



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282815
Original Issued Date: 09/14/2020
Issued Date: 08/12/2021
Expiration Date: 09/14/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Pure Lowell, Inc.

Phone Number: 603-296-5036
Email Address: jimstataires@gmail.com

Business Address 1: 673 – 681 Rogers Street
Business City: Lowell
Business State: MA
Business Zip Code: 01852

Business Address 2:
Mailing Address 1: 673-681 Rogers St
Mailing City: Lowell
Mailing State: MA
Mailing Zip Code: 01852

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

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

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33.3
Role: Owner / Partner
Other Role: Director of Cultivation; Director of Pure Industries, Inc.; Shareholder and

Director of PI MA Holdings, Inc.

First Name: Todd

Last Name: Brady

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 33.3

Role: Owner / Partner

Other Role: Chief Operating Officer; Director of Pure Industries, Inc.; Shareholder and Director of PI MA Holdings, Inc.

First Name: Andrew

Last Name: Statiros

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 33.3

Role: Owner / Partner

Other Role: Chief Executive Officer; President, Secretary, Treasurer, and Director of Pure Industries, Inc.; Shareholder and Director of PI MA Holdings, Inc.

First Name: James

Last Name: Statiros

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: 85

Entity Legal Name: PI MA Holdings, Inc.

Entity DBA:

DBA

City:

Entity Description: Shareholder of Pure Lowell, Inc.

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: PI MA Holdings, Inc. is a shareholder of Pure Lowell, Inc. Mr. Brady, Mr. A. Statiros, and Mr. J. Statiros are the sole Directors and Shareholders of PI MA Holdings, Inc., each owning shares equal to 33.3% of the company.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Andrew

Last Name: Statiros

Suffix:

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of the Capital Provided: \$100000

Percentage of Initial Capital: 100

Date generated: 09/24/2021

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Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

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: Todd Owner Last Name: Brady Owner Suffix:
Entity Legal Name: CO Development Holdings, Inc. Entity DBA: Host Cannabis Company
Entity Description: Retail Cultivation Facility
Entity Phone: 603-801-5275 Entity Email: Entity Website:
tbrady34@gmail.com
Entity Address 1: 3555 Moline Avenue Entity Address 2:
Entity City: Aurora Entity State: CO Entity Zip Code: 80010 Entity Country: USA
Entity Mailing Address 1: 3555 Moline Avenue Entity Mailing Address 2:
Entity Mailing City: Aurora Entity Mailing State: CO Entity Mailing Zip Code: Entity Mailing Country:
80010 USA

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Andrew Last Name: Statires Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 2

First Name: James Last Name: Statires Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 3

First Name: Todd Last Name: Brady Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Cultivator
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 4

First Name: Andrew Last Name: Statires Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 5

First Name: James Last Name: Statires Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Lowell Marijuana Establishment State: MA

Individual 6

First Name: Todd Last Name: Brady Suffix:
Marijuana Establishment Name: Pure Industries, Inc. Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Lowell Marijuana Establishment State:

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 673-681 Rogers Street

Establishment Address 2:

Establishment City: Lowell

Establishment Zip Code: 01852

Approximate square footage of the establishment: 3700

How many abutters does this property have?: 44

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Pure - Retailer - Zoning.pdf	pdf	5e5afd7dc51b0d43fad1c076	02/29/2020
Certification of Host Community Agreement	Pure Lowell - HCA - RFI 06.05.20.pdf	pdf	5eda6846ea7a9324e64646a0	06/05/2020
Community Outreach Meeting Documentation	Pure Lowell - Community Outreach Recording Download Instructions.pdf	pdf	5ee439581c2dbc24d01a1b85	06/12/2020
Community Outreach Meeting Documentation	Pure - Lowell - Community Outreach - File 1:2.pdf	pdf	5ef3e95bd1a4246bfac270b5	06/24/2020
Community Outreach Meeting Documentation	Pure - Lowell - Community Outreach - File 2:2.pdf	pdf	5ef3e96d7babe37ab6e47926	06/24/2020

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$0.01

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Pure - ADI - 06.24.20.pdf	pdf	5ef3ea5f7babe37ab6e4792a	06/24/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

Other Role:

First Name: Andrew

Last Name: Statires Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role:

Other Role:

First Name: Todd

Last Name: Brady Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Other Role:
First Name: James Last Name: Statires Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Partner Other Role:
Entity Legal Name: PI MA Holdings, Inc. Entity DBA:
Entity Description: Sole shareholder of Pure Lowell, Inc.
Phone: 603-801-5275 Email: tbrady34@gmail.com
Primary Business Address 1: 16192 Coastal Highway Primary Business Address 2:
Primary Business City: Lewis Primary Business State: DE Principal Business Zip Code: 19558

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Pure - Retail - Articles of Organization.pdf	pdf	5e5afe9b8b5ea5469520cd6e	02/29/2020
Bylaws	Pure - Retail - Bylaws.pdf	pdf	5e5afee356474b469c110502	02/29/2020
Department of Revenue - Certificate of Good standing	Pure - Retail - DOR COGS.pdf	pdf	5e5aff0549038b46abf1bd3f	02/29/2020
Secretary of Commonwealth - Certificate of Good Standing	Pure - Lowell - DUA Attestation.pdf	pdf	5e5d5001e25eb94410037773	03/02/2020
Secretary of Commonwealth - Certificate of Good Standing	Pure Lowell - Sec of State COGS.pdf	pdf	5e717688172cbc3545972371	03/17/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	SoC Good Standing Pure Lowell.pdf.pdf	pdf	60df128d629ad9037af1df3a	07/02/2021
Department of Unemployment Assistance - Certificate of Good standing	Pure Lowell DUA.pdf	pdf	60e5f65eddf0e402a870d8e9	07/07/2021
Department of Revenue - Certificate of Good standing	Pure Lowell Good Standing Letter.pdf	pdf	60f71086504b25036f75936c	07/20/2021

Massachusetts Business Identification Number: 001417550

Doing-Business-As Name: Smyth Cannabis Co.

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Pure - Retailer - Business Plan.pdf	pdf	5e5aff1f4a895743f3a69d2f	02/29/2020
Proposed Timeline	Pure - Retailer - Timeline.pdf	pdf	5e5aff2ab56dea46718f114a	02/29/2020
Plan for Liability Insurance	Pure - Retailer - Liability Insurance.pdf	pdf	5e5aff3973b705467fec88cd	02/29/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Pure - Retailer - Dispensing.pdf	pdf	5e5aff4ca290f94426bd7fba	02/29/2020
Maintaining of financial records	Pure - Retailer - Financial Records.pdf	pdf	5e5aff535a27c34431d1790c	02/29/2020
Inventory procedures	Pure - Retailer - Inventory.pdf	pdf	5e5aff5849038b46abf1bd43	02/29/2020
Separating recreational from medical operations, if applicable	Pure - Retailer - Medical .pdf	pdf	5e5aff66fd7e6446b62a39ad	02/29/2020
Personnel policies including background checks	Pure - Retailer - Personnel.pdf	pdf	5e5aff6a4a895743f3a69d33	02/29/2020
Plan for obtaining marijuana or marijuana products	Pure - Retailer - Plan to Obtain Marijuana Products.pdf	pdf	5e5aff6ed2a4e444058382ec	02/29/2020
Prevention of diversion	Pure - Retailer - Preventing Diversion.pdf	pdf	5e5aff75c51b0d43fad1c07c	02/29/2020
Qualifications and training	Pure - Retailer - Qualifications and Training.pdf	pdf	5e5aff7df63398441bbbe61f	02/29/2020
Record Keeping procedures	Pure - Retailer - Recordkeeping Policies.pdf	pdf	5e5aff8a9e668e468af057d4	02/29/2020
Restricting Access to age 21 and older	Pure - Retailer - Restricting Access.pdf	pdf	5e5aff8f56474b469c110506	02/29/2020
Security plan	Pure - Retailer - Security Plan.pdf	pdf	5e5aff945a27c34431d17910	02/29/2020
Storage of marijuana	Pure - Retailer - Storage.pdf	pdf	5e5aff9afd7e6446b62a39b1	02/29/2020
Transportation of marijuana	Pure - Retailer - Transportation.pdf	pdf	5e5affa4d21b9346780e031c	02/29/2020
Quality control and testing	Pure - Retailer - Quality Control and Testing.pdf	pdf	5e5b012cc51b0d43fad1c081	02/29/2020
Diversity plan	Pure - Diversity - 06.12.20.pdf	pdf	5ee43cd16f370e24fce3e7de	06/12/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

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

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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 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:

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Pure Lowell, Inc. has updated our Positive Impact Plan to be more comprehensive, as well as to provide more measurable goals. The updated plan is attached for reference. As Pure Lowell becomes operational, concrete steps will be taken towards reaching the goals outlined in the plan. For example, Pure Lowell is planning on hosting its first job fair in Summer/Fall 2021. Additionally, as Pure Lowell begins to build a staff for its dispensary, priority will be given to women and minority applicants, as well as applicants living in the City of Lowell.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Pure Lowell, Inc. has updated our Diversity Plan to be more comprehensive, as well as to provide more measurable goals. The updated plan is attached for reference. As Pure Lowell becomes operational, concrete steps will be taken towards reaching the goals outlined in the plan. Currently, Pure Lowell employs a staff that is 100% comprised of women. Additionally, as Pure Lowell begins to build a staff for its dispensary, priority will be given to women and minority applicants, as well as applicants living in the City of Lowell.

HOURS OF OPERATION

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: 6:00 PM
Sunday From: 10:00 AM	Sunday To: 6:00 PM

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Pure Lowell, Inc. (“Pure”) will remain compliant at all times with the local zoning requirements set forth in the City of Lowell’s Zoning Ordinance. In accordance with Zoning Ordinance Section 7.10, Pure’s proposed Recreational Marijuana Retail Facility (“RMRF”) is located in the Regional Retail (“RR”) Zoning District designated for such a use by Special Permit.

In compliance with 935 CMR 500.110(3) and Section 10(5)(b) of the Lowell Zoning Ordinance, Pure’s proposed RMRF is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12. Additionally, pursuant to Section 10(5), the RMRF is not located within 1,000 feet of another Marijuana Dispensary or Recreational Retail Facility or 500 feet of any school or college serving a student population where any of the student population is under twenty-one years of age.

As required by the Zoning Ordinance, Pure will apply for a Special Permit and Site Plan Review from the Planning Board. Pure will also apply for any other local permits required to operate at the proposed location. Pure will comply with all conditions and standards set forth in any required local permit. Pure’s permit will expire in two years if it has not obtained a building permit.

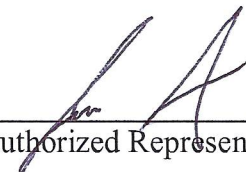
Pure has already attended several meetings with various municipal officials and boards to discuss Pure’s plans and has executed a Host Community Agreement with City of Lowell. Pure will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Pure remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

Host Community Agreement Certification Form

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

Applicant


I, James Staires, (*insert name*) certify as an authorized representative of Pure Lowell, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Lowell (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on February 25, 2020 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Eileen Donoghue, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Lowell (*insert name of host community*) to certify that the applicant and City of Lowell (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 2/25/2020 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Please utilize the following link to view and download Pure Lowell, Inc.'s community outreach meeting.

<https://us02web.zoom.us/rec/share/u9RVKarg1l1OeIGc5EbVUJcTqX6aaa81SIWqPFZxBnlzQjDpyhSxfgDvZpJGqz7>

Password: 9G&*T&xU

Please note captioning must be turned on in settings to view closed captioning.

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).

**** Please be advised that the applicant held its community outreach meeting via virtual, web-based means per Administrative Order No. 2. The applicant tested the technology, including public interaction capacities, at least once prior to the meeting; followed all accessibility requirements, including closed captioning; accepted questions in advance, although none were submitted; posted meeting materials at least 24 hours in advance on its website; enabled communication allowing for engagement and questions; designated a meeting moderator to allow participants and followers; had 15 attendees; and made the recording of the meeting available to local broadcasting.**



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as “Attachment A.”

a. Date of publication:

b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as “Attachment B.”

a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant’s proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as “Attachment C.” Please redact the name of any abutter or resident in this notice.

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:

- a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
- d. A plan by the ME or MTC to positively impact the community; and
- e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



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Public Notice

NOTICE OF COMMUNITY OUTREACH MEETING PURE LOWELL, INC.
 Notice is hereby given that Pure Lowell, Inc. will hold a Virtual Community Outreach Meeting on June 11, 2020 at 6:30 PM to discuss the proposed siting of an Adult Use Marijuana Retailer at 671-683 Rogers Street in Lowell in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Information necessary to access the Virtual Community Outreach Meeting via Zoom is available by visiting <https://zoom.us/join>, using the Webinar ID: **818 4869 7622** and Webinar Password: **620610**. A copy of the presentation will be made available at least 24 hours prior to the meeting at <https://www.purecannabisma.com>.

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing rebecca@vicentesederberg.com or asked during the live presentation

May 29 2020

COMMONWEALTH OF MASSACHUSETTS CITY OF LOWELL
 Notice is hereby given as required by MGL Ch 43, Sec 23 Ch 44, Ch 21A and Ch 44A that the following Loan Order was given 1st reading in City Council on Tuesday May 26, 2020 and ordered advertised for a Public Hearing on Tuesday June 9, 2020 at 7:00 PM, Council Chambers, City Hall to wit:
THE COMMONWEALTH OF MASSACHUSETTS CITY OF LOWELL
 In City Council
LOAN ORDER
 (General Fund Capital Improvements)

To borrow \$6,771,100 for the purpose of financing various capital improvements and purchases and any related architectural and engineering services in connection therewith and any costs incidental and related thereto.

IT IS ORDERED BY THE CITY COUNCIL OF THE CITY OF LOWELL BY A TWO-THIRDS VOTE OF ALL OF ITS MEMBERS, as follows:

Ordered: That the sum of \$6,771,100 is appropriated for the purpose of financing the following capital improvements, and any related architectural and engineering services in connection therewith and any costs incidental and related thereto: (1) City-wide paving and sidewalk program, (2) bridge repair/replacement program, (3) Westford/Stedman Intersection, (4) School Street Cemetery Wall Improvement, (5) TIGER (canal bridges projects), (6) Replace two ladder/engines - city match, (7) Locker Room Upgrades, (8) Convert/ Retrofit Firing Range to Evidence, (9) Service Tablets, (10) LPD Vehicle Maintenance Facility and Sign Shop Roof Replacement, (11) Cawley Stadium Improvements, (12) Concord River Greenway, (13) Voting Machine Upgrades, (14) City Council Chamber upgrades, (15) City Hall Security upgrades - Exterior, (16) School Department Security Equipment Upgrades, and (17) ADA transition plan projects; that to meet this appropriation the Treasurer, with the approval of the City Manager, is authorized to borrow \$6,771,100 and to issue bonds or notes therefor under G.L. c.44 or any other enabling authority; that the City Manager is authorized to contract for and expend any federal or state aid available for the projects; that the City Manager is authorized to take any action necessary to carry out the projects; and that the Treasurer is authorized to file an application with the Municipal Finance Oversight Board to qualify any or all of the bonds under G.L. c.44A and to provide such information and execute such documents as such board may require for these purposes. Any premium received upon the sale of any bonds or notes approved by this loan order, or upon the sale of any other bonds or notes approved by any other loan order of the City adopted prior to the date of this loan order, less any such premium applied to the payment of the costs of issuance of such bonds or notes, may be applied to the payment of costs approved by this vote as well as any other projects approved by loan order of the City adopted prior to the date of this loan order in accordance with G.L. c. 44, §20, thereby reducing the amount authorized to be borrowed to pay such costs by a like amount.

ORDER RECOMMENDED AND INTRODUCED BY:
 Eileen M. Donoghue, City Manager
 Loanorder2020/capitalplan
 Complete copies of the Ordinance are available in the Office of the City Clerk Mon, Wed, Thurs 8AM to 5PM, Tues 8AM to 8PM, and Fri 8AM to Noon

May 29 2020

NOTICE CITY OF LOWELL NOTICE FOR THE DRAFT 2020-21 ANNUAL ACTION PLAN AVAILABLE FOR REVIEW AND PUBLIC COMMENT
 The 2020-2021 Draft Annual Action Plan will be available for review and public comment ending June 8, 2020.

All written comments received will be included in the Final Plan sent to HUD along with the City's responses. The public may examine electronic copies of the Draft Plan at www.lowellma.gov.
 Written comments may be submitted to Chris Samaras, Director of Community Development, emailed to csamaras@lowellma.gov. For consideration, comments must be received no later than June 8, 2020 at 5:00 PM.

Please note: the Draft Plan is subject to change and requires approval by the Lowell City Council. Applicants will be notified in writing by July 2018 of the final awards for FY 2020-2021 pending federal funding allocations. Applicants must not assume their proposal has been accepted for funding until they have received written notification from the City of Lowell.

City of Lowell
 CDBG Public Service and ESG
 COVID 19 Request for Proposals

The City of Lowell has been awarded a Special allocation of Community Development Block Grant Funds (CDBG) and Emergency Solutions Grant Funds (ESG) from the U.S. Department of Housing and Urban Development (HUD). This allocation is authorized by the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), which was signed into law March 27th, 2020. This allocation, under CDBG, is set to benefit low- and moderate-income persons in the City.

All CDBG-CV activities must prepare, prevent, and respond to Covid-19. The city will place emphasis on proposals demonstrating a direct benefit to a person or persons affected directly by the COVID-19 pandemic. Applicants must demonstrate that they can document and measure that funds will be used in accordance with their proposal response. Electronic Copies are available on Lowellma.gov

All Proposals must be received before Monday June 8 at 5:00PM Please email proposals to Chris Samaras at csamaras@lowellma.gov and Betty Rawnsley-Erazo at brawnsley@lowellma.gov

May 29 2020

802 Apartments

1-2-3-4 BEDROOMS Affordable Apts. & Studios, \$650 & up. All utils incl. Sec. 8 Welcome.
 To Apply visit:
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www.tmlrentals.com

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846 Vacation Places for Rent

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In Quiet Neighborhood.
 4 Bedroom House Sleeps 10 People.
 6 Bedroom House sleeps 15 People.
 Only 100 yards to the Beach and a short walk to the Pier (Downtown Area)
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www.SandsResort.com

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603-303-2866
 Junk Cars & Trucks WANTED.
 Pay Up to \$800

758 Wanted to Buy

MILITARY ITEMS
 Swords, knives, medals, bayonets, helmets, flags, uniforms, guns. 603-886-7346

762 Under \$100

3 plastic gas containers
 2 1/2 gallon size \$7 each
 (978)807-4485

boy 24 inch mongoose MT bike good.con \$ 35
 978 452 9030

boy girl mountain bike good condition \$25 each
 978 452 9030

Full size floral comforter with shams, new \$20
 978 251 3090

Full size sleep sofa \$40
 978 251 3090

763 \$101-\$250

Lazy Boy Recliner - Brown Leather - Good Condition \$200 or B/O
 978-256-5764

764 \$251-\$500

12 ton shop press \$50
 978-957-3669

3 Bicycles 20" 2 boy 1 girl
 (978)808-4485

Brand New ALIGNS Perfect Fix custom sized Relief of foot pain 2 pairs \$10 per pair
 978-957-3669

New Whistlin Tea Kettle \$20
 978-957-3669

Public Notice

Town of Pepperell Board of Selectmen Notice of Public Hearing for Utility Pole Installation

On Monday, June 8, 2020 at 7:30 PM the Board of Selectmen of the Town of Pepperell will conduct a remote Public Hearing on a request by National Grid and Verizon New England, Inc., pursuant to M.G.L. Chapter 166, §22, to install joint or identical poles located on Heald Street and Maple Street. The link for the meeting is <https://global.gotomeeting.com/join/990610949> or you can dial in, 1 (571) 317-3122. The access code for the meeting is 990-610-949. All interested parties are invited to remotely attend the public hearing and provide oral and/or written comments to the Board of Selectmen on or before June 2, 2020. The application may be reviewed at the town's website at <https://town.pepperell.ma.us/406/Public-Hearings>.

May 22 29 2020

Public Notice

Town of Pepperell Board of Selectmen Notice of Public Hearing for Utility Pole Installation

On Monday, June 8, 2020 at 7:30 PM the Board of Selectmen of the Town of Pepperell will conduct a remote Public Hearing on a request by National Grid and Verizon New England, Inc., pursuant to M.G.L. Chapter 166, §22, to install joint or identical poles located on Elm Street and River Road. The link for the meeting is <https://global.gotomeeting.com/join/990610949> or you can dial in, 1 (571) 317-3122. The access code for the meeting is 990-610-949. All interested parties are invited to remotely attend the public hearing and provide oral and/or written comments to the Board of Selectmen on or before June 2, 2020. The application may be reviewed at the town's website at <https://town.pepperell.ma.us/406/Public-Hearings>.

May 22 29 2020

Public Notice

Public Hearing Notice and Posting

In accordance with the provisions of MGL Chapter 40A Section 11, notice is hereby given of a public hearing to be held by the Westford Zoning Board of Appeals at a meeting starting at 7:00 p.m. on Wednesday, June 17, 2020, by remote participation (see details below) to consider an application of Mark Saydah for a Special Permit under Section 3.3.2 of the Town of Westford Zoning Bylaw (and any other permit relief as may be required under the Westford Zoning Bylaw) to renew approval of an existing Accessory Dwelling Unit (ADU) originally approved in 1999 (BOA 99003-SP). The property is located at 10 Pine Grove Road in the Residence B zoning district and is identified as Assessor Map 050 Parcel 0004 Lot 0000.

A copy of the application, File Number BOA 2015 SP ADU, and accompanying information may be viewed at <https://www.westfordma.gov/767/Document-Management-System> (Select "Land Based Documents" and search using "Street & Street Number" or "File #"). Any person interested or wishing to be heard on the application(s) should submit written correspondence to the Board of Appeals, or join the meeting at the time and date designated above via remote access (phone or internet). All written comments received prior to the close of the public hearing will be included in the written record for this application. Email correspondence should be sent to etoothaker@westfordma.gov.

In accordance with the Governor's Order Suspending Certain Provisions of the Open Meeting Law, G. L. c. 30A, § 20, relating to the 2020 COVID19 outbreak, the June 17, 2020 meeting of the Westford Zoning Board of Appeals will be conducted via remote participation to the greatest extent possible to avoid group congregation. We will provide access to such meetings via a link to call in, or other similar option. In the event we are unable to accommodate the same, despite best efforts, we will post recorded sessions of the meeting as soon as possible following the same. No in-person attendance of members of the public will be permitted, but every effort will be made to ensure that the public can adequately access the proceedings. Any questions about meeting participation should be directed to Town Planner, Rebecca Cheney at rcheney@westfordma.gov or (978) 692-5524.

Robert Hermann, Chair
 Westford Board of Appeals

May 29 June 5 2020

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Production Techs – 1st and 2nd shift – Wilmington location. If you have two plus years of testing and troubleshooting of circuits, components, instruments and mechanical assemblies, please apply now.

CNC Machinists – Lawrence location. If you have two plus years of experience operating CNC lathe equipment producing parts meeting exact dimensional specifications.

We're considered to be an essential business in Massachusetts and continue to hire. Our interviews are done on site with SAFETY FIRST for our employees and candidates. Please visit our Careers Website at www.mksinst.com/careers

MKS Instruments, Inc. is an Affirmative Action and Equal Opportunity employer. We solicit and hire applicants regardless of race, color, national origin, sex, religion, age, disability, veteran status, sexual orientation, gender identity, or any other protected category. Our policy is to employ the most qualified applicants. We conduct background checks and drug screens, in accordance with company policies and federal and state guidelines.

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 Call: 978-458-3311



Subject: Pure Lowell, Inc. - Marijuana Establishment Community Outreach Meeting
Date: Monday, June 1, 2020 at 12:45:28 PM Eastern Daylight Time
From: Madison Taylor
To: mgeary@lowellma.gov
CC: Rebecca Rutenberg
Attachments: Pure Lowell, Inc. - Community Outreach Meeting Notice - 6.11.2020.pdf

Good afternoon,

I am reaching out on behalf of Pure Lowell, Inc. with regard to their Community Outreach Meeting for a proposed Marijuana Establishment at 671-683 Rogers Street Lowell, MA. Attached please find the complete notice, which provides further details for the meeting.

We respectfully ask that you accept this notice for filing and confirm receipt.

Feel free to reach out directly to me with any questions or to the email listed on the notice.

Best,

Madison

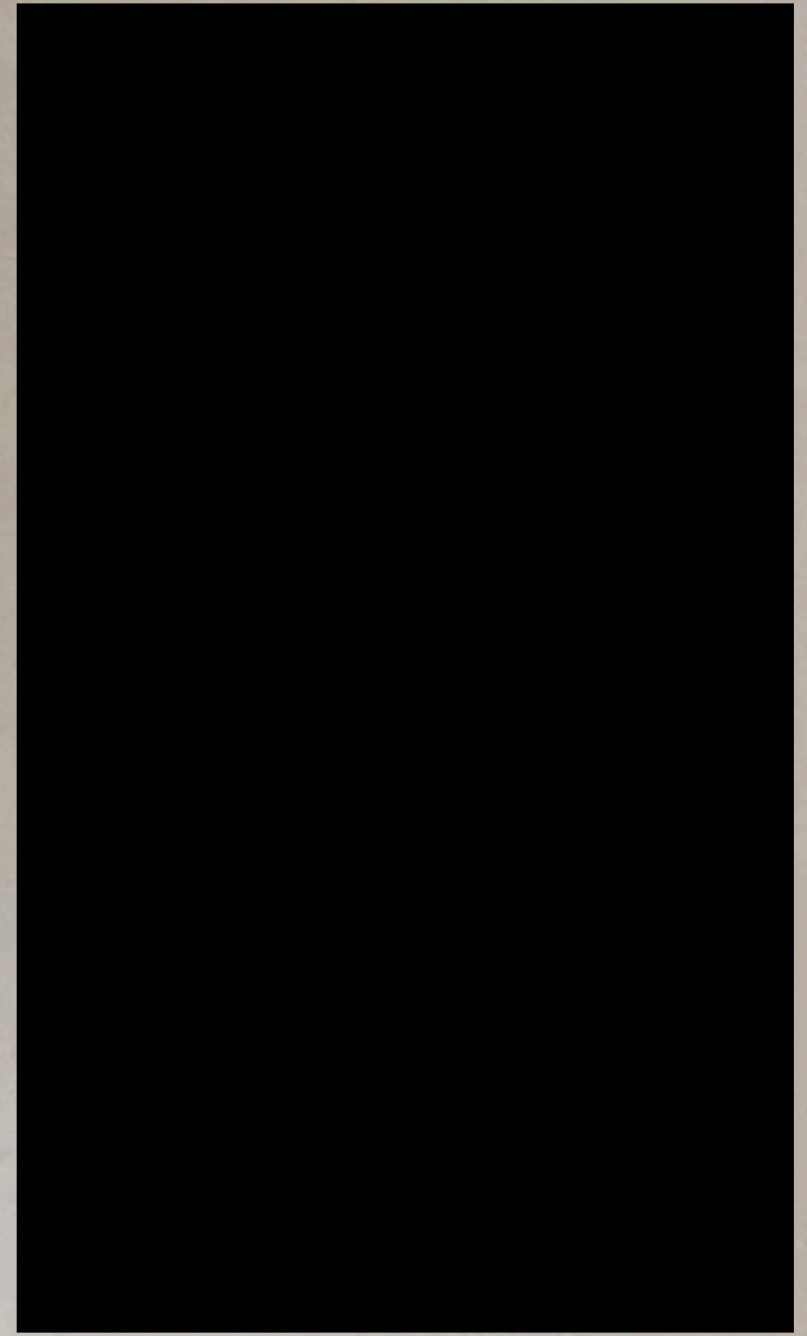
**NOTICE OF COMMUNITY OUTREACH MEETING
PURE LOWELL, INC.**

Notice is hereby given that Pure Lowell, Inc. will hold a Virtual Community Outreach Meeting on **June 11, 2020** at 6:30 PM to discuss the proposed siting of an Adult Use Marijuana Retailer at 671-683 Rogers Street in Lowell in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

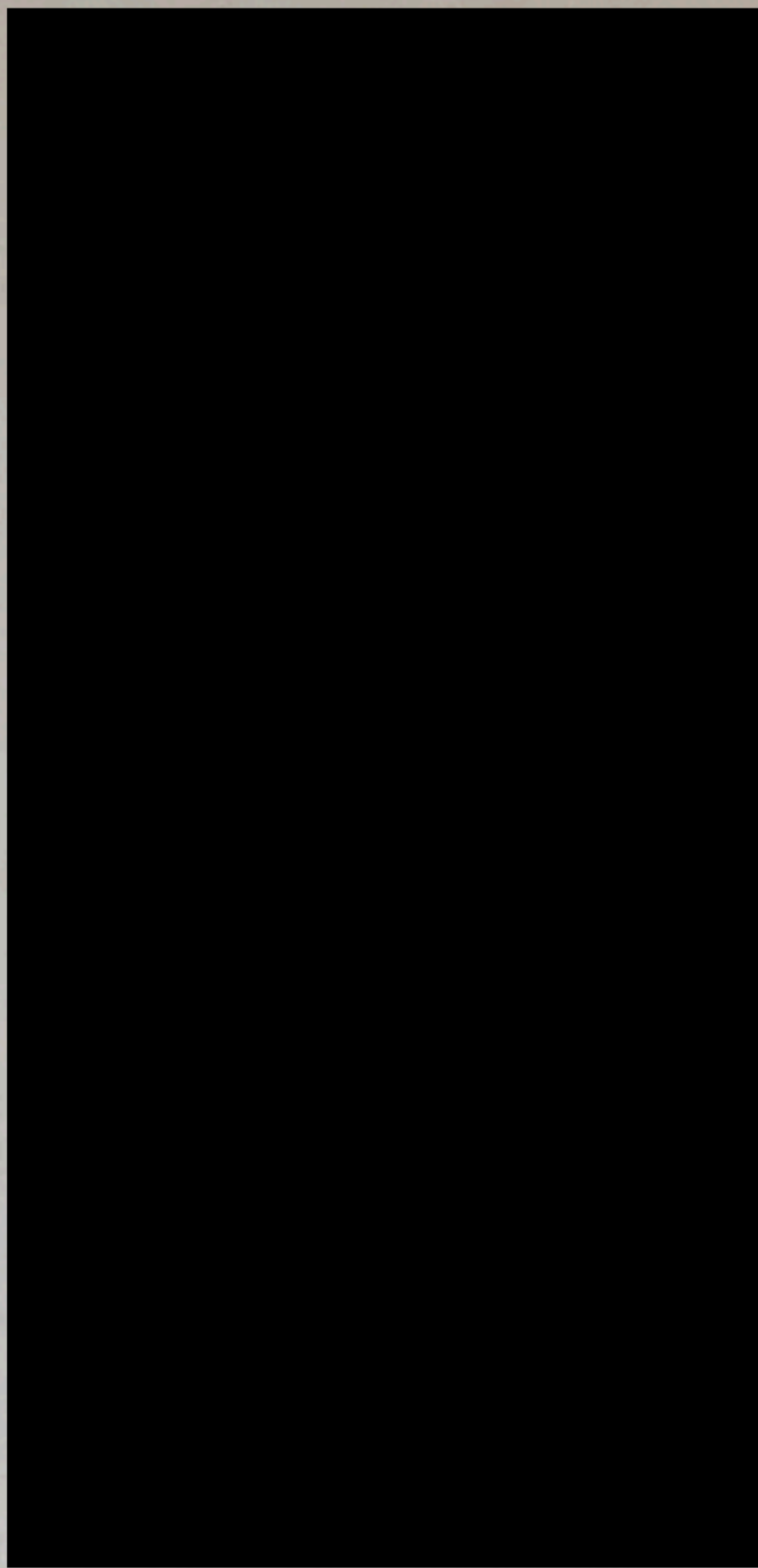
Information necessary to access the Virtual Community Outreach Meeting via Zoom is available by visiting <https://zoom.us/join>, using the Webinar ID: 818 4869 7622 and Webinar Password: 620610. A copy of the presentation will be made available at least 24 hours prior to the meeting at <https://www.purecannabisma.com>.

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing rebecca@vicentesederberg.com or asked during the live presentation.

VICENTE SERRAPELLA LLP
2 SEAPORT LN. #11
BOSTON, MA 02210



VICENTE SERRAPELLA LLP
2 SEAPORT LN. #11
BOSTON, MA 02210



VICENTE SERRAPELLA LLP
2 SEAPORT LN. #11



**NOTICE OF COMMUNITY OUTREACH MEETING
PURE LOWELL, INC.**

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Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations. Questions can be submitted in advance by emailing rebecca@vicentesederberg.com or asked during the live presentation.

April 23, 2021

Eric Slagle
Lowell City Hall
375 Merrimack Street
Lowell, MA 01852

Re: Request for Records of Costs Related to Pure Lowell, Inc.

Dear Mr. Slagle:

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

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

If we can provide additional information, please do not hesitate to ask.

Sincerely,



Elissa Wendorf
Regulatory and Security Manager

June 16, 2021

Eric Slagle
Lowell City Hall
375 Merrimack Street
Lowell, MA 01852

Re: Request for Records of Costs Related to Pure Lowell, Inc.


Dear Mr. Slagle:

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

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

If we can provide additional information, please do not hesitate to ask.

Sincerely,



Elissa Wendorf
Regulatory and Security Manager

Elissa Wendorf
Pure Lowell, Inc.
181 Stedman St. Unit 14
Lowell, MA 01851

June 30, 2021

Cannabis Control Commission
Union Station
2 Washington Square
Worcester, MA 01604

To Whom It May Concern:

This letter is to attest that I, on behalf of Pure Lowell, Inc. , contacted the City of Lowell on April 23, 2021 and June 16, 2021 in order to obtain records of any cost, whether anticipated or actual, resulting from Pure Industries' operation within the city. At the time of this filing, I have not received any reply from the City of Lowell regarding my request.

Sincerely,

A handwritten signature in black ink, appearing to read 'Elissa Wendorf', written in a cursive style.

Elissa Wendorf
Regulatory & Security Manager

Plan to Positively Impact Areas of Disproportionate Impact

Overview

As a proposed facility located within an area of disproportionate impact, Pure Lowell, Inc. (“Pure”) is dedicated to serving and supporting the surrounding community. Marijuana businesses have an obligation to 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 Pure's intention to be a contributing, positive force in areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, Pure has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”).

Goals

In order for Pure to positively 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, Pure has established the following goals:

1. Providing mentoring, professional, and technical services for individuals and businesses facing systemic barriers by conducting one industry-specific seminar in a geographic area of disproportionate impact.

Programs

Pure has developed specific programs to effectuate its stated goals to positively impact areas of disproportionate impact. Such programs will include the following:

- Conduct at least one (1) one-hour industry-specific educational seminars in the City of Lowell annually across one or more of the following topics: marijuana cultivation techniques, marijuana product manufacturing, marijuana business training, marijuana compliance, and energy efficient cultivation practices. Seminars will be held at a local conference center that can easily facilitate an educational setting such as the Marriott and will be held once annually, likely in the fall. Seminars will be publicized within local newspapers such as the Lowell Sun, distributed at local career agencies and community

centers; and circulated to marijuana advocacy organizations. Pure will aim to have at least 25 people at each seminar.

Measurements

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

- Whether or not Pure held at least one training;
- Whether or not 25 individuals attended the training; and
- Feedback received from evaluations of individuals attending the trainings.

The Chief Executive Officer will review and evaluate Pure's measurable outcomes upon PCR renewal to ensure that Pure is meeting its commitments. Pure is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

Acknowledgements

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



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$250.00

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

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001417550

ARTICLE I

The exact name of the corporation is:

PURE LOWELL, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

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.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CWP	\$0.01000	1,000	\$10.00	850

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

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

ARTICLE VII

The effective date of organization 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.

Later Effective Date: 1/1/2020 **Time:** 4:00 PM

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: HENRY KNOBLOCK
No. and Street: 92 NEWBRIDGE ROAD
City or Town: SUDBURY State: MA Zip: 01776 Country: USA

c. The names and street 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):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	JAMES STATIRES	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA
TREASURER	JAMES STATIRES	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA
SECRETARY	JAMES STATIRES	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA
DIRECTOR	ANDREW STATIRES	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA
DIRECTOR	TODD BRADY	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA
DIRECTOR	JAMES STATIRES	181 STEDMAN ST. UNIT 14 LOWELL, MA 01851 USA

d. The fiscal year end (i.e., tax year) of the corporation:

December

e. A brief description of the type of business in which the corporation intends to engage:

RETAIL SALES

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (*post office boxes are not acceptable*):

No. and Street: 92 NEWBRIDGE ROAD
City or Town: SUDBURY State: MA Zip: 01776 Country: USA

which is

its principal office an office of its transfer agent
 an office of its secretary/assistant secretary its registered office

Signed this 30 Day of December, 2019 at 2:29:42 PM by the incorporator(s). (*If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.*)

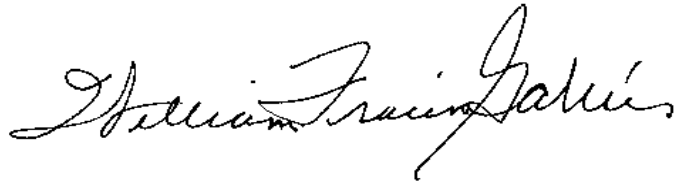
HENRY E. KNOBLOCK

THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

December 30, 2019 02:29 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BY-LAWS
OF
Pure Lowell, Inc.

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ARTICLE I
SHAREHOLDERS

Section 1. Annual Meeting. The Corporation shall hold an annual meeting of shareholders at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these Bylaws or the time for an annual meeting is not fixed in accordance with these Bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called by the President or by the Directors, and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by another officer, if the holders of at least 10 per cent, or such lesser percentage as the Articles of Organization permit, of all the votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 3. Place of Meetings. All meetings of shareholders shall be held at the principal office of the Corporation unless a different place is specified in the notice of the meeting or the meeting is held solely by means of remote communication in accordance with Section 11 of this Article.

Section 4. Requirement of Notice. A written notice of the date, time, and place of each annual and special shareholders' meeting describing the purposes of the meeting shall be given to shareholders entitled to vote at the meeting (and, to the extent required by law or the Articles of Organization, to shareholders not entitled to vote at the meeting) no fewer than seven nor more than 60 days before the meeting date. If an annual or special meeting of shareholders is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place, if any, is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall conform to the requirements of Article III.

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular

matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

(a) Unless otherwise provided by law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(b) A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless (1) the shareholder attends solely to object to lack of notice, defective notice or the conduct of the meeting on other grounds and does not vote the shares or otherwise consent that they are to be deemed present, or (2) in the case of an adjournment, a new record date is or shall be set for that adjourned meeting.

Section 7. Voting and Proxies. Unless the Articles of Organization provide otherwise, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote his or her shares in person or may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. Unless otherwise provided in the appointment form, an appointment is valid for a period of 11 months from the date the shareholder signed the form or, if it is undated, from the date of its receipt by the officer or agent. An appointment of a proxy is revocable by the shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in the MBCA. An appointment made irrevocable is revoked when the interest with which it is coupled is extinguished. The death or incapacity of the shareholder appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment. A transferee for value of shares subject to an irrevocable appointment may revoke the appointment if he or she did not know of its existence when he or she acquired the shares and the existence of the irrevocable appointment was not noted conspicuously on the certificate representing the shares or on the information statement for shares without certificates. Subject to the provisions of Section 7.24 of the MBCA and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the shareholder making the appointment.

Section 8. Action at Meeting. If a quorum of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the

group favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these Bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (1) by all shareholders entitled to vote on the action; or (2) to the extent permitted by the Articles of Organization, 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. The action shall be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (2) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice shall contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

Section 10. Record Date. The Directors may fix the record date in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If a record date for a specific action is not fixed by the Board of Directors, and is not supplied by law, the record date shall be the close of business either on the day before the first notice is sent to shareholders, or, if no notice is sent, on the day before the meeting or, in the case of action without a meeting by written consent, the date the first shareholder signs the consent. A record date fixed under this Section may not be more than 70 days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Meetings by Remote Communications. Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communications: (a) participate in a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder; (2) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 12. Form of Shareholder Action.

(a) Any vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder shall be considered given in writing, dated and signed, if, in lieu of any other means permitted by law, it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by the shareholder, proxy or agent or by a person authorized to act for the shareholder, proxy or agent; and (ii) the date on which such shareholder, proxy, agent or authorized person transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of shareholders.

(b) Any copy, facsimile or other reliable reproduction of a vote, consent, waiver, proxy appointment or other action by a shareholder or by the proxy or other agent of any shareholder may be substituted or used in lieu of the original writing for any purpose for which the original writing could be used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 13. Shareholders List for Meeting.

(a) After fixing a record date for a shareholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder, but need not include an electronic mail address or other electronic contact information for any shareholder.

(b) The shareholders list shall be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting: (1) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (2) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list shall be made available on an electronic network.

(c) A shareholder, his or her agent, or attorney is entitled on written demand to inspect and, subject to the requirements of Section 2(c) of Article VI of these Bylaws, to copy the list, during regular business hours and at his or her expense, during the period it is available for inspection.

(d) The Corporation shall make the shareholders list available at the meeting, and any shareholder or his or her agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE II

DIRECTORS

Section 1. 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, its Board of Directors.

Section 2. Number and Election. The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall be elected by the shareholders at the annual meeting.

Section 3. Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors: (a) the shareholders may fill the vacancy; (b) the Board of Directors may fill the vacancy; or (c) if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A vacancy that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Section 4. Change in Size of the Board of Directors. The number of Directors may be fixed or changed from time to time by the shareholders or the Board of Directors, and the Board of Directors may increase or decrease the number of Directors last approved by the shareholders.

Section 5. Tenure. The terms of all Directors shall expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 6. Resignation. A Director may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Removal. The shareholders may remove one or more Directors with or without cause. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office. A Director may be removed by the shareholders or the Directors only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall from time to time be fixed by the Board of Directors without notice of the date, time, place or purpose of the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director.

Section 10. Notice. Special meetings of the Board must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. All notices to directors shall conform to the requirements of Article III.

Section 11. Waiver of Notice. A Director may waive any notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Director entitled to the notice, or in the form of an electronic transmission by the Director to the Corporation, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 12. Quorum. A quorum of the Board of Directors consists of a majority of the Directors then in office, provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or

she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the unanimous consent of the members of the Board of Directors. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Corporation by electronic transmission, to the address specified by the Corporation for the purpose or, if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this Section has the effect of a meeting vote and may be described as such in any document.

Section 15. Telephone Conference Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 16. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Article III and Sections 10 through 15 of this Article shall apply to committees and their members. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors. A committee may not, however: (a) authorize distributions; (b) approve or propose to shareholders action that the MBCA requires be approved by shareholders; (c) change the number of the Board of Directors, remove Directors from office or fill vacancies on the Board of Directors; (d) amend the Articles of Organization; (e) adopt, amend or repeal Bylaws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 18 of this Article.

Section 17. Compensation. The Board of Directors may fix the compensation of Directors.

Section 18. Standard of Conduct for Directors.

(a) A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers, the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(b) In discharging his or her duties, a Director who does not have knowledge that makes reliance unwarranted is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

(c) A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

Section 19. Conflict of Interest.

(a) A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one of the following is true:

(1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) the material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction; or

(3) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she

is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (1) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection. Shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction, and shares owned by or voted under the control of an entity described in clause (1) of subsection (b), may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under clause (2) of subsection (a). The vote of those shares, however, is counted in determining whether the transaction is approved under other Sections of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this Section.

Section 20. Loans to Directors. The Corporation may not lend money to, or guarantee the obligation of a Director of, the Corporation unless: (a) the specific loan or guarantee is approved by a majority of the votes represented by the outstanding voting shares of all classes, voting as a single voting group, except the votes of shares owned by or voted under the control of the benefited Director; or (b) the Corporation's Board of Directors determines that the loan or guarantee benefits the Corporation and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees. The fact that a loan or guarantee is made in violation of this Section shall not affect the borrower's liability on the loan.

ARTICLE III

MANNER OF NOTICE

All notices hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

Section 1. Enumeration. The Corporation shall have a President, a Treasurer, a Secretary and such other officers as may be appointed by the Board of Directors from time to time in accordance with these Bylaws. The Board may appoint one of its members to the office of Chairman of the Board and from time to time define the powers and duties of that office notwithstanding any other provisions of these Bylaws.

Section 2. Appointment. The officers shall be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the

Board of Directors. Each officer has the authority and shall perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

Section 3. Qualification. The same individual may simultaneously hold more than one office in the Corporation.

Section 4. Tenure. Officers shall hold office until the first meeting of the Directors following the next annual meeting of shareholders after their appointment and until their respective successors are duly appointed, unless a shorter or longer term is specified in the vote appointing them.

Section 5. Resignation. An officer may resign at any time by delivering notice of the resignation to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not take office until the effective date. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Section 6. Removal. The Board of Directors may remove any officer at any time with or without cause. The appointment of an officer shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

Section 7. President. The President when present shall preside at all meetings of the shareholders and, if there is no Chairman of the Board of Directors, of the Directors. He or she shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. He or she shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall have responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records of the Corporation. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Standards Of Conduct For Officers. An officer shall discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not

have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (2) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence. An officer shall not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors shall determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

Section 2. Share Certificates. If shares are represented by certificates, at a minimum each share certificate shall state on its face: (a) the name of the Corporation and that it is organized under the laws of The Commonwealth of Massachusetts; (b) the name of the person to whom issued; and (c) the number and class of shares and the designation of the series, if any, the certificate represents. If different classes of shares or different series within a class are authorized, then the variations in rights, preferences and limitations applicable to each class and series, and the authority of the Board of Directors to determine variations for any future class or series, must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Corporation will furnish the shareholder this information on request in writing and without charge. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or any two officers designated by the Board of Directors, and shall bear the corporate seal or its facsimile. If the person who signed, either manually or in facsimile, a share certificate no longer holds office when the certificate is issued, the certificate shall be nevertheless valid.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required by the MBCA to be on certificates.

Section 4. Record and Beneficial Owners. The Corporation shall be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation or, if the Board of Directors has established a procedure by which the beneficial owner of shares that are registered in the name of a nominee will be recognized by the Corporation as a shareholder, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Corporation.

Section 5. Lost or Destroyed Certificates. The Board of Directors of the Corporation may, subject to Massachusetts General Laws, Chapter 106, Section 8-405, determine the conditions upon which a new share certificate may be issued in place of any certificate alleged to have been lost, destroyed, or wrongfully taken. The Board of Directors may, in its discretion, require the owner of such share certificate, or his or her legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of the new certificate.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

(a) The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall keep within The Commonwealth of Massachusetts a copy of the following records at its principal office or an office of its transfer agent or of its Secretary or Assistant Secretary or of its registered agent:

(i) its Articles or Restated Articles of Organization and all amendments to them currently in effect;

- (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;
- (iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;
- (v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;
- (vi) a list of the names and business addresses of its current Directors and officers; and
- (vii) its most recent annual report delivered to the Massachusetts Secretary of State.

Section 2. Inspection of Records by Shareholders.

(a) A shareholder is entitled to inspect and copy, during regular business hours at the office where they are maintained pursuant to Section 1(b) of this Article, copies of any of the records of the Corporation described in said Section if he or she gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy.

(b) A shareholder is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the shareholder meets the requirements of subsection (c) and gives the Corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(1) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section;

(2) accounting records of the Corporation, but if the financial statements of the Corporation are audited by a certified public accountant, inspection shall be limited to the financial statements and the supporting schedules reasonably necessary to verify any line item on those statements; and

(3) the record of shareholders described in Section 1(a) of this Article.

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

- (1) his or her demand is made in good faith and for a proper purpose;
 - (2) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
 - (3) the records are directly connected with his or her purpose; and
 - (4) the Corporation shall not have determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.
- (d) For purposes of this Section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

- (a) A shareholder's agent or attorney has the same inspection and copying rights as the shareholder represented.
- (b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.
- (c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.
- (d) The Corporation may comply at its expense, with a shareholder's demand to inspect the record of shareholders under Section 2(b)(3) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder's demand.
- (e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

Section 4. Inspection of Records by Directors. A Director is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VII

INDEMNIFICATION

Section 1. Definitions. In this Article the following words shall have the following meanings unless the context requires otherwise:

"Corporation", includes any domestic or foreign predecessor entity of the Corporation in a merger.

"Director" or "officer", an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A Director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, him or her to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a Director or officer.

"Disinterested Director", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) an individual having a familial, financial, professional, or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.

"Expenses", includes counsel fees.

"Liability", the obligation to pay a judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Party", an individual who was, is, or is threatened to be made, a defendant or respondent in a proceeding.

"Proceeding", any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrate, or investigative and whether formal or informal.

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (1) (i) he or she conducted himself or herself in good faith; and (ii) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had

no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

(b) A Director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement that his or her conduct was at least not opposed to the best interests of the Corporation.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director or officer did not meet the relevant standard of conduct described in this Section.

(d) Unless ordered by a court, the Corporation may not indemnify a Director or officer under this Section if his or her conduct did not satisfy the standards set forth in subsection (a) or subsection (b).

Section 3. Advance for Expenses. The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding because he or she is a Director or officer if he or she delivers to the Corporation:

(a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 2 of this Article or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Organization as authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section; and

(b) his or her written undertaking to repay any funds advanced if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to Section 4 of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Section 2 of this Article. Such undertaking must be an unlimited general obligation of the Director or officer but need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

Section 4. Determination of Indemnification. The determination of whether a Director officer has met the relevant standard of conduct set forth in Section 2 shall be made:

(a) if there are two or more disinterested Directors, by the Board of Directors by a majority vote of all the disinterested Directors, a majority of whom shall for such purpose constitute a quorum, or by a majority of the members of a committee of two or more disinterested Directors appointed by vote;

(b) by special legal counsel (1) selected in the manner prescribed in clause (a); or (2) if there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or

(c) by the shareholders, but shares owned by or voted under the control of a Director who at the time does not qualify as a disinterested Director may not be voted on the determination.

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these Bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation's objection to indemnify except to the extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation or (3) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall not be required to indemnify such person under this Article for any amounts paid in settlement of any proceeding unless authorized in the same manner as the determination that indemnification is permissible under Section 4 of this Article, except that if there are fewer than two disinterested Directors, authorization of indemnification shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on such person without such person's written consent. Neither the Corporation nor such person will unreasonably withhold their consent to any proposed settlement.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or

officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article.

(a) The Corporation shall not be obligated to indemnify or advance expenses to a Director or officer of a predecessor of the Corporation, pertaining to conduct with respect to the predecessor, unless otherwise specifically provided.

(b) This Article shall not limit the Corporation's power to (1) pay or reimburse expenses incurred by a Director or an officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or (2) indemnify, advance expenses to or provide or maintain insurance on behalf of an employee or agent.

(c) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be considered exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled.

(d) Each person who is or becomes a Director or officer shall be deemed to have served or to have continued to serve in such capacity in reliance upon the indemnity provided for in this Article. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the person who serves as a Director or officer of the Corporation at any time while these Bylaws and the relevant provisions of the MBCA are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

(e) If the laws of the Commonwealth of Massachusetts are hereafter amended from time to time to increase the scope of permitted indemnification, indemnification hereunder shall be provided to the fullest extent permitted or required by any such amendment.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year.

ARTICLE IX

AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these Bylaws, requires action by the shareholders.

(b) Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of any By-Law, notice stating the substance of the action taken by the Board of Directors shall be given to all shareholders entitled to vote on amending the Bylaws. Any action taken by the Board of Directors with respect to the Bylaws may be amended or repealed by the shareholders.

(c) Approval of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these Bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

(d) A By-Law dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A By-Law that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to subsection (a).

(f) If the Board of Directors is authorized to amend the Bylaws, approval by the Board of Directors of an amendment to the Bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the Bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.



Commonwealth of Massachusetts
Department of Revenue
Kevin W. Brown, Acting Commissioner

mass.gov/dor

Letter ID: L1062808640
Notice Date: February 27, 2020
Case ID: 0-000-843-491



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



PURE LOWELL, INC
181 STEDMAN ST # 14
LOWELL MA 01851-5200

000027

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, PURE LOWELL, 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) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!


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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

**Certificate of Good Standing or Compliance from the Massachusetts
Department of Unemployment Assistance Attestation Form**

Signed under the pains and penalties of perjury, I, James Statires, an authorized representative of Pure Lowell, Inc. certify that Pure Lowell, Inc. does not currently have employees and is therefore unable to register with the Massachusetts Department of Unemployment Assistance to obtain a Certificate of Good Standing or Compliance.

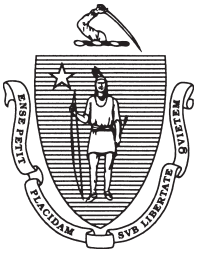


3/3/2020
Date

Name: James Statires

Title: President

Entity: Pure Lowell, Inc.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: February 25, 2020

To Whom It May Concern :

I hereby certify that according to the records of this office,
PURE LOWELL, INC.

is a domestic corporation organized on **January 01, 2020** , 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: 20020538860

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

Processed by:

PURE LOWELL, INC.

BUSINESS PLAN

March 2020

EXECUTIVE SUMMARY

Mission Statement and Message from the CEO

Pure Lowell, Inc. (“Pure”) is an applicant for Marijuana Establishment Licenses in the Commonwealth that is committed to creating a safe and clean community environment and that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

License Types

Pure is applying for the following licenses from the Massachusetts Cannabis Control Commission (the “Commission”) to operate Marijuana Establishments in Massachusetts:

- Marijuana Retailer at 673-681 Rogers Street, Lowell

What Drives Us

Pure’s goals include:

1. Providing customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of Pure’s operations within its communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been disproportionately impacted by the war on drugs;
5. Having a diverse and socially representative pool of employees;
6. Empowering the next generation of entrepreneurs and leaders through hiring, training and teaching; and
7. Running an environmentally friendly Marijuana Establishment.

COMPANY DESCRIPTION

Structure

Pure is a Massachusetts domestic for-profit corporation that is applying for Licenses from the Commission to operate Marijuana Establishments in the Commonwealth.

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

Operations

Pure will establish inventory controls and procedures for the conduct of inventory reviews and comprehensive inventories of finished, stored marijuana; conduct a monthly inventory of finished, stored marijuana; conduct a comprehensive annual inventory at

least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

Pure will tag and track all marijuana seeds, clones, plants, and marijuana products using Metrc and in a form and manner approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that has not first been tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Pure will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles and maintained for at least 12 months or as specified and required by 935 CMR 500.000.

Pure will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no higher than \$5,000 per occurrence. If adequate coverage is unavailable at a reasonable rate, Pure will place in escrow at least \$250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. Pure will keep reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

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

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

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

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

will place in escrow a sum of no less than \$5,000 or such other amount approved by the Commission, to be expended for coverage of liabilities. The escrow account will be replenished within ten business days of any expenditure required under 935 CMR 500.105: *General Operational Requirements for Marijuana Establishments* unless Pure has ceased operations. Documentation of the replenishment will be promptly sent to the Commission.

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

Security

Pure will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

Pure's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs. A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Police Department. These surveillance cameras will remain operational even in the event of a power outage. The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only Pure's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and Pure will maintain a current list of individuals with access. Pure will have security personnel on-site during business hours.

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

Benefits to Host Communities

Pure looks forward to working cooperatively with its host communities to ensure that Pure operates as a responsible, contributing member of those host communities. Pure has established a mutually beneficial relationship with its host communities in exchange for permitting Pure to site and operate.

Pure's host communities stand to benefit in various ways, including but not limited to the following:

1. **Jobs:** A Marijuana Establishment facility will add a number of full-time jobs, in addition to hiring qualified, local contractors and vendors.

2. Monetary Benefits: A Host Community Agreement with significant monetary donations will provide the host community with additional financial benefits beyond local property taxes.
3. Access to Quality Product: Pure will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
4. Control: In addition to the Commission, the Police Department and other municipal departments will have oversight over Pure's security systems and processes.
5. Responsibility: Pure is comprised of experienced professionals who will be thoroughly background checked and scrutinized by the Commission.
6. Economic Development: Pure's operation of its facilities will help to revitalize its host communities and contribute to the overall economic development of the local community.

MARKET RESEARCH

Customers

Pure will only sell marijuana and marijuana products to customers ages 21 years and older that provide valid identification.

Competitors

Pure's competitors include other licensed marijuana establishments in Lowell, Massachusetts, including Patriot Care and Mayflower Medicinals.

Competitive Advantage

Pure possesses several strengths that separate Pure from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the services offered, the location of the dispensary, the prices offered for the products, and the branding of the business.

Regulations

Pure is a Massachusetts domestic for-profit corporation. Pure will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth, the Department of Revenue, and the Department of Unemployment Assistance. Pure will apply for all state and local permits and approvals required to build out and operate the facility.

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

Products & Services

In addition to traditional sativa, indica, and hybrid cannabis flower, Pure will offer a wide range of products that will allow Pure to serve customers with a wide variety of needs.

Products Pure intends to offer include, but will not be limited to:

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

Pricing Structure

Pure's pricing structure will vary based on market conditions. Pure plans to provide products of superior quality and will price accordingly.

MARKETING & SALES

Growth Strategy

Pure's plan to grow the company includes:

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

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

Communication

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

All marketing, advertising, and branding produced by or on behalf of Pure will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): “This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

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

Pure will communicate with customers through:

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

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

Sales

Pure will sell its products and services by engaging customers with knowledgeable personnel.

Pure will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica, or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Pure will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission

under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. In no instance will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

Logo

Pure has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

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

FINAL REMARKS

Pure has the experience and know-how to safely and efficiently provide high quality, consistent, laboratory-tested cannabis and derivatives. Pure hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. Pure's security systems and comprehensive security measures will also help ensure a safe and secure environment that will help deter and prevent diversion.

In Massachusetts adult-use sales eclipsed \$250 million in the first eight months of 2019, and as more Marijuana Establishments become operational, the sales growth rate continues to expand month after month. Pure 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 and growth strategies. In doing so, Pure looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits that this market will yield.

PLAN FOR OBTAINING LIABILITY INSURANCE

Pure Lowell, Inc. (“Pure”) will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Pure will consider additional coverage based on availability and cost-benefit analysis.

If adequate coverage is unavailable at a reasonable rate, Pure will place in escrow at least \$250,000 to be expended for liabilities coverage (or such other amount approved by the Commission). Any withdrawal from such escrow will be replenished within 10 business days of any expenditure. Pure will keep reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.

MAINTAINING OF FINANCIAL RECORDS

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Pure.
- All sales recording requirements under 935 CMR 500.140(5) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Prohibiting the use of software or other methods to manipulate or alter sales data;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - If Pure determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;

- Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales; and
- Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission’s regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission’s regulations.
- License Renewal Records
 - Pure shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city’s or town’s anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Pure Lowell, Inc. (“Pure”) does not currently seek to participate in the Medical Use of Marijuana Program.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Pure Lowell, Inc. (“Pure”) will securely maintain personnel records, including registration status and background check records. Pure will keep, at a minimum, the following personnel records:

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

Agent Personnel Records

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

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

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

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Pure will undergo a detailed background investigation prior to being granted access to a Pure facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Pure pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and

the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Pure 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, Pure 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, Pure will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;
 - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense

including, but not limited to, professional or educational certifications obtained; and

- x. Any other relevant information, including information submitted by the subject.
- c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
 - All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Pure or the Commission.

Personnel Policies and Training

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

Pure will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Pure 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.

QUALIFICATIONS AND TRAINING

Pure Lowell, Inc. (“Pure”) will ensure that all employees hired to work at a Pure facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

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

Pure will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Pure discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and Pure 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 Pure’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 Training Program and eight (8) hours of on-going training annually.

All of Pure’s current Owners, managers, and employees that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission to provide the annual minimum of three (3) hours of required training to marijuana establishment agents to be designated a “Responsible Vendor”. Once Pure is designated a “Responsible Vendor”, all new employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program within 90 days of the date they are hired. After initial successful completion of a Responsible Vendor Training Program, each Owner, manager, and employee involved in the handling and sale of marijuana will successfully complete the program once every year thereafter to maintain designation as a “Responsible Vendor”.

Pure 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. Pure’s records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

As part of the Responsible Vendor Training Program, Pure'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:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and
 - Recognizing signs of impairment
2. Diversion prevention and prevention of sales to minors, including best practices;
3. Compliance with all tracking requirements;
4. Acceptable forms of identification, including:
 - How to check identification;
 - Spotting false identification;
 - Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission; and
 - Common mistakes made in verification
5. Other key state laws and rules affecting Owners, managers, and employees, including:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability;
 - License sanctions;
 - Waste disposal;
 - Health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale;
 - Conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records;
 - Privacy issues; and
 - Prohibited purchases and practices.

RECORDKEEPING PROCEDURES

General Overview

Pure Lowell, Inc. (“Pure”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Pure documents. Records will be stored at Pure 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 Pure 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 Pure’s quarter-end closing procedures. In addition, Pure’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- Corporate Records

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

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

- Business Records

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

- Assets and liabilities;
- Monetary transactions;

- Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products;
- Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Pure.
- Personnel Records
At a minimum, Personnel Records will include:
 - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
 - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Pure 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: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - Pure 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
 - Pure will use Metrc as the seed-to-sale tracking software to maintain real-time inventory. The seed-to-sale tracking software inventory reporting will meet the requirements specified by the Commission and 935 CMR 500.105(8)(e), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as

propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Sales Records for Marijuana Retailer
 - Pure will maintain records that it has performed a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, Pure will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident .
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Pure 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 Pure's jurisdiction on request.
- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Pure will create and maintain an electronic record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Pure agents present during the disposal or other handling, with their signatures. Pure will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
 - Recordings shall not be destroyed or altered and shall be retained as long as necessary if Pure is aware of pending criminal, civil or administrative

investigation or legal proceeding for which the recording may contain relevant information.

- Transportation Records
 - Pure will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Vehicle Records (as applicable)
 - Records that any and all of Pure's vehicles are properly registered, inspected, and insured in the Commonwealth and shall be made available to the Commission on request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Responsible Vendor Training
 - Pure shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event Pure closes, all records will be kept for at least two (2) years at Pure's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Pure 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 Pure's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:

 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of Pure's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: *Definitions*, as required by 935 CMR 501.100(1)(f);
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;

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

equipment assessment, a fire protection plan, and an emergency action plan.

- License Renewal Records

- Pure shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.

Record-Retention

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

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

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

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

Pursuant to 935 CMR 500.105(4), Pure 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. Pure 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 sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Pure 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. Please Consume Responsibly.”** Pursuant to 935 CMR 500.105(6)(b), Pure 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. Pure’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

QUALITY CONTROL AND TESTING

Quality Control

Pure Lowell, Inc. (“Pure”) will comply with the following sanitary requirements:

1. Any Pure agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Pure agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
 - a. Maintaining adequate personal cleanliness; and
 - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Pure’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 Pure’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. Pure’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Pure 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. Pure’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Pure’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Pure’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Pure will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items will not be stored in an area containing products used in the cultivation of marijuana. Pure acknowledges and understands that the Commission may require Pure to demonstrate the intended and actual use of any toxic items found on Pure’s premises;

11. Pure will ensure that its water supply is sufficient for necessary operations, and that any private water source will be capable of providing a safe, potable, and adequate supply of water to meet Pure's needs;
12. Pure's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and wastewater lines;
13. Pure will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Pure 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. Pure 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.

Pure'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).

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

Pure 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 Pure to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

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

Testing

Pure will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

Any Independent Testing Laboratory relied upon by Pure for testing will be licensed or registered by the Commission and (i) currently and validly licensed under 935 CMR

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

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

Pure's marijuana will be tested for the cannabinoid profile and for contaminants as specified by the Commission including, but not limited to, mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides. Pure acknowledges and understands that the Commission may require additional testing.

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

Pure 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. Pure acknowledges and understands that testing results will be valid for a period of one year, and that marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Pure'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 Pure for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%). Any marijuana or marijuana products submitted for retesting prior to remediation will be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation.

Diversity Plan

Pure Lowell, Inc. (“Pure”) believes in creating and sustaining a robust policy of inclusivity and diversity. Pure recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. Pure is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

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

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

Goals

In order for Pure to promote equity for the above-listed groups in its operations, Pure has established a goal of increasing the number of individuals falling into the above-listed demographics working in the establishment through thoughtful recruitment initiatives and retaining employees by providing tools to ensure upward growth in the organization.

Diversity Recruitment and Sourcing

Pure's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Advertising employment opportunities in local newspapers such as the Lowell Sun, including bilingual newspapers, networking groups for those who identify as minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations, and posting job options on public boards. At least one (1) advertisement will occur whenever a job becomes available;
- Advertising employment opportunities with organizations serving minorities, women, people of all gender identities and sexual orientations, veterans, and persons with disabilities for employment referrals. At least one (1) advertisement will occur whenever a job becomes available;
- Providing at least one (1) briefing to representatives from recruitment sources concerning current and future job openings whenever a job opening becomes available;
- Encouraging employees from diverse groups to refer applicants for employment;

- Participating in career day programs by sending at least (2) employees to Lowell based career day programs and encouraging Pure's diverse employees to participate;
- Participating in or hosting job fairs with a focus on attracting individuals falling into the above-listed demographics. Pure hopes to host at least one (1) job fair annually in the City of Lowell with at least 25% of all open positions filled with applicants hired from the fair, subject to the suitability of the applicants, and will specifically make best efforts to hire at least 40% employees that are women and/or minorities and 10% employees that identify as minorities, veterans, LGBTQ, and with a disability.¹ Job fairs will be held at accessible locations such as the Lowell Marriott.

Employee Retention, Training and Development

Perhaps the most critical element of maintaining a diverse and inclusive workforce is keeping the pathways to professional development and promotion open for all employees. Therefore, Pure's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

Pure will offer promotions, career counseling, and training to provide all (100%) employees with equal opportunity for growth and to decrease turnover. Pure will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. Pure will ensure that all employees receive equal opportunity for career counseling, counsel employees on advancement opportunities, and provide training programs to assist them in career development. Training programs will be both internal and external to the company and cannabis industry, and may include topics such as: marijuana cultivation techniques, product manufacturing techniques, retail practices, compliance, writing, management training, and industry seminars provided at annual conferences such as MJBizCon. Pure anticipates hosting quarterly educational trainings.

Pure's diversity awareness training emphasizes Pure's zero-tolerance commitment of harassment and discrimination and Pure's strict adherence to take corrective action should any issues, concerns, or complaints arise. All Pure employees are required to complete the diversity awareness training program during employee orientation. Training will begin immediately 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. All employees will also be required to complete at least one (1) diversity training each year to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Measuring Progress

The Director of Human Resources at Pure will be responsible for auditing the Diversity Plan annually prior to license renewal. The audit report setting forth the Company's performance in fulfilling the goals of the Plan will contain:

- 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

¹ The above goals and percentages were provided at the Commission's request. Any documentation evidencing such hiring goals will be collected in accordance with applicable employment law standards. These percentages are intended to represent Pure's efforts for hiring a diverse workforce; however, Pure is limited in its ability to confirm the ultimate percentages of these demographics in its workforce due to applicable employment and labor laws.

- efforts;
- A comprehensive description of all efforts made by Pure to monitor and enforce the Diversity Plan;
 - Number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
 - Number of promotions for people falling into the above-listed demographics since initial licensure;
 - Number of positions created since initial licensure;
 - Number of and type of information sessions held or participated in with supporting documentation.

Acknowledgements

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