



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282186
Original Issued Date: 07/22/2020
Issued Date: 06/17/2021
Expiration Date: 07/22/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: The Botanist, Inc.

Phone Number: 925-596-5841 Email Address: b.doyle@acreageholdings.com

Business Address 1: 32 Chocksett Rd

Business Address 2:

Business City: Sterling

Business State: MA

Business Zip Code: 01564

Mailing Address 1: 32 Chocksett Road

Mailing Address 2:

Mailing City: Sterling

Mailing State: MA

Mailing Zip Code: 01564

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RP201860

RMD INFORMATION

Name of RMD: The Botanist, Inc.

Department of Public Health RMD Registration Number:

Operational and Registration Status: Obtained Provisional Certificate of Registration only

To your knowledge, is the existing RMD certificate of registration in good standing?: yes

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership:

Percentage Of Control: 100

Role: Director

Other Role: President, Secretary, Treasurer

First Name: Kevin

Last Name: Murphy

Suffix:

Gender: Male

User Defined Gender:

Date generated: 09/24/2021

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100

Percentage of Ownership: 100

Entity Legal Name: Acreage Holdings, Inc.

Entity DBA:

DBA

City:

Entity Description: Acreage Holdings, Inc., formerly known as High Street Capital Partners, LLC, is the sole shareholder of The Botanist, Inc.

Foreign Subsidiary Narrative: Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.

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: Acreage Holdings, Inc. ("Acreage") is the sole shareholder of The Botanist, Inc. Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Robert

Last Name: Daino

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Mr. Daino is the Chief Executive Officer.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: The Botanist, Inc.

Entity DBA:

Email: c.tolford@acreageholdings.com Phone: 207-232-3745

Address 1: 200 Portland Street

Address 2: 5th Floor

City: Boston

State: MA

Zip Code: 02114

Types of Capital: Monetary/Equity

Other Type of Capital: Total Value of Capital Provided: \$20000 Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc.

Entity Legal Name: HSRC NorCal, LLC

Entity DBA:

Entity Description: Provides consulting services to CWG Botanicals, Inc.

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 2804 GATEWAY OAKS DR, STE 100

Entity Address 2:

Entity City: Sacramento	Entity State: CA	Entity Zip Code: 95833	Entity Country: United States
Entity Mailing Address 1: 2804 GATEWAY OAKS DR, STE 100		Entity Mailing Address 2:	
Entity Mailing City: Sacramento	Entity Mailing State: CA	Entity Mailing Zip Code: 95833	Entity Mailing Country: United States

Business Interest in Other State 2

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

Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: D&B Wellness LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 4 Garella Road		Entity Address 2:	
Entity City: Bethel	Entity State: CT	Entity Zip Code: 06801	Entity Country: United States
Entity Mailing Address 1: 4 Garella Road		Entity Mailing Address 2:	
Entity Mailing City: Bethel	Entity Mailing State: CT	Entity Mailing Zip Code: 06801	Entity Mailing Country: United States

Business Interest in Other State 3

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

Owner First Name: Acreage Holdings, Inc.	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Prime Wellness of Connecticut, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 75 John Fitch Blvd.		Entity Address 2:	
Entity City: South Windsor	Entity State: CT	Entity Zip Code: 06074	Entity Country: United States
Entity Mailing Address 1: 75 John Fitch Blvd.		Entity Mailing Address 2:	
Entity Mailing City: South Windsor	Entity Mailing State: CT	Entity Mailing Zip Code: 06074	Entity Mailing Country: United States

Business Interest in Other State 4

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: NCC, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 975 Rohlwing Road		Entity Address 2:	
Entity City: Rolling Meadows	Entity State: IL	Entity Zip Code: 60008	Entity Country: United States
Entity Mailing Address 1: 975 Rohlwing Road		Entity Mailing Address 2:	
Entity Mailing City: Rolling Meadows	Entity Mailing State: IL	Entity Mailing Zip Code: 60008	Entity Mailing Country: United States

Business Interest in Other State 5

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: In-Grown Farms, LLC	Entity DBA:	
Entity Description: Cultivator		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 3597 E Colby Rd	Entity Address 2:	
Entity City: Freeport	Entity State: IL	Entity Zip Code: 61032 Entity Country: United States
Entity Mailing Address 1: 3597 E Colby Rd	Entity Mailing Address 2:	
Entity Mailing City: Freeport	Entity Mailing State: IL	Entity Mailing Zip Code: 61032 Entity Mailing Country: United States

Business Interest in Other State 6

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: Iowa Relief, LLC	Entity DBA:	
Entity Description: Cultivator , Manufacturer		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 1420 26th Ave Court SW	Entity Address 2:	
Entity City: Cedar Rapids	Entity State: IA	Entity Zip Code: 52404 Entity Country: United States
Entity Mailing Address 1: 1420 26th Ave Court SW	Entity Mailing Address 2:	
Entity Mailing City: Cedar Rapids	Entity Mailing State: IA	Entity Mailing Zip Code: 52404 Entity Mailing Country: United States

Business Interest in Other State 7

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: MD Medicinal Research & Caring, LLC	Entity DBA: The Botanist	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 7175 Security Blvd, Ste. 102	Entity Address 2:	
Entity City: Baltimore	Entity State: MD	Entity Zip Code: 21244 Entity Country: United States
Entity Mailing Address 1: 7175 Security Blvd, Ste. 102	Entity Mailing Address 2:	
Entity Mailing City: Baltimore	Entity Mailing State: MD	Entity Mailing Zip Code: 21244 Entity Mailing Country: United States

Business Interest in Other State 8

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
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Entity Legal Name: THE WELLNESS & PAIN MANAGEMENT CONNECTION, LLC		Entity DBA:	
Entity Description: Provides consulting services to Northeast Patients Group			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 67 Centre Street		Entity Address 2:	
Entity City: Bath	Entity State: ME	Entity Zip Code: 04530	Entity Country: United States
Entity Mailing Address 1: 45 Memorial Circle		Entity Mailing Address 2:	
Entity Mailing City: Augusta	Entity Mailing State: ME	Entity Mailing Zip Code: 04330	Entity Mailing Country: United States

Business Interest in Other State 9

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Prime Alternative Treatment Centers of NH, Inc.		Entity DBA:	
Entity Description: Provides consulting services to Prime Alt. Treatment Center, Inc.			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 107 Storrs Street		Entity Address 2:	
Entity City: Concord	Entity State: NH	Entity Zip Code: 03301	Entity Country: United States
Entity Mailing Address 1: 107 Storrs Street		Entity Mailing Address 2:	
Entity Mailing City: Concord	Entity Mailing State: NH	Entity Mailing Zip Code: 03301	Entity Mailing Country: United States

Business Interest in Other State 10

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Compassionate Care Foundation Inc.		Entity DBA:	
Entity Description: Dispensary, Cultivator			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 100 Century Dr.		Entity Address 2:	
Entity City: Egg Harbor Township	Entity State: NJ	Entity Zip Code: 08234	Entity Country: United States
Entity Mailing Address 1: 100 Century Dr.		Entity Mailing Address 2:	
Entity Mailing City: Egg Harbor Township	Entity Mailing State: NJ	Entity Mailing Zip Code: 08234	Entity Mailing Country: United States

Business Interest in Other State 11

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Dispensary			

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 192 Seneca Street	Entity Address 2:	
Entity City: Buffalo	Entity State: NY	Entity Zip Code: 14204 Entity Country: United States
Entity Mailing Address 1: 192 Seneca Street	Entity Mailing Address 2:	
Entity Mailing City: Buffalo	Entity Mailing State: NY	Entity Mailing Zip Code: 14204 Entity Mailing Country: United States

Business Interest in Other State 12

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 247 Dunning Rd	Entity Address 2:	
Entity City: Wallkill	Entity State: NY	Entity Zip Code: 10940 Entity Country: United States
Entity Mailing Address 1: 247 Dunning Rd	Entity Mailing Address 2:	
Entity Mailing City: Wallkill	Entity Mailing State: NY	Entity Mailing Zip Code: 10940 Entity Mailing Country: United States

Business Interest in Other State 13

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 138-72 Queens Blvd	Entity Address 2:	
Entity City: Jamaica	Entity State: NY	Entity Zip Code: 11435 Entity Country: United States
Entity Mailing Address 1: 138-72 Queens Blvd	Entity Mailing Address 2:	
Entity Mailing City: Jamaica	Entity Mailing State: NY	Entity Mailing Zip Code: 11435 Entity Mailing Country: United States

Business Interest in Other State 14

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: NYCANNA, LLC	Entity DBA:	
Entity Description: Dispensary		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 2365 Broad Hollow Rd	Entity Address 2:	
Entity City: Farmingdale	Entity State: NY	Entity Zip Code: 11735 Entity Country: United States

Entity Mailing Address 1: 2365 Broad Hollow Rd		Entity Mailing Address 2:	
Entity Mailing City: Farmingdale	Entity Mailing State: NY	Entity Mailing Zip Code: 11735	Entity Mailing Country: United States

Business Interest in Other State 15

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Cultivator			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 6600 New Venture Gear Dr Ste. P19		Entity Address 2:	
Entity City: East Syracuse	Entity State: NY	Entity Zip Code: 13057	Entity Country: United States
Entity Mailing Address 1: 6600 New Venture Gear Dr Ste. P19		Entity Mailing Address 2:	
Entity Mailing City: East Syracuse	Entity Mailing State: NY	Entity Mailing Zip Code: 13057	Entity Mailing Country: United States

Business Interest in Other State 16

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Acreage North Dakota, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 4302 13th Ave S, Suite 19		Entity Address 2:	
Entity City: Fargo	Entity State: ND	Entity Zip Code: 58106	Entity Country: United States
Entity Mailing Address 1: 1709 N 19th Street, Suite 3		Entity Mailing Address 2:	
Entity Mailing City: Bismarck	Entity Mailing State: ND	Entity Mailing Zip Code: 58501	Entity Mailing Country: United States

Business Interest in Other State 17

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: GREENLEAF APOTHECARIES, LLC		Entity DBA:	
Entity Description: Dispensary - Management Contract			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 3840 Greentree Ave SW		Entity Address 2:	
Entity City: Canton	Entity State: OH	Entity Zip Code: 44706	Entity Country: United States
Entity Mailing Address 1: 3840 Greentree Ave SW		Entity Mailing Address 2:	
Entity Mailing City: Canton	Entity Mailing State: OH	Entity Mailing Zip Code: 44706	Entity Mailing Country: United States

Business Interest in Other State 18

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: GREENLEAF APOTHECARIES, LLC	Entity DBA:	
Entity Description: Dispensary - Management Contract		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 46 South Summit Street	Entity Address 2:	
Entity City: Akron	Entity State: OH	Entity Zip Code: 44308 Entity Country: United States
Entity Mailing Address 1: 46 South Summit Street	Entity Mailing Address 2:	
Entity Mailing City: Akron	Entity Mailing State: OH	Entity Mailing Zip Code: 44308 Entity Mailing Country: United States

Business Interest in Other State 19**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: GREENLEAF APOTHECARIES, LLC	Entity DBA:	
Entity Description: Dispensary - Management Contract		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 3865 Lakeside Ave E.	Entity Address 2:	
Entity City: Cleveland	Entity State: OH	Entity Zip Code: 44114 Entity Country: United States
Entity Mailing Address 1: 3865 Lakeside Ave E.	Entity Mailing Address 2:	
Entity Mailing City: Cleveland	Entity Mailing State: OH	Entity Mailing Zip Code: 44114 Entity Mailing Country: United States

Business Interest in Other State 20**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: GREENLEAF APOTHECARIES, LLC	Entity DBA:	
Entity Description: Dispensary - Management Contract		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 115 Vine St.	Entity Address 2:	
Entity City: Columbus	Entity State: OH	Entity Zip Code: 43215 Entity Country: United States
Entity Mailing Address 1: 115 Vine St.	Entity Mailing Address 2:	
Entity Mailing City: Columbus	Entity Mailing State: OH	Entity Mailing Zip Code: 43215 Entity Mailing Country: United States

Business Interest in Other State 21**Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner**

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: GREENLEAF APOTHECARIES, LLC	Entity DBA:	

Entity Description: Dispensary - Management Contract**Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 30133 Euclid Ave**Entity Address 2:****Entity City:** Wickliffe**Entity State:** OH**Entity Zip Code:** 44092**Entity Country:** United States**Entity Mailing Address 1:** 30133 Euclid Ave**Entity Mailing Address 2:****Entity Mailing City:** Wickliffe**Entity Mailing State:** OH**Entity Mailing Zip Code:**

44092

Entity Mailing Country:

United States

Business Interest in Other State 22**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage**Owner Last Name:****Owner Suffix:**

Holdings, Inc

Entity Legal Name: GREENLEAF THERAPEUTICS LLC**Entity DBA:****Entity Description:** Processing Facility - Management Contract**Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 15335 Madison Rd**Entity Address 2:****Entity City:** Middlefield**Entity State:** OH**Entity Zip Code:** 44062**Entity Country:** United States**Entity Mailing Address 1:** 15335 Madison Rd**Entity Mailing Address 2:****Entity Mailing City:** Middlefield**Entity Mailing State:** OH**Entity Mailing Zip Code:**

44062

Entity Mailing Country:

United States

Business Interest in Other State 23**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage**Owner Last Name:****Owner Suffix:**

Holdings, Inc

Entity Legal Name: Acreage OK Holdings, LLC**Entity DBA:****Entity Description:** Cultivator, Processing**Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 1360 County St 2840**Entity Address 2:****Entity City:** Pocasset**Entity State:** OK**Entity Zip Code:** 73079**Entity Country:** United States**Entity Mailing Address 1:** 1360 County St 2840**Entity Mailing Address 2:****Entity Mailing City:** Pocasset**Entity Mailing State:** OK**Entity Mailing Zip Code:**

73079

Entity Mailing Country:

United States

Business Interest in Other State 24**Business Interest of an Owner or the Marijuana Establishment:** Business Interest of an Owner**Owner First Name:** Acreage**Owner Last Name:****Owner Suffix:**

Holdings, Inc

Entity Legal Name: East 11th Inc.**Entity DBA:****Entity Description:** Dispensary**Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 588 E 11th Ave.**Entity Address 2:**

Entity City: Eugene	Entity State: OR	Entity Zip Code: 97401	Entity Country: United States
Entity Mailing Address 1: 588 E 11th Ave.		Entity Mailing Address 2:	
Entity Mailing City: Eugene	Entity Mailing State: OR	Entity Mailing Zip Code: 97401	Entity Mailing Country: United States

Business Interest in Other State 25

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: The Fire Station 23, Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 1917 SE 7th Ave.		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97214	Entity Country: United States
Entity Mailing Address 1: 1917 SE 7th Ave.		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97214	Entity Mailing Country: United States

Business Interest in Other State 26

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: 22nd and Burn Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 2231 W Burnside		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97210	Entity Country: United States
Entity Mailing Address 1: 2231 W Burnside		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97210	Entity Mailing Country: United States

Business Interest in Other State 27

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Cannabliss & Co		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 2600 Main St Ste. E		Entity Address 2:	
Entity City: Springfield	Entity State: OR	Entity Zip Code: 97477	Entity Country: United States
Entity Mailing Address 1: 2600 Main St Ste. E		Entity Mailing Address 2:	
Entity Mailing City: Springfield	Entity Mailing State: OR	Entity Mailing Zip Code: 97477	Entity Mailing Country: United States

Business Interest in Other State 28

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

Owner First Name: Acreage Owner Last Name: Owner Suffix:
Holdings, Inc

Entity Legal Name: Cannabliss & Co Entity DBA:

Entity Description: Dispensary

Entity Phone: 646-600-9181 Entity Email: Entity Website:
info@acreageholdings.com

Entity Address 1: 8701 SE Powell Blvd. Entity Address 2:

Entity City: Portland Entity State: OR Entity Zip Code: 97266 Entity Country: United States

Entity Mailing Address 1: 8701 SE Powell Blvd. Entity Mailing Address 2:

Entity Mailing City: Portland Entity Mailing State: OR Entity Mailing Zip Code: Entity Mailing Country:
97266 United States

Business Interest in Other State 29

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

Owner First Name: Acreage Owner Last Name: Owner Suffix:
Holdings, Inc

Entity Legal Name: Cannabliss & Co Entity DBA:

Entity Description: Cultivator

Entity Phone: 646-600-9181 Entity Email: Entity Website:
info@acreageholdings.com

Entity Address 1: 550 Airport Rd. Entity Address 2:

Entity City: Medford Entity State: OR Entity Zip Code: 97504 Entity Country: United States

Entity Mailing Address 1: 550 Airport Rd. Entity Mailing Address 2:

Entity Mailing City: Medford Entity Mailing State: OR Entity Mailing Zip Code: Entity Mailing Country:
97504 United States

Business Interest in Other State 30

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

Owner First Name: Acreage Owner Last Name: Owner Suffix:
Holdings, Inc

Entity Legal Name: Prime Wellness of PA LLC Entity DBA:

Entity Description: Cultivator

Entity Phone: 646-600-9181 Entity Email: Entity Website:
info@acreageholdings.com

Entity Address 1: 2 Corporate Blvd. Entity Address 2:

Entity City: Sinking Spring Entity State: PA Entity Zip Code: 19608 Entity Country: United States

Entity Mailing Address 1: 2 Corporate Blvd. Entity Mailing Address 2:

Entity Mailing City: Sinking Spring Entity Mailing State: PA Entity Mailing Zip Code: Entity Mailing Country:
19608 United States

Business Interest in Other State 31

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

Owner First Name: Acreage Owner Last Name: Owner Suffix:
Holdings, Inc

Entity Legal Name: Nature's Way Nursery of Miami Inc. Entity DBA: Green Owl Pharms

Entity Description: medical cultivation, processing, and dispensing

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 20950 SW 177th Avenue

Entity Address 2:

Entity City: Miami

Entity State: FL

Entity Zip Code: 33187

Entity Country: USA

Entity Mailing Address 1: 20950 SW 177th Avenue

Entity Mailing Address 2:

Entity Mailing City: Miami

Entity Mailing State: FL

Entity Mailing Zip Code:

33187

Entity Mailing Country:

USA

Business Interest in Other State 32

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

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: Kanna, Inc.

Entity DBA:

Entity Description: Adult-Use and Medicinal - Retailer License

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 2019 MacArthur BLVD

Entity Address 2:

Entity City: Oakland

Entity State: CA

Entity Zip Code: 94602

Entity Country: USA

Entity Mailing Address 1: 2019 MacArthur BLVD

Entity Mailing Address 2:

Entity Mailing City: Oakland

Entity Mailing State: CA

Entity Mailing Zip Code:

94602

Entity Mailing Country:

USA

Business Interest in Other State 33

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

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: Thames Valley Apothecary, LLC

Entity DBA:

Entity Description: Medical Marijuana Dispensary Facility

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 887 Norwich-New London Tpke

Entity Address 2:

Entity City: Uncasville

Entity State: CT

Entity Zip Code: 06382

Entity Country: USA

Entity Mailing Address 1: 887 Norwich-New London Tpke

Entity Mailing Address 2:

Entity Mailing City: Uncasville

Entity Mailing State: CT

Entity Mailing Zip Code:

06382

Entity Mailing Country:

USA

Business Interest in Other State 34

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

Owner First Name: Acreage

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity Legal Name: Acreage Florida, Inc.

Entity DBA:

Entity Description: Medical Dispensary & Cultivation/Processing

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 10520 Spring Hill Dr

Entity Address 2:

Entity City: Spring Hill	Entity State: FL	Entity Zip Code: 34608	Entity Country: USA
Entity Mailing Address 1: 10520 Spring Hill Dr		Entity Mailing Address 2:	
Entity Mailing City: Spring Hill	Entity Mailing State: FL	Entity Mailing Zip Code: 34608	Entity Mailing Country: USA

Business Interest in Other State 35

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Nature's Care Company NCC2		Entity DBA:	
Entity Description: Retail Dispensary (Adult Use)			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 810 W. Randolph St.		Entity Address 2:	
Entity City: Chicago	Entity State: IL	Entity Zip Code: 60607	Entity Country: USA
Entity Mailing Address 1: 810 W. Randolph St.		Entity Mailing Address 2:	
Entity Mailing City: Chicago	Entity Mailing State: IL	Entity Mailing Zip Code: 60607	Entity Mailing Country: USA

Business Interest in Other State 36

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Prime Alternative Treatment Centers of NH, Inc.		Entity DBA:	
Entity Description: Alternative Treatment Center Permit			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 49 Vose Farm Rd		Entity Address 2:	
Entity City: Peterborough	Entity State: NH	Entity Zip Code: 03458	Entity Country: USA
Entity Mailing Address 1: 49 Vose Farm Rd		Entity Mailing Address 2:	
Entity Mailing City: Peterborough	Entity Mailing State: NH	Entity Mailing Zip Code: 03458	Entity Mailing Country: USA

Business Interest in Other State 37

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner			
Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:	
Entity Legal Name: Prime Alternative Treatment Centers of NH, Inc.		Entity DBA:	
Entity Description: Alternative Treatment Center			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 380 Daniel Webster Highway		Entity Address 2: STE A	
Entity City: Merrimack	Entity State: NH	Entity Zip Code: 03054	Entity Country: USA
Entity Mailing Address 1: 380 Daniel Webster Highway		Entity Mailing Address 2: STE A	
Entity Mailing City: Merrimack	Entity Mailing State: NH	Entity Mailing Zip Code: 03054	Entity Mailing Country: USA

Business Interest in Other State 38

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: Compassionate Care Foundation, Inc.	Entity DBA:	
Entity Description: Alternative Treatment Center		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 1301 Boardwalk	Entity Address 2:	
Entity City: Atlantic City	Entity State: NJ	Entity Zip Code: 08401
Entity Mailing Address 1: 1301 Boardwalk	Entity Mailing Address 2:	Entity Country: USA
Entity Mailing City: Atlantic City	Entity Mailing State: NJ	Entity Mailing Zip Code: 08401
		Entity Mailing Country: USA

Business Interest in Other State 39

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: Gesundheit Foods, LLC	Entity DBA:	
Entity Description: Marijuana Processor License		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 2200 SE Mailwell Dr	Entity Address 2: Suite 100	
Entity City: Milwaukie	Entity State: OR	Entity Zip Code: 97222
Entity Mailing Address 1: 2200 SE Mailwell Dr	Entity Mailing Address 2: Suite 100	Entity Country: USA
Entity Mailing City: Milwaukie	Entity Mailing State: OR	Entity Mailing Zip Code: 97222
		Entity Mailing Country: USA

Business Interest in Other State 40

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

Owner First Name: Acreage Holdings, Inc	Owner Last Name:	Owner Suffix:
Entity Legal Name: Gesundheit Foods, LLC	Entity DBA:	
Entity Description: Marijuana Wholesaler License		
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:
Entity Address 1: 2200 SE Mailwell Dr	Entity Address 2: Suite 100	
Entity City: Milwaukie	Entity State: OR	Entity Zip Code: 97222
Entity Mailing Address 1: 2200 SE Mailwell Dr	Entity Mailing Address 2: Suite 100	Entity Country: USA
Entity Mailing City: Milwaukie	Entity Mailing State: OR	Entity Mailing Zip Code: 97222
		Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 235 Hartford Turnpike

Establishment Address 2:**Establishment City:** Shrewsbury**Establishment Zip Code:** 01545**Approximate square footage of the establishment:** 3000**How many abutters does this property have?:** 6**Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?:** Yes**HOST COMMUNITY INFORMATION****Host Community Documentation:**

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Shrewsbury HCA.pdf	pdf	5c1804a2c9f8321ffd060b4b	12/17/2018
Community Outreach Meeting Documentation	TB_Shrewsbury_CommOutreach.pdf	pdf	5c1aaa7f21b7c17a8fe2da83	12/19/2018
Plan to Remain Compliant with Local Zoning	Botanist - Plan to Remain Compliant with Local Zoning - Shrewsbury.pdf	pdf	5c23a4276b68fa71e859a304	12/26/2018

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$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	Botanist - ADI SH - Update.pdf	pdf	5c7439212724e81b5255b735	02/25/2019

ADDITIONAL INFORMATION NOTIFICATION**Notification:** I understand**INDIVIDUAL BACKGROUND INFORMATION****Individual Background Information 1**

Role: **Other Role:**
First Name: Kevin **Last Name:** Murphy **Suffix:**
RMD Association: RMD Manager
Background Question: no

Individual Background Information 2

Role: **Other Role:**
First Name: Robert **Last Name:** Daino **Suffix:**
RMD Association: RMD Manager
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION**Entity Background Check Information 1**

Role: Other (specify) **Other Role:** Sole Owner
Entity Legal Name: Acreage Holdings, Inc. **Entity DBA:**
Entity Description: Acreage Holdings, Inc., formerly known as High Street Capital Partners, LLC, is the sole shareholder of The Botanist, Inc.

Phone: 201-914-3455 Email: c.oyediran@acreageholdings.com

Primary Business Address 1: 32 Chocksett Rd Primary Business Address 2:

Primary Business City: Sterling Primary Business State: MA Principal Business Zip Code: 01564

Additional Information: Acreage Holdings, Inc., formerly known as High Street Capital Partners, LLC, is the sole shareholder of The Botanist, Inc.

Entity Background Check Information 2

Role: Investor/Contributor Other Role:

Entity Legal Name: The Botanist, Inc. Entity DBA:

Entity Description: Capital Contributor

Phone: 201-914-3455 Email: c.oyediran@acreageholdings.com

Primary Business Address 1: 32 Chocksett Rd Primary Business Address 2:

Primary Business City: Sterling Primary Business State: MA Principal Business Zip Code: 01564

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Botanist (PWC) - Articles of Entity Conversion.pdf	pdf	5c141602868cbd200705e14d	12/14/2018
Department of Revenue - Certificate of Good standing	MassDOR.pdf	pdf	5c1416235e6ec11ff38116de	12/14/2018
Secretary of Commonwealth - Certificate of Good Standing	SOC - Certificate of Good Standing_The Botanist.pdf	pdf	5c2faadf3fb3fc7ac189335a	01/04/2019
Articles of Organization	Articles of Ammendment Botanist.pdf	pdf	5c2fac8fa2404e71ee7e60bc	01/04/2019
Bylaws	Botanist For-Profit Bylaws.pdf	pdf	5c6214842724e81b52559e51	02/11/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Cert of good standing DUA.pdf	pdf	608ac087b15b20079554fec2	04/29/2021
Department of Revenue - Certificate of Good standing	Certificate of Good Standing DOR.pdf	pdf	60a5175c09011007a03d4008	05/19/2021
Secretary of Commonwealth - Certificate of Good Standing	The Botanist Inc._Certificate of Good Standing #21050429470.pdf	pdf	60a54c378ecb05074fe6d4d5	05/19/2021

Massachusetts Business Identification Number: 001341613

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Botanist_BusinessPlan_Shrewsbury.pdf	pdf	5c23a48ce96db37a99be3dbe	12/26/2018
Plan for Liability Insurance	Botanist - Liability Insurance.pdf	pdf	6089a637954bd3079c68e64f	04/28/2021

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Diversity plan	Botanist - Diversity Plan.pdf	pdf	5c61848b3d84de123a60fa2a	02/11/2019
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	6088252268436d078d6b06af	04/27/2021
Dispensing procedures	Dispensing Procedures.pdf	pdf	608ac0ed247e180786c941f5	04/29/2021
Inventory procedures	Inventory Procedures.pdf	pdf	608ac0eeb15b20079554fecc	04/29/2021
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	608ac0f03bbe600765b4b900	04/29/2021
Personnel policies including background checks	Personnel Policies Including Background Checks.pdf	pdf	608ac0f109011007a03cf54a	04/29/2021
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	608ac0f12e7a1d0770d07418	04/29/2021
Restricting Access to age 21 and older	Plan for Restricting Access to Age 21 and Older.pdf	pdf	608ac11fd91389075ed37c3d	04/29/2021
Separating recreational from medical operations, if applicable	Plan for Separating Recreational from Medical Operations.pdf	pdf	608ac1208f80610756a109a8	04/29/2021
Prevention of diversion	Prevention of Diversion.pdf	pdf	608ac121247e180786c941f9	04/29/2021
Qualifications and training	Qualifications and Training.pdf	pdf	608ac122e54b280786baef93	04/29/2021
Quality control and testing	Quality Control and Testing.pdf	pdf	608ac123b15b20079554fed0	04/29/2021
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	608ac1488ecb05074fe688b2	04/29/2021
Security plan	Security Plan.pdf	pdf	608ac1496f8420077bfc5aae	04/29/2021
Storage of marijuana	Storage of Marijuana.pdf	pdf	608ac14a68436d078d6b0f0a	04/29/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	608ac14ad91389075ed37c41	04/29/2021

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

Adequate Patient Supply Documentation:

Document Category	Document Name	Type	ID	Upload Date
	INVT-I200 Patient Supply.pdf	pdf	6088253de067a90777b4dd82	04/27/2021

Reasonable Substitutions of Marijuana Types and Strains Documentation:

Document Category	Document Name	Type	ID	Upload Date
	INVT-I210 Product Consistency.pdf	pdf	608825453fd8b2075df9b332	04/27/2021

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1) have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control

Commission.: I Agree

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

I certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.: I Agree

I certify that to the best knowledge of any of the individuals listed within this application, there are no background events that have arisen since the issuance of the establishment's final license that would raise suitability issues in accordance with 935 CMR 500.801.: I Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: "Reduce barriers to entry in the commercial adult-use cannabis industry"

As a direct result of COVID-19 and the inability to hold public gatherings, The Botanist has recently initiated the Botanist Incubator Program through online educational seminars utilizing Zoom to satisfy our Positive Impact Plan. Information regarding upcoming seminars is posted on our website at <https://www.shopbotanist.com/locations/Worcester/> and Facebook page at <https://www.facebook.com/TheBotanist.Worcester/>, in the Worcester Telegram and Gazette, and within the Worcester dispensary 30 days in advance for visibility and easy access for those who are interested in attending. Due to COVID-19, The Botanist is currently unable to post in physical locations such as community centers and career agencies.

To assist residents of Worcester in learning about the marijuana industry in Massachusetts, The Botanist scheduled two online educational seminars executed on March 16th and April 26th 2021, hosted by experienced members of our management team. The seminars will focus on topics such as Retail Operations, Record Keeping, and Careers in the Cannabis Industry and be catered to aspiring cannabis business owners and Social Equity Applicants.

Topics include but are not limited to:

Retail Ops and Record Keeping

- Hiring/ Onboarding
- Outreach
- Business Skills
- Standard Operating Procedures
- Background Checks and Personnel Records
- Incident Reporting

Cannabis Careers

- Departmental Structure and Organization
- Departmental Qualifications
- MA Market Summary
- Key Talent
- Hurdles and Challenges
- Benefits and Positives

At the close of each seminar, The Botanist provided application information as to how individuals and/or companies owned by residents of disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items.

Furthermore, The Shrewsbury dispensary facility has hired 13 employees in compliance with the Commission's requirements for reaching ADI residents, including minorities (people of color, women, members of the LGBTQ community, and persons with disabilities). Of those 13 Registered Agents 46.15% reside in an Area of Disproportionate Impact.

Progress or Success Goal 2

Description of Progress or Success: "Provide mentoring, professional, and technical services for individuals and businesses facing systemic barriers"

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- Departmental Structure and Organization
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- MA Market Summary
- Key Talent
- Hurdles and Challenges
- Benefits and Positives

At the close of each seminar, The Botanist provided application information as to how individuals and/or companies owned by residents of disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items.

Progress or Success Goal 3

Description of Progress or Success: "Provide business assets towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of the community as a whole."

At the close of each seminar, The Botanist provided application information as to how individuals and/or companies owned by residents of disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items.

Lastly, seminar attendees are prompted to take a short survey following seminar participation indicating their areas of residence; associations with the marijuana industry; and whether they intend to apply for or are actively seeking a social equity license and request further training, as

well as other pertinent information. "Retail Operations and Record Keeping" brought in a total of 30 attendees and "Careers in Cannabis" brought in a total of 10 attendees.

The Botanist's executive management team measures the impact of its programming on an annual basis by tracking the number of actual events held versus the number of goal events. The Botanist has also committed to a minimum of \$10,000 in grant opportunities annually; should the amount of grants not reach the required amount of \$10,000 the Botanist will donate the balance to the Cannabis Control Commission's Social Equity Training and Technical Assistance Fund. The Botanist's Executive Management team is currently in the process of assessing grant applicants for the \$10,000 2021 grant award.

COMPLIANCE WITH DIVERSITY PLAN Diversity Progress or Success 1

Description of Progress or Success: "Increasing the number of individuals from disproportionately affected communities working in the establishment and providing tools to ensure their success"

The Shrewsbury dispensary facility has hired 13 employees in compliance with the Commission's requirements for reaching ADI residents, including minorities (women, members of the LGBTQ community, and persons with disabilities). Of those 13 Registered Agents 46.15% reside in an Area of Disproportionate Impact and 69.23% identify as one or more of the above mentioned minority groups.

As part of The Botanist's Diversity Plan, the company has implemented a diverse workforce recruitment effort to serve its customers through innovative corporate recruitment of underrepresented and minority communities. The Botanist's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes but is not limited to the following steps:

- Hosting four career fairs in identified census tracts of Worcester;
- Advertising employment opportunities in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job opportunities on public boards;
- Encouraging employees to refer applicants from diverse groups for employment;
- Utilizing personal connections to communicate hiring objectives throughout diverse populations;
- Hosting informational sessions about careers in the marijuana industry; and
- Hiring employees from diverse backgrounds and communities, including women, minorities, and veterans.

Due to COVID-19, nation-wide layoffs, and restrictions on gatherings, The Botanist has only recently recommenced the recruiting process. Utilizing Zoom and Calendly, all "career fairs" have been moved to a digital layout where time slots are available to book interviews with dispensary personnel. Voluntary data will be collected from attendees relevant to the number of individuals falling into diverse categories such as minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations.

All recent job postings are available on public boards such as the company website, Glassdoor, and Indeed; Mass Rehab Commission; MLK Business Empowerment Center; and Dress for Success (job support for underrepresented groups). Staff is also encouraged to seek out and recommend applicants from diverse or underrepresented groups. Included in this document are the Dispensary Manager and Dispensary Advocate job descriptions, as well as an example job posting.

As part of The Botanist's Diversity Plan, the company has implemented Diversity Awareness Training which emphasizes The Botanist's zero-tolerance commitment of harassment and discrimination and its strict adherence to taking immediate corrective action should any issues, concerns, or complaints arise. All The Botanist employees are required to complete the Diversity Awareness Training program during employee orientation. Training begins immediately upon hiring, and all new employees are required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

Keeping up with our high expectations of compassion and understanding, all members of The Botanist staff have received and acknowledged the company's training on Ethics and Diversity (see appendix for Training Acknowledgement Staff form). The Botanist's Diversity Awareness Training emphasizes The Botanist's zero-tolerance commitment of harassment and discrimination and The Botanist's strict adherence to take corrective action should any issues, concerns, or complaints arise. Ethics and Harassment Diversity Training (see appendix) is included as part of employee orientation and is updated annually for relevancy. All staff members, regardless of hire date, receive annual training to stay informed on any changes or improvements to this policy.

Through Worcester recruitment of diverse individuals for employment; frequent and consistent Diversity Awareness Training; and its policy of immediate action and zero-tolerance for discrimination or harassment in any form, The Botanist continues to support and further the diverse community of Worcester, Massachusetts. In addition, the company fully supports interested, diverse individuals with its educational sessions and cannabis industry business learning opportunities. The Botanist reflects its community through fair and equal employment opportunities; frequent job postings which reach diverse community members; and continued on-the-job support of these individuals. The diversity of The Botanist adds business opportunities and knowledge for future cannabis industry businesspeople, and the company will continue to support its diverse community at all times.

Diversity Progress or Success 2

Description of Progress or Success: "Providing access for and assisting individuals from disproportionately affected communities to achieve their goal of entering the adult-use marijuana industry."

To assist residents of Worcester in learning about career opportunities in the marijuana industry in Massachusetts, The Botanist executed an educational seminar on April 26th 2021, hosted by experienced members of our management team. The seminar focused on topics such as departments within the industry, required qualifications, where to find job postings, and the positives of working in cannabis.

- Examples of material used in the seminar can be found in the appendix Cannabis Careers.

At the close of each seminar, The Botanist provided application information as to how individuals and/or companies owned by residents of disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items. All efforts made towards our 2021 Diversity plan have provided The Botanist with a competent workforce that reflects diversity and underrepresented minority communities in the Worcester area.

HOURS OF OPERATION


Monday From: 9:00 AM	Monday To: 9:00 PM
Tuesday From: 9:00 AM	Tuesday To: 9:00 PM
Wednesday From: 9:00 AM	Wednesday To: 9:00 PM
Thursday From: 9:00 AM	Thursday To: 9:00 PM
Friday From: 9:00 AM	Friday To: 9:00 PM
Saturday From: 9:00 AM	Saturday To: 9:00 PM
Sunday From: 9:00 AM	Sunday To: 5:00 PM

Host Community Agreement Certification Form

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

Applicant

I, JOHN P. GLOWIK JR., (insert name) certify as an authorized representative of PRIME WELPES CENTERS (insert name of applicant) that the applicant has executed a host community agreement with TOWN OF SHREWSBURY (insert name of host community) pursuant to G.L.c. 94G § 3(d) on JULY 12, 2018 (insert date).


Signature of Authorized Representative of Applicant

Host Community

I, KEVIN J. MIZIKAR, (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for SHREWSBURY (insert name of host community) to certify that the applicant and SHREWSBURY (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on JULY 12, 2018 (insert date).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

I, Christopher Tolford, (*insert name*) attest as an authorized representative of The Botanist, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on December 6, 2018 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on November 28, 2018 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on November 27, 2018 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on November 28, 2018 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

**NOTICE OF COMMUNITY OUTREACH MEETING
PRIME WELLNESS CENTERS, INC.**

Notice is hereby given that Prime Wellness Centers, Inc. will hold a Community Outreach Meeting on **December 6, 2018** at the Maironis Banquet Facilities, 52 So. Quinsigamond Ave, Shrewsbury, MA 01545 at 6:00 PM to discuss the proposed siting of an Adult Use Marijuana Retail Establishment at 235 Hartford Turnpike, Shrewsbury in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

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

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

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

RECEIVED
TOWN OF SHREWSBURY
18 NOV 27 PM 2:15
TOWN MANAGER'S OFFICE

TOWN CLERK

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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.

20 NOV 27 PM 1:12
MASS

PLANNING

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2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

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



BOARD OF HEALTH

NOTICE OF COMMUNITY OUTREACH MEETING PRIME WELLNESS CENTERS, INC.

Notice is hereby given that Prime Wellness Centers, Inc. will hold a Community Outreach Meeting on **December 6, 2018** at the Maironis Banquet Facilities, 52 So. Quinsigamond Ave, Shrewsbury, MA 01545 at 6:00 PM to discuss the proposed siting of an Adult Use Marijuana Retail Establishment at 235 Hartford Turnpike, Shrewsbury in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

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

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
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Krista Rupolo
Board of Health

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OFFICIAL USE

Certified Mail Fee \$3.45

0109

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

Postmark Here 11/28/2018 28 50220 VMA

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☐ Certified Mail Restricted Delivery \$0.00

☐ Adult Signature Required \$0.00

☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.50

Total Postage and Fees \$3.95

Sent to

SHAWN W RICHARDS

Street and Apt. No., or PO Box No.

City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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☐ Adult Signature Restricted Delivery \$0.00

Postage \$0.50

Total Postage and Fees \$3.95

Sent to

Yannamad Shaid

Street and Apt. No., or PO Box No.

City, State, ZIP+4®

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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The Botanist

Plan to Remain Compliant with Local Zoning

The Botanist, Inc. (“The Botanist”) will remain compliant at all times with the local zoning requirements set forth in the Town of Shrewsbury Zoning Bylaw. The Botanist’s proposed Marijuana Retailer Establishment is located in the Limited Industrial Zoning District designated for Registered Marijuana Dispensaries and Marijuana Retailer Establishments.

In compliance with 935 CMR 500.110(3), The Botanist’s proposed Marijuana Retailer Facility 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.

The Botanist will also apply for a Special Permit any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. The Botanist will comply with all conditions and standards set forth in any required local permit.

The Botanist will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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



April 27, 2021

Town Manager Kevin J. Mizikar
Shrewsbury Town Hall
100 Maple Avenue
Shrewsbury, MA 01545

Re: Request for Records of Costs Related to The Botanist's Shrewsbury Operations

Dear Town Manager Kevin J. Mizikar:

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

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

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

Sincerely,

Botanist- 235 Hartford Turnpike

Brad Doyle <b.doyle@acreageholdings.com>

Thu 4/29/2021 10:10 AM

To: Kevin Mizikar <kmizikar@shrewsburyma.gov>

Cc: Maura O'Brien <m.obrien@shopbotanist.com>

April 29, 2021

Town Manager Kevin J. Mizikar
Shrewsbury Town Hall
100 Maple Avenue
Shrewsbury, MA 01545

Re: Request for Records of Costs Related to The Botanist's Shrewsbury Operations

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

Sincerely,

Brad Doyle

General Manager Massachusetts

Acreage

HOLDINGS

b.doyle@acreageholdings.com

M 925-596-5841

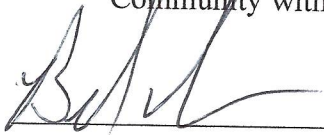
acreageholdings.com

[Email Disclaimer](#)

THE BOTANIST, INC.
MUNICIPAL RESPONSE ATTESTATION – SHREWSBURY

On behalf of The Botanist, Inc. ("Botanist"), I, Bradley Doyle, do hereby certify the following:

- In accordance with the requirements of the Botanist's license renewal for its Marijuana Establishment (ME), the Botanist requested from Shrewsbury (the "Host Community") the records of any cost to the Host Community, whether anticipated or actual, resulting from the Botanist's operation within its borders (the "Request").
- The Botanist submitted the Request to the Host Community on April 29th 2021.
- As of the date of this attestation, the Botanist has not received a response from the Host Community with respect to the Request.



Name: Bradley Doyle

5-6-2021
Date

Title: General Manager

Entity: The Botanist, Inc.

The Botanist

Plan to Positively Impact Areas of Disproportionate Impact

The Botanist, Inc. (“The Botanist”) is dedicated to serving and supporting residents within the communities of which it is a part, particularly those that are classified as 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.

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 The Botanist’s intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

Goals

The Botanist has established specific goals to make a positive impact on areas of disproportionate impact. Through its Plan to Positively Impact Areas of Disproportionate Impact, The Botanist seeks to:

1. Reduce barriers to entry in the commercial adult-use cannabis industry;
2. Provide mentoring, professional, and technical services for individuals and businesses facing systemic barriers; and
3. Provide business assets towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of the community as a whole.

Botanist Incubator Program

As participants in an emerging industry in Massachusetts, The Botanist recognizes the importance of providing customized, comprehensive training programs and funding streams within communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

The Botanist will hold two (2) educational seminars annually in areas that are classified as disproportionately impacted, including designated census tracts within the nearby City of Worcester. Topics will include, but not be limited to: how to start a marijuana business; marijuana cultivation; marijuana product manufacturing; marijuana retail operations; recordkeeping; financial literacy; business skills; and policy advocacy. The sessions will be designed to provide critical training to start-up companies owned by disproportionately harmed communities.

At each educational seminar, The Botanist will provide application information as to how individuals and/or companies owned by disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items.

Seminars and grant opportunities will be publicized within local newspapers, including bilingual media; distributed at local career agencies and community centers; and circulated to marijuana advocacy organizations.

In addition to opportunities for skill development and grant opportunities offered by these seminars, the Botanist believes that they will facilitate future mentorships, networking, peer support, and introductions to potential resources and sources of capital.

Plan Administration + Measurement

The Shrewsbury dispensary manager will administer the Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”), relying on The Botanist’s local and national expertise to develop curricula and continuing education. The Botanist’s executive management team will evaluate grant opportunities.

At the end of each year, The Botanist will compile its reports tracking both the qualitative and quantitative measures that demonstrate the progress or success of the plan. Metrics will have an identified data source. Metrics that will be utilized include:

1. The number of training events held annually;
2. Subject matter of training events;
3. Number of participants that attended the training events;
4. Number of participants from the immediate Worcester community that attended the training events;
5. Assessments from program attendees as to how helpful the trainings were;
6. Number of businesses or individuals that obtained grant assistance from the program; and
7. Number of businesses or individuals that applied for grant assistance from the program.

The Botanist’s executive management team will measure the impact of its programming on an annual basis. It will measure the number of actual events held versus the number of goal events.

The Botanist will commit to a minimum of \$10,000 in grant opportunities annually. Should the amount of grants not reach \$10,000, the Botanist will donate the balance to the Cannabis Control Commission’s Social Equity Training and Technical Assistance Fund.

Disclosures

The Botanist 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 The Botanist will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.



D

The Commonwealth of Massachusetts


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

FORM MUST BE TYPED

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

FORM M

Prime Wellness Centers, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of August 14, 2018.


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

- (1) Exact name of the non-profit: Prime Wellness Centers, Inc. 001171276
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Prime Wellness Centers, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Prime Wellness Centers, Inc.

ARTICLE II

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

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

6

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	275,000			

ARTICLE IV

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

Holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

ARTICLE V

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

ARTICLE VI

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

See Article VI Continuation Sheet

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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM MUST BE TYPED

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ARTICLE VI: CONTINUATIONS

A. **LIMITATION OF DIRECTOR LIABILITY.** EXCEPT AS REQUIRED BY APPLICABLE LAW, NO DIRECTOR OF THE CORPORATION SHALL HAVE ANY PERSONAL LIABILITY TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR. THE PRECEDING SENTENCE SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH SUCH PROVISION BECOMES EFFECTIVE.

B. **INDEMNIFICATION.** THE CORPORATION SHALL, TO THE EXTENT PERMITTED BY G.L.C. 156D, INDEMNIFY ALL PERSONS WHO HAVE SERVED OR MAY SERVE AT ANY TIME AS OFFICERS OR DIRECTORS OF THE CORPORATION AND THEIR HEIRS, EXECUTORS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, FROM AND AGAINST ANY AND ALL LOSS AND EXPENSE, INCLUDING AMOUNTS PAID IN SETTLEMENT BEFORE OR AFTER SUIT IS COMMENCED, AND REASONABLE ATTORNEY'S FEES, ACTUALLY AND NECESSARILY INCURRED AS A RESULT OF ANY CLAIM, DEMAND, ACTION, PROCEEDING, OR JUDGMENT THAT MAY HAVE BEEN ASSERTED AGAINST ANY SUCH PERSONS, OR IN WHICH THESE PERSONS ARE MADE PARTIES BY REASON OF THEIR BEING OR HAVING BEEN OFFICERS OR DIRECTORS OF THE CORPORATION. THIS RIGHT OF INDEMNIFICATION SHALL NOT EXIST IN RELATION TO MATTERS AS TO WHICH IT IS ADJUDGED IN ANY ACTION, SUIT OR PROCEEDING THAT THESE PERSONS ARE LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF DUTY. THE INDEMNIFICATION RIGHTS PROVIDED HEREIN (I) SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR OTHERWISE; AND (II) SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSONS ENTITLED TO INDEMNIFICATION. THE CORPORATION MAY, TO THE EXTENT AUTHORIZED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, GRANT INDEMNIFICATION RIGHTS TO OTHER EMPLOYEES OR AGENTS OF THE CORPORATION OR OTHER PERSONS SERVING THE CORPORATION AND SUCH RIGHTS MAY BE EQUIVALENT TO, OR GREATER OR LESS THAN, THOSE SET FORTH HEREIN.

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

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

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

F. **AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS.** THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
155 Federal St., Suite 700, Boston, MA 02110
- b. The name of its initial registered agent at its registered office:
CT Corporation System
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Treasurer: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Secretary: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Director(s): Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

- d. The fiscal year end of the corporation:
12/31
 - e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
 - f. The street address of the principal office of the corporation:
90 Canal St., 4th Fl., Boston, MA 02114
 - g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
90 Canal St., 4th Fl., Boston, MA 02114
- _____, which is
(number, street, city or town, state, zip code)

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

Signed by: _____
(signature of authorized individual)

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

on this 23 day of July, 2018

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE
COMMONWEALTH

2018 AUG 15 PM 1:45

CORPORATIONS DIVISION

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

1315743

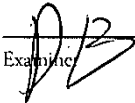
**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 15 day of August, 20 18, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examined: 

Name approval

Filing fee: Minimum \$250

1313

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

Alex Lamphier, Esq.

Vicente Sederberg LLC

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

Telephone: (617) 934-2121

Email: alex@vicesederberg.com

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



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOHN P. GLOWIK, JR.
PRIME WELLNESS CENTER, INC.
44 INDEPENDENCE LN
SHREWSBURY MA 01545-6242

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 12, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
THE BOTANIST, INC.

is a domestic corporation organized on **August 15, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

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

Secretary of the Commonwealth

Certificate Number: 18120205140

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

Processed by:



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Articles of Amendment

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

Identification Number: 001341613

1. Exact name of corporation: PRIME WELLNESS CENTERS, INC.

2. Registered office address: 200 PORTLAND ST., 5TH FL. BOSTON , MA 02114 USA

These Articles of Amendment affecting article(s):

☒ Article 1 ☐ Article 2 ☐ Article 3 ☐ Article 4 ☐ Article 5 ☐ Article 6

(Specify the number(s) of articles being amended(I-VI))

4. Date adopted: 12/5/2018

5. Approved by:

☐ the incorporators.

or

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

or

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

6. State article number and text of the amendment.

ARTICLE I

The exact name of the corporation, **as amended**, is:
(Do not state Article I if it has not been amended.)

THE BOTANIST, INC.

ARTICLE II

The purpose of the corporation, **as amended**, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

Amendments to Article III cannot be filed on-line at this time

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class, **if amended**. 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.

(Do not state Article IV if it has not been amended.)

ARTICLE V

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

(Do not state Article V if it has not been amended.)

ARTICLE VI

As amended, other lawful provisions for the conduct and regulation of the business and affairs of the business entity, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or stockholders, or of any class of stockholders:

(Do not state Article VI if it has not been amended.)

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

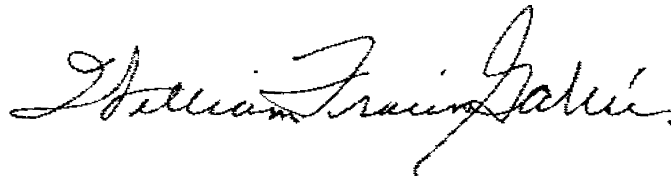
Later Effective Date: Time:

Signed by KEVIN MURPHY , its PRESIDENT
on this 10 Day of December, 2018

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 10, 2018 01:53 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS OF PRIME WELLNESS CENTERS, INC.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is PRIME WELLNESS CENTERS, INC. (the “**Corporation**”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “**Articles of Entity Conversion**”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“**Chapter 156D**”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“**Bylaws**”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

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

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

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

ARTICLE II: SHAREHOLDERS

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

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

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

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

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

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section 2.04 simultaneously with the written request for the

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

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

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

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

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

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records

of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

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

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

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

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

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

A record date fixed under this Section 2.07 may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the Board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

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

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

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

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

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

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

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

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

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be one (1) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Director shall be Kevin Murphy.

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

The Directors shall have the power and, to the extent required by law, the duty to:

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

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

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

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the Board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend or repeal these Bylaws; (iv) amend or repeal resolutions of the Board that are expressly non-amendable or not able to be repealed; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the Board; (vi) establish other committees of the Board; or (vii) approve any action that in addition to Board approval requires shareholder approval. The executive committee shall be composed of one (1) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

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

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

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

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

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

All vacancies may be filled by the approval of the Board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section 3.04 may be filled by the Board of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

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

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

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

Section 3.07 Meetings of Directors.

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

(b) **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

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

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

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or

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

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

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors and must be ratified by the holders of no less than a majority of all outstanding shares.

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

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

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

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

(f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

(g) Appoint other committees or Board members.

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

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

ARTICLE IV: OFFICERS

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

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

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

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

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

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

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

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

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

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

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

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

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

new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

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

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

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII: MISCELLANEOUS

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

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of

G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

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

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

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

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

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

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

ARTICLE IX: AMENDMENT OF BYLAWS

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

Section 9.02 Amendment by Directors. The Board of Directors may not under any circumstances adopt, amend or repeal these Bylaws.

The Botanist

Business Plan

January 2019

1. EXECUTIVE SUMMARY

1.1 Mission Statement

When you step through the doors of The Botanist, Inc. (“The Botanist”) , you’re stepping into a world where science, nature, and health converge. We’re inspired by the possibilities for healing that manifest within a single plant, and that inspiration has led us to create a unique experience for every customer, whether you’re new to cannabis or well acquainted with its benefits.

Botanists of old were intrigued by the ways plants and people existed in the world alongside each other, and as their knowledge of the medicinal and nutritional benefits grew, so did their ability to help people. Today, we’re bringing that tradition to you, as a trusted guide to the healing power of cannabis. Other dispensaries might show you a menu of strains and end there — we’re here to help you find the one that’s perfect for you.

1.2 License Type

The Botanist is applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a co-located Registered Marijuana Dispensary (“RMD”) and Retail Marijuana Establishment (“RME”) in Shrewsbury, Massachusetts.

The Botanist intends to submit applications to operate co-located RME and RMDs in Worcester and Leominster, Massachusetts. The Botanist’s Worcester establishment is currently operational as an RMD.

The Botanist will also submit an application to operate a Marijuana Cultivation and Product Manufacturing Establishment in Sterling, Massachusetts.

1.3 Product

The Botanist will offer a variety of products, including but not limited to:

- sativa, indica, and hybrid cannabis flower;
- concentrates;
- topical salves;
- creams and lotions;
- patches
- sublingual dissolving tablets;
- tinctures;
- sprays;
- pre-dosed oil vaporizers;
- edibles;
- beverages; and
- ingestion capsules.

1.4 Customers

The Botanist’s target customers include adults over the age of 21 and Medical Use of Marijuana Program patients over the age of 18.

1.5 What Drives Us

The Botanist's goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Hiring employees and contractors from within Shrewsbury and the surrounding region;
3. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;
4. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within The Botanist and the cannabis industry as a whole;
5. Having a diverse and socially representative pool of employees;
6. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching;
7. Creating branded marijuana products that are safe, effective, consistent, and high quality.

2. COMPANY DESCRIPTION

2.1 Structure

The Botanist is a Massachusetts domestic for-profit corporation interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the Commonwealth.

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

2.2 Operations

In accordance with 935 CMR 500.140(3), access to The Botanist’s facility is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Program ID Card issued by the DPH. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer’s entry into The Botanist premises, a The Botanist agent will immediately inspect the customer’s proof of identification and determine the individual’s age. An individual will not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual’s proof of identification. At the door, a designated staff member will collect valid customer identification and confirm a minimum age of 21 years old, failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

Once inside the retail area, customers will enter a queue to obtain individualized service where they may select any of the products available to them with the help of a The Botanist agent. Point of sale stations for adult-use and medical sales will be physically separated as described below. Upon checkout, customers will be required to confirm their identities and age a second time. Check out also activates the seed-to-sale tracking system that is compliant with 935 CMR 500.105(8).

Per M.G.L. c. 94G § 7, sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale.

Once a customer has selected a product for purchase, a Botanist agent will collect the chosen items from the designated product storage area. A Botanist agent will then scan each product barcode into the point of sale system. In the event of a flower sale, staff will weigh the chosen amount of flower and then place it in a tamper-resistant/child-resistant, resealable package that is compliant with 935 CMR 500.105(5). A Botanist agent will affix a label, as generated by the point of sale system, indicating the date, strain name, cannabinoid profile, and all applicable warnings detailed in 935 CMR 500.105.

In the event a Botanist agent determines an individual would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer.

The Botanist will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection. Pursuant to 935 CMR 500.140(6)(d), The Botanist will conduct 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 or alter sales data. If any such malware is found, The Botanist will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. The Botanist will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, The Botanist will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. The Botanist will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

The Botanist will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical and adult-use sales areas. The Botanist will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. The Botanist will provide for separate queues for sales of marijuana products for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card may use either line and will not be limited only to the medical use queue. The Botanist retail locations will provide an area that is separate from the sales floor to allow for confidential patient consultation.

The Botanist will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

In compliance with 935 CMR 500.140(8), The Botanist will provide educational materials designed to help consumers make informed marijuana product purchases. The Botanist's educational materials will describe the varying types of products available at The Botanist, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, and withdrawal.

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

The Botanist 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.

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

2.3 Security

The Botanist 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. The Botanist will have security personnel on-site during business hours.

The Botanist'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 Shrewsbury 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 The Botanist'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 The Botanist will maintain a current list of individuals with access.

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

2.4 Benefits to the Municipality

The Botanist believes its facility will offer many benefits to the Town of Shrewsbury, including:

- Jobs:
 - The Botanist's facility will add 25-30 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits:
 - A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- Access to Quality Product:
 - The Botanist 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
- Control:
 - In addition to the Commission, the Shrewsbury Police Department and other municipal departments will have oversight over The Botanist's security systems and processes.
- Responsibility:

- The Botanist is comprised of experienced cultivators and professionals who will be thoroughly background checked and scrutinized by the Commission.

2.5 Zoning

The Botanist, Inc. (“The Botanist”) will remain compliant at all times with the local zoning requirements set forth in the Town of Shrewsbury Zoning Bylaw. The Botanist’s proposed Marijuana Retailer Establishment is located in the Limited Industrial Zoning District designated for Registered Marijuana Dispensaries and Marijuana Retailer Establishments.

In compliance with 935 CMR 500.110(3), The Botanist’s proposed Marijuana Retailer Facility 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.

The Botanist will also apply for a Special Permit any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. The Botanist will comply with all conditions and standards set forth in any required local permit.

The Botanist will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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

3. MARKET RESEARCH

3.1 Industry

The Botanist's facility is located in Shrewsbury, Massachusetts. Surrounding areas include Auburns, Millbury, Grafton, Worcester, Holden. Paxton, Northborough, and West Boylston.

3.2 Customers

In Massachusetts, sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

3.3 Competitors

The Botanist's competitors will include another retail marijuana establishments in Shrewsbury and establishments in surrounding communities including Leicester and Worcester.

3.4 Competitive Advantage

The Botanist possesses several strengths which will separate it from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, the discounts offered for the products, and to some extent, the branding of the business. The Botanist's strengths include:

- Customer and patient experience;
- Quality of products;
- Variety of products;
- Consistency of products;
- Efficiency of store; and
- Ease in accessing the facility.

3.5 Regulations

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

The Botanist will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. The Botanist will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

The Botanist will apply for all state and local permits and approvals required to renovate and operate the facility.

The Botanist 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.

4. PRODUCT / SERVICE

4.1 Product & Service

The Botanist is applying for additional marijuana establishment licenses for the purposes of cultivating marijuana and for manufacturing marijuana products under 935 CMR 500.000 et seq.

In the event The Botanist is granted a license to operate a marijuana cultivator establishment and/or a marijuana product manufacturing establishment, the company intends to obtain the majority of the marijuana to be sold at its retail locations from The Botanist's affiliated marijuana cultivator establishment. The Botanist will ensure that the transportation of any marijuana between the two facilities will be carried out in compliance with the transportation and security requirements of 935 CMR 500.000 et seq. All marijuana will be tested by an Independent Testing Laboratory and will be deemed to comply with the standards required under 935 CMR 500.160 prior to the sale or marketing for adult use of any such marijuana.

In the event that The Botanist does not obtain a license to operate a marijuana product manufacturer establishment, The Botanist may contract with licensed marijuana product manufacturers to manufacture and process marijuana cultivated by The Botanist for wholesale and retail sale at The Botanist's retail marijuana establishment(s).

Additionally, The Botanist reserves the right to purchase marijuana and marijuana products from other entities licensed to cultivate, manufacture, and distribute marijuana and marijuana products under 935 CMR 500.000 et seq. The Botanist will ensure that all marijuana and marijuana products purchased from licensed marijuana cultivators and product manufacturers are in compliance with 935 CMR 500.160(9), requiring marijuana and marijuana products be tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160 prior to the sale or marketing for adult use of any such marijuana or marijuana product.

4.2 Pricing Structure

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

Currently, The Botanist offers products at the following prices:

Flower

1g - \$15	1/8 - \$50	1/4 - \$90
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Concentrate

1/2 g - \$30-60

Edibles

\$6-\$35/unit

Tinctures- \$70/unit

Capsules - \$16/unit

Topicals - \$42/unit

5. MARKETING & SALES

5.1 Growth Strategy

The Botanist's plan to grow the company includes:

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

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

5.2 Communication

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

All marketing, advertising, and branding produced by or on behalf of The Botanist 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."

The Botanist will communicate with customers through:

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

The Botanist 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.

5.3 Sales

The Botanist will sell its product and service by engaging customers with knowledgeable in-store personnel.

The Botanist 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, The Botanist will market its products and services to reach a wide range of qualified consumers.

The Botanist 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.” The Botanist will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

5.4 Logo

The Botanist 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 medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

The logo for 'The Botanist' features the word 'The' in a small, dark brown serif font, followed by the word 'Botanist' in a large, dark brown serif font. The 'B' in 'Botanist' is particularly large and stylized, with a prominent loop at the top.

5.5 In Store Presence

The Botanist has a visually appealing in-store presence.



The Botanist

Plans for Obtaining Liability Insurance

The Botanist, Inc. (“The Botanist”) maintains 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. The Botanist will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, The Botanist will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. The Botanist will keep reports documenting compliance with 935 CMR 500.105(10).

The Botanist

Diversity Plan

The Botanist, Inc. (“The Botanist”) believes in creating and sustaining a robust policy of inclusivity and diversity. The Botanist recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. The Botanist is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. The Botanist’s diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations.

Goals

The Botanist has established specific goals to promote equity for the above-listed groups in the operations of its Marijuana Establishment. The Botanist’s goals include:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment and providing tools to ensure their success; and
2. Providing access for and assisting individuals falling into the above-listed demographics to achieve their goal of entering the adult-use marijuana industry.

The Botanist believes in creating and sustaining a robust policy of inclusivity and diversity because The Botanist recognizes that diversity in the workforce is key to the integrity of a company’s commitment to the community where it is established. Coupled with that vision, The Botanist also wants to ensure that its customers see themselves in the makeup of The Botanist’s employees.

Diversity Recruitment and Sourcing

The Botanist will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. The Botanist has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve The Botanist customers’ needs. These strategic corporate initiatives include: The Botanist’s recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Hosting four career fairs in identified census tracts of Worcester;
- Advertising employment opportunities in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards;
- Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings;
- Encouraging employees to refer applicants from diverse groups for employment;
- Utilizing personal connections to communicate hiring objectives throughout diverse populations;
- Hosting informational sessions about careers in the marijuana industry;
- Advertising informational sessions in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards; and
- Developing relationships with community child care, housing, transportation, and other programs designed to improve employment opportunities for diverse persons.

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, The Botanist's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

The Botanist will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth and to decrease turnover. The Botanist will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. The Botanist 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.

Additionally, The Botanist will:

- Provide annual cultural training on cultural sensitivity and recognizing unconscious bias, focusing on materials including learning about multicultural environments, how to foster inclusion and belonging, intercultural competence, and break out group sessions; and
- Use suppliers who are also committed to diversity and inclusion.

The Botanist's diversity awareness training emphasizes The Botanist's zero-tolerance commitment of harassment and discrimination and The Botanist's strict adherence to take corrective action should any issues, concerns, or complaints arise. All The Botanist 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. Following successful completion of the general orientation program, employees will undergo additional diversity training that will be tailored to the employee's specific job function. All employees will also be required to undergo ongoing diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Awareness of Diversity Plan goals and The Botanist's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to The Botanist's success. Management, staff, associates, vendors, contractors, and the general public all benefit from being informed of the Diversity Plan objectives and procedures. Dissemination of information of the Diversity Plan includes the following:

- Inclusion of The Botanist's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;
- Inclusion of The Botanist's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose The Botanist's goal for a diverse workforce;

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- Postings in suitable areas for employee communication;
- Diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

Measuring Progress

The Botanist will establish a Diversity Committee (the “Committee”) to assist the executive management team and compliance officer with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity. All employees will be made aware of the Committee and invited to join if it is of interest.

The Committee will be responsible for developing Equal Employment Opportunity (EEO) statements, policies, programs, and internal and external communication procedures in support of the goals of the Diversity Plan, assisting in the identification of problematic areas for EEO, including receiving, reviewing, and resolving any complaints of discrimination or other non-compliance with regards to equal opportunity and fair treatment of all employees, assisting management in arriving at effective solutions to problems regarding issues of diversity and inclusion, designing and implementing internal reporting systems that measure the effectiveness of programs designed to support a company culture that fosters diversity, keeping the company informed of equal opportunity progress through quarterly reports, reviewing the Diversity Plan with management at all levels of The Botanist to ensure that the Diversity Plan is understood; and auditing The Botanist’s internal and external job postings to ensure information is in compliance with The Botanist’s diversity policies and procedures.

The audit will be conducted at the end of each calendar year and include:

- Employment data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;
- Number and subject matter of trainings held and the number of individuals falling into the above- listed demographics in attendance; and
- A comprehensive description of all efforts made by The Botanist to monitor and enforce the Diversity Plan.

Acknowledgements

- The Botanist 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 The Botanist will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

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Overview

The Botanist, Inc. (“The Botanist”) will demonstrate consideration of the following factors as part of its operating plan and during inspections processes with respect to energy efficiency and conservation:

1. Identification of potential energy use reduction opportunities (such as natural lighting and energy efficiency measures), and a plan for implementation of such opportunities;
2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
3. Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage); and
4. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

Furthermore, The Botanist will use best management practices to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts in any and all of its transportation operations.

Energy Use Reduction and Renewable Energy Opportunities

The Botanist has identified potential energy use reduction opportunities such as natural lighting and energy efficiency measures and a plan for implementation of such opportunities. Our facility has been fully designed with features including state-of-the-art spray foam insulation, energy efficient lighting, natural lighting, and timed lighting to preserve energy.

The Botanist is pursuing the following strategies to reduce electric demand. Programs may include lighting schedules, active load management and energy storage programs. The Botanist has created an energy efficient lighting plan and uses LED lights.

The Botanist plans on engaging with the energy efficiency program offered by the MASS Save program. The Botanist will use additional best management practices as determined by the Commission, in consultation with the working group established under St. 2017, c. 55, § 78(b), to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts, and will provide energy and water usage reporting to the Commission in a form determined by the Commission.

The Botanist has considered opportunities for renewable energy generation. Our team is dedicated to consistently striving for sustainability, emissions reduction, and other opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site. [We do not own the property but lease the location. However, The Botanist will continue to pursue energy efficient alternatives.

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MAINTAINING OF FINANCIAL RECORDS

The Botanist, Inc.'s ("The Botanist") 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 The Botanist.
- 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 The Botanist determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data: 1. it shall immediately disclose the information to the Commission; 2. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and 3. take such other action directed by the Commission to comply with 935 CMR 500.105.
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and

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- Maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six (6) months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(15).
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.360 or any other section of the Commission's regulations.
- License Renewal Records
 - The Botanist will 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.

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PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

The Botanist, Inc. (“The Botanist”) will securely maintain personnel records, including registration status and background check records. The Botanist 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 Botanist Agent;
- A staffing plan that will demonstrate accessible business hours and safe operating conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with The Botanist 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 The Botanist will undergo a detailed background investigation prior to being granted access to The Botanist facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for The Botanist 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, The Botanist will consider:

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- 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, The Botanist 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, The Botanist 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

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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 The Botanist or the Commission.

Personnel Policies and Training

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

The Botanist 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 The Botanist 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.

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PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(8)(b), The Botanist, Inc. (“The Botanist”) will only be accessible to individuals, visitors, and agents who are 21 years of age or older with a verified and valid government-issued photo ID. At The Botanist’s co-located retail operations, for any individual who is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the Medical Use of Marijuana Program. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card, and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification. Upon entry into the premises of the marijuana establishment by an individual, visitor, or agent, a Botanist 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 The Botanist 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). The Botanist 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), The Botanist will not engage in any advertising practices that are targeted to, deemed to appeal to or portray minors under the age of 21. The Botanist will not engage in any advertising by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including sponsorship of charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. The Botanist will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, fruit, or sporting-equipment item including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any advertising created for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana. Please Consume Responsibly.”** Pursuant to 935 CMR 500.105(6)(b), The Botanist packaging for any marijuana or marijuana products will not use bright colors, defined as colors that are “neon” in appearance, resemble existing branded products, feature cartoons, a design, brand or name that resembles a non-cannabis consumer or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be marketed to minors. The Botanist’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).

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PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

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

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

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

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

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

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

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

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

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

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QUALIFICATIONS AND TRAINING

The Botanist, Inc. (“The Botanist”) will ensure that all employees hired to work at The Botanist 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.

The Botanist will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that The Botanist discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and The Botanist 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 The Botanist’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A Botanist Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program (“RVT”) courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

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

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

Basic Core Curriculum

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

- Marijuana's effect on the human body, including:
 - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
 - The amount of time to feel impairment;
 - Visible signs of impairment; and

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

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

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

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QUALITY CONTROL AND TESTING

Quality Control

The Botanist, Inc. (“The Botanist”) will comply with the following sanitary requirements:

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

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12. The Botanist'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. The Botanist will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. The Botanist 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. The Botanist 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.

The Botanist'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).

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

The Botanist 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 The Botanist 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

The Botanist 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 The Botanist 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

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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 The Botanist'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 The Botanist'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.

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

The Botanist'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 The Botanist 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.

The Botanist 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. The Botanist 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 The Botanist'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 The Botanist for disposal or by the Independent Testing Laboratory disposing of it directly. All Single-servings

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of marijuana products will be tested for potency in accordance with 935 CMR 500.150(4)(a) and subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

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

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

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RECORDKEEPING PROCEDURES

General Overview

The Botanist, Inc. (“The Botanist”) 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 The Botanist documents. Records will be stored at The Botanist 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 The Botanist 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 The Botanist’s quarter-end closing procedures. In addition, The Botanist’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;

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- 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 The Botanist.
- 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 The Botanist and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe operating conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- Handling and Testing of Marijuana Records
 - The Botanist 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
 - The Botanist 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.

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- Sales Records for Marijuana Retailer
 - The Botanist 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, The Botanist 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 The Botanist 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 The Botanist'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, The Botanist 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 The Botanist agents present during the disposal or other handling, with their signatures. The Botanist 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 The Botanist is aware of pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.
- Transportation Records
 - The Botanist will retain all transportation manifests for a minimum of one (1) year and make them available to the Commission upon request.

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- Vehicle Records (as applicable)
 - Records that any and all of The Botanist'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
 - The Botanist 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 The Botanist closes, all records will be kept for at least two (2) years at The Botanist's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, The Botanist 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 The Botanist'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 The Botanist'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 sold, 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:

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- Diverted marijuana, which will be reported to Law Enforcement Authorities and to the Commission;
- Engaged in unsafe practices with regard to The Botanist 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 The Botanist, 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 The Botanist's website.
- Policies and procedures for the handling of cash on The Botanist 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
 - The Botanist 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

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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

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