Establishment at Emerald Grove’s proposed location.

MARKET RESEARCH

Industry

In Massachusetts, adult use retail sales are expected to increase from \$457 million in 2018 to \$1.4 billion in 2025, according to New Frontier Data. Unlike other places where cannabis is legal, Massachusetts is within driving distance of some of the most populous places in the country and is poised to become a cannabis tourist destination.

Customers

Emerald Grove will only sell marijuana and marijuana products to customers ages 21 years and older that provide a valid identification and individuals that possess an active medical registration card issued by the Commission. Emerald Grove’s intended customers are residents of Eastham and the neighboring municipalities on Cape Cod, as well as other Marijuana Establishments in the Commonwealth seeking to purchase wholesale marijuana and marijuana products.

Regulations

Emerald Grove is a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

Emerald Grove is registered to do business in the Commonwealth as a domestic business corporation. Emerald Grove will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue. Emerald Grove will apply for all state and local permits and approvals required to renovate and operate the facility.

Emerald Grove will also work cooperatively with various municipal departments to ensure that the proposed facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation, and security.

PRODUCT / SERVICE

Product & Service

In addition to traditional sativa, indica, and hybrid cannabis flower, Emerald Grove will offer a wide range of products that will allow Emerald Grove to serve customers with a wide variety of needs. Products Emerald Grove intends to offer include, but will not be limited to:

1. Concentrates
2. Topical Salves
3. Creams and Lotions
4. Patches
5. Oral Mucosal and Sublingual Dissolving Tablets
6. Tinctures
7. Sprays
8. Inhalation Ready to Use CO2 Extracted Hash Oils
9. Pre-Dosed Oil Vaporizers
10. Ingestion Capsules
11. Infused Food and Beverages

Pricing Structure

Emerald Grove's pricing structure will vary based on market conditions. Emerald Grove plans to produce products of superior quality and will price its products accordingly.

MARKETING & SALES

Growth Strategy

Emerald Grove's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. A compelling loyalty program;
4. An exemplary customer in-store experience; and
5. A caring and thoughtful staff made of consummate professionals.

Emerald Grove plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

Communication

Emerald Grove will engage in reasonable marketing, advertising, and branding practices 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 advertisement.

All marketing, advertising, and branding produced by or on behalf of Emerald Grove 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.”

Emerald Grove will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, Emerald Grove will market its products and services to reach a wide range of qualified consumers.

Emerald Grove will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discovery networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat; and
5. Opt-in direct communications.

Emerald Grove will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in the retail store.

Sales

Emerald Grove will sell its product and service by engaging customers with knowledgeable in-store personnel. Emerald Grove will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or 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 to minors.

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.” Emerald Grove 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.

Logo

Emerald Grove is developing a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

FINANCIAL SUMMARY

Emerald Grove is well-funded and has the ability to leverage its medical marijuana progress to establish successful, compliant adult-use operations in a timely manner.

Emerald Grove's capital contributors have already committed in excess of \$500,000.00 to fund the applications, permitting and build out of Emerald Grove vertically-integrated Medical Marijuana Treatment Center and significant amounts of this initial capital have already been utilized for Emerald Grove medical marijuana expenses over the past several years.

Emerald Grove does not expect it will require significant amounts of new capital to add adult use marijuana operations to its existing medical marijuana plans, but Emerald Grove's capital contributors have committed an additional \$300,000.00 for the company's adult use operations.

FINAL REMARKS

Emerald Grove has the business experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested cannabis and derivatives. Emerald Grove hopes to bring its high-quality standards to medical patients and adult-use consumers to provide them with a safe and clean community environment. Emerald Grove's security systems and professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both consumers and staff and will help deter and prevent diversion.

In Massachusetts, cannabis-related sales are expected to increase from \$457 million in 2018 to \$1.4 billion in 2025. Emerald Grove is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators. In doing so, Emerald Grove looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits this market will yield.

PLAN FOR OBTAINING LIABILITY INSURANCE

Emerald Grove, Inc. (“Emerald Grove”) has contracted with an insurance provider 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 and \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Emerald Grove will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is no longer unavailable at a reasonable rate, Emerald Grove will place in escrow at least \$250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. Emerald Grove will keep reports documenting compliance with 935 CMR 500.105(10): *Liability Insurance Coverage or Maintenance of Escrow* in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

DIVERSITY PLAN

Overview

Emerald Grove, Inc. (“Emerald Grove”) 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 self-identify as LGBTQ+.

To support such populations, Emerald Grove has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in Emerald Grove’s operations.

Goals

In order for Emerald Grove to promote equity in its operations, Emerald Grove has established the following goals:

1. Ensure that Emerald Grove’s staff is comprised of diverse individuals, with a more specific breakdown as follows:
 - a. At least 40% of all staff will be women;
 - b. At least 10% of all staff will be minorities; and
 - c. At least 5% of all staff will be veterans.
2. Distribute internal workplace newsletters at least two (2) times each year that encourage current employees to recommend individuals falling into the above-listed demographics for employment.
3. Advertise open job positions at least two (2) times each year through Women’s Empowerment Through Cape Area Networking (“WE CAN”).
4. Provide two (2) Cannabis Training University (CTU) training program sessions each year to each individual falling into the above-listed demographics to achieve the goals of gaining experience and succeeding in the adult-use marijuana industry.

Programs

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

1. Distributing internal workplace newsletters at least two (2) times each year that encourage current employees to recommend individuals falling into the above-listed demographics for employment;
2. Coordinating with Women’s Empowerment Through Cape Area Networking in Harwich (“WE CAN”)—a nonprofit organization that empowers Cape Cod women with unique services that inspire hope and bring increased opportunity, self-sufficiency, and stability—to advertise open job positions at least two (2) times each year through WE CAN.

3. Providing two (2) training program sessions each year to employees from the above-referenced demographics in the form of Cannabis Training University (CTU) educational programs and certifications, which Emerald Grove will pay for. With each certificate an employee attains, a monetary raise or promotion will be awarded.

Measurements

The Chief Operating Officer will administer the Plan and will be responsible for developing measurable outcomes to ensure Emerald Grove continues to meet its commitments. Such measurable outcomes, in accordance with Emerald Grove's goals and programs described above, include:

1. Documenting the number and frequency of internal workplace newsletters distributed to employees to recommend individuals falling into the above-listed demographics for employment, as well as documenting the number of employees hired as a result of these internal recommendations; and
2. Reviewing employment composition data and counting the total number of hired individuals falling into the above-listed demographics, to ensure that at least 40% or more of Emerald Grove's total work force is comprised of women, at least 10% or more of our work force is comprised of minorities, and at least 5% or more of our work force is comprised of veterans;
3. Documenting the number and frequency of open job placements advertised with and through WE CAN and the number of individuals falling into the above-listed demographics that are hired as a result of these advertisements; and
4. Documenting the number of Cannabis Training University training program sessions provided to employees from the above-listed demographics, the funds spent on such trainings, and the subject matter of those trainings, as well as the training certificate each employee attains and any monetary raises or promotions awarded as a result.

Beginning upon receipt of Emerald Grove's first Provisional License designation from the Commission to operate a marijuana establishment in the Commonwealth, Emerald Grove 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. The Chief Operating Officer will review and evaluate Emerald Grove's measurable outcomes no less than twice annually to ensure that Emerald Grove is meeting its commitments. Emerald Grove is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Emerald Grove, Inc. (“Emerald Grove”) has developed plans and procedures to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with the requirements of 935 CMR 500.000 and 935 CMR 501.000.

Prior to the point of sale or at the point of sale, Emerald Grove will designate whether marijuana and/or Marijuana Products are intended for sale for adult use or medical use through Metrc. All marijuana and Marijuana Products will be transferred to the appropriate license within Metrc prior to sale. After the point of sale, Emerald Grove will reconcile that inventory in Metrc.

Emerald Grove will ensure that registered patients have access to a sufficient quantity and variety of medical marijuana and marijuana products. For the first six (6) months of operations, 35% of Emerald Grove’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, Emerald Grove will maintain a quantity and variety of medical marijuana products for registered patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding six (6) months. Marijuana products reserved for patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six (6) months. If a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, Emerald Grove will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of medical marijuana and marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six (6) months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, Emerald Grove will submit a report to the Commission. Marijuana products reserved for patient supply will be either: (1) maintained on-site at Emerald Grove’s retailer or easily accessible at another Emerald Grove location and transferable to the retailer location within 48 hours of notification that the on-site supply has been exhausted. Emerald Grove will perform audits of patient supply available on a weekly basis and retain those records for a period of six (6) months. Emerald Grove may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety.

In addition to virtual separation, Emerald Grove will provide for physical separation between the medical and adult use sales areas. A temporary or semi-permanent physical barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue. Emerald Grove’s agents will prioritize patient and caregiver identification verification and physical entry into the retail area.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age

of 21 will only have access to the medical marijuana queue. A registered patient/caregiver 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue, so long as the transaction can be recorded in accordance with 935 CMR 501.105.

Emerald Grove will also provide an enclosed patient consultation area that is separate from the sales floor to allow privacy and for confidential visual and auditory consultation. The patient consultation area will have signage stating “Consultation Area” and will be accessible by patients and caregivers without having to traverse a Limited Access area.

Emerald Grove will also maintain separate financial records for adult-use products and medical products to ensure compliance with the applicable tax laws.

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), Emerald Grove, Inc. (“Emerald Grove”) will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. At Emerald Grove’s co-located retail operations (and once Emerald Grove is operational for both medical and adult use), for any individual who is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the Medical Use of Marijuana Program. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Emerald Grove 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 Emerald Grove 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). Emerald Grove 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), Emerald Grove will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Emerald Grove 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. Emerald Grove 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), Emerald Grove 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. Emerald Grove’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

Emerald Grove, Inc. (“Emerald Grove”) will comply with the following sanitary requirements:

1. Any Emerald Grove 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 Emerald Grove 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. Emerald Grove’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 Emerald Grove’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. Emerald Grove’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Emerald Grove 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. Emerald Grove’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Emerald Grove’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Emerald Grove’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Emerald Grove 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. Emerald Grove acknowledges and understands that the Commission may require Emerald Grove to demonstrate the intended and actual use of any toxic items found on Emerald Grove’s premises;

11. Emerald Grove 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 Emerald Grove's needs;
12. Emerald Grove'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. Emerald Grove will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Emerald Grove 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. Emerald Grove 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.

Emerald Grove'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).

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

Emerald Grove 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 Emerald Grove 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

Emerald Grove 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 Emerald Grove 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 Emerald Grove'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 Emerald Grove'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.

Emerald Grove'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*. Emerald Grove acknowledges and understands that the Commission may require additional testing.

Emerald Grove'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 Emerald Grove 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.

Emerald Grove 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. Emerald Grove 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 Emerald Grove'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 Emerald Grove 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*.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Emerald Grove, Inc. (“Emerald Grove”) will securely maintain personnel records, including registration status and background check records. Emerald Grove 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 Emerald Grove 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.

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Emerald Grove will undergo a detailed background investigation prior to being granted access to a Emerald Grove facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Emerald Grove 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, Emerald Grove 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, Emerald Grove 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, Emerald Grove 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 Emerald Grove or the Commission.

Personnel Policies and Training

As outlined in Emerald Grove'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 Emerald Grove agents are required to complete training as detailed in Emerald Grove's Qualifications and Training plan which includes but is not limited to Emerald Grove'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).

Emerald Grove 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 Emerald Grove 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.

RECORDKEEPING PROCEDURES

General Overview

Emerald Grove, Inc. (“Emerald Grove”) 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 Emerald Grove documents. Records will be stored at Emerald Grove 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 Emerald Grove 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 Emerald Grove’s quarter-end closing procedures. In addition, Emerald Grove’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 Emerald Grove.
- 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 Emerald Grove 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
 - Emerald Grove 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
 - Emerald Grove 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
 - Emerald Grove 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, Emerald Grove 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 Emerald Grove 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 Emerald Grove'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, Emerald Grove 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 Emerald Grove agents present during the disposal or other handling, with their signatures. Emerald Grove 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 Emerald Grove is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records

- Emerald Grove 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 Emerald Grove'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
 - Emerald Grove 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 Emerald Grove closes, all records will be kept for at least two (2) years at Emerald Grove's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Emerald Grove 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 Emerald Grove'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 Emerald Grove'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 Emerald Grove 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 Emerald Grove, 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 Emerald Grove's website.
- Policies and procedures for the handling of cash on Emerald Grove 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
 - Emerald Grove 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

Emerald Grove 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

Emerald Grove, Inc.'s ("Emerald Grove") 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 Emerald Grove.
- 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 Emerald Grove 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;
 - 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; and

- If co-located with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(15).
- 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
 - Emerald Grove 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

Emerald Grove, Inc. (“Emerald Grove”) will ensure that all employees hired to work at a Emerald Grove 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.

Emerald Grove will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Emerald Grove discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and Emerald Grove 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 Emerald Grove’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A Emerald Grove 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 Emerald Grove or by a third-party vendor engaged by the Emerald Grove. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All Emerald Grove 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

Emerald Grove 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 Emerald Grove Agents which shall include:
 - Conduct of Emerald Grove 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.

Emerald Grove 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. Emerald Grove’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 Emerald Grove Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Emerald Grove to maintain designation as a Responsible Vendor. Once the Emerald Grove 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

Emerald Grove, Inc. (“Emerald Grove”) is currently exploring potential energy-use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Emerald Grove 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

Emerald Grove 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, Emerald Grove will continue to evaluate energy-use reduction opportunities.

Renewable Energy Generation Opportunities

Emerald Grove is in the process of considering opportunities for renewable energy generation (including wind and solar options). Emerald Grove’s preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Emerald Grove may reconsider at a future date. Emerald Grove 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

Emerald Grove 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, Emerald Grove will continue to evaluate strategies to reduce electric demand.

Opportunities for Engagement with Energy Efficiency Programs

Emerald Grove 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. Emerald Grove will also coordinate with its utility companies to explore any energy efficiency options available to Emerald Grove.