



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281754
Original Issued Date: 03/12/2019
Issued Date: 03/11/2021
Expiration Date: 03/12/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Healthy Pharms, Inc.

Phone Number: 978-352-8286 Email Address: missiongeorgetown@missioncan.com

Business Address 1: 401 E. Main St.

Business Address 2:

Business City: Georgetown Business State: MA

Business Zip Code: 01833

Mailing Address 1: 401 E. Main St.

Mailing Address 2:

Mailing City: Georgetown Mailing State: MA

Mailing Zip Code: 01833

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201901

RMD INFORMATION

Name of RMD: Healthy Pharms, Inc.

Department of Public Health RMD Registration Number: 011

Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts

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: Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Andrew Last Name: Thut Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100

Entity Legal Name: Mission Partners USA, LLC

Entity DBA:

DBA

City:

Entity Description: Owner

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website: <https://4frontventures.com/>

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: Mission Partners USA, LLC owns and controls 100% of the voting rights of Healthy Pharms, Inc. Mission Partners USA, LLC is a wholly-owned subsidiary of 4Front Holdings, LLC.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Andrew

Last Name: Thut

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Officer

Close Associates or Member 2

First Name: Josh

Last Name: Rosen

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Executive Chairman of 4Front Holdings

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Healthy Pharms, Inc.

Entity DBA:

Email:

leise.rosman@healthypharms.com

Phone:

508-207-3979

Address 1: 401 E. Main Street

Address 2:

City: Georgetown

State: MA

Zip Code: 01833

Types of Capital: Monetary/Equity

Other Type of

Total Value of Capital Provided:

Percentage of Initial Capital:

Capital:

\$144889.79

100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name:

Owner Last Name:

Owner Suffix:

Entity Legal Name: IL Grown Medicine

Entity DBA:

Entity Description: 4Front Ownership in Medical Cannabis Cultivator

Entity Phone: 833-768-4357	Entity Email: engage@missioncan.com	Entity Website:
Entity Address 1: 2410 Greenleaf Avenue	Entity Address 2:	
Entity City: Elk Grove	Entity State: IL	Entity Zip Code: 60007
		Entity Country: USA
Entity Mailing Address 1: 2410 Greenleaf Avenue	Entity Mailing Address 2:	
Entity Mailing City: Elk Grove	Entity Mailing State: IL	Entity Mailing Zip Code: 60007
		Entity Mailing Country: USA

Business Interest in Other State 2**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Harborside Illinois Grown Medicine, Inc	Entity DBA: Mission Illinois	
Entity Description: 4Front Ownership in Medical Cannabis Dispensary		
Entity Phone: 833-768-4357	Entity Email: engage@missioncan.com	Entity Website:
Entity Address 1: 8554 S. Commercial Avenue	Entity Address 2:	
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60617
		Entity Country: USA
Entity Mailing Address 1: 8554 S. Commercial Avenue	Entity Mailing Address 2:	
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: 60617
		Entity Mailing Country: USA

Business Interest in Other State 3**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: OM of Medicine, LLC	Entity DBA: Mission Ann Arbor	
Entity Description: 4Front Ownership in Medical Cannabis Dispensary		
Entity Phone: 734-369-8255	Entity Email: info@omofmedicine.org	Entity Website:
Entity Address 1: 111 S Main St	Entity Address 2: 1st floor	
Entity City: Ann Arbor	Entity State: MI	Entity Zip Code: 48104
		Entity Country: USA
Entity Mailing Address 1: 111 S Main St	Entity Mailing Address 2: 1st floor	
Entity Mailing City: Ann Arbor	Entity Mailing State: MI	Entity Mailing Zip Code: 48104
		Entity Mailing Country: USA

Business Interest in Other State 4**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: Mission Partners IP, LLC	Entity DBA:	
Entity Description: Holds trademarks, trade names, etc.		
Entity Phone: 302-658-7581	Entity Email: engage@missioncan.com	Entity Website:
Entity Address 1: 1209 Orange St	Entity Address 2:	
Entity City: Wilmington	Entity State: DE	Entity Zip Code: 19801
		Entity Country: USA
Entity Mailing Address 1: 5060 N 40th St	Entity Mailing Address 2: Suite 120	
Entity Mailing City:	Entity Mailing State: AZ	Entity Mailing Zip Code:
		Entity Mailing Country:

Phoenix	85018	USA
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Business Interest in Other State 5

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: 4Front California Capital Holdings Inc	Entity DBA:	
Entity Description: 4Front ownership in Cannabis Processing Facility		
Entity Phone: 602-633-3067	Entity Email: info@4frontventures.com	Entity Website:
Entity Address 1: 5060 N 40th St.	Entity Address 2:	
Entity City: Phoenix	Entity State: AZ	Entity Zip Code: 85018
Entity Mailing Address 1: 5060 N 40th St.	Entity Mailing Address 2:	Entity Country: USA
Entity Mailing City: Phoenix	Entity Mailing State: AZ	Entity Mailing Zip Code: 85018
		Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Andrew	Last Name: Thut	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 2

First Name: Andrew	Last Name: Thut	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 3

First Name: Andrew	Last Name: Thut	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 4

First Name: Joshua	Last Name: Rosen	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Retailer	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 5

First Name: Joshua	Last Name: Rosen	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 6

First Name: Joshua	Last Name: Rosen	Suffix:
Marijuana Establishment Name: Mission MA, Inc.	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Worcester	Marijuana Establishment State: MA	

Individual 7

First Name: Andrew	Last Name: Thut	Suffix:
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Marijuana Establishment Name: Mission MA, Inc. **Business Type:** Marijuana Retailer
Marijuana Establishment City: Brookline **Marijuana Establishment State:** MA

Individual 8

First Name: Joshua **Last Name:** Rosen **Suffix:**
Marijuana Establishment Name: Mission MA, Inc. **Business Type:** Marijuana Retailer
Marijuana Establishment City: Brookline **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 401 E. Main Street
Establishment Address 2:
Establishment City: Georgetown **Establishment Zip Code:** 01833
Approximate square footage of the establishment: 65580 **How many abutters does this property have?:** 11
Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: No

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	HPI_Community Outreach Attestation Form_Georgetown.pdf	pdf	5b5cac7c4ddf4634650170f6	07/28/2018
Certification of Host Community Agreement	HPI_HCA Certification Form_Georgetown.pdf	pdf	5b5cac8464718b346fe2700c	07/28/2018
Plan to Remain Compliant with Local Zoning	HPI_Plan to Remain Compliant with Local Zoning_Georgetown.pdf	pdf	5b5cac9c9aeb1f3479545a00	07/28/2018

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.: \$20371

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	HPI_Plan to Positively Impact Areas of Disproportionate Impact V3.pdf	pdf	5ba137c05e9b3d2d528a942d	09/18/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Andrew **Last Name:** Thut **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Date generated: 03/25/2021

Role:
First Name: Joshua
Other Role:
Last Name: Rosen **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company **Other Role:**
Entity Legal Name: Mission Partners USA, LLC **Entity DBA:**
Entity Description: Mission MA, Inc is a subsidiary of Mission Partners USA, LLC.
Phone: 774-701-1855 **Email:** andrew.borges@4frontventures.com
Primary Business Address 1: 5060 N 40th St. **Primary Business Address 2:** Suite 120
Primary Business City: Phoenix **Primary Business State:** AZ **Principal Business Zip Code:** 85018
Additional Information: 100% Shareholder; wholly-owned subsidiary of 4Front Holdings, LLC (35-2571920).

Entity Background Check Information 2

Role: Parent Company **Other Role:**
Entity Legal Name: 4Front Holdings, LLC **Entity DBA:**
Entity Description: Owner of Mission Partners, USA
Phone: 602-750-4383 **Email:** andrew.borges@4frontventures.com
Primary Business Address 1: 5060 N 40th St **Primary Business Address 2:** Suite 120
Primary Business City: Phoenix **Primary Business State:** AZ **Principal Business Zip Code:** 85018
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	HPI_Certificate of Good Standing DOR 4.2.18.pdf	pdf	5b5cb628af8f7f28392e8818	07/28/2018
Articles of Organization	Healthy Pharms Articles of Entity Conversion.pdf	pdf	5b90244618807b2d67c40f95	09/05/2018
Secretary of Commonwealth - Certificate of Good Standing	HPI_SoC Cert of Good Standing 8.16.18.pdf	pdf	5b902451d389b22d7bd64d53	09/05/2018
Bylaws	HPI_For-Profit Bylaws.pdf	pdf	5b9024594e62492d8f345794	09/05/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	210105_COGS_SOC.pdf	pdf	6001d4e7e826e207c07dd947	01/15/2021
Department of Unemployment Assistance - Certificate of Good standing	011521_COGS_DUA.pdf	pdf	6001d5a32027b107e8dcadd4	01/15/2021
Department of Revenue - Certificate of Good standing	020521_COGS_DOR.pdf	pdf	601d5296238c3036b0f84b8f	02/05/2021

Massachusetts Business Identification Number: 001341905

Doing-Business-As Name: Mission Georgetown

DBA Registration City: Georgetown

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	HPI_Plan for Obtaining Liability Insurance.pdf	pdf	5b5cbcb774dcfa349769cd32	07/28/2018
Business Plan	BUSINESS PLAN Renewal.pdf	pdf	5e179fa92f1a065311398fa0	01/09/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	PLAN FOR SEPARATING RECREATION FROM MEDICAL OPERATIONS Renewal.pdf	pdf	5e17a03efe65bd5750703fea	01/09/2020
Restricting Access to age 21 and older	PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER Renewal.pdf	pdf	5e17a061fab70557127f1ec6	01/09/2020
Security plan	SECURITY PLAN Renewal.pdf	pdf	5e17a07100f72d57285f0968	01/09/2020
Prevention of diversion	PREVENTION OF DIVERSION Renewal.pdf	pdf	5e17a08b2f1a065311398faa	01/09/2020
Storage of marijuana	STORAGE OF MARIJUANA Renewal.pdf	pdf	5e17a0a1bb37d053183e0e5a	01/09/2020
Transportation of marijuana	TRANSPORTATION OF MARIJUANA Renewal.pdf	pdf	5e17a0ae0aa7ba5339f6ee73	01/09/2020
Inventory procedures	INVENTORY PROCEDURES Renewal.pdf	pdf	5e17a0bef76dd253236e453b	01/09/2020
Quality control and testing	QUALITY CONTROL AND TESTING Renewal.pdf	pdf	5e17a0d3b7ff09534ba031f2	01/09/2020
Dispensing procedures	DISPENSING PROCEDURES Renewal.pdf	pdf	5e17a0e50aa7ba5339f6ee77	01/09/2020
Personnel policies including background checks	PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS Renewal.pdf	pdf	5e17a0ff38abaf57497ad0a8	01/09/2020
Record Keeping procedures	RECORDKEEPING PROCEDURES Renewal.pdf	pdf	5e17a13ffe65bd5750703ff0	01/09/2020
Maintaining of financial records	MAINTAINING OF FINANCIAL RECORDS Renewal.pdf	pdf	5e17a16838abaf57497ad0b0	01/09/2020
Diversity plan	DIVERSITY PLAN Renewal.pdf	pdf	5e17a17738f8ab571d6e4b26	01/09/2020
Qualifications and training	QUALIFICATIONS AND TRAINING Renewal.pdf	pdf	5e17a1852f1a065311398fb4	01/09/2020
Plan for obtaining marijuana or marijuana products	POLICIES AND PROCEDURES FOR CULTIVATING Renewal.pdf	pdf	5e1a62eafe65bd5750704506	01/11/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
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	Adequate Patient Supply and Reasonable Substitutions_HPI.pdf	pdf	5fff41cae767d307ceee5cad	01/13/2021
Reasonable Substitutions of Marijuana Types and Strains Documentation:				
Document Category	Document Name	Type	ID	Upload Date
	Adequate Patient Supply and Reasonable Substitutions_HPI.pdf	pdf	5fff41ed2027b107e8dca67f	01/13/2021

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: HPI made progress conducting a hiring fair in an under-represented area of disproportionate impact at the Hampton Inn in Haverhill, MA.

Progress or Success Goal 2

Description of Progress or Success: HPI made progress in charitable donations to charities and causes within Haverhill MA in 2019.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: HPI conducted a hiring fair in an under represented area of disproportionate impact at the Hampton Inn in Haverhill, MA.

Diversity Progress or Success 2

Description of Progress or Success: HPI held an off site all-staff training event which included unconscious / implicit bias training, avoiding discrimination.

HOURS OF OPERATION

Date generated: 03/25/2021

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

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, Nathaniel Averill, (*insert name*) attest as an authorized representative of Healthy Pharms, Inc. 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 July 11th, 2018.
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 June 15, 2018 and June 20, 2018, 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 June 20, 2018 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 June 25, 2018, 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.

Rowley, MA 01969
preferably via e-mail to:
ditor@thetowncommon.com.

The Town Common deadline is
Wednesday (except when a
general holiday necessitates an
earlier deadline).

The Town Common
serves the communities of the
Upper North Shore of Mass. &
Coastal New Hampshire and
welcomes your participation.
Send your Organization or Group
Notices, Birth or Engagement
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Letters to the Editor, by mail, phone,
fax, or e-mail to: 77 Wethersfield St.,
Rowley, MA 01969
Phone: 978-948-8696
Fax: 978-948-2564
Email: news@thetowncommon.com

The Town Common

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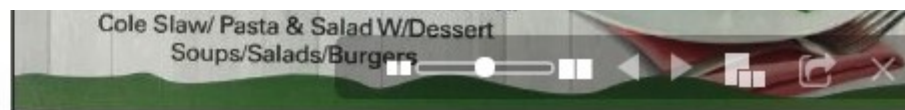
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In loving memory of
Liz Ichizawa, Reporter (1956 - 2005)



NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for
a proposed Marijuana Establishment is scheduled for **Wednesday
July 11th, 2018 from 5 pm to 7 pm at the VFW Post 7608, 435
Andover Street, Georgetown, MA 01833. The proposed Tier 4
Indoor Cultivator Marijuana Establishment, Retail Marijuana
Establishment and Manufacturing Marijuana Establishment**
is anticipated to be located at 401 E Main Street Georgetown, MA
01833. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

1. The types of Marijuana Establishment to be located at the
proposed address;
2. Information adequate to demonstrate that the location will be
maintained securely;
3. Steps to be taken by the Marijuana Establishment to prevent
diversion to minors;
4. A plan by the Marijuana Establishment to positively impact
the community; and
5. Information adequate to demonstrate that the location will not
constitute a nuisance as defined by law.

Notice of this meeting was published in a local newspaper of
general circulation and filed with the Georgetown Clerk and the
Planning Board of Georgetown at least seven (7) calendar days prior
to the meeting.

Notice of this meeting was also mailed at least seven (7) calendar
days prior to the meeting to abutters of the proposed address of the
Marijuana Establishment, owners of land directly opposite on any
public or private street or way, and to abutters within 300 feet of the
property line of the proposed location as they appear on the most
recent applicable tax list.

**Attachment A
Newspaper Posting
The Town Common
06/20/2018**

At the University of
Medical Center in
she discovered the
cosmetic, treating cl

At her practice, R
highest quality, com
care. An active physician leader, she is the Medical Di
AJH Wound and Hyperbaric Center, a former chief of
former medical staff president at Anna Jaques.

The Community Clinician of the Year Award was e
1998 by the Massachusetts Medical Society to recognize
from each of the organization's 20 district societies wh
significant contributions to his or her patients and the co

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been; in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before July 9, 2018

or you will be forever barred from claiming that you are entitled to the benefits of said Act.

Witness, JUDITH C. CUTLER, Chief Justice of said Court on May 24, 2018

Attest:
Deborah J. Patterson
Record
ET - 6/15/18

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Wednesday July 11th, 2018 from 5 pm to 7 pm at the VFW Post 7608, 435 Andover Street, Georgetown, MA 01833. The proposed Tier 4 Indoor Cultivator Marijuana Establishment, Retail Marijuana Establishment and Manufacturing Marijuana Establishment is anticipated to be located at 401 E Main Street Georgetown, MA 01833. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

1. The types of Marijuana Establishment to be located at the proposed address; Information adequate to demonstrate that the location will be maintained securely;
3. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Notice of this meeting was published in a local newspaper of general circulation and filed with the Georgetown Clerk and the Planning Board of Georgetown at least seven (7) calendar days prior to the meeting.

Notice of this meeting was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and to abutters within 300 feet of the property line of the proposed location as they appear on the most recent applicable tax list.

ET - 6/15/18

**YOUR AD
COULD BE HERE!**

**CALL 978-946-2300
The Eagle Tribune**

PUBLIC NOTICES ARE IMPORTANT

Newspapers and newspaper websites are the public record for all important legal and government activity in your community.

If you missed a notice in print, you can always search the archives available on our website under "Public Notices"



Anoinette Taylor Lee requesting that

be allowed to change his/her/their name as follows: Anoinette Taylor Jones

IF YOU DESIRE TO OBJECT THERETO, YOU OR YOUR ATTORNEY MUST FILE A WRITTEN APPEARANCE IN SAID COURT AT:

Salem
ON OR BEFORE TEN O'CLOCK IN THE MORNING (10:00 AM) ON: 07/02/2018

WITNESS, Jennifer MR Ulwick, First Justice of this Court.

Date: June 1, 2018
Pamela Casey O'Brien, Register of Probate

ET - 6/15/18

CITATION ON PETITION FOR FORMAL ADJUDICATION

Docket No. ES18P1716EA
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Essex Probate and Family Court
36 Federal Street
Salem, MA 01970
(978) 744-1020

Estate of: James C. Egan
Date of Death: 02/28/2018
To all interested persons:

A Petition for Formal Probate of Will with Appointment of Personal Representative has been filed by Cheryl A. Laurenza of Methuen MA requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition.

The Petitioner requests that: Cheryl A. Laurenza of Methuen MA be appointed as Personal Representative(s) of said estate to serve Without Surety on the bond in an unsupervised administration.

IMPORTANT NOTICE
You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before:

10:00 a.m. on the return day of 07/09/2018

This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)

A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Jennifer M R Ulwick, First Justice of this Court.

Date: June 05, 2018
Pamela A Casey O'Brien, Register of Probate

ET - 6/15/18

Date of Death: March 14, 2018

To all persons interested in the above captioned estate, by Petitioner Steven M. Cost Lawrence MA a Will has been admitted to informal probate.

Steven M. Costas of Lawrence MA has been informally appointed as the Personal Representative of the estate to serve without surety on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner.

ET - 6/15/18

Commonwealth of Massachusetts County of Essex The Superior Court

CIVIL DOCKET# 1877CV00847
RE: Wilmington Savings Fund Society, FSB Doing Business as Christiana Trust as Owner Trustee of the Residential Credit Opportunities Trust V v Dureault

ORDER OF NOTICE BY PUBLICATION

TO: Claudia J Dureault, Lawrence, in the County of Essex; all in said Commonwealth;

AND TO ALL PERSONS ENTITLED TO THE BENEFIT OF THE SERVICEMEMBERS CIVIL RELIEF ACT, 50 U.S.C. c.50 s.3901 (et seq):

Wilmington Savings Fund Society, FSB Doing Business as Christiana Trust as Owner Trustee of the Residential Credit Opportunities Trust V, a banking institution with a usual place of business in Seal Beach, CA

claiming to be the holder of a mortgage covering property situated at 60 Weare Street, Lawrence, Essex County, MA and more fully described in said mortgage.

given by Claudia J Dureault to Mortgage Electronic Registration Systems, Inc. as nominee Countrywide Bank, FSB; Dated November 12, 2008

recorded in the Essex County Northern District Registry of Deeds, Book 11393, Page 324, has/have filed with said court a Complaint for determination of Defendant's/Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in said court in said County on or before 07/16/2018 or you may be forever barred from claiming that you are entitled to the benefits of said Act.

Witness, Judith Fabricant, Esquire, Chief Justice of the Superior Court, at Lawrence, Massachusetts, this 7th day of June, 2018.

Thomas H. Driscoll Jr., Clerk of the Courts

ET - 6/15/18

JUN 20 2018 -10 :55 AM

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **Wednesday July 11th, 2018 from 5 pm to 7 pm** at the **VFW Post 7608, 435 Andover Street, Georgetown, MA 01833**. The proposed **Tier 4 Indoor Cultivator Marijuana Establishment, Retail Marijuana Establishment and Manufacturing Marijuana Establishment** is anticipated to be located at 401 E Main Street Georgetown, MA 01833. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

1. The types of Marijuana Establishment to be located at the proposed address; Information adequate to demonstrate that the location will be maintained securely;
3. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Notice of this meeting was published in a local newspaper of general circulation and filed with the Georgetown Clerk and the Planning Board of Georgetown at least seven (7) calendar days prior to the meeting.

Notice of this meeting was also mailed at least seven (7) calendar days prior to the meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and to abutters within 300 feet of the property line of the proposed location as they appear on the most recent applicable tax list.

Healthy Pharms, Inc.


Paul Overgaag
Chief Financial Officer

NOTICE OF COMMUNITY OUTREACH MEETING

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RECEIVED

JUN 20 2018

**TOWN OF GEORGETOWN
INSPECTIONS DEPARTMENT**

JUN 20 2018

BOARD OF SELECTMEN
TOWN ADMINISTRATOR

NOTICE OF COMMUNITY OUTREACH MEETING

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re: Healthy Pharms, Inc.

Andrea Thibault
Admin for Planning Board

NOTICE OF COMMUNITY OUTREACH MEETING

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment, **Healthy Pharms, Inc.**, is scheduled for **Wednesday July 11th, 2018** from **5 pm to 7 pm** at the **VFW Post 7608, 435 Andover Street, Georgetown, MA 01833**. The proposed **Tier 4 Indoor Cultivator Marijuana Establishment, Retail Marijuana Establishment and Manufacturing Marijuana Establishment** is anticipated to be located at **401 E Main Street Georgetown, MA 01833**. There will be an opportunity for the public to ask questions.

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Healthy Pharms, Inc.


Nathaniel Averill
Chief Executive Officer

Attachment C
Abutters Notice

SUBJECT LOT: MAP 14 LOT 4 - 401 E MAIN ST.									
OWNER: 3 BROTHERS REAL ESTATE, 10 ELIOT ST, CAMBRIDGE MA 02138									
ABUTTERS OF 300 FT.									
Map/Lot	Location	Book/Page	Owner	Co-Owner	Owner Address				
14-5	E MAIN ST	54317-249	ABU-ZAHRA SAID & JEHAD	TRUSTEES ABU-ZAHRA FAM TRUST	29 MACKENZIE LN	WAKEFIELD	MA	01880	
14-6	404 E MAIN ST	-DOC473577	BENEVENTO GEORGETOWN REAL ES	C/O BENEVENTO CONCRETE CORP	P O BOX 459	WILMINGTON	MA	01887	
9A-30	STATE FOREST	5403-283	BRADLEY PALMER STATE PARK	SUPERVISOR	ASBURY ST	TOPSFIELD	MA	01983	

ASSASSINATING
CERTIFIED COPY
GEORGETOWN, MASS, 01828

ASSESSORS
CERTIFIED COPY
GEORGETOWN, MASS, 01828
6.12.18

Date: 06/14/2018
txaabut

Town of Rowley

Attachment C
Abutters Notice

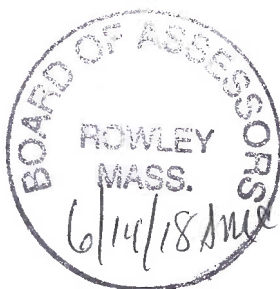
CERTIFIED ABUTTERS' LIST

Page 1

Parcel ID	Location	Owner Name/Address
004-020-02	992 HAVERHILL ST	ABUZHARA JEHAD 29 MACKENZIE LN WAKEFIELD, MA 01880

A B U T T E R S		
=====		
004-018	968 HAVERHILL ST	JM DUNN LLC 133 BARE HILL RD BOXFORD, MA 01921-2433
004-018-01	970 HAVERHILL ST	970 HAVERHILL STREET LLC 970 HAVERHILL ST ROWLEY, MA 01969
004-019	982 HAVERHILL ST	TRS SPRING-R REALTY TRUST ABUZHARA SHERIFF TRUSTEE 17 OTIS ST UNIT 310 CAMBRIDGE, MA 02141
004-019-01	HAVERHILL ST	TRS SPRING-R REALTY TRUST ABUZHARA SHERIFF TRUSTEE 29 MACKENZIE LN WAKEFIELD, MA 01880
004-020	1000 HAVERHILL ST	RUBY HOLDINGS LLC 29 MACKENZIE LN WAKEFIELD, MA 01880
004-023	993 HAVERHILL ST	TRS MUDDY CREEK REALTY TRUST C/O MDM REAL ESTATE GP LLC 15 EAST RIDGE PIKE SUITE 220 CONSHOHOCKEN, PA 19428
004-024	981 HAVERHILL ST	CASHMAN THOMAS J SR CASHMAN JULIE A 981 HAVERHILL ST ROWLEY, MA 01969
004-025	971 HAVERHILL ST	PARSONS MARY LEE 971 HAVERHILL ST ROWLEY, MA 01969

8 parcels listed



Sean W. McFadden
Principal Assessor

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JMD LLC
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THE MUDDY GREEN BEAUTY TRUST COMPANY
15 East Bridge Pike Suite 270
Conshohocken, PA 19428

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Natal Tronics Inc
400 East Main St
Georgetown, MA 01833

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Attachment C
Abutters Notice

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 Said Abdul Jabbar Abu-Zuhayr
 Street, Apt. No., PO Box No.
 29 Wachanize Lane
 City, State, ZIP+4
 Wakefield, MA 01880

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 Said Abuzuhayr
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 ROWLEY, MA 01969

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2242 6666 4000 0647 2002

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GEORGETOWN, MA 01833

0112 15

JUN 25 2018

06/25/2018

LAFFETTE STATION

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City, State, ZIP+4 Georgetown, MA 01833

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GEORGETOWN, MA 01833

0112 15

JUN 25 2018

06/25/2018

LAFFETTE STATION

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Certified Fee \$2.75
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Restricted Delivery Fee (Endorsement Required) \$0.00
Total Postage & Fees \$6.20

Sent To
Georgetown Five Point Monument
Street, Apt. No., or PO Box No. 47 Central Street
City, State, ZIP+4 Georgetown, MA 01833

PS Form 3800, August 2006 See Reverse for Instructions

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, Nathaniel Averill, (insert name) certify as an authorized representative of Healthy Pharms Inc (insert name of applicant) that the applicant has executed a host community agreement with Town of Georgetown (insert name of host community) pursuant to G.L.c. 94G § 3(d) on July, 16th, 2018 (insert date).

Nathaniel Averill
Signature of Authorized Representative of Applicant

Host Community

I, MICHAEL FARRELL, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for GEORGETOWN, MA. (insert name of host community) to certify that the applicant and GEORGETOWN MA. (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 16, 2018 (insert date).

Michael Farrell
Signature of Contracting Authority or
Authorized Representative of Host Community



PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Healthy Pharms, Inc. ("HPI") will remain compliant at all times with the local zoning requirements set forth in the Georgetown's Zoning Bylaws. HPI's proposed co-located Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Retailer facility is located in the Industrial B Zoning District. In accordance with Article XVIII, Chapter §165-161(H), the property is not located within 300 feet of any Residential District, public or private elementary, vocational, or secondary school or a public or private college, junior college, or university, any child care facility, library, playground, public park, youth center, public swimming pool, religious institution, video arcade facility, facility in which children commonly congregate, another Marijuana Business, any drug or alcohol rehabilitation facility, any correctional facility, half-way house or similar facility or any establishment licensed under General Law, Chapter 138, Section §12.

As required by Georgetown's Zoning Bylaw, HPI will apply for a Special Permit and/or Site Plan Approval, as applicable, from the Planning board. HPI will apply for any other local permits required to operate a co-located marijuana establishment at the proposed location. HPI will comply with all conditions and standards set forth in any local permit required to operate a co-located marijuana establishment at HPI's proposed location.

HPI has already attended several meetings with various municipal officials and boards to discuss HPI's plans for a proposed co-located marijuana establishment and has executed a Host Community Agreement with Georgetown. HPI will continue to work cooperatively with various municipal departments, boards, and officials to ensure that HPI's co-located marijuana establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

HPI has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

Request for Records of Costs

Mission Georgetown <missiongeorgetown@missioncan.com>

Tue 1/12/2021 1:54 PM

To: Michael Farrell <MFarrell@georgetownma.gov>

Cc: Derek Stewart <Derek.Stewart@missioncan.com>; Kenneth Vollaro <kenneth.vollaro@4frontventures.com>

Hello,

I'm reaching out on behalf of Healthy Pharms, Inc. (HPI), located at 401 E. Main Street. As part of HPI's state license renewal application, we would like to request the records of any cost to the Town of Georgetown reasonably related to HPI's adult-use marijuana operation, including the Town's anticipated and actual expenses resulting from HPI's operation in the community.

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.

I am happy to discuss this request if you have any questions, please call me at 508.742.8399.

Thank you,
Andrew

Request for Records of Costs - Attestation

Healthy Pharms Inc. hereby attests that as of January 13, 2020, no response has been received from the Host Community regarding its request for records of costs.



PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Healthy Pharms, Inc. ("HPI") is dedicated to serving and supporting the areas around it, particularly Haverhill which is classified as an area of disproportionate impact. Marijuana businesses have an obligation to support the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is HPI's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Communities for Planned Positive Impact

In compliance with the Commission's interpretation of 935 CMR 500.101(1)(a), HPI plans to positively impact the following communities:

- 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; and
- Massachusetts residents who have past drug convictions.

Positive Impact Plan Goals

1. Increase the percentage of its employees who reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact to at least 25% in 2 years and 30% in 5 years.

Note: Including executives and board members, 19.4 % of HPI's current employees in Georgetown are individuals who reside in areas of disproportionate impact, including Haverhill and Lowell.

2. Hire at least one individual with a drug-related CORI (who is otherwise legally employable in a cannabis-related enterprise) per year for each of the next two years and at least 2 such individuals per year in years 3-5.

Positive Impact Plan Programs

The Dispensary Manager will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The Dispensary Manager will be responsible for developing measurable outcomes and ensuring HPI continues to meet its commitment to provide support and make positive contributions to areas of disproportionate impact. The Dispensary Manager will explore opportunities to form philanthropic partnerships in the community to

implement and enhance the Plan.

To provide continuing service and reinvestment into areas of disproportionate impact, HPI is committed to programming, restorative justice, jail diversion, workforce development, industry specific technical assistance, and mentoring services in areas of disproportionate impact. HPI is committed to hosting and participating in events that will support Haverhill, which is an area of disproportionate impact; such events will include community service days, charity events, and educational seminars. In alignment with HPI's Diversity Plan, HPI will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent and will add questions to our employment application to immediately identify and prioritize these candidates for in person interviews.

HPI will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in Haverhill such as Emmaus, Mitch's Place, or Community Action, Inc.

Plans for specific programing include the following:

- Conducting at least two industry-specific educational/recruitment seminars annually in areas of disproportionate impact that will cover one or more of the following topics:
 - Marijuana cultivation;
 - Marijuana product manufacturing;
 - Marijuana retailing; or
 - Marijuana business training;
- Instituting hiring practices, in alignment with HPI's Diversity Plan, that prioritize the hiring of individuals from Haverhill (as it is in proximity to Georgetown), which will include incorporating a questionnaire into our employment application to identify and prioritize these candidates;
- Offering assistance to individuals coming from areas of disproportionate impact;
- Having quarterly in-store donation drives, including direct giving and ongoing food, toiletries and clothing drives to benefit Haverhill based charities such as Emmaus, Mitch's Place, Veteran's Northeast Outreach Food Pantry, and Community Action, Inc;
- Participating in job/career fairs in Haverhill and/or advertising in local papers; and
- Consulting with organizations that provide job placement for individuals with drug convictions, such as Community Reentry for Women (C.R.E.W.) and the New England Center for Homeless Veterans.

Measurement and Accountability

In order to ensure that HPI is both meeting its community impact goals and ascertaining that the goals are having the desired impact, the company will take the following measurement and accountability steps:

- Management will meet at least twice annually to assess community impact hiring goals:
 - The assessment will also include a remediation plan to meet the goals if the company is not on track to meet them by the specified time period; or
 - If the company has met the goal early, determine if the goals need to be increased.
- HPI will survey employees to ensure that community impact and diversity goals are being met and identify potential issues or areas of concern.
- HPI will review the advancement of employees from areas of disproportionate impact and those with drug convictions to ensure that they are receiving earned promotions in the company.



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

mass.gov/dor

Letter ID: L1638805632
Notice Date: April 2, 2018
Case ID: 0-000-222-678



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



HEALTHY PHARMS INC
401 E MAIN ST
GEORGETOWN MA 01833-2513

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

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 MUST

Healthy Pharms, Inc. is a Medical
Marijuana Treatment Center with the
Department of Public Health in accordance
with 950 CMR 725.004 as of August 16, 2018.

Elizabeth Chen, PhD

Interim Director

Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

463447386

(1) Exact name of the non-profit: Healthy Pharms, Inc.

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

Healthy Pharms, 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:

Healthy Pharms, 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.

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	275,000			

ARTICLE IV

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

Holders of Common Stock shall be 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 stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

ARTICLE V

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

ARTICLE VI

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

See Article VI Continuation 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: CONTINUATIONS

A. **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.

B. **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.

C. **PARTNERSHIP.** THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW.

D. **MINIMUM NUMBER OF DIRECTORS.** THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

E. **SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT.** ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING.

F. **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:
30 Victoria St., Apt. 3, Somerville, MA 02144
- b. The name of its initial registered agent at its registered office:
Nathaniel Averill
- 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: **Nathaniel Averill - 30 Victoria St., Apt. 3, Somerville, MA 02144**

Treasurer: **Paul Overgaag - 22 Milton St., Apt. 2, Somerville, MA 02144**

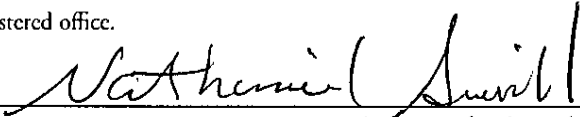
Secretary: **Joy Kolin - 30 Victoria St., Apt. 3, Somerville, MA 02144**

Director(s): **Nathaniel Averill - 30 Victoria St., Apt. 3, Somerville, MA 02144; Paul Overgaag - 22 Milton St., Apt. 2, Somerville, MA 02144**

- d. The fiscal year end of the corporation:
12/31
- 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:
401 East Main Street, Georgetown, MA 01833
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

401 East Main Street, Georgetown, MA 01833, which is
(number, street, city or town, state, zip code)

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

Signed by: 
(signature of authorized individual)

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

on this **25** day of **July**, 2018

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE
COMMONWEALTH

William Francis Galvin

Secretary of the Commonwealth

2018 AUG 16 PM 3: 54 One Ashburton Place, Boston, Massachusetts 02108-1512

CORPORATIONS DIVISION

**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 16 day of August, 20 18, at _____ a.m./p.m.
time

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

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

1263

DB
Examiner

Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION

Contact Information:

C

M

Alex Lamphier, Esq.

2 Seaport Lane, 11th Floor, c/o Vicente Sederberg LLC

Boston, MA 02210

Telephone: (617) 934-2121

Email: alex@vicentesederberg.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.

1315845



William Francis Galvin
Secretary of the
Commonwealth

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

Date: August 16, 2018

To Whom It May Concern :

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

HEALTHY PHARMS, INC.

is a domestic corporation organized on **August 16, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18080316540

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

Processed by:

**BYLAWS
OF
HEALTHY PHARMS, INC.**

BYLAWS OF HEALTHY PHARMS, INC.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is Healthy Pharms, 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 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

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

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**proposing shareholder**") must have given written notice of the proposing shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the proposing shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred-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 simultaneously with the written request for the

meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

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

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

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third (3rd) class mail, thirty (30) 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 with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

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

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

Section 2.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

- (a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.
- (b) For determining shareholders for any other purpose, the later of (i) the day on which the Board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60th) day prior to the date of such other action.

Section 2.07 Fixing the Record Date. The Board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion or exchange of shares.

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the Board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

Section 2.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in the Articles of Entity Conversion, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

Section 2.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the Board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the Board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

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

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

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

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

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one 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 G.L. c. 156D, § 7.22.

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

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be two (2) 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 Nathaniel Averill and Paul Overgaag.

Section 3.02 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

(a) Appoint and remove at pleasure of the Board, all officers, managers, management companies, agents and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage and control the affairs and business of the Corporation; make rules and regulations not inconsistent with the Articles of Entity Conversion or applicable law or these Bylaws; make all lawful orders on behalf of the Corporation; and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts or other orders of payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation, and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the Board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend or repeal these Bylaws; (iv) amend or repeal resolutions of the Board that are expressly non-amendable or not able to be repealed; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the Board; (vi) establish other committees of the Board; or (vii) approve any action that in addition to Board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. A vacancy on the Board of Directors exists in case of the occurrence of any of the following events:

- (a) The death, resignation or removal of any Director.
- (b) The removal or declaration of vacancy by the Board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.
- (c) The Director is a member who is divested from ownership of the marijuana business resulting from a decision by either the state or local licensing authority.
- (d) The authorized number of Directors is increased.
- (e) At any annual, regular or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies (other than vacancies created by removal of a Director) may be filled by the approval of the Board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section may be filled by the Board of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

Section 3.05 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony (except for a felony for a conviction of a cannabis related offense in a court of federal jurisdiction

where such offense is authorized under the laws of the state where such offense occurred), 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 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the Board 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 at least 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 four (4) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

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

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless G.L. c. 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

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

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

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

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

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal these Bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.

(f) 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.

(g) Appoint other committees or Board members.

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

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

ARTICLE IV: OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary and a Treasurer. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one or more Vice Presidents or assistant Vice Presidents, one 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 or more offices may be held by the same person.

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

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

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

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

similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by 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.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

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

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to G.L. c. 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, the Chief Executive Officer or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

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

of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

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

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

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII: MISCELLANEOUS

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

Section 8.02 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year.

Section 8.03 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.04 Invalid Provisions. If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.05 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

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

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

Section 8.06 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier the annual meeting of Shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.07 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR

ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX: AMENDMENT OF BYLAWS

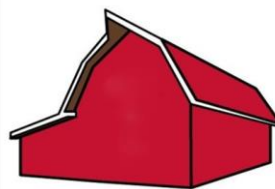
Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

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



PLAN FOR OBTAINING LIABILITY INSURANCE

Healthy Pharms, Inc. ("HPI") has obtained general liability insurance for its RMD activities and will obtain and maintain general liability insurance coverage for its adult-use activities for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. HPI will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, HPI will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow replenished within 10 business days. HPI will keep reports documenting compliance with 935 CMR 500.105(10).



BUSINESS PLAN

As a currently operating Medical Marijuana Treatment Center (MTC) with RMD Priority Applicant Status, HealthyPharms, Inc. ("HPI"), DBA "Mission Georgetown," has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. By expanding operations to include adult-use products, HPI has brought its high-quality standards to adult-use consumers; providing them with a safe and clean environment to purchase adult-use products. HPI will continue to leverage and expand its existing infrastructure to continue to provide committed services to patients and caregivers as well as adult-use consumers. HPI has been leveraging its existing protocols and standard operating procedures (SOPs) to control, review, test, and track inventory, consistent with regulations set forth by the Massachusetts Cannabis Control Commission (CCC). HPI's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures, ensure a safe and secure environment for our patrons – patients, caregivers and consumers – and staff while also helping to deter and prevent diversion. For years, HPI has been dedicated and committed to the medical marijuana program in Massachusetts, and we look forward to continuing to apply this same level of dedication and commitment to produce and provide adult-use cannabis. We plan to continue to use the same facility and staff to produce quality adult-use cannabis products for adults 21 years of age or older in Massachusetts.

NOTE: Our standard operating procedures (SOPs) have been updated to comply with new CCC regulations effective November 1, 2019 for both 935 CMR 501.000: MEDICAL USE OF MARIJUANA and 935 CMR 500.000: ADULT USE OF MARIJUANA.

In Massachusetts, cannabis-related sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025. HPI is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, HPI looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits this market will yield.

HPI's primary competitive advantage is its team's collective experience operating successfully for many years in the highly-regulated medical marijuana program in Massachusetts.

In every business, there is competition. However, the retail cannabis industry is known to be particularly competitive. HPI, however, possesses several strengths which will separate it from the competition, including the quality of cannabis dispensed, the products offered, the location of the dispensary, and the branding of the business.

Projections for Healthy Pharms Adult Use Sales¹

	1st FULL FISCAL YEAR PROJECTIONS	2nd FULL FISCAL YEAR PROJECTIONS	3rd FULL FISCAL YEAR PROJECTIONS
Fiscal Year	2019	2020	2021
Projected Revenue	5,000,000	6,000,000	7,000,000
Projected Expenses	4,000,000	4,800,000	5,600,000
VARIANCE:	1,000,000	1,200,000	1,400,000
Number of unique customers for the year	5,555	6,600	7,700
Number of customer visits for the year	66,666	80,000	93,300
Projected % of customer growth rate annually	100%	20%	16%
Estimated purchased ounces per visit	1/4	1/4	1/4
Estimated cost per ounce	300	300	300
Total FTEs in staffing	45	55	60
Total marijuana inventory for the year (in lbs.)	1,500	2,000	2,500
Total marijuana sold for the year (in lbs.)	1,000	1,250	1,460
Total marijuana left for roll over (in lbs.)	500	750	1,040

In promoting its adult-use marijuana business, HPI 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 products to individuals younger than 21 years of age. 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)(5)a.– e., in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf HPI 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).

¹ All figures included in this chart are estimates. HPI will, at all times, remain compliant with 935 CMR 500.000 et seq., including the requirements in 935 CMR 502.140(9) related to maintaining a minimum reserve level of medical marijuana inventory. Additionally, HPI is aware of the concerns associated with overproduction, and will closely monitor production levels and ensure that its operations comply with all applicable regulations, including, but not limited to, all security requirements in 935 CMR 500.110.

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.”

Furthermore, HPI will sell its products and services by engaging customers with knowledgeable in-store personnel in a state-of-the-art, safe, clean, and welcoming environment.

HPI will ensure that all marijuana products that are provided for sale to consumers (21 years of age or older) 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. Additionally, we will ensure that marijuana products offered for sale are packaged in containers that are not able to be opened easily with scissors if appealing to children, and meet all other requirements of 935 CMR 500.105(6)(a) Tamper or Child-resistant Packaging.

If HPI decides to market its products and services at events, it will only 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, HPI will market its products and services to reach a wide range of qualified consumers 21 years of age or older.

Packaging for marijuana products sold or displayed for consumers in multiple servings will meet the requirements of 935 CMR 501.105 (6)(c) Packaging of Multiple Servings to 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.”

HPI 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)(a)8. 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 subject to the testing variance specified in 935 CMR 500.160(11).



PLAN FOR SEPARATING RECREATION FROM MEDICAL OPERATIONS

Healthy Pharms, Inc. ("HPI"), DBA "Mission Georgetown," has developed plans to ensure virtual and physical separation between medical and adult use marijuana operations.

Using a sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission (and in conjunction with Metrc), HPI will virtually separate medical and adult-use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in the software system.

In compliance with 935 CMR 502.140(9), HPI will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of HPI's marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be reserved for registered patients.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another HPI location and transferable to HPI's retailer location within 48 hours. HPI may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product's date of expiration.

In addition to virtual separation, HPI will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent 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 as the validity of a Medical Registration Cards, upon entry to the facility and direct the individuals to the appropriate queue.

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. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited to the medical marijuana queue only.

HPI will have a private area separate from the sales floor to allow a registered patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana.



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(5)(b), Healthy Pharms, Inc. ("HPI"), DBA "Mission Georgetown," will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Medical Registration Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, an HPI agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).

In the event HPI 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 500.030(4). HPI will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), HPI will not engage in any marketing, advertising, or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. HPI will not engage in any advertising, marketing, and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard, or other outdoor advertising, including 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. HPI will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, or fruit, 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 marketing, advertising and branding materials 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."** Pursuant to 935 CMR 500.105(6)(b), HPI packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons 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 attractive to minors. HPI's website will require all on-line 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

Healthy Pharms, Inc. ("HPI"), DBA "Mission Georgetown," will comply with the following sanitary requirements:

1. Any HPI 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 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any HPI 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;
 - 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; and
 - c. Always wearing new disposable gloves when in direct contact with marijuana or marijuana products.
3. HPI'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 HPI'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. HPI's facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. HPI 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. HPI's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. HPI's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. HPI's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;

9. HPI 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;
11. HPI will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. HPI'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 waste water lines;
13. HPI will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. HPI 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. HPI 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.

HPI'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).

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

HPI 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 HPI 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.

HPI will process marijuana in a safe and sanitary manner. HPI will process the leaves and flowers of the female marijuana plant only, which will be:

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

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

Testing

HPI 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. Testing of HPI's marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as adopted by the Commission on December 31, 2018. Testing of HPI's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries as originally published by the DPH.

HPI's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

HPI 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.

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 HPI'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 HPI for disposal or by the Independent Testing Laboratory disposing of it directly.



PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Healthy Pharms, Inc. ("HPI"), DBA "Mission Georgetown," will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning Marijuana Establishment and RMD Agents, including registration status and background check records. HPI 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 HPI agent;
- A staffing plan that will demonstrate accessible business hours and safe conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Job Descriptions

Director of Security: Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for HPI, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to HPI agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team—follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the HPI facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the HPI facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of HPI agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security-related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of Security Agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with local law enforcement authorities.

Security Agent: Security Agents monitor HPI's security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the HPI facility by verifying appropriate ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

- Investigate, communicate, and provide leadership in the event of an emergency such as an intrusion, fire, or other threat that jeopardizes customers, authorized visitors, and HPI agents;
- Respond and investigate security situations and alarm calls; clearly document the incident and details surrounding the incident in a written report for the Director of Security;
- Oversee the entrance to the facility and verify credentials of each person seeking access to the HPI facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort HPI agents from the facility during non-business hours and perform security checks at designated intervals.

Inventory Manager: The Inventory Manager is responsible for inventory on a day-to-day basis as well as the weekly and monthly inventory counts and waste disposal requirements. The inventory manager will perform the comprehensive annual inventory in conjunction with the executive management team. Additional duties include, but are not limited to:

- Implementing inventory controls to track and account for all dispensary inventory;
- Implementing procedures and notification policies for proper disposal;
- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal, and ending inventory; and
- Proper storing, labeling, tracking, and reporting of inventory.

Inventory Associate: Inventory Associates support the Inventory Manager during day-to-day operations. Responsibilities include, but are not limited to:

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and ending inventory;
- Ensuring products are properly stored, labeled, and recorded in the BioTrackTHC system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring HPI's policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at HPI will support the executive management team on a day-to-day basis to effectively implement all personnel policies and procedures for HPI, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of HPI agents;

- Review and revise HPI personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for HPI agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies with the Cultivation Facility;
- Coordinate space assignments;
- Receive and review work requests;
- Coordinate repairs and maintenance;
- Supervise and train agents in an ongoing capacity;
- Provide mandatory training for new agents;
- Maintain a record of space allocations;
- Work with Cultivation Technicians to promote successful operations in the Cultivation Facility;
- Program and monitor the Direct Digital Control (DDC).
- Maintain a database of environmental controls and conditions;
- Adjust DDC for optimum efficiency of operation;
- Provide pesticide recommendations and ensure IPM Program is sufficient.

Cultivation Manager: The Cultivation Manager supervises and participates in all aspects of daily Cultivation Facility tasks. The Cultivation Manager operates under the supervision of the Director of Cultivation and will:

- Instruct Cultivation Technicians on operation procedures;
- Train and supervise Cultivation Technicians;
- Assist with the activities performed by all Cultivation Technicians;
- Instruct agents or apply pesticides with guidance from the Director of Cultivation;
- Perform routine maintenance;
- Maintain inventory of all cultivation supplies and order such supplies;
- Report daily to Director of Cultivation; and
- Coordinate with relevant staff regarding harvest schedules.

Cultivation Technician: Cultivation Technicians are responsible for all daily tasks in their assigned areas within the Cultivation Facility. Cultivation Technicians report directly to Cultivation Manager and/or Director of Cultivation. Responsibilities include, but are not limited to:

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;

- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

Production Manager: The Production Manager is responsible for all post-harvest handling of marijuana. The Production Manager coordinates directly with the Cultivation Manager regarding harvest schedules. Production Manager reports directly to the Director of Cultivation and is responsible for the following:

- Transitioning harvested plant material from cultivation rooms to the Trim Room where marijuana is trimmed via machine and manually;
- Overseeing Trim Technicians and delegates daily tasks to production agents;
- Ensuring quality control of finished marijuana flowers;
- Monitoring the status of the Dry Room and of marijuana flowers that are in the process of drying;
- Entering wet and dry weights of all product including flowers and trim into the electronic point-of sale system (POS);
- Working with Cultivation Technicians to ensure prompt transfer of marijuana trim to relevant room within the Cultivation Facility;
- Overseeing bulk packaging and storing in dedicated vault; and
- Relaying information to the Inventory Manager for sales purposes.

Trim Technicians: Trim Technicians are responsible for post-harvest trimming of marijuana plants, both mechanical and manual. Trim Technicians report directly to the Production Manager and are responsible for:

- Receiving daily tasks from the Production Manager;
- Assisting in the harvest of marijuana;
- Trimming marijuana plants;
- Maintaining a sterile environment in the Trim Room; and
- Cleaning and maintaining scissors and trim machines.

Production Manager: Responsible for production of all concentrates and marijuana products created by HPI. This includes, but is not limited to:

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into the POS;
- Creating raw Super Critical CO2 (SCCO2) concentrate;
- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;
- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

Lab/Production Assistant: Responsible for supporting the Production Manager during day-to-day operations. This includes, but is not limited to:

- Drying and grinding cultivated material in preparation for SCCO2 extraction;
- Unpacking and cleaning the SCCO2 extractor;
- Cleaning and sanitization of all lab glassware;
- Cleaning and sanitization of all kitchen cookware and utensils;
- Cleaning and sanitization of the distillation still;
- Routine scheduled maintenance of all equipment; and
- Assisting with packaging of all concentrate and marijuana products to be sold.

Retail Manager: Responsible for overseeing all Member Services Agents and managing day-to-day operations of the retail facility. This includes, but is not limited to:

- Implementing inventory tracking;
- Training retail staff;
- Ensuring customer satisfaction through feedback tools;
- Reporting all incidents and complaints to the executive team; and
- Working with bookkeeping to ensure precise data flow.

Member Services Agent: Member Services Agents ensure that each customer is treated with respect while at a HPI facility and that each customer receives the appropriate amount of individualized attention in order to address his/her specific needs and questions. Member Services Agent responsibilities include, but are not limited to:

- Maintaining a clean, safe, healthy, and productive environment ensuring that customers have a positive experience at a HPI facility;
- Answering customer questions regarding products including, but not limited to, flowers, concentrates, tinctures, and edibles;
- Being knowledgeable of strains and various types of products offered by HPI;
- Properly setting up product displays pursuant to HPI policies and procedures;
- Executing and enforcing compliance with Commission regulations and HPI policies and procedures;
- Understanding sales transactions using the POS;
- Understanding individual customer goals;
- Reconciling cash from sales transactions, sales reports, and other forms of task management daily; and
- Participating in ongoing education and professional development as required.

Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with HPI 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;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

Staffing Plan and Business Hours

Hiring and Recruitment

HPI's Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated and whether specific positions need to be created in response to company needs. HPI's personnel practices will comply with the following, which will apply to all types of employment situations, including, but not limited to, hiring, terminations, promotions, training, wages and benefits:

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements;
- HPI's Diversity Plan and Community Initiatives;
- HPI's Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- Workers' Compensation;
- State and Federal Minimum Wage Requirements;
- Non-Disclosure and Non-Complete Agreements; and
- Any other applicable local, state, or federal employment laws, rules, or regulations.

Standards of Conduct

HPI is committed to maintaining an environment conducive to the health and well-being of customers and employees. It is HPI's mission to provide a professional workplace free from harassment and discrimination for employees. HPI will not tolerate harassment or discrimination on the basis of sex, race, color, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to HPI's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at HPI employees or customers is also condemned and will be promptly addressed.

Violence and Weapons in the Workplace

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted to be brought on site by employees, customers, or other parties. Any employee found carrying a weapon on the premises of a HPI facility will be immediately terminated, and any customer found carrying a weapon on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

The required attire for registered agents at HPI varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Business Hours (Retail - Georgetown)

Monday: 11:00 a.m. – 7:00 p.m.

Tuesday: 11:00 a.m. – 7:00 p.m.

Wednesday: 11:00 a.m. – 7:00 p.m.

Thursday: 11:00 a.m. – 7:00 p.m.

Friday: 11:00 a.m. – 7:00 p.m.

Saturday: 11:00 a.m. – 7:00 p.m.

Sunday: 11:00 a.m. – 7:00 p.m.

Business Hours (Cultivation and Product Manufacturing)

Monday: 8:00 a.m. – 5:00 p.m.

Tuesday: 8:00 a.m. – 5:00 p.m.

Wednesday: 8:00 a.m. – 5:00 p.m.

Thursday: 8:00 a.m. – 5:00 p.m.

Friday: 8:00 a.m. – 5:00 p.m.

Saturday: 8:00 a.m. – 5:00 p.m.

Sunday: 8:00 a.m. – 5:00 p.m.

Overview of Personnel Policies and Procedures

Standard Employment Practices

HPI values the contributions of its management and staff positions. HPI will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Written Policies

HPI's written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations

HPI will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et seq.

Designated Outside Counsel

HPI may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Job Status

Job Classifications

Positions at HPI are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage

but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

Mandatory Meetings and Community Service Days

There will be a mandatory, reoccurring company-wide meeting on a quarterly basis. All personnel will be notified if their attendance is required. Certain personnel, such as housekeeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month for new employees during the first year and annually thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect an employee's overall performance.

Leave Policies

HPI leave policies will comport with all state and federal statutes.

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least two weeks in advance and approved by the employee's department manager. HPI will determine which holidays will be observed and which departments will not be required to work. HPI will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

HPI anticipates observing the following holidays:

- New Year's Day;
- Martin Luther King Day;
- Presidents' Day;
- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and
- Christmas Day.

Disciplinary Policies

Purpose

HPI's progressive discipline policies and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of HPI's progressive discipline policies and

procedures have been designed consistent with HPI's organizational values, best practices, and state and federal employment laws.

HPI reserves the right to combine or skip steps depending upon the facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the employee's performance, conduct and/or attendance issues have on HPI as an organization.

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem and/or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of a Step 1 meeting. The employee will be asked to sign the written documentation. The employee's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, HPI recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal performance improvement plan (PIP) requiring the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of the progressive discipline policies and procedures are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to an employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedures is a recommendation to terminate employment. Generally, HPI will try to utilize the progressive steps of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, HPI reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense, and an employee may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Manager and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between HPI and its employees.

Appeal Process

Any employee subject to a disciplinary action will have the opportunity to present information on their own behalf that may challenge information management relied upon in making the decision to issue the disciplinary action. The purpose of this appeal process is to provide insight into extenuating circumstances that may have contributed to the employee's performance, conduct and/or attendance issues, while allowing for an equitable solution.

If an employee does not present information on their own behalf during a step meeting, they will have five business days after the meeting to present such information to the supervisor who conducted the meeting.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from HPI, the employee's supervisor must contact the Human Resources Manager to schedule an exit interview, which will typically take place on the employee's last workday.

Types of Separation

1. *Resignation*

Resignation is a voluntary act initiated by the employee to end employment with HPI. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire. The resignation date must not fall on the day after a holiday.

2. *Retirement*

An employee who wishes to retire is required to notify their department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of HPI to give special recognition to employees at the time of their retirement.

3. *Job Abandonment*

An employee who fails to report to work or contact their supervisor for two (2) consecutive workdays will be considered to have abandoned their job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the Human Resources Manager at the expiration of the second workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible for rehire.

4. *Termination*

Employees of HPI are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce

An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision through the appeal process.

6. Release

Release is the end of temporary or seasonal employment. The Human Resources Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be held on the employee's last day of work or another day, as mutually agreed upon.

Return of Property

The separating employee must return all company property at the time of separation, including but not limited to, uniforms, cell phones, keys, computers, and identification cards. Failure to return certain items may result in deductions from the employee's final paycheck. All separating employees will be required to sign a Wage Deduction Authorization Agreement, allowing HPI to deduct the costs of such items from their final paycheck.

Termination of Benefits

An employee separating from HPI is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the Human Resources Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation

As an employer, HPI believes that it is in the best interest of both the organization and HPI's employees to fairly compensate its workforce for the value of the work provided. It is HPI's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at HPI, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by HPI.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonuses, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that HPI is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for HPI will undergo a detailed background investigation prior to being granted access to a HPI facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for HPI pursuant to 935 CMR 500.100 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 500.101(1), HPI 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, HPI 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, HPI 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.
- Upon adverse determination, HPI will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
 - After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by HPI along with any legal notices required.
- 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 deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.

- 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 HPI or the Commission.



RECORDKEEPING PROCEDURES

General Overview

Healthy Pharms, Inc. ("HPI"), DBA "Mission Massachusetts," has established policies regarding recordkeeping and retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of HPI documents. Records will be stored at HPI 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 HPI 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 HPI's quarter-end closing procedures. In addition, HPI'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: 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 State Filings

- Business Records: Records that 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 agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with HPI, including members, if any.
- Personnel Records: At a minimum 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 HPI 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 cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
 - HPI 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
 - HPI will use seed-to-sale tracking software (in conjunction with Metrc) to maintain real-time inventory. The tracking software's inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), 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.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - HPI will notify appropriate Law Enforcement Authorities and the Commission of any breach of security or other reportable incident defined in 935 CMR 500.110(9) immediately and, in no instance, more than 24 hours following discovery of the breach or incident.
 - HPI shall, within ten calendar days, 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. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by HPI 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 their lawful jurisdiction upon request.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record 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, HPI will create and maintain a written 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 HPI agents present during the disposal or handling, with their signatures. HPI 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.
- Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - HPI will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon 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).
- Closure
 - In the event HPI closes, all records will be kept for at least two (2) years at HPI's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, HPI 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 HPI'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;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of HPI'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 dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - 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);
 - 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 the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to HPI 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 executives of HPI, and members, if any, of the licensee must be made available upon request by any individual. Pursuant to 935 CMR 500.105(1)(n) this requirement may be fulfilled by placing this information on HPI's website.
- Policies and procedures for the handling of cash on HPI premises including but not limited to storage, collection frequency and transport to financial institution(s).
- 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.

Record-Retention

HPI 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

Healthy Pharms, Inc.'s ("HPI"), DBA "Mission Georgetown," standard operating policies and procedures ensure financial records are accurate and maintained in compliance with 935 CMR 500.000: ADULT USE OF MARIJUANA. 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 and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- 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;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - 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 months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 502.140(9) Patient Supply.
- 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 500.550 or any other section of the Commission's regulations.



DIVERSITY PLAN

Healthy Pharms, Inc. ("HPI"), DBA "Mission Georgetown," believes in creating and sustaining a robust policy of inclusivity and diversity. HPI recognizes that diversity in the workforce is key to the integrity of a company's commitment to its community. HPI is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. HPI's diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations. HPI will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

HPI's executives and leadership are committed to successful implementation of HPI's Diversity Plan. HPI's executive management team believes that increased diversity will provide HPI with a richer perspective and approach to its business. HPI also wants to ensure that its customers see themselves in the makeup of HPI's employees.

HPI's comprehensive diversity empowerment plan is a pillar of its purpose-driven company. To better serve HPI's customers, HPI aims to create an environment where personal identities, race, military service, sexual orientation, and heritage are utilized, celebrated, and valued. HPI's diversity initiatives and strategies are designed to attract, develop, and advance the most talented individuals regardless of their race, sexual orientation, religion, age, gender, disability status, or any other dimension of diversity.

Diversity Recruitment and Sourcing

HPI has established and maintains an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. HPI employs strategic corporate initiatives to ensure a diverse and qualified staff ready to serve HPI customers' needs. These strategic corporate initiatives may include, but are not limited to:

- Participating in career fairs in underrepresented and minority communities, particularly those in commuting proximity to Georgetown;
- Providing cultural training on cultural sensitivity and recognizing unconscious bias; and
- Using suppliers who are also committed to diversity and inclusion.

HPI's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants, and may include taking the following steps:

- Developing relationships with organizations serving minorities, women, people of all gender identities and sexual orientations, veterans, and persons with disabilities for employment referrals;
- Providing briefings to representatives from recruitment sources concerning current and future job openings;
- Encouraging employees from diverse groups to refer applicants for employment;
- Participating in local career day programs and encouraging HPI's diverse employees to participate whenever possible;
- Establishing recruitment efforts at higher learning institutions, and institutions with special programs that reach diverse people;
- Developing relationships with community child care, housing, transportation, and other programs designed to improve employment opportunities for diverse persons;
- Ensuring that job openings are sent to community partners; and
- Utilizing Zip Recruiter to reach over 100 online career and job websites, as well as social media.

Employee Retention, Training, and Development

HPI will offer opportunities for promotions, career counseling, and training to all employees in order to promote growth and minimize turnover. HPI will ensure that all employees are given equal opportunities for professional development by communicating promotion opportunities and training programs, and by creating clearly-defined job descriptions. HPI will ensure that all employees receive career counseling, including counseling related to advancement opportunities and training programs that can assist them in career development. HPI will instruct managers and supervisors to refer employees seeking career counseling to the Human Resources Manager.

HPI's diversity awareness training emphasizes HPI's commitment to its zero-tolerance harassment and discrimination policy. HPI will strictly adhere to and enforce the policy by taking corrective action should any issues, concerns, or complaints arise. All HPI employees will be required to complete the diversity awareness training program during employee orientation. Training will begin upon hiring, and all new employees will be required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

Upon completion of the orientation program, new hires will be equipped to describe, discuss, and implement the Diversity Plan. Following successful completion of the general orientation program, employees will undergo additional diversity training that will be tailored to the employee's specific job function. All employees will also be required to undergo ongoing diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Awareness of Diversity Plan goals and HPI's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to HPI's success. Management, staff, associates, vendors, contractors, and the general public all benefit from being informed of the Diversity Plan objectives and procedures. Information related to the Diversity Plan will be disseminated a variety of ways, which may include, but are not limited to:

- Inclusion of HPI's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;
- Inclusion of HPI's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose HPI's goal for a diverse workforce, in the Employee Handbook;
- Postings in suitable areas for employee communication;
- Diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

Strategic Partnerships, Suppliers and Vendors

HPI will promote diversity and support the local economy by making efforts to purchase goods and services from vendors, contractors, and professional service providers that are owned and operated by individuals that have cultural and ethnically diverse characteristics. In selecting potential contractors, subcontractors, vendors and suppliers, HPI will first attempt to contract with small and diverse businesses. HPI's goal is to maintain diverse organization, vendor, and contractor spending. At the end of the first year of operation, HPI will evaluate the percentage of spending conducted with qualifying organizations and set achievable but challenging goals to increase the percentage of spending in future years.

External communication efforts that align with HPI's Diversity Plan will include:

- Advertising in employment and business sections of appropriate types of media;
- Participating in employment and business notification programs; and
- Distribution of literature to organizations actively supportive of minorities, women, disabled persons, the LGBTQ community, and veterans.

Measuring Progress

HPI will establish a Diversity Committee (the "Committee") to assist the executive management team with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity. Additional members of the Committee may be added at the discretion of HPI's executive management team. The Committee will be responsible for:

- Developing Equal Employment Opportunity (EEO) statements, policies, programs, and internal and external communication procedures in support of the goals of the Diversity Plan;

- Assisting in the identification of problematic areas for EEO, including receiving, reviewing, and resolving any complaints of discrimination or other non-compliance with regards to equal opportunity and fair treatment of all employees;
- Assisting management in arriving at effective solutions to problems regarding issues of diversity and inclusion;
- Designing and implementing internal reporting systems that measure the effectiveness of programs designed to support a company culture that fosters diversity;
- Keeping the company informed of equal opportunity progress;
- Reviewing the Diversity Plan with management at all levels of HPI to ensure that the Diversity Plan is understood; and
- Auditing HPI's internal and external job postings to ensure information is in compliance with HPI's diversity policies and procedures.

The Human Resource Manager at HPI will be responsible for auditing the Diversity Plan. The audit report, which will analyze the Company's performance in fulfilling the goals of the Diversity Plan, may contain such information as:

- Employment data, including information on minority, women, disabled, and veteran representation in the workforce in all job classifications; average salary ranges; recruitment and training information (all job categories); and retention and outreach efforts;
- The total number and value of all contracts and/or subcontractors awarded for goods and services;
- An identification of each subcontract actually awarded to a member of a diverse group and the actual value of such subcontract;
- A comprehensive description of all efforts made by HPI to monitor and enforce the Diversity Plan;
- Information on diverse group investment, equity ownership, and other ownership or employment opportunities initiated or promoted by HPI;
- Other information deemed necessary or desirable by the Commission to ensure compliance with the rules and regulations governing marijuana establishments in Massachusetts; and
- When available, a workforce utilization report including the following information for each job category at HPI:
 - The total number of persons employed;
 - The total number of men employed;
 - The total number of women employed;
 - The total number of veterans employed;
 - The total number of service-disabled veterans employed; and
 - The total number of members of each racial minority employed.



QUALIFICATIONS AND TRAINING

Healthy Pharms Inc. ("HPI"), DBA "Mission Georgetown," will ensure that all employees hired to work at an HPI facility are qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles.

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.

HPI will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.801 or 935 CMR 500.802 . In the event that HPI discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent's employment will be terminated, and HPI 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 HPI's agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of HPI's current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. HPI's new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. HPI's owners, managers, and employees will then successfully complete the program once every year thereafter. HPI will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. HPI'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 state licensing authority upon request.

As part of the Responsible Vendor program, HPI's agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and
6. Other significant state laws and rules affecting operators, such as:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability and license sanctions and court sanctions;
 - Waste disposal and health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale and conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records and privacy issues; and
 - Prohibited purchases and practices.